



CIELO ANNOUNCES PRIVATE PLACEMENT OFFERING OF DEBENTURES INCLUDING WARRANTS AND PARTICIPATION INTEREST

Vancouver, British Columbia, Canada / November 29, 2016 / CSE:CMC: Cielo Waste Solutions Corp. ("Cielo" or the "Company") announced today a non-brokered private placement offering (the "Offering") of up to CAD \$7,000,000 (the "Loan Amount") in debentures (the "Debentures"). The Debentures bear an interest rate of 12% per annum and mature in 36 months from the date of issuance. Each subscribed dollar will also result in the issuance of one full warrant, for an aggregate issuance of up to 7,000,000 warrants (the "Warrants"), each Warrant allowing the holder (each the "Debenture Holder") to purchase a common share at \$0.25 per share within 24 months, unless the stock trades above \$0.50 for 5 consecutive days, in which event the Company will be entitled to provide a 30 day notice period, after which the Warrants will expire if not exercised.

The Company will also be issuing to the Debenture Holders a participation interest to receive an aggregate of up to 33.33% ("Aggregate Participation Percentage") of the profits from the first commercial refinery (the "New Refinery") built by the Company for the life of the New Refinery. In the event Cielo repays in full the Loan Amount plus outstanding interest to the Debenture Holders within 24 months, the Aggregate Participation Percentage will be reduced to 20% of the profits from the New Refinery for the life of the New Refinery.

The Debentures will be secured by General Security Agreements, subject to \$520,000 in prior security interests.

The proceeds of the Offering (the "Proceeds") will be used in part for the purchase of the Property and the Refinery in High River, Alberta, as announced on November 16th, 2016, and for the further development of the renewable diesel technology as well as to construct the New Refinery in High River, Alberta, including permits and applications and ordering long lead items that will be used in this construction, as well as for general expenses and commissions related to this Offering.

Don Allan, President and CEO of Cielo, stated "raising the proceeds under this Offering is one of the last major steps required to get our first commercial refinery built, supporting the recent announcements of the purchase agreement for the bio-diesel refinery in High River and the awarding of contracts for construction. Our goal is to commission multiple new refineries utilizing our proprietary technology in the months and years ahead. We believe by allowing the early investors an opportunity to share in the profits of the first refinery, seemed like the right thing to do and we expect this to help us reach our \$7 million goal much quicker."

Although the Offering is non-brokered, the Company may, in its sole discretion, pay agents and/or finders fees, in connection with the completion of the Offering. It is anticipated that closing of the Offering will occur in one or more tranches, with the initial closing anticipated to be on or about January 15, 2017.

All securities issued pursuant to the Offering will be subject to applicable resale restrictions and subject to a four month hold period.

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.

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Cielo Waste Solutions Corp. trades on the Canadian Securities Exchange under the symbol CMC. Further information regarding the Company can be found on SEDAR at www.sedar.com as well by viewing our profile on www.theCSE.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.

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