

**BacTech Environmental Corporation**  
**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

BacTech Environmental Corporation (the “Issuer”)  
37 King Street East, Suite 409  
Toronto, Ontario M5C 1E9

**Item 2: Date of Material Change**

June 8, 2022

**Item 3: News Release**

A news release was issued and disseminated through the facilities of Canadian News Wire on May 10, 2022 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)). A copy of the news release is attached as Schedule “A” hereto.

**Item 4: Summary of Material Change(s)**

BacTech Environmental Corporation (“BacTech or the Company”)(CSE:BAC, OTC:BCCEF) announced the closing of the previously announced private placements .

BacTech previously closed gross proceeds of \$1.21M its initial tranche on February 28, 2022. On May 5 the Company completed its second tranche and the Company issued 4,500,000 Units at a price of \$0.20 per Unit for aggregate gross proceeds of \$900,000. The Company is offering a \$.20 unit comprised of one common share and one common share purchase warrant at \$.30 for two years. The financing includes a 0.5% royalty for every \$1M raised under the offering. The financing offers investors the chance to participate in a royalty directly as opposed to through the purchase of a royalty company’s shares.

Additionally, a \$1.0 M convertible debenture was also closed with an existing strategic investor at a conversion price of \$0.15 per share.

**Item 5.1: Full Description of Material Change**

See attached news release at Schedule "A" to this report.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)**

Not applicable.

**Item 7: Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8: Executive Officer**

Louis Nagy  
Chief Financial Officer

**Item 9: Date of Report**

June 8, 2022

## SCHEDULE “A”

### **BacTech Environmental Completes Closing of Second Tranche**

TORONTO, ON, May10, 2022 – **BacTech Environmental Corporation** (CSE: BAC, OTC: BCCEF, FSE: 0BT1) (“**BacTech**” or the “**Company**”), a commercially proven, environmental technology company delivering eco-friendly bioleaching and remediation solutions for precious metal and critical mineral recovery, is pleased to announce the completion of a 2<sup>nd</sup> tranche of its private placement, further to the [Company’s April 21 news release](#).

In the second tranche, the Company issued 4,500,000 Units at a price of \$0.20 per Unit for aggregate gross proceeds of \$900,000. Additionally, a \$1M convertible debenture was also closed with an existing strategic investor at \$0.15 per share.

Prior to this, [gross proceeds of \\$1.21M were announced closed](#) by the Company in its initial tranche. The Company is offering a \$.20 unit comprised of one common share and one common share purchase warrant at \$.30 for two years. The financing includes a 0.5% royalty for every \$1M raised under the offering. The financing offers investors the chance to participate in a royalty directly as opposed to through the purchase of a royalty company’s shares.

For illustration purposes, using \$1900 gold price and 31,000 ounces gold per annum, a royalty would be \$294,500 per \$1M investment. After the investor has received a 200% after-tax return (based on a Canadian 25% tax on the payment) the royalty will be cancelled, and the investor will retain their common shares.

#### **About the Tenguel – Ponce Enriquez Bioleaching Project**

BacTech is planning to build a new owner-operated bioleaching facility in Tenguel, near Ponce Enriquez, Ecuador, in a region where arsenic is associated with gold ore (Arsenopyrite). The Company’s plan is to build a 50 tpd bioleach plant capable of treating high gold/arsenic material. A 50 tpd plant, processing feed of 1.75 ounces of gold per tonne, similar to feeds available to the Company from local miners, would produce approximately 31,000 ounces per year. Plant designs are modular and can be expanded without affecting ongoing production. The total concentrate market in the Ponce Enriquez area is estimated to be between 200 and 250 tonnes per day, allowing for increased throughput potential with a larger plant.

Key economic highlights:

- Pre-tax NPV (Net Present Value with 5% discount rate) of \$60.7M
- Pre-tax IRR (Internal Rate of Return) of 57.9%
- Annual Gold Production of 30, 900 ounces
- Capital Cost of \$17M
- Bioleach Operating Cost of \$212 per tonne
- Assumed Purchase Prices of Concentrate – 65% of the contained gold value
- Pre-tax Earnings Prior to Employee Bonus – \$10.9M annually
- Estimated local employee bonus pool – \$1.64M
- Payback (70% DEBT) – 2 years

In total, there are over 90 small mines operating in the area. BacTech intends to return local miner compensation back to previous payment levels, prior to a sweeping price reduction imposed by Chinese buyers due to recent import levies on arsenic/gold concentrates entering China. BacTech continues to investigate the prospects of establishing additional modern bioleaching facilities across other areas of Ecuador, Peru, and Colombia. Where possible, the Company will partner with national and local governments, non-governmental organizations (NGOs) and others to assist with the funding of these projects and ensure that they meet the Company's high expectations not only for environmental standards, but also for the highest standards in all ESG considerations.

### **About BacTech Environmental Corporation**

BacTech is a proven environmental technology company, delivering effective and eco-friendly bioleaching and remediation solutions to commercial operations to process and recover preferred metals (gold, silver, cobalt, and copper) smartly and safely remove and transform harmful contaminants like arsenic into benign EPA-approved products for landfill. Tapping into numerous environmental and economic advantages of its proprietary method of bioleaching, BacTech uses naturally occurring bacteria, harmless to both humans and the environment, to neutralize toxic mining sites with high-pay potential. BacTech is publicly traded on the CSE under the symbol "BAC"; on the OTC as "BCCEF"; and the Frankfurt Stock Exchange as "OBT1".

For further information contact:

**Ross Orr**

**President & CEO, BacTech Environmental Corporation**

416-813-0303 ext. 222,

Email: [borr@bactechgreen.com](mailto:borr@bactechgreen.com)

Website: <https://bactechgreen.com/>

Investor Presentation: <https://bactechgreen.com/investors/>

**Follow us on:**

Facebook <http://www.facebook.com/BacTechGreen>

Twitter <http://twitter.com/BacTechGreen>

LinkedIn <http://www.linkedin.com/company/1613873>

Vimeo <http://vimeo.com/bactechgreen>

YouTube [https://www.youtube.com/channel/UCBgXr3ej2\\_BMOtoeFoKlgEg](https://www.youtube.com/channel/UCBgXr3ej2_BMOtoeFoKlgEg)

**Special Note Regarding Forward-Looking Statements**

This news release contains “forward-looking information”, which may include, but is not limited to, statements with respect to future tailings sites, sampling or other investigations of tailing sites, the Company’s ability to make use of infrastructure around tailings sites or operating performance of the Company and its projects. Often, but not always, forward-looking statements can be identified using words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or believes” or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements contained herein are made as of the date of this news release and the Company disclaims, other than as required by law, any obligation to update any forward-looking statements whether because of new information, results, future events, circumstances, or if management’s estimates or opinions should change, or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader is cautioned not to place undue reliance on forward-looking statements.

Shares outstanding: 163,805,558

The Canadian Securities Exchange (CSE) has not reviewed and does not accept responsibility for the adequacy or the accuracy of the contents of this release.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the shares, nor is it a solicitation of interest from a prospective investor.