

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

*Cielo Waste Solutions Corp. ("Cielo")
101 – 1500 Howe Street
Vancouver BC V6Z 2N1*

Item 2 Date of Material Change.

June 14, 2017

Item 3 News Release

News Release (attached as Schedule "A") was disseminated via a newswire and filed on SEDAR on June 14, 2017

Item 4 Summary of Material Change

See the News Release, attached as Schedule "A", which was disseminated via a newswire and filed on SEDAR on June 14, 2017, in which Cielo announced a private placement of up to \$3,000,000 of Units of Cielo (as defined in the news release).

Item 5 Full Description of Material Change

See the News Release, attached as Schedule "A", which was disseminated via a newswire and filed on SEDAR on June 14, 2017, in which Cielo announced a private placement of up to \$3,000,000 of Units of Cielo (as defined in the news release).

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

June 14, 2017

SCHEDULE "A"

CIELO ANNOUNCES \$3 MILLION PRIVATE PLACEMENT AND PROVIDES CORPORATE UPDATE

Vancouver, British Columbia, Canada / June 14, 2017 / CSE: CMC: Cielo Waste Solutions Corp. ("Cielo" or the "Company") announced today a non-brokered private placement (the "Offering") of up to 30 million units ("Units") at \$0.10 per Unit. Each Unit is comprised of 1 Common Share and one ½ warrant, with each full warrant ("Warrant") having an exercise price of \$0.20 and an expiration date of twelve months from the date of issue of the Units, however, in the event that Cielo's Common Shares, listed on the Canadian Securities Exchange ("CSE"), trade at \$0.30 or higher for 5 consecutive days at any time after 14 weeks from the date of issue of the Units, Cielo will have the right to issue a notice to the Warrant holders that the term of the Warrants has been reduced to 30 days from the date of such notice. Any Warrants that have not been exercised on or before such 30-day period will automatically expire.

The majority of the proceeds of the Offering will be used for the construction of Cielo's first commercial refinery that will be located on the Company's recently acquired property in High River, Alberta (the "High River Property").

The Offering will be non-brokered but the Corporation may, as determined in its sole discretion, pay reasonable customary brokers' and/or finders' fees, as applicable, in connection with the completion of the Offering. Closing will occur in one or more tranches at the sole discretion of the Company. All securities issued pursuant to the Offering will be subject to applicable resale restrictions.

On April 13, 2017 Cielo announced that it had entered into a Memorandum of Understanding ("MOU") with NxGen Global Inc. ("NxGen") pursuant to which NxGen would subscribe, on a best efforts basis, for up to 100,000,000 common shares ("Shares") of the Company, at a price of \$0.10 per common share, for gross maximum proceeds of \$10,000,000 ("Financing"). All of the Shares issued pursuant to the Financing would be subject to a voting trust agreement, whereby all of the voting rights attached to the Shares would be irrevocably granted to Don Allan, President and CEO of Cielo, such that the Financing would not result in a change of control of Cielo. As a result of unforeseen delays by NxGen in closing the Financing, Cielo and NxGen have agreed to continue to work together towards closing the Financing however the funding arrangement with NxGen is now non-exclusive and when NxGEN is ready to close, the terms of the Financing may vary based on Cielo's needs and requirements as well as applicable securities laws and policies of the CSE.

Don Allan, President and CEO of Cielo, stated "We believe it is in the best interest of Cielo to do a smaller financing right away and work with the assets we have today. This will substantially lower the amount of dilution to our Company and bring us to revenue much quicker. When NxGen is able to come to us with their funding commitment, we will be in a much better position to negotiate amended terms and indeed may not even require their funds. It is our main focus to bring our first refinery into production as quickly as possible."

Cielo is close to completing the retrofit drawings to convert the Company's demonstration plant currently located in Red Deer, Alberta into a continuous flow refinery on the High River Property that will produce approximately three million liters per year of high grade renewable fuel. The

local municipality permits have been filed and Cielo is on schedule for filing the Provincial permit by the end of this month. Cielo's licensor of the technology has reviewed the world patents in this field and have found no conflicts and are now planning to make a patent application to the United States Patent and Trademark Office. Since the purchase of the High River Property and the idle bio-diesel plant, Cielo has had contractors on site removing equipment that will not be required for the retrofit. Cielo is in the position today to move into construction of the world's first proven garbage to high grade renewable diesel refinery.

About Cielo Waste Solutions Corp.

Cielo is commercializing environmentally advanced technologies focused on materials recovery, and landfill reduction through responsible diversion practices that will result in the production of high grade renewable fuels. By incorporating the latest material recovery technologies into building modular refineries to produce high grade renewable fuels, Cielo's goal is to achieve a significant diversion of waste from landfills, which are currently forecast to double in size over the next seven years. Cielo provides solutions for responsible waste management while also providing value added opportunities.

For more information contact;

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Don Allan, President & CEO
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www.cielows.com

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, including but not limited to: the use of proceeds of the offering, receipt of all necessary approvals of the offering, general business, economic, competitive, political and social uncertainties; negotiation uncertainties and other risks of the grocery industry. 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.

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