

## OFFICERS' CERTIFICATE

July 21, 2014

Joseph Chiumminto  
Chiumminto Law Professional Corporation  
Operating as Core Lawyers  
60 Marycroft Avenue, Unit 1  
Vaughan, Ontario  
L4L 5Y5

Dear Sirs/Mesdames:

**Re: BacTech Environmental Corporation (the "Corporation") – Share Consolidation**

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On July 3, 2014 the Corporation held its annual general and special meeting of shareholders to vote on the election of directors, appointment of accountants, ratification of the Corporation's stock option plan and to approve the consolidation of the issued and outstanding common shares of the Corporation on a five into one basis (the "Share Consolidation").

In connection with the Share Consolidation, the undersigned, M. Ross Orr, signing as the President of the Corporation and not in his personal capacity, hereby certifies to the best of his knowledge, information and belief, after having made due inquiry, that:

1. The Share Consolidation was not conducted as a squeeze-out transaction as contemplated by section 194 of the *Canada Business Corporation's Act*.
2. That neither affiliates of the Corporation, nor holders of shares that would following the share consolidation be entitled to consideration greater value or superior rights or privileges than those available to other holders of shares of the same class.
3. That the voting results as posted on SEDAR are accurate and approval for the share consolidation as set out in the Management Information Circular (also posted on SEDAR) was received.
4. the Corporation is current in all material respects in the filing of all of its corporate returns, including those required under the laws of Ontario and Canada, and the Corporation has not received notice of any proceedings to cancel its certificate of incorporation or otherwise terminate its existence;
5. no winding-up, liquidation, dissolution, bankruptcy, merger, consolidation, amalgamation, sale of assets or sale of business proceedings have been commenced or are being contemplated by the Corporation and the undersigned has no knowledge of any such proceedings having been commenced or being contemplated in respect of the Corporation by any other party
6. I have made inquiries as to whether the Corporation must file Articles of Amendment to give effect to the consolidation of shares in the capital stock of the Corporation on a five-for-one basis, and have been advised by the Canadian Stock Exchange ("CSE") that the Corporation is not required to file Articles of Amendment to give effect to the consolidation.
7. this may be signed in counterpart and any copy or facsimile copy or electronic copy thereof, which taken together shall constitute one and the same instrument and any facsimile signature shall be taken as an original

DATED effective at Toronto, Ontario, on this 21<sup>st</sup> day of July, 2014.

M. ROSS ORR  
PRESIDENT AND DIRECTOR