

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: February 20, 2020

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: N/A

Issued and Outstanding Securities of Issuer Prior to Issuance: 230,776,604

Date of News Release Announcing Private Placement: October 11, 2019

(initial)

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

\$0.095

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 (CDNS)	Conversion Price (if Applicable)	Prospect us Exempti on	No. of Securi .. direct indire ctly, Ow Control	Payment Date(1)	Describe relations -hip to Issuer (2)
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					Directed (prior to issuance)		
J.D. Calgary, AB	25 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 62,500 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis	October 25, 2019	N/A
N.D.P.C. Edmonton, AB	25 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 62,500 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.5 of NI 45-106	Less than 1% on an undiluted basis	October 25, 2019	N/A
J.D. Calgary, AB	25 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 62,500 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis	October 31, 2019	N/A
P.L. Red Deer, AB	200 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 500,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis, less than 10% on a fully diluted basis	October 31, 2019	N/A
S.D.P.C. Edmonton, AB	50 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 125,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 5% on an undiluted basis, less than 10% on a fully diluted basis	October 31, 2019	N/A
D. S. Calgary, AB	10 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 25,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis	October 31, 2019	N/A

Numbered Company Sundre, AB	75 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 187,500 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.14 of NI 45-106	Less than 1% on an undiluted basis	October 31, 2019	N/A
L.I.I. Provost, AB	30 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 75,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.14 of NI 45-106	Less than 1% on an undiluted basis	October 31, 2019	N/A
M.E.C. Calgary, AB	65 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 162,500 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.14 of NI 45-106	Less than 1% on an undiluted basis	October 31, 2019	N/A
J.T. LP Shanty Bay, ON	300 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 750,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.10 of NI 45-106	Less than 1% on an undiluted basis	November 14, 2019	N/A
J.T. LP Shanty Bay, ON	300 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 750,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.10 of NI 45-106	Less than 1% on an undiluted basis	December 5, 2019	N/A
R.K. Grande Prairie, AB	30 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 75,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis	December 5, 2019	N/A
D.S. Calgary, AB	10 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 25,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis	December 5, 2019	N/A

E.S.S. Blind Bay, BC	10 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 25,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis	December 5, 2019	N/A
T.C. Inc. Vancouver, BC	72 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 180,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis	December 5, 2019	N/A
SSCR Solutions. Red Deer, AB	15 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 37,500 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.14 of NI 45-106	Less than 1% on an undiluted basis	December 5, 2019	CFO
J.T. LP Shanty Bay, ON	400 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 1,000,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.10 of NI 45-106	Less than 1% on an undiluted basis	December 19, 2019	N/A
P.L. Red Deer, AB	300 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 500,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis	December 27, 2019	N/A
J.D. Calgary, AB	15 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 37,500 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis	February 6, 2020	N/A
N.D. Edmonton, AB	50 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 125,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.5 of NI 45-106	Less than 1% on an undiluted basis	February 6, 2020	N/A

S.D.P.C. Edmonton, AB	150 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 375,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis	February 6, 2020	N/A
A.B. Calgary, AB	15 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 37,500 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis	February 6, 2020	N/A
S.B. Calgary, AB	10 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 25,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis	February 6, 2020	N/A
J. T. Calgary, AB	25 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 62,500 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis	February 6, 2020	N/A
J. T. Calgary, AB	25 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 62,500 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis	February 6, 2020	N/A
C.Y. Mississauga, ON	10 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 25,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Ontario Securities Act, section 73.3(1)(d)	Less than 1% on an undiluted basis	February 6, 2020	N/A
D.L. Mississauga, ON	100 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 250,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis	February 6, 2020	N/A

D.T. Toronto, ON	40 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 100,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis	February 6, 2020	N/A
H.D. Calgary, AB	50 Units, each Unit consisting of 1 \$1,000 Convertible Debenture and 500 Warrants + 125,000 Common Shares as payment of 2 years' of prepaid interest	\$1,000 per Unit	Convertible Debentures are convertible for 48 months at \$0.08 for principal and \$0.12 for interest Warrants are exercisable for 48 months at \$0.25 per shares, or earlier in accordance with the warrant terms	Section 2.3 of NI 45-106	Less than 1% on an undiluted basis	February 6, 2020	N/A

(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: \$2,332,000 in 7 tranches

2. 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. Net proceeds of the Offering will be used towards the costs of completing additional construction/continuing commissioning for the Company's refinery in Aldersyde, Alberta, as well as for general working capital.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A

4. 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. \$170,000 of the proceeds from tranche 1 and \$15,000 from tranche 4 were settlements of indebtedness.

5. Description of securities to be issued:

- (a) Class: Class A Common
- (b) Number: 5,830,000
- (c) Price per security: \$0.12 (issued as payment for 2 years of prepaid interest)
- (d) Voting rights: One vote per common share.

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

- (a) Number: 1,116,000
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) See (a) above – 1 for 1 conversion.
- (c) Exercise price: \$0.25
- (d) Expiry date: 48 months from the date of issuance, subject to the right retained by Cielo to reduce the Warrant Term to a period of 30 days from the date of notice that may be delivered to the Purchaser at any time after 4 months and a day from the date of issuance of the Units in the event that the common shares of the Issuer maintain a market price of \$0.50 or higher for a period of Five (5) consecutive days.

7. Provide the following information if debt securities are to be issued:

- (a) Aggregate principal amount: \$2,332,000
- (b) Maturity date: Between October 25 and February 6, 2024
- (c) Interest rate: 15% simple
- (d) Conversion terms: \$0.08 per dollar of principal, \$0.12 per dollar of interest, 2 years of interest prepaid by issuance of shares at \$0.12 per share
- (e) Default provisions: Usual, unsecured

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 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 Non-brokered, \$131,600
- (c) Securities Non-brokered, 1,330,000 finder warrants
- (d) Other N/A
- (e) Expiry date of any options, warrants etc. October 31 to February 6, 2024, subject to acceleration provisions.
- (f) Exercise price of any options, warrants etc. \$0.12

9. 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 One finder is a registrant, who is connected to the issuer, as an officer of the finder is an insider of the issuer by way of holding 10% of more of the issued and outstanding common shares of the issuer.

10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

N/A _____.

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

N/A _____.

12. 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. N/A

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13. 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: N/A

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: N/A

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 N/A _____.

(b) Cash: N/A _____.

- (c) Securities (including options, warrants etc.) and dollar value: N/A
- (d) Other: N/A
- (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). N/A
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A
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⁾
N/A						

(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: N/A
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
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. N/A

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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.

Dated: February 20, 2020

Don Allan

Name of Director or Senior
Officer

"Don Allan"

Signature

President, CEO

Official Capacity