

FORM 51-102F3

**MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

1. **Name and Address of Company**

BacTech Environmental Corporation
50 Richmond Street East, Suite 300
Toronto, Ontario M5C 1N7

2. **Date of Material Change**

March 18, 2013

3. **News Release**

A news release with respect to the material change referred to in this report was issued on March 18, 2013 and subsequently filed on SEDAR.

4. **Summary of Material Change**

The Board of Directors approved the issuance of 750,000 options to purchase common shares of the Company to certain directors, employees and consultants of the Company.

5. **Full Description of Material Change**

On March 18, 2013, pursuant to the stock option plan, the Board of Directors approved the issuance of 750,000 options to purchase common shares of the Company to certain directors, employees and consultants of the Company. The exercise price of the options is \$0.20. They are subject to a four-month hold and have a term of 5 years. The total number of outstanding options under the Company's plan is now 4,150,000, or approximately 8.5% of the outstanding shares.

6. **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

For further information, contact Ross Orr, President and Chief Executive Officer of BacTech Environmental Corporation at (416) 813-0303.

9. **Date of Report**

March 22, 2013