

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities)

Please complete the following:

Name of CNSX Issuer: Cielo Waste Solutions Corp. (the "Issuer").

Trading Symbol: CMC.

Date: April 20, 2017.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: November 16, 2016.

Issued and Outstanding Securities of Issuer Prior to Issuance: 102,655,588

Date of News Release: April 19, 2017

Closing Market Price on Day Preceding the Issuance of the News Release:

\$0.165

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Place	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price Applicable	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled Directed	Payment Date(1)	Describe relation -hip to Issuer (2)

- (1) Indicate date each place advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.
- (2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: _____
1. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. This is a Shares for Debt Transaction, such that the issuance of these shares reduces the indebtedness of the Company.
2. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:
3. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
4. Description of securities to be issued:
 - (a) Class: _____.
 - (b) Number : _____.
 - (c) Price per security:: _____.
 - (d) Voting rights: _____.
5. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number: _____.
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options)
_____.
 - (c) Exercise price: _____.
 - (d) Expiry date: _____.
6. Provide the following information if debt securities are to be issued:

- (a) Aggregate principal amount: _____.
- (b) Maturity date: _____.
- (c) Interest rate: _____.
- (d) Conversion terms: _____.
- (e) Default provisions: _____.

7. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____.
- (b) Cash _____.
- (c) Securities _____.
- (d) Other _____.
- (e) Expiry date of any options, warrants etc. _____.
- (f) Exercise price of any options, warrants etc. _____.

8. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship N/A

_____.

9. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

_____.

10. State whether the private placement will result in a change of control.

_____.

11. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. _____

_____.

12. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Cielo has completed the purchase of approximately 2.5 acres of land with an existing idle bio-diesel refinery (the "Existing Refinery") located on it in High River, Alberta ("High River Property") from XR Resources Inc. ("XR"). The purchase price, set out in the Commercial Purchase Agreement ("Agreement"), announced on November 16, 2016, was \$2.3 Million ("Purchase Price"), which consisted of common shares of Cielo, cash and a vendor take-back mortgage. The initial installment of the Purchase Price ("Initial Payment") was paid by Cielo to XR, in consideration for the rights granted in the Agreement, in the form of 5,000,000 common shares ("Shares") of Cielo, at a price of \$0.06 per share, that were issued to XR when Cielo's shares were trading between \$0.04 - \$0.06, on or about November 16, 2016. The Shares were held in trust for XR until closing occurred on April 18, 2017 ("Closing"). At Closing \$500,000 was paid in cash and the balance of the Purchase Price was satisfied with a \$1.5M vendor take-back mortgage (the "Mortgage") held by XR. The Mortgage is subject to interest, at a rate of 12% per annum, calculated monthly, and a General Security Agreement against the High River Property, including all physical improvements but excluding intellectual property. There is no penalty associated with an early payout of the Mortgage. Cielo is now advancing its plans to retrofit the Existing Refinery with the Company's proprietary technology and thereafter place the refinery on production, making high grade renewable fuels. This refinery will be the first of potentially dozens of Cielo refineries that will convert, on a cost-effective basis, multiple different feedstocks, including landfill waste, compost, wood waste, tires, all plastics and blue box waste, into high grade renewable fuels.
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: Cielo and XR had entered into the Commercial Purchase Agreement on November 16, 2016, which provided for certain conditions to be met prior to closing, including due diligence and financing. All conditions have been met. The transaction was an arm's length transaction.
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: \$2,300,000.
- (b) Cash: \$500,000.
- (c) Securities (including options, warrants etc.) and dollar value: 5,000,000 at \$0.06/share for a value of \$300,000 was issued on or about November 6, 2016 (which have been held in trust since issuance and now have been released from trust).

(d) Other: \$1,500,000 as a vendor take back mortgage subject to interest at 12% per annum, calculated monthly, and repayable at any time without penalty.

(e) Expiry date of options, warrants, etc. if any: N/A

(f) Exercise price of options, warrants, etc. if any: N/A

(g) Work commitments: N/A

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). Arm's length negotiation.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: XR had provided to Cielo an appraisal valuing the High River Property at \$1,750,000. Further, Cielo had obtained an appraisal for \$5,985,050 for the Existing Refinery, which is located on the High River Property, outside of the building.

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
XR Resources Inc.	5,000,000 Common Shares	\$0.06 (already issued on November 16, 2016 – released from trust on closing)	NA	NI 45-106, S. 2.12	2,036,364 (issued as consideration for assets purchased from XR, announced on March 20, 2017)	NA

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: The Commercial Purchase Agreement had language in place to make sure all taxes, liens and other legal issues have been resolved on or before the closing date. The Agreement was conditional upon financing, permits and due diligence undertaken by Cielo.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A
_____.

(b) Cash N/A _____.

(c) Securities N/A _____.

(d) Other N/A _____.

(e) Expiry date of any options, warrants etc. N/A _____.

(f) Exercise price of any options, warrants etc. N/A _____.

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. Although the Commercial Purchase Agreement was concluded first, other assets situated on or near the High River Property were purchased since such the Agreement was concluded, as announced on March 20, 2017.

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 on behalf of the Issuer.
2. As of the date hereof there is not 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 9 Notice of Private Placement is true.

Originally Dated: April 20, 2017

Don Allan

Name of Director or Senior Officer

"Don Allan"
Signature

President, CEO
Official Capacity