

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**

February 1, 2011

3. **News Release**

A news release with respect to the material change referred to in this report was issued on February 3, 2011 and subsequently filed on SEDAR.

4. **Summary of Material Change**

BacTech Environmental Corporation ("BacTech" or the "Company") announced that it had entered into an investor relations agreement with Stone Communication Services Limited ("SCS") of Toronto, Ontario. SCS specializes in the execution of tailored, strategic communication programs for emerging companies and will introduce the Company to its network of brokers, analysts and portfolio managers.

5. **Full Description of Material Change**

BacTech Environmental Corporation ("BacTech" or the "Company") announced that it had entered into an investor relations agreement with Stone Communication Services Limited ("SCS") of Toronto, Ontario (the "Agreement"). SCS specializes in the execution of tailored, strategic communication programs for emerging companies and will introduce the Company to its network of brokers, analysts and portfolio managers. SCS is a wholly owned subsidiary of Stone Investment Group Limited.

The Agreement has an initial term of one year, pursuant to which SCS will provide investor relations services to the Company, including the development of strategies relating to investor awareness and fostering broker and analyst interest in the Company's activities. As compensation for its services, SCS will receive a retainer fee of \$5,000 per month, reimbursement for related expenses and a grant of 200,000 options to purchase common shares in the Company at a price of \$0.20. The options will expire three years from the date of grant.

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**

February 4, 2011