

## BACTECH ENVIRONMENTAL CORPORATION

### NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

**NOTICE** is hereby given that the Annual and Special General Meeting (the "Meeting") of **BACTECH ENVIRONMENTAL CORPORATION**. (the "Company") will be held on **July 18, 2018** at the office of the Core Lawyers, 60 Marycroft Avenue, Suite 1, Vaughan, Ontario L4L 5Y5 at the hour of 11 a.m. (Toronto time) for the following purposes:

1. To receive and consider the Report of the Directors.
2. To receive and consider the audited financial statements of the Company for the period ending **December 31, 2017** together with the auditor's report thereon.
3. To appoint auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditors.
4. To elect directors to hold office until the next Annual General Meeting and to fix the number of directors at **seven (7)**
5. To consider and if thought fit, approve and adopt ordinary resolutions ratifying the proposed Stock Option Plan of the Company which is more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Plan or as required by any regulator or Exchange, and all past issuances of stock options granted by the Company and disclosed in accordance with the Company's continuous disclosure obligations are hereby ratified and approved notwithstanding any defect or non-compliance with annual general meeting requirements of any kind for the fiscal years ended 2014, 2015, 2016 and/or 2017
6. To consider and if thought fit, approve and adopt ordinary resolutions (a) consenting to dispensing with holding of an annual general meeting for 2014, 2015 and 2016, (b) approving the appointment of auditors of the Corporation for 2014, 2015, and 2016 in accordance with the Board's recommendations and past actions, and (c) waiving of notice of the aforementioned and dispensing with the requirement to hold an annual general meeting for 2014, 2015, and 2016.
7. To consider and if thought fit, approve an ordinary resolution to ratify, approve and confirm all lawful acts, contracts, proceedings, appointments and payments of money of and by the directors of the Company since the date of the Company's last annual general meeting.
8. To transact such other business as may properly come before the Meeting.

An Information Circular, report of the Auditor and the Audited Financial Statements of the Company for the year ended December 31, 2017 with related management discussion and analysis, accompany this Notice. The Information Circular contains details of matters to be considered at the Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular. Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Information Circular to ensure that their shares will be voted at the Meeting.

DATED at Toronto, Ontario, this 26 day of June, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS OF BACTECH ENVIRONMENTAL CORP.**

Per: "M. Ross Orr"  
M. Ross Orr, Director