

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

Name of Listed Issuer: CIELO WASTE SOLUTIONS CORP. (the "Company").

Trading Symbol: CMC

Issued and Outstanding Securities of the Issuer Prior to Transaction: 102,655,588

Date of News Release Fully Disclosing the Transaction: April 13, 2017

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: The Company has entered into a Memorandum of Understanding ("MOU") with NxGen Global Inc. ("NxGEN"). Details related to the Financing (as defined the April 13, 2017 press release, can be found in a Form 9 filed the date hereof. In addition to the Financing, the MOU also provides for the Company and NxGEN to enter into a joint venture agreement ("JV Agreement") for further construction of new refineries. The MOU sets out the initial terms of the contemplated joint venture ("JV") between NxGEN and the Company. If completed, the Company will grant to NXGEN certain rights related to the building and owning of certain interests in and to refineries to be built and commissioned by the Company. While the terms of the JV are subject to further negotiations, if the JV Agreement is concluded, it would initially provide for the funding by NxGEN of 100% of the costs to build and commission a total of five refineries, anticipated to be built on a property in Edmonton, Alberta at an anticipated cost of approximately \$50,000,000, with NxGEN or its nominee having a 49.9% ownership of the such refineries. In addition, NxGEN would have a separate right of first refusal to finance, either on its own, or with third parties, on competitive terms, the balance of the costs to build and or commission refineries on future properties employing Cielo's proprietary technology.

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

- 2.
2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: TBD (see #1)
- (b) Cash: TBD (see #1)
- (c) Other: N/A
- (d) Work commitments: TBD (see #1)
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). Arm's length negotiations.
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: N/A
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A
6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A.
- (b) Cash N/A
- (c) Other N/A
7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

**FORM 10 - NOTICE OF PROPOSED
SIGNIFICANT TRANSACTION**

N/A

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: The Company has been in arm's length negotiations for the purposes of financing the purchase of the High River Property and High River Refinery, the construction of the first commercial refinery, and thereafter the next five refineries. The initial transaction, being the Financing, was reported in a Form 9 on the date hereof. Subject to certain conditions to be negotiated, related to the retrofitting of the High River Refinery, the parties intend to enter into a joint venture agreement with respect to the next five refineries. Cielo has the technology and expertise to proceed with such construction and commissioning but has been seeking one or more appropriate parties to financial support such construction and commission to allow the Company to begin generating revenues.

3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated _____ April 13, 2017 _____.

Don Allan
Name of Director or Senior
Officer

"Don Allan"
Signature

President, CEO and director
Official Capacity