



FORM 7

NOVEMBER MONTHLY PROGRESS REPORT

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

Trading Symbol: *CMC*

Number of Outstanding Listed Securities: 162,837,717

Date: December 5, 2018

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.

On November 1, 2018, the Company announced that it had successfully initiated the conversion of its raw distillate made from wood waste feedstock into renewable fuels including naphtha, kerosene and diesel in the second step of its Phase I commissioning process at Cielo's first commercial refinery in Aldersyde, Alberta ("Aldersyde Refinery"). Cielo believes that this is further proof of the viability of the Company's proprietary process and technology that can convert multiple different waste products into high grade renewable diesel. Cielo announced that it was in the final stage of commissioning its Aldersyde Refinery and anticipated at that time that sales would commence in the next 6 to 10 weeks.

In addition, management continued engaging in discussions with third parties for potential joint ventures. See #5 for further detail regarding a Joint Venture Memorandum of Understanding entered into by Cielo on November 21, 2018.

On November 30, 2018, the Company announced an operations updated, as follows:

The Refinery (in Aldersyde, Alberta) continues to operate under a two-step process, step 1 being the conversion of the biomass (waste/sawdust) into a distillate and step 2 being conversion of the distillate into renewable naphtha, kerosene and diesel. The fuels produced to date are being held in tanks until the Company is able to install the desulphurization unit to remove the sulphur from the fuels.

As previously announced, in order to operate both steps described above simultaneously, Cielo requires a larger heater system to be installed, which involves the purchase of a second boiler and re-engineering of the first. Management had previously determined that moving forward with the rest of the commissioning process while addressing financing needs would be the most prudent approach. Cielo reached the final stage,

desulphurization, and is currently choosing between two alternative processes that will result in the ability to sell its high-grade renewable fuels at the highest possible price. As the implementation of the desulphurization equipment will take longer than anticipated due to third party laboratory testing and the proximity of the holiday season, management estimates the commissioning process to be complete, and achieving first sales, in Q1 2019.

In the meantime, management has determined that the best way to continue to move the process and timeline forward is to focus on acquiring the second boiler and re-engineering the first, which is currently in progress. This will allow both steps described above to run concurrently and facilitate the continuous flow operation of the Refinery. Management anticipates completing the purchase, manufacturing, installation and commissioning of the second boiler system 6 to 10 weeks after securing financing.

Also on November 30, 2018, the Company announced that certain contractors had agreed to convert over \$500,000 of their trade receivables and two of the Company's insiders had agreed to convert over \$600,000 of their outstanding loans to the Company into common shares of Cielo. The shares for debt arrangements provided for the settlement of \$508,684.40 in funds owing to contractors by the issuance of 2,826,025 common shares at a deemed price of \$0.18 per share and \$605,833.33 in loans owing to insiders of the Company by the issuance of 3,029,167 common shares at a deemed price of \$0.20 per share, being a 20% and 33% premium, respectively, to the Company's closing price on November 29, 2018. As management has decided to proceed with the improvement of the heater system and the purchase and installation of the second boiler, the Company is considering a potential private placement offering of securities. If the Company proceeds, management expects to determine and announce the terms of the offering in the next week.

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.

See No. 1

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.

On November 21, 2018, Cielo entered into a Binding Memorandum of Understanding (“MOU”) with Seymour Capital Inc. (“Seymour”), a privately-owned Alberta corporation. The MOU provides the framework for Cielo to enter into a joint venture agreement (“JV Agreement”) with Seymour to build, commission and operate one refinery initially (“JV Refinery”), with a right of first refusal to enter into further agreements for potential follow-on refineries (together with the JV Refinery, collectively “JV Refineries”) in Calgary, Alberta. Pursuant to the terms of the MOU, Seymour has an option to enter into a second Memorandum of Understanding with Cielo for a municipality in Ontario outside of the Greater Toronto Area. Each JV Refinery will utilize the technology (“Technology”) to which Cielo holds an exclusive global licence that is being employed at the Aldersyde Refinery, to convert wood waste into high grade renewable diesel, naphtha and kerosene. Each JV Refinery will be engineered to produce approximately 16 million liters per year of high grade, renewable diesel for which Cielo’s research indicates there is an estimated mandated demand in Canada of approximately 650 million liters a year to be blended into highway grade diesel, most of which currently is imported. Each JV Refinery is projected to cost approximately \$20 million.

Cielo and Seymour have agreed to negotiate and finalize the terms of the JV Agreement for the initial JV Refinery (“Project”) with a target date of February 28, 2019, but in any event on or before April 30, 2019. The parties intend to form an incorporated joint venture, to be owned 50.1% by Cielo and 49.9% by Seymour, unless otherwise agreed.

In consideration for the opportunity to enter into the JV Agreement with Cielo and undertake the Project, Seymour has paid to Cielo a \$250,000.00 fee (“Fee”) to secure the territory of Calgary, Alberta. In the event that Seymour exercises its option by February 28, 2019 to enter into a second Memorandum of Understanding for a municipality in Ontario, outside of the Greater Toronto Area, Seymour will pay Cielo an additional \$250,000.00, to secure that territory. In the event Cielo does not execute the JV Agreement for Calgary, subject to an exclusion, by April 30, 2019, Cielo has agreed, subject to applicable laws and policies, to issue Seymour common shares of Cielo in lieu of returning the Fee, valued at the greater of: \$0.25 and the average closing price of Cielo’s shares during the 5 trading days prior to April 30, 2019.

The general terms to be incorporated into the JV Agreement include the following:

- a. Seymour will be solely responsible for financing 100% of the costs associated with acquiring the land, building and commissioning the initial JV Refinery (“Project Costs”), as well as for the initial refinery contemplated to be built in a municipality in Ontario, outside of the Greater Toronto Area, if Seymour exercises its option.*
- b. Cielo will manage the Project overall, overseeing the planning, construction, commissioning and operation of the JV Refineries and will receive a management fee for the construction of the JV Refinery equal to*

7% of the Project Costs subject to certain exclusions, and will continue to receive management fees once operations begin based on industry standards.

- c. Profits will be split 30% in favour of Cielo and 70% in favour of Seymour, until Seymour has received profits equalling 100% of the Project Costs. Thereafter profits will be split on the basis of 50.1% for Cielo, 49.9% for Seymour, reflecting the respective interests/ownership of the parties.*

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.

2,075,000 unexercised warrants expired on November 8, 2018.

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.

Two of the Company's insiders ad agreed to convert \$605,833.33 in outstanding loans into 3,029,167 common shares at a deemed price of \$0.20 per share.

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 there are no indications that any governments will change the annual liters of renewable fuel that is mandated.

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: December 5, 2018

"Don Allan"

President & Chief Executive Officer

Issuer Details	For Month End	Date of Report
Name of Issuer	<i>November 2018</i>	YY/MM/D
<i>CIELO WASTE SOLUTIONS CORP.</i>		<i>2018/12/05</i>
Issuer Address		
<i>101-1500 Howe Street</i>		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.
<i>Vancouver, BC, V6Z 2N1</i>	<i>(403)343-3572</i>	<i>403-348-2972 Ext. 101</i>
Contact Name	Contact Position	Contact Telephone No.
<i>Don Allan</i>	<i>President & CEO</i>	<i>403-348-2972 Ext 101</i>
<i>info@cielows.com</i>	<i>www.cielows.com</i>	