



Cielo

Waste Solutions Corp

CIELO CLOSSES THIRD TRANCHE OF PRIVATE PLACEMENT OF CONVERTIBLE DEBENTURE UNITS AND ANNOUNCES JOINT VENTURE EXTENSIONS

Vancouver, British Columbia, Canada / June 27, 2019 / CSE: CMC: Cielo Waste Solutions Corp. ("Cielo" or the "Company") announces the closing of \$1,020,250 in gross proceeds in the third tranche ("Third Tranche") of its previously announced private placement of convertible debenture units and announces an extension to the deadlines to complete the previously announced joint venture agreements with Renewable U Grande Prairie Inc., Renewable U Medicine Hat Inc., Renewable U Brooks Inc. and Seymour Capital Incorporated, (collectively the "JV Companies") that will govern the building and operation of follow-on Cielo refineries in specified territories in Alberta and Ontario.

PRIVATE PLACEMENT OFFERING OF CONVERTIBLE DEBENTURE UNITS

Cielo announced on May 7, 2019, a private placement offering of a targeted minimum of CAD \$1,000,000 in convertible debentures units (the "Unit(s)"). Each Unit consists of one (1) \$10,000 unsecured convertible debenture (the "Debenture(s)") and 5,000 share purchase warrants (the "Warrant(s)").

The Debentures will bear interest at a simple rate of 15% per annum, the initial two (2) 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 \$0.10 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 \$0.06 for the Principal and \$0.10 for the Interest Balance.

Each Warrant will be exercisable for a term of 48 months from the Issue Date (the "Warrant Term") at an exercise price of \$0.25 per share, subject to acceleration in the event that the common shares of Cielo listed on a recognized stock exchange trade at \$0.50 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.

In conjunction with the previously announced closing of the first and second tranches of the Offering, announced on May^{7th} and June 4th, 2019, a total of \$2,815,250 in gross proceeds has now been raised in the initial three tranches. In the Third Tranche, 102.025 Units were issued, consisting of 510,125 Warrants, and 3,060,750 Prepaid Interest Shares. Together with the first two tranches, 281.525 Units were issued, consisting of 1,410,000 Warrants and 8,445,750 Prepaid Interest Shares. Net proceeds of the Offering will be used to complete the commissioning of the Company's refinery in Aldersyde, Alberta, as well as for general working capital.

Although the Offering is non-brokered, the Company may pay reasonable customary brokers' and/or finders' commissions in connection with the completion of the Offering of up to 8% of the gross proceeds raised by such broker(s)/finder(s) and up to 8% of the total number of common shares that would be issued to subscribers introduced by such broker(s)/finder(s) if 100% of the Principal under the Debentures is converted. With respect to the closing of the Third Tranche, Cielo paid commissions equal to \$25,700 and issued 158,667 warrants (the "Finder Warrant(s)"). Each Finder Warrant will be exercisable for a term of 48 months from the Issue Date (the "Finder Warrant Term") at an exercise price of \$0.10 per share, subject to acceleration in the event that the common shares of Cielo listed on a recognized stock exchange trade at

\$0.50 or higher for at least five (5) consecutive trading days, in which event Cielo may provide a notice to holders that the Finder Warrant Term will terminate 30 days from the date of notice.

JOINT VENTURE EXTENDED TIMELINE

As a result of requests for additional time for due diligence by the JV Companies, Cielo and the JV Companies have agreed to extend the deadlines by which they had agreed to enter into the respective definitive agreements from June 28th and 30th, 2019, respectively, to September 30th, 2019.

Don Allan, President & CEO of Cielo, stated “We are two weeks away from the Grand Opening of our Aldersyde commercial renewable fuel refinery that is engineered to convert multiple different types of waste, including sorted municipal solid waste (garbage), wood and agriculture waste, rail ties, used tires, blue-box waste, all types of plastics and virtually any other cellulosic waste product into high grade renewable diesel. This event is expected to bring international attention and awareness to Cielo’s technology, which management is confident will have a significant positive impact on today’s growing waste issues.”

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

For more information please contact:

Cielo Waste Solutions Corp.

Don Allan, President & CEO
(403) 348-2972 Ext. 101
donallan@cielows.com
www.cielows.com

Michael Yeung, CFA, VP, Business Development & Capital Markets
(403) 348-2972 Ext. 103
michaelyeung@cielows.com
www.cielows.com

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 holds the exclusive license for the global rights to a transformational, patent-pending, technology engineered to convert garbage-derived feedstocks to high grade renewable diesel, at a significantly lower cost than biofuel companies. With landfills being one of the world’s leading contributors to Green House Gas emissions and being projected to double in size over the next 7 years, Cielo can potentially resolve this crisis, on a cost-effective basis, by converting multiple different garbage-derived feedstocks, including sorted municipal solid waste (garbage), wood and agriculture waste, tires, blue-box waste, all plastics and virtually any other cellulosic waste product into high grade renewable diesel.

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



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looking statements related to the completion of the construction of the Refinery, the Offering, and the application of the net proceeds of the Offering to such construction. 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.