

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES¹⁾ **(or securities convertible or exchangeable into listed securities)**

Please complete the following:

Name of CNSX Issuer: CIELO GOLD CORP. (the "Issuer").

Trading Symbol: CMC.

Date: SEPTEMBER 14, 2011.

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: 23,583,372.

Date of News Release Announcing Private Placement: SEPTEMBER 14, 2011.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.03

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 Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(2)	Describe relations -hip to Issuer (3)
TO BE DETERMINED							

- (1) Each Unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at an exercise price of \$0.25 for a period of two years from the closing of the private placement.

(2) Indicate date each placee 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.

(3) 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: CAD\$250,000 .

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.

The proceeds of the private placement will be used for general working capital purposes.

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. N/A

5. Description of securities to be issued:

(a) Class COMMON SHARES .

(b) Number 1,000,000 .

(c) Price per security CAD \$2.05 .

(d) Voting rights YES .

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

(a) Number 1,000,000 .

(b) Number of securities eligible to be purchased on exercise of Warrants (or options) 1,000,000 .

(c) Exercise price CAD\$0.25 .

(d) Expiry date ONE YEAR FROM DATE PRIVATE PLACEMENT CLOSES. .

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SUBJECT TO ACCELERATION. IF THE SHARES OF THE ISSUER TRADE AT A PRICE OF CAD\$0.75 OR GREATER FOR A PERIOD OF 20 CONSECUTIVE DAYS, THE ISSUER CAN ACCELERATE THE EXPIRY DATE OF THE WARRANTS. WARRANT HOLDERS WILL BE NOTIFIED THAT THEY HAVE 30 DAYS TO EXERCISE THEIR WARRANTS IN ACCORDANCE WITH THE WARRANT TERMS AFTER WHICH THE WARRANTS WILL EXPIRE AND BE NULL AND VOID.

7. Provide the following information if debt securities are to be issued: N/A
- (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .
 - (e) Default provisions _____ .
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.): **NOT YET KNOWN**
- (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. _____ .
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 _____
- N/A
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.
No, the private placement will not result in a change of control
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

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.

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 September 13, 2011.

Lucky Janda

Signature

President & CEO
Official Capacity