



FORM 7

AUGUST MONTHLY PROGRESS REPORT

Name of CSE Issuer: *CIELO WASTE SOLUTIONS CORP. (“Cielo” or the “Company”).*

Trading Symbol: *CMC*

Number of Outstanding Listed Securities: 272,136,758

Date: September 5, 2020

Report on Business

1. Provide a general overview and discussion of the development of the Issuer’s business and operations over the previous month. Where the Issuer was inactive disclose this fact.

OPERATIONS UPDATE

CIELO continued to make progress on completing the upgrades to the Company’s proprietary waste to high grade renewable fuels process at the facility in Aldersyde, AB (the “Aldersyde Facility”) and was nearing the end of commissioning.

FINANCING UPDATE

On March 30, 2020, Cielo announced a private placement offering of unsecured convertible debenture units (the “Offering”) for a targeted minimum of CAD \$500,000 in convertible debentures units (the “Unit(s)"). Each Unit consists of one (1) \$1,000 unsecured convertible debenture (the “Debenture(s)”) plus 7,500 share purchase warrants (the “Warrant(s)"). The Debentures bear interest at a simple rate of 15% per annum with the initial three (3) years of interest to be prepaid (the “Prepaid Interest”) on the date of issuance of the Debentures (the “Issue Date”) by the issuance of common shares (the “Prepaid Interest Shares”) at a price of \$0.07 per Prepaid Interest Share. The principal of the Debentures (the “Principal”) together with all accrued interest exceeding the Prepaid Interest (the “Interest Balance”) will be repaid 48 months from the Issue Date unless repaid earlier by Cielo without penalty or converted by the holder(s) thereof, any time after four months and a day following the Issue Date at a price of \$0.05 for the Principal and at \$0.07 for the Interest Balance.

Each Warrant has a term of 48 months from the Issue Date (the “Warrant Term”) and an exercise price of \$0.07 per common share, subject to acceleration in the event that the common shares of Cielo, listed on a recognized stock exchange, trade at \$0.15 or higher for at least five (5) consecutive trading days, in which event CIELO may provide a notice to holders that the Warrant Term will terminate 30 days from the date of notice.

Although the Offering is non-brokered, the Company may, as determined in its sole discretion, pay reasonable customary brokers' and/or finders' commissions in connection with the completion of the Offering of up to 8% in cash of the gross proceeds raised by such broker(s)/finder(s) and issue finder warrants (the “Finder Warrants”) of up to 8% of the total number of common shares that would be issued to subscribers introduced to the Company by such broker(s)/finder(s), if 100% of the Principal under the subject Debentures is converted. The Finder Warrants have a 48-month term from the date of issue and an exercise price of \$0.07 per share.

The Offering has been closing in multiple tranches and as anticipated to close on or prior to September 13, 2020, with eight (8) tranches having closed up to August 24, 2020. In aggregate to date, 2,451.64 Units have been issued for gross proceeds of \$2,451,642.00.

At the discretion of the Company, the Offering may be extended and/or increased, subject to approval from the Canadian Securities Exchange as applicable. Net proceeds of the Offering have been and will to be used to scale-up production of high-grade renewable fuel at the Company’s green waste to renewable fuel facility in Aldersyde, Alberta (the “Aldersyde Facility”), as well as for general working capital purposes.

All securities issued pursuant to the Offering are subject to a statutory 4 month hold period.

DEBT SETTLEMENT

In addition to the Offering, on August 25th, 2020 Cielo announced that it had agreed to settle amounts owing to certain of its contractors for an aggregate of \$335,565 by the issuance of 5,592,750 common shares at a deemed price per share of \$0.06. The shares are subject to a statutory hold period of 4 months from the date of issue.

FINANCIAL STATEMENTS – DELAY OF FILING

On August 25, 2020, Cielo also announced that it had postponed filing its annual audited financial statements and related management's discussion and analysis for the year ended April 30, 2020 as well as related CEO and CFO certifications (the “Annual Filings”), due to logistics and delays caused by the COVID-19 pandemic.

Cielo is relying on exemptive relief recently granted by Canadian securities regulatory authorities that allows it to delay the filing of its annual documents required by National Instrument 51-102 by August 28, 2020. In response to the coronavirus disease 2019 pandemic, securities regulatory authorities in Canada have granted a blanket exemption allowing issuers an additional 45 days to complete their regulatory filings. Accordingly,

the British Columbia Securities Commission (“BCSC”) has enacted BC Instrument 51-517 – Temporary Exemption from Certain Corporate Finance Requirements (“BCI 51-517”). Cielo estimates that the Annual Filings will be available for filing on or before September 20, 2020. Until such time as the Annual Filings are filed, Cielo’s management and other insiders are subject to a trading blackout that reflects the principles contained in section 9 of National Policy 11-207 – Failure-to-File Cease Trade Orders and Revocations in Multiple Jurisdictions.

There had been no material business developments since the date of the last interim financial statements, filed on March 11, 2020, however, the Company has issued news releases subsequent to March 11, 2020, copies of which are available on SEDAR at www.sedar.com.

2. Provide a general overview and discussion of the activities of management.

See No. 1

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

N/A

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

N/A

5. Describe any new business relationships entered into between the Issuer, the Issuer’s affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

N/A

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer’s affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

N/A

7. Describe any acquisitions by the Issuer or dispositions of the Issuer’s assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of

payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

N/A

8. Describe the acquisition of new customers or loss of customers.

N/A

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

N/A

10. Report on any employee hiring's, terminations or lay-offs with details of anticipated length of lay-offs.

N/A

11. Report on any labour disputes and resolutions of those disputes if applicable.

N/A

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

N/A

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

Cielo continues to make interest payment(s) to BJK Lending, subject to one or more months which have been or may be delayed from time to time upon the consent of the lender.

14. Provide details of any loans to or by Related Persons.

N/A

15. Provide details of any changes in directors, officers or committee members.

N/A

16. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

In the event the Worlds Developed Countries or the Canadian federal or provincial governments were to increase or decrease the amount of renewable fuel currently mandated to be blended with all transportation diesel fuel, it would have either a positive

or negative impact on the Company's business. At this point in time, management believes that this amount is increasing, worldwide.

The public health COVID-19 crisis has affected and is anticipated to continue to affect Cielo and its business for the foreseeable future. In particular, Cielo has stopped all tours for the time being, which have been to date garnering interest in the Company's business in management's opinion, and temporarily laid-off operators, requiring the shut-down of the Refinery for the time being. Cielo is able to continue to make improvements to the Aldersyde refinery during this time however cannot continue to produce fuels 24/7. Further, the impact of the health crisis on market conditions has had an impact on Cielo's ability to raising funds on favourable terms in order to complete the commissioning of and upgrades to Aldersyde refinery.

Cielo continues to monitor the situation on a daily basis and management intends to continue making progress with commissioning and upgrades despite being unable to operate 24/7.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer 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).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated: September 5, 2020

“Don Allan”

President & Chief Executive Officer

<i>Issuer Details</i> Name of Issuer <i>CIELO WASTE SOLUTIONS CORP.</i>	For Month <i>August 2020</i>	Date of Report YY/MM/D <i>2020/09/05</i>
Issuer Address <i>610 – 475 West Georgia Street</i>		
City/Province/Postal Code <i>Vancouver, BC, V6B 4M9</i>	Issuer Fax No. <i>(403)343-3572</i>	Issuer Telephone No. <i>403-348-2972 Ext. 101</i>
Contact Name <i>Don Allan</i>	Contact Position <i>President & CEO</i>	Contact Telephone No. <i>403-348-2972 Ext 101</i>
<i>info@cielows.com</i>	<i>www.cielows.com</i>	