

**Cielo Advances Construction Of First Garbage To High Grade Renewable Diesel Refinery Through First Tranche Gross Proceeds of \$850,000 and Debenture Conversion of \$125,000**

Vancouver, British Columbia, Canada / July 17, 2017 / CSE:CMC: Cielo Waste Solutions Corp. ("Cielo" or the "Company") is pleased to announce the closing of the first tranche of the Company's private placement of up to \$3,000,000, announced on June 14, 2017 (the "Private Placement"). A total of \$850,000 was raised by way of the issuance of 8.5 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. Notwithstanding the foregoing, in the event Cielo's Common Shares, trade at \$0.30, or above, for 5 consecutive days, any time after 14 weeks from the date of issue of the Units, Cielo will have the right to issue a notice to the holders of the Warrants that the term 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.

Cielo also announces that two holders of convertible debentures (the "Debentures"), the issuance of which was announced on July 16, 2015, have elected to convert an aggregate amount equal to \$125,000 due and payable to them into 1,250,000 common shares of the Company at \$0.10 per Common Share in accordance with the terms of the Debentures.

Cielo's President and CEO, Don Allan, stated "These are very exciting times for Cielo. With this latest round of funding now in place, we are confident that we will, tentatively before the end of this year, be in a position to showcase to the world our technology that is engineered to convert multiple different waste streams into renewable diesel on a continuous flow basis. Our demonstration plant that was capable of producing 50 liters of renewable diesel an hour, is now being moved to our property in High River, Alberta, where it will be retrofitted into a 350 liter an hour continuous flow refinery. Once our technology is validated that it is scalable, on a continuous flow basis, Cielo's strategic plan is to build multiple modular refineries that will produce millions of liters of high grade renewable diesel a year from thousands of tonnes of garbage."

Cielo's technology has been proven in its demonstration plant to be able to use multiple different cellulosic waste feedstock streams, including garbage, tires, plastics and wood waste converting all of them, on a cost-effective basis, into high grade renewable diesel fuel. In Canada alone, there is a mandated demand for renewable diesel of approximately 650 million liters a year that is required to be blended into all transportation diesel. Almost all of this mandated demand is currently having to be imported.

Subject to regulatory approval, the Company intends to close, one or more, additional tranches of the Private Placement by issuing additional Units on the terms described herein. No finders' commissions were paid in connection with the closing of the first tranche of the Private Placement. All securities issued pursuant to the Private Placement will be subject to a statutory four-month hold period.

### **Early Warning Report Filed Pursuant to National Instrument 62-103**

This press release is also being disseminated as required by National Instrument 62-103 The Early Warning System and Related Take Over Bids and Insider Reporting Issues in connection with the filing of an early warning report (the "Early Warning Report") regarding the acquisition of securities of Cielo by Douglas Allan (the "Offeror").

The Offeror has acquired 4,000,000 Units under the Private Placement as payment for indebtedness owed by the Company to the Offeror (the "Acquired Securities"). After giving effect to the Acquired Securities, the Offeror beneficially owns and controls securities of Cielo representing 12.5% of the issued and outstanding shares of Cielo on a non-diluted basis and 14.8% on a diluted basis.

The Acquired Securities were acquired for investment purposes. The Offeror may, depending on market and other conditions, increase or change its beneficial ownership over the common shares or other securities of Cielo through market transactions, private agreements, treasury issuances, exercise of convertible securities or otherwise.

The Offeror's participation in the Private Placement constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 – Protection of Minority Shareholders in Special Transactions ("MI 61-101"). Cielo has relied on the exemption from the formal valuation requirements of MI 61-101 contained in section 5.5(a) and (b) of MI 61-101 on the basis that the fair market value of the transaction was not more than Twenty-Five Percent (25%) of the market capitalization of Cielo and no securities of Cielo are listed on a specified market set out in such section and Cielo relied on the exemption from the minority shareholder approval requirements of MI 61-101 contained in Section 5.7(1)(a) and 5.7(1)(b) of MI 61-101 on the basis of the fair market value of the transaction not being more than Twenty-Five Percent (25%) of the market capitalization of Cielo and \$2,500,000. Cielo did not file a material change report in respect of the related party transaction at least 21 days before the closing of this tranche of the Private Placement, as Cielo was not aware of the Offeror's participation in the Private Placement at such time.

A copy of the Early Warning Report filed under applicable securities laws is available under Cielo's profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

### **About Cielo Waste Solutions Corp.**

**Cielo Waste Solutions Corp.** is an Alberta, Canada based public company with its shares listed to trade on the Canadian Securities Exchange ("CSE") under the symbol "CMC". Cielo is commercializing a game-changing technology that converts multiple different waste streams into renewable diesel, at a cost that is less than 50% of the price currently being paid for biofuels in Canada. Landfills are one of the world's leading contributors to Green House Gas emissions and are projected to double in size over the next 7 years. Cielo's proprietary technology can resolve this crisis, on a cost-effective basis, by converting multiple different feedstocks, including municipal solid waste (garbage), wood waste, used tires, blue-box waste, all plastics and virtually any other cellulose waste product into high grade renewable diesel, which burns much cleaner than conventional diesel.

For more information please contact:

**Cielo Waste Solutions Corp.**

Don Allan, President & CEO

(403) 348-2972 Ext. 222

[donallan@cielows.com](mailto:donallan@cielows.com)

[www.cielows.com](http://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.*