

FORM 51-102F3
Material Change Report

1. Name and Address of Company

Cielo Waste Solutions Corp. (the “**Company**” or “**Cielo**”)
101 – 1500 Howe Street,
Vancouver, BC V6Z 2N1

2 Date of Material Change

July 30, 2019

3. News Release

A news release was issued and disseminated on July 30, 2019 and filed on SEDAR and the Canadian Securities Exchange. A copy of the news release is attached as Schedule “A” hereto.

4. Summary of Material Change

As described in a news release was issued and disseminated on July 30, 2019 and filed on SEDAR and the Canadian Securities Exchange. A copy of the news release is attached as Schedule “A” hereto.

5. Full Description of Material Change

As described in a news release was issued and disseminated on July 30, 2019 and filed on SEDAR and the Canadian Securities Exchange. A copy of the news release is attached as Schedule “A” hereto.

6. Disclosure for Restructuring Transactions:

Not applicable.

7. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

8. Omitted Information

No significant facts remain confidential in, and no information has been omitted from, this report.

9. Executive Officer

Don Allan, President and CEO
T: 403.348-2972 Ext. 222

10. Date of Report

August 9, 2019

SCHEDULE "A"

NEWS RELEASE

CIELO ANNOUNCES MOU TO BUILD A RENEWABLE DIESEL REFINERY IN LETHBRIDGE, ALBERTA AND SETTLEMENT OF DEBT

Vancouver, British Columbia, Canada / July 30, 2019 / CSE: CMC: Cielo Waste Solutions Corp. ("Cielo" or the "Company") announces that it has entered into a Memorandum of Understanding ("MOU") with Renewable U Lethbridge Inc. ("Renewable U LA") to build a renewable diesel refinery in the City of Lethbridge, Alberta. Renewable U LA and Cielo are now working towards entering into a joint venture agreement ("JV Agreement") that will provide the framework to build and operate a joint venture refinery that converts garbage into high grade renewable fuels utilizing Cielo's proprietary technology ("JV Refinery").

Renewable U LA has advanced to Cielo \$100,000 of the \$250,000 joint venture fee ("Fee") to secure the territory of Lethbridge, Alberta and the area encompassing a 100 km radius of Lethbridge ("LA Territory"). Renewable U LA has until August 26, 2019 to pay to Cielo the balance of the Fee. In the event Renewable U LA fails to pay Cielo the balance of the Fee including GST, Cielo will return to Renewable U LA, without setoff, the \$100,000 advance and Renewable U LA will relinquish any and all rights to the LA Territory.

The general terms to be incorporated into the JV Agreement are substantially the same as those previously announced terms for the joint venture refineries to be located in Grande Prairie, Medicine Hat, Brooks and Calgary, Alberta which include the following guidelines:

1. Renewable U LA will be solely responsible for financing 100% of the costs associated with the JV Refinery ("JV Costs") including for the acquisition of the land, building and commissioning of the JV Refinery.
2. Cielo will manage the JV Refinery, overseeing its planning, construction, commissioning and operation and will receive a management fee for the construction of the JV Refinery equal to 7% of the JV Costs subject to certain exclusions, and will continue to receive management fees once operations begin based on industry standards.
3. In the event that Cielo does not execute the definitive agreement for Lethbridge, Alberta, subject to an exclusion, by October 26, 2019, Cielo has agreed, subject to applicable laws and policies, to issue Renewable U LA common shares of Cielo in lieu of returning the Fee, valued at the greater of \$0.25 per share and the average closing price of Cielo's shares during the 5 trading days prior to the Execution Date.
4. Profits will be split 30% in favour of Cielo and 70% in favour of Renewable U LA, until Renewable U LA has received profits equaling 100% of the JV Costs plus the applicable management fees. Thereafter profits will be split on the basis of 50.1% in favour of Cielo and 49.9% in favour of Renewable U LA, reflecting the respective interests/ownership of the parties.

OPERATIONS UPDATE

Commissioning of the Company's first waste to high grade renewable diesel refinery in Aldersyde, Alberta ("Aldersyde Refinery") is now nearing completion. Work being conducted includes the installation of instrumentation and automation components which will allow for remote monitoring and accurate measurements of both feedstock inputs and renewable fuel outputs. These changes are expected to have a significant positive impact on reducing operational costs, increasing production rates and further contributing to the Aldersyde Refinery being one of the world's greenest refineries. Management is confident that the Aldersyde Refinery will be on production 24 hours a day, 7 days a week by mid-August 2019.

Lionel Robins, CEO of Renewable U LA, stated "After conducting further due diligence and watching close to 400 people tour through Cielo's Aldersyde Refinery at their Grand Opening on July 11, we are excited to enter into the Memorandum Of Understanding that facilitates us participating with Cielo, on a joint venture basis, to build and place on production one of their green refineries in Lethbridge. The tipping point for a number of our backers was seeing the Aldersyde Refinery, up and running, converting waste into high grade renewable diesel at the Grand Opening. We are now moving forward with the drafting of the joint venture agreement that will govern the relationship between Cielo and the joint venture companies that have been incorporated for each territory. Having four Renewable U refineries being permitted and built concurrently will lower our overall costs and accelerate the timelines to have these refineries operational."

Don Allan, President & CEO of Cielo, stated "Renewable U's support and belief in our waste to energy technology solution to the global garbage crisis continues to surpass our expectations. With their assistance we are actualizing on our vision of Cielo becoming renowned as one of the greenest corporations in the world. Pursuant to the terms of the contemplated arrangement between Cielo and our joint venture partners we will not have to put up any money to build and place the next five refineries on stream, with an approximate capex of \$125 Million. With Renewable U's continued support and their plans to further expand the number of territories that they have with Cielo, we are well on the way to having multiple refineries up and running in a short period of time, generating significant cash flow for Cielo."

SHARES FOR DEBT

Cielo has agreed to settle invoices from one of its contractors for an aggregate of \$51,070.95 by the issuance of 510,710 common shares at a deemed price per share of \$0.10. The shares are subject to a statutory hold period of 4 months from the date of issue.

Join Cielo shareholders on 8020 Connect: <http://connects.digital/cielo1>

For more information please contact:

Cielo Waste Solutions Corp.

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About Cielo Waste Solutions Corp.

Cielo Waste Solutions Corp. is a publicly traded company with its shares listed to trade on the Canadian Securities Exchange ("CSE") under the symbol "CMC". Cielo is a high-tech start-up company with a game changing technology engineered to help solve the world's garbage crises. Cielo's technology transforms landfill garbage into renewable diesel, kerosene and naphtha fuels. Our proven and patent-pending technology is currently being utilized in the Company's Aldersyde, Alberta Refinery where wood waste is being converted into renewable fuels.

Cielo's shares are listed to trade on the Canadian Securities Exchange (CSE) under the trading symbol "CMC". Cielo is headquartered in Alberta, Canada with plans to build and operate green refineries across North America and globally.

Cielo has already begun expanding its footprint by signing multiple Memorandums of Understanding pursuant to which third parties are in negotiation with Cielo to build, at no cost to Cielo, Joint Venture Refineries in Grande Prairie, Calgary, Medicine Hat and Brooks Alberta. Each refinery is projected to cost approximately \$25M +/- to build, commission and place on production. Cielo will be the general contractor and operator of all of the proposed JV Refineries. The feedstock that will be used in the Company's green refineries is the world's most available and inexpensive feedstock – garbage; including household, commercial/construction/demolition garbage, used tires, railway ties, as well as all types of plastic that currently cannot be recycled.

Cautionary Note Regarding Forward-looking Statements

This news release contains certain forward-looking statements and forward-looking information (collectively referred to herein as "forward-looking statements") within the meaning of applicable Canadian securities laws. All statements other than statements of present or historical fact are forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "anticipate", "achieve", "could", "believe", "plan", "intend", "objective", "continuous", "ongoing", "estimate", "outlook", "expect", "may", "will", "project", "should" or similar words, including negatives thereof, suggesting future outcomes.

Forward looking statements are subject to both known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Company, that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward looking statements. Cielo is making forward looking statements related to the completion of the commissioning of the Aldersyde Refinery, entry into the JV Agreement and generally with respect to the joint venture arrangements it is currently negotiating in Alberta. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended.

Forward-looking statements are not a guarantee of future performance and involve a number of risks and uncertainties, some of which are described herein. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause the Company's actual performance and results to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. Any forward-looking statements are made as of the date hereof and, except as required by law, neither the Company assumes no obligation to publicly update or revise such statements to reflect new information, subsequent or otherwise.

The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.

