

**FORM 51-102F3**  
**Material Change Report**

**1. Name and Address of Company**

Cielo Waste Solutions Corp. (the “**Issuer**” or “**Cielo**”)  
101 - 1500 Howe Street  
Vancouver BC V6Z 2N1

**2 Date of Material Change**

August 31, 2017

**3. News Release**

A news release was issued and disseminated on August 31, 2017 and filed on SEDAR and the Canadian Securities Exchange. A copy of the news release is attached as Schedule “A” hereto.

**4. Summary of Material Change**

A news release was issued and disseminated on August 31, 2017 and filed on SEDAR and the Canadian Securities Exchange. A copy of the news release is attached as Schedule “A” hereto.

**5. Full Description of Material Change**

A news release was issued and disseminated on August 31, 2017 and filed on SEDAR and the Canadian Securities Exchange. A copy of the news release is attached as Schedule “A” hereto.

**6. Disclosure for Restructuring Transactions:**

Not applicable.

**7. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**8. Omitted Information**

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

**9. Executive Officer**

Don Allan, President and CEO  
T: 403.348-2972 Ext. 2

**10. Date of Report**

August 31, 2017

## **SCHEDULE "A"**

### **NEWS RELEASE**

#### **Cielo Accelerates Construction Of First Garbage To High Grade Renewable Diesel Refinery With \$550,000 Second Tranche Closing**

Vancouver, British Columbia, Canada / August 31, 2017 / CSE:CMC: Cielo Waste Solutions Corp. ("Cielo" or the "Company") is pleased to announce the closing of the second tranche of the Company's private placement of up to \$3,000,000 (the "Private Placement"). A total of \$550,000 was raised in the second tranche by way of the issuance of 5.5 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. The term is subject to earlier expiration if Cielo's Common Shares trade at \$0.30 or above for 5 consecutive days at any time after 14 weeks from the date of issue of the Units, in which case 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.

Together with the first tranche closing on July 17, 2017, the Company has raised \$1,400,000 to date. The net proceeds from both tranches have been/will be used to continue with the construction of Cielo's first commercial waste to energy refinery and general working capital. The Company intends to close one additional tranche of the Private Placement by issuing additional Units on the same terms so as to allow those who were unavailable during the summer months to participate.

Cielo's President and CEO, Don Allan, stated "We are making excellent progress retrofitting our demonstration plant into our first commercial waste to energy refinery that will be built on our High River property, which previously had an idle bio-diesel plant located on it. Closing this tranche of funding allows us to order long lead items for our refinery that will produce high grade renewable diesel. We are confident that we will soon be able to prove to the world that Cielo has a game changing technology that can convert multiple different waste streams into renewable diesel on a continuous flow basis."

In connection with the second tranche of the Private Placement, Cielo paid \$42,400 in cash commissions and issued 424,000 finder's warrants (the "Finders' Warrants"). The Finders' Warrants will be exercisable into common shares for a period of twelve months at an exercise price of \$0.10 per common share. All securities issued pursuant to the Private Placement will be subject to a statutory four-month hold period.

Cielo's technology has been proven to work in the Company's demonstration refinery ("Demo Refinery") utilizing multiple different 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 batches of up to 50 liters an hour. Having been granted a development permit from the MD of Foothills #31 municipal district, which is subject to customary conditions, Cielo has applied to the Alberta provincial regulator for a permit to build and operate the refinery. Cielo is now in the process of converting its Demo Refinery into about a 356 liter per hour (2.9 million liter per year) continuous flow refinery. Once Cielo validates that the retrofitted refinery can operate on a continuous flow basis, Cielo plans to scale up the size of its refineries to produce about 2,000 liters an hour (16 million liters a year) of high grade renewable diesel and build multiple modular refineries around the world, offsetting landfills and other feedstock supplies. Cielo intends to focus initially on building additional refineries in Alberta to fill the Canadian mandated demand for renewable diesel, almost all of which is currently having to be imported into Canada, due to the high feedstock costs and product quality issues being experienced by Canadian bio-diesel producers. In the coming months and years, Cielo's goal is to replace as much as possible of the imported mandated demand, of about 650 million liters a year, with its high grade renewable fuel.

About Cielo Waste Solutions Corp.

Cielo Waste Solutions Corp. is a publicly traded company with its shares listed to trade on the Canadian Securities Exchange ("CSE") under the symbol "CMC". Cielo is commercializing a transformational, patent-pending, technology that can convert multiple different waste streams into renewable diesel, at a significantly lower cost than biofuel companies. 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 can potentially resolve this crisis, on a cost-effective basis, by converting multiple different waste-derived feedstocks, including sorted municipal solid waste (garbage), wood and agriculture waste, tires, blue-box waste, all plastics and virtually any other cellulosic waste product into high grade renewable diesel.

For more information please contact:

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