

**BacTech Environmental Corporation**  
20 Eglinton Avenue West, Suite 1302  
Toronto, Ontario M4R 1X8

**Notice of Change in Auditor**

**TO:** MNP LLP

**AND TO:** McGovern, Hurley, Cunningham, LLP

Dated: April 1, 2015

**NOTICE IS HEREBY GIVEN** that, on the advice of the Audit Committee of the Corporation, the Board of Directors of the Corporation resolved as of April 1, 2015, that: (a) the resignation of MNP LLP, Chartered Accountants, with effect from April 1, 2015, as auditor of the Corporation be accepted, and (b) McGovern, Hurley, Cunningham, LLP, Chartered Accountants, be appointed as auditor of the Corporation effective as of April 1, 2015, to hold office until the next annual meeting at a remuneration to be fixed by the directors.

In accordance with National Instrument 51-102 ('NI 51-102') we confirm that:

- (a) MNP LLP, at the request of the Corporation, resigned as auditor of the Corporation;
- (b) MNP LLP, has not expressed a modified opinion in its reports for the two most recently completed fiscal years of the Corporation, nor for the period from the most recently completed period for which MNP LLP, issued an audit report in respect of the Corporation and the date of this Notice;
- (c) the resignation of MNP LLP, and appointment of McGovern, Hurley, Cunningham LLP, as auditor of the Corporation were considered by the Audit Committee and approved by the Board of Directors of the Corporation; and
- (d) in the opinion of the Board of Directors of the Corporation, no "reportable event" as defined in NI 51-102 has occurred in connection with the audits of the two most recently completed fiscal years of the Corporation, nor any period from the most recently completed period for which MNP LLP, issued an audit report in respect of the Corporation and the date of this Notice.

**BacTech Environmental Corporation**

Per: Signed "Louis Nagy"  
Louis Nagy, Chief Financial Officer