

**BACTECH ENVIRONMENTAL CORPORATION**  
20 Eglinton Avenue West, Suite 1820, Toronto, Ontario M4R 1K8

PROXY

PROXY, SOLICITED BY THE MANAGEMENT OF THE CORPORATION, for the Annual General Meeting of Shareholders to be held the 18<sup>th</sup> day of July, 2018. The undersigned Shareholder of Bactech Environmental Corporation, (the "Corporation") hereby appoints M. Ross Orr, Director, or failing him, John C. Gingerich, Director or instead of either of them, \_\_\_\_\_ as proxy, with power of substitution, to attend and vote for the undersigned at the Annual General Meeting of Shareholders of the Corporation to be held at the offices of Core Lawyers , 60 Marycroft Avenue, Suite 1, Vaughan, Ontario L4L 5Y5 at 11:00 am o'clock in the forenoon (Toronto time) Wednesday, July 18<sup>th</sup>, 2018, and at any adjournments thereof, and without limiting the general authorization and power hereby given, the persons named above are specifically directed to vote as follows:

1. FOR ( ) or WITHHOLD ( ) Appointment of UHY McGovern Hurley LLP Chartered Accountants, as auditors of the Corporation for the ensuing year and authorizing the directors to fix their remuneration;
2. FOR ( ) or WITHHOLD ( ) Election of the M. Ross Orr as director as nominated by Management and
3. FOR ( ) or WITHHOLD ( ) Election of the John C. Gingeric as director as nominated by Management and
4. FOR ( ) or WITHHOLD ( ) Election of the W. Walter Cimowsky as director as nominated by Management and
5. FOR ( ) or WITHHOLD ( ) Election of the Jay L. Naster as director as nominated by Management and
6. FOR ( ) or WITHHOLD ( ) Election of the Donald A. Whalen as director as nominated by Management and
7. FOR ( ) or WITHHOLD ( ) Election of the Tim Lewin as director as nominated by Management and
8. FOR ( ) or WITHHOLD ( ) Election of the James A (*Jay*) Richardson as director as nominated by Management and
9. FOR ( ) or WITHHOLD ( ) to fix the number of directors at seven (7);
10. FOR ( ) or AGAINST ( ) Approve and adopt resolutions authorizing and ratifying the adoption of the proposed Stock Option Plan of the Company more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Plan and the policies of any applicable Exchange or Regulator;
11. FOR ( ) or AGAINST ( ) Approve and adopt resolutions authorizing and ratifying:
  - a. The Shareholders hereby consent to the Corporation obtaining an order, if necessary, of the Court or any relevant securities commission dispensing with compliance of section 79 of the *Securities Act* (Ontario) (an any such other applicable legislation for jurisdictions in which the Corporation is a reporting issuer) that an issuer shall send a true copy of the financial statement to every holder of its securities, and specifically for the years ended 2014, 2015 and 2016.
  - b. The Shareholders hereby consent with, waive notice of, or acknowledge notice of by virtue of the Corporation's SEDAR filings, and ratify the past appointments of auditors (or re-appointment of incumbent auditors), consideration of the financial statements, and election of directors for the financial years ended 2014, 2015 and 2016.
  - c. The Shareholders hereby approve, ratify and adopt all past acts of the Board during 2014, 2015, and 2016 notwithstanding the failure to hold an annual or special general meeting, and hereby consent to an order of a Court or such applicable securities commission, if necessary, notwithstanding any deficiency of the Corporation in compliance with Part XII (Shareholders Meetings), Party XIII (Proxy Solicitation) and Party XIV (Financial Disclosure) of the *Canada Business Corporation's Act* for the financial years ended 2014, 2015 and 2016
12. FOR ( ) or AGAINST ( ) Approve an ordinary resolution to ratify, approve and confirm all lawful acts, contracts proceeding, appointments and payments of money of and by the directors of the Company since the date of the Company's last annual general meeting.

TO BE VALID, THIS PROXY MUST BE RECEIVED BY THE CORPORATION, OR ITS AGENT, 25 ADELAIDE ST E SUITE, TORONTO, ONTARIO, M5C 3A1, NOT LATER THAN 5:00 p.m. TORONTO TIME, ONTARIO. NOT LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME FOR HOLDING THE MEETING, OR ADJOURNMENT THEREOF, OR IS DELIVERED TO THE CHAIRMAN OF THE MEETING PRIOR TO THE COMMENCEMENT OF THE MEETING OR AN ADJOURNED MEETING.

This proxy revokes and supersedes all proxies of earlier date

THIS PROXY MUST BE DATED.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

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Signature of Shareholder