



May 7, 2012

Canadian National Stock Exchange
220 Bay Street, 9th Floor
Toronto, Ontario M5J 2W4

Dear Mesdames/Sirs:

Re: BacTech Environmental Corporation (the "Company")
Private placement of convertible debentures
58.5 units at \$10,000 per unit
Closing of final tranche, May 3, 2012

With regard to the closing of the above-noted private placement of convertible debentures, we confirm that the Company has received the gross proceeds of \$585,000.

BacTech Environmental Corporation hereby certifies to the CNSX that the Company is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX requirements (as defined in CNSX Policy 1).

Sincerely,

Signed: "Louis R. Nagy"

Louis R. Nagy
Chief Financial Officer

LRN/vs

BacTech Environmental Corporation

50 Richmond Street East, Suite 300, Toronto, Ontario M5C 1N7 Canada, Tel: 416.813.0303 Fax: 416.596.9840
www.bactechgreen.com