

## **BACTECH ENVIRONMENTAL CORPORATION**

50 Richmond Street East, Suite 300

Toronto, Ontario M5C 1N7

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the shareholders of BacTech Environmental Corporation (the "**Corporation**") will be held at 2:00 p.m. (EDT), on Thursday, July 3, 2014, at the offices of the Corporation, 50 Richmond Street East, Suite 300 Toronto, Ontario M5C 1N7, for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended December 31, 2013, together with the report of the auditors thereon;
2. to elect directors of the Corporation;
3. to appoint the auditors of the Corporation and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to consider and, if thought fit, ratify and approve the Corporation's existing Stock Option Plan, as more particularly described in the Management Information Circular of the Corporation (the "**Information Circular**") which accompanies this notice;
5. To approve the consolidation of the issued and outstanding common shares of the Corporation on the basis that five (5) common shares outstanding before consolidation shall be consolidated into one (1) common share as more fully described in the circular.
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Information Circular. This notice is also accompanied by the form of proxy.

The record date for the determination of shareholders entitled to receive notice of, and to vote at the Meeting or any adjournments or postponements thereof, is May 22, 2014 (the "**Record Date**"). Shareholders of the Corporation are invited to attend the Meeting. Shareholders, whose names have been entered in the register of shareholders at the close of business on the Record Date, will be entitled to receive notice of and to vote at the Meeting or any adjournments or postponements thereof. A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the form of proxy accompanying this notice for use at the Meeting or any adjournments or postponements thereof, so that as large a representation as possible may be had at the Meeting. To be effective, the enclosed form of proxy must be mailed so as to be deposited with Computershare Investor Services Inc., Attn: Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, Canada, M5J 2Y1, or faxed to 416-263-9524 or 1-866-249-7775, no later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) before the time of the Meeting or any adjournments or postponements thereof.

If you are a non-registered shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or the other intermediary. Failure to do so may result in your shares of the Corporation not being voted at the Meeting.

**DATED at Toronto, Ontario this 22nd day of May, 2014.**

**BY ORDER OF THE BOARD OF DIRECTORS**

**Signed: "M. Ross Orr"**

**M. Ross Orr**

**President and Chief Executive Officer**