

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

*Cielo Waste Solutions Corp. (“Cielo”)
Second Floor, 8338-120th Street
Surrey British Columbia V3W 3N4*

Item 2 Date of Material Change.

October 27, 2016

Item 3 News Release

News Release dated October 27, 2016 was disseminated via a newswire and filed on SEDAR on October 27, 2016.

Item 4 Summary of Material Change

See the news release issued on October 27, 2016, attached hereto as Schedule “A”

Item 5 Full Description of Material Change

See the news release issued on October 27, 2016, attached hereto as Schedule “A”

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable

Item 7 Omitted Information

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

Item 8 Executive Officer

Don Allan, President & Chief Executive Officer Telephone: (403) 348-2972

Item 9 Date of Report

October 27, 2016

SCHEDULE “A”

Cielo Announces Settling of Debt, Change In CFO and Leasing of a Demonstration Plant with an Option to Purchase

Vancouver, British Columbia, Canada / October 27, 2016 / CSE:CMC: Cielo Waste Solutions Corp. ("Cielo" or the "Company") is pleased to announce the settlement of indebtedness of the Company (the "Debt Settlement") in the aggregate of CAD \$41,500.00 (the "Debt Amount") through the issuance of 830,000 common shares in the capital stock of Cielo (the "Common Shares"), at a price of \$0.05 per Common Share. Securities issued in connection with the Debt Settlement will be subject to a statutory four month hold period.

Cielo would also like to announce the resignation of Jason Christensen and the appointment of Shannon Wyzykoski as Chief Financial Officer. Ms. Wyzykoski is a Chartered Professional Accountant with over 20 years' experience. Her expertise is providing dynamic companies with solid strategic advice, reporting, controls and systems, which she will continue to do in her role as CFO for Cielo. Cielo would like to thank Jason Christensen for his help as the previous Chief Financial Officer and wish him all the best in his well-deserved retirement.

Cielo would also like to announce that it has signed a lease agreement (the "Lease Agreement") and a purchase option agreement (the "Purchase Option Agreement") to lease a 50 liter per hour thermo catalytic depolymerization demonstration plant (the "Equipment") from FS Enterprises Inc. ("FS"). Cielo will have a period of 5 years, which may be extended, during which it may exercise the option to purchase the Equipment for a purchase price that will be calculated as \$699,867.53 plus interest accrued at a rate of 18% per annum up to and including the purchase date. Until such time that Cielo exercises its option and purchases the Equipment, this amount will be considered secured debt owing by Cielo to FS, in respect of which Cielo has also signed a General Security Agreement in favour of FS.

For more information, all material documents related to the Debt Settlement as well as the lease and option to purchase of the Equipment can be found on SEDAR.

About Cielo Waste Solutions Corp.:

Cielo specializes in environmentally advanced technologies focused on materials recovery, renewable diesel and landfill reduction through responsible diversion practices. By incorporating the latest material recovery technologies, Cielo is able to achieve significant diversion from landfills while creating a feedstock specifically for renewable diesel. Cielo provides solutions for responsible waste management while also providing value added opportunities.

For more information on the Company, please contact

Don Allan, President, at (403) 348-2972 ext 222, or visit the Company's website at www.cielows.com

Further information regarding the Company can be found on SEDAR at www.SEDAR.com or by visiting our profile on www.CSE.ca.

On Behalf of the Board of Directors

“Don Allan ”

Chief Executive Officer

Tel: 403.348-2972 Ext. 222

Email: donallan@cielows.com

Certain statements contained in this release may constitute "forward-looking statements" or "forward-looking information" (collectively "forward-looking information") as those terms are used in the Private Securities Litigation Reform Act of 1995 and similar Canadian laws. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated", "anticipates" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Company's current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In particular, this release contains forward-looking information relating to the business of the Company, the Property, financing and certain corporate changes. The forward-looking information contained in this release is made as of the date hereof and the Company is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

These securities have not and will not be registered under United States federal or state securities laws and may not be offered or sold in the United States or to a U.S. Person unless so registered, or an exemption from registration is relied upon. This news release does not constitute an offer of securities for sale in the United States.

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