



**MANAGEMENT'S DISCUSSION AND ANALYSIS
OF THE COMPANY'S FINANCIAL CONDITION
AND RESULTS OF OPERATIONS
FOR THE PERIOD ENDED
JANUARY 31, 2015**

CIELO WASTE SOLUTIONS CORP. (FORMERLY CIELO GOLD CORP.)

Management's Discussion and Analysis

Nine Months Ended January 31, 2015

Notice to Reader

The following is management's discussion in respect of the results of operations and financial position of CIELO WASTE SOLUTIONS CORP. (formerly Cielo Gold Corp.) (the "Company" or "Cielo") for the period ended January 31, 2015 and should be read in conjunction with the Company's interim financial statements for the same period ("January 31, 2015 Interim Financial Statements") and the audited financial statements for the most recent year ended April 30, 2014. The financial statements of the Company are prepared in accordance with International Financial Reporting Standards ("IFRS"), and presented in Canadian dollars, which is the Company's functional currency. Additional information, including the above mentioned financial statements, which contain extensive disclosure of the history and properties of the Company are available on SEDAR and may be accessed at www.sedar.com.

Forward Looking Statements

The information presented in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, "forward-looking statements" or "forward-looking information" (collectively "forward-looking statements") as those terms are used in the Private Securities Litigation Reform Act of 1995 and similar Canadian laws.

These forward-looking statements also include, but are not limited to, factors that may affect our ability to achieve our objectives and to successfully develop and commercialize our renewable diesel refineries..

Such forward-looking statements, including but not limited to those with respect to the price of renewable fuels, the timing and amount of estimated future economic and viability of refining projects, capital expenditures, costs and timing of refining projects, permitting timelines, title to refining projects, the timing and possible outcome of pending refining projects and other factors and events described in this MD&A involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

The reader should verify all claims and do their own due diligence before investing in any securities mentioned or implied in this document. Investing in securities is speculative and carries a high degree of risk.

These statements are based on management's current expectations and are subject to a number of uncertainties and risks that could cause actual results to differ materially from those described in the forward-looking statements. Forward-looking statements are based on management's current plans, estimates, projections, beliefs, and opinions and we do not undertake any obligation to update forward-looking statements should the assumptions related to these plans, estimates, projections, beliefs and opinions change, except as required by law.

Date of Report

The information in this report is presented as of March 30, 2015.

CIELO WASTE SOLUTIONS CORP. (FORMERLY CIELO GOLD CORP.)

Management's Discussion and Analysis

Nine Months Ended January 31, 2015

ABOUT CIELO

Cielo was incorporated on February 2, 2011 as a wholly-owned subsidiary of Arris Holdings Inc. ("AHI") for the purpose of mineral property acquisition and development. The Company was an exploration stage company whose principal business was the exploration and development of mining properties.

The Company spun out from AHI and became a reporting issuer after the corporate restructuring between AHI and Cielo became effective on June 9, 2011. Commencing August 3, 2011, the Company's common shares started trading on the Canadian National Stock Exchange under the Symbol CMC.

On August 23, 2013 Cielo Gold Corp. changed its name to Cielo Waste Solutions Corp. This was due to a project change of business away from mining exploration and focusing on renewable diesel refining.

On April 15, 2014 Cielo announced that it had received approval from the Canadian Securities Exchange (the "CSE") of its fundamental change of business, which had also been approved by a majority of the shareholders of the Company.

CORPORATE OVERVIEW AND OVERALL PERFORMANCE

On March 17, 2014, the Company announced that it has taken steps in changing its business, originally a gold mining Company, to renewable diesel refining. The Board of Directors and management of the Company believes that it has the technology that can allow it to quickly enter the fast and growing waste industry by refining landfill municipal and commercial waste into a high quality renewable diesel. Cielo has identified opportunities throughout the world and is poised to capitalize on these and local opportunities very quickly.

Cielo is working diligently on the renewable fuels market demands. Cielo and the Red Deer County have had various communications regarding the Integrated Processing and Transfer Facility (IPTF) and Renewable Fuel facility. Subject to financing, Cielo is now prepared to move forward with this endeavor and is excited to have the Red Deer County's support in this development of a green future. Final approval pertaining to this matter is the jurisdiction of Red Deer County Council therefore the proposal will have to be approved in a public county council meeting.

Going concern

Renewable fuels are becoming big policy and big business as countries around the world look to decrease petroleum dependence and reduce greenhouse gas (GHG) emissions in the transportation sector. After more than a decade of healthy growth for conventional renewable fuels like ethanol and biodiesel, the next wave of advanced renewable fuels is currently on the cusp of commercial scale-up. Renewable fuels have already helped the world achieve a tangible reduction in emissions as global CO₂ emissions are forecast to rise by as much as 50 per cent over the next 25 years.

The success of the Company is largely dependent upon factors beyond its control. These factors raise substantial doubt about the Company's ability to continue as a going-concern.

Management is actively monitoring the operations to ensure the Company has adequate liquidity and capital to meet its obligations and long term business objectives. The Company has a history of raising funding through equity financing when needed. However, there is no guarantee the Company can do so in the future.

CIELO WASTE SOLUTIONS CORP. (FORMERLY CIELO GOLD CORP.)

Management's Discussion and Analysis

Nine Months Ended January 31, 2015

Asset Acquisition

On January 17, 2013, the Company entered into an interim agreement (BHBD Interim Agreement) with Blue Horizon Bio-Diesel Inc. ("BHBD"), whereby Cielo intended to purchase certain assets in respect of BHBD's renewable-diesel processing and refinery business (the "BHBD Business"). The purchase price was \$4,250,000 plus the assumption of certain liabilities in respect of the BHBD Business.

On June 4, 2013 Cielo amended the BHBD Interim Agreement and announced that, pursuant to the Initial Agreement, it would acquire all assets of BHBD for \$4.5 million CAD.

July 18, 2014 Cielo announced the execution of the asset purchase agreement (the "Agreement") relating to the previously announced proposed acquisition of intellectual property assets from Blue Horizon Bio-Diesel Inc. ("BHBD"). The purchase agreement allowed Cielo to acquire the assets including all right, title and interest in and to the intellectual property in the new technology for use in its business. The final agreed purchase price was \$5.25 million and the total cost of the acquisition was paid for through the issuance of a total of 21 million common shares valued at \$0.25. A total of three instalments of 3 million shares were already transferred to BHBD pursuant to the initial interim agreements (the "Initial Agreements"). The remaining 18 million shares were issued through a onetime stock issuance on July 18, 2014. Pursuant to the Agreement, Cielo has also assumed certain liabilities of BHBD equal to CAD \$1,500,933.30. The purchase price was increased as a result of the inclusion of the Alberta Bio-Diesel Producer Credit Program (BPCP), which was not included in the initial assessment.

RESULTS OF OPERATIONS

Nine Months Ended January 31, 2015 ("2015 Interim Financial Statements")

Loss for the nine month period ended January 31, 2015 was (\$896,999). The loss was mainly the combined result of incurring operating expenditures of \$146,768 in consulting fees (2014 - \$268,184), \$32,599 in professional fees (2014 -\$99,385), \$75,973 in trust and filing fees (2014 - \$13,941), NIL and \$641,659 for office administration (2014 - \$372,864).

Consulting fees were paid to individuals who are not officers or directors of the company. The main components of the office and administration expenditure of \$641,659 was rent charged for its office and management fees. As a result, office and administration, and the total operating expenditures are higher for the nine month period ended January 31, 2015 compared to those for the same period of 2014. It is the Company's intention to curtail expenses to preserve cash until the Company is able to obtain further financing to finance its long term business objectives.

On January 31, 2015, the Company's main assets and liabilities were:

Cash - \$1,032 comparing to \$12,931 at 2014;
Prepaid expenses - \$25,000 (2014 - \$60,000);
Accounts payable and accrued liabilities - \$388,413 (2014 \$309,628);
Due to Shareholder \$254,226 (2014 \$140,963)

Due to Affiliated companies \$786,176 (2014 \$33,673)

The decrease in cash was mainly a combined result of restructuring the company for its transaction with Blue Horizon Bio-Diesel Inc.

CIELO WASTE SOLUTIONS CORP. (FORMERLY CIELO GOLD CORP.)

Management's Discussion and Analysis

Nine Months Ended January 31, 2015

QUARTERLY FINANCIAL INFORMATION

The following is a summary of selected quarterly information that has been derived from the audited financial statements of Cielo. This summary should be read in conjunction with audited financial statements of Cielo as contained in the public record.

Quarterly Financial Information	Jan 31	Oct 31	July 31	Apr 30	Jan 31	Oct 31	July 31	Apr 30
	2015	2014	2014	2014	2014	2013	2013	2013
Operating data:	\$	\$	\$	\$	\$	\$	\$	\$
Total revenue	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Operating Expenses	202,423	360,925	333,651	338,483	340,035	318,912	95,428	25,684
Net Earnings (loss)	(202,423)	(360,925)	(333,651)	(338,483)	(340,035)	(318,926)	(95,428)	(44,569)
Balance sheet data:								
Total assets	5,510,123	5,545,261	5,543,748	957,064	755,705	526,810	86,869	35,890
Total current liabilities	1,,635,764	1,468,479	1,185,697	1,037,712	114,842	300,762	170,146	23,739

Explanation of Quarterly Variances.

The loss of \$(202,423) for the three months ended January 31, 2015 (2014 – loss of \$340,035) consisted of \$21,500 for consulting fees (2014 - \$65,368), \$125,098 office administration expenses (2014 - \$187,632), NIL professional fees (2014 – \$83,457), and \$55,825 trust and filing fees (2014 - \$3,578).

Revenue for the nine months ending January 31, 2015 was \$NIL, compared to \$NIL for the nine months ended January 31, 2014.

LIQUIDITY AND CAPITAL RESOURCES

As at January 31, 2015, the Company had \$1,032 cash, and working capital deficit of \$1,245,641. The Company is not subject to external working capital requirements.

During nine months ended January 31, 2015 the Company had \$314,031 net cash inflow/outflow from its financing activities.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

CIELO WASTE SOLUTIONS CORP. (FORMERLY CIELO GOLD CORP.)

Management's Discussion and Analysis

Nine Months Ended January 31, 2015

CONTINGENCIES / LEGAL PROCEEDINGS

The Company does not have any legal proceedings

FINANCIAL TRANSACTIONS

On June 6, 2014 Cielo announced a non-brokered private placement (the "Offering") up to \$2,000,000 in units (the "Units"), at a price of \$0.15 per Unit. Each Unit consists of one common share of the Company (each the "Common Share") and one-half of one warrant (each the "Warrant"). Each full Warrant entitles the holder to purchase one Common Share for a period of twenty-four months at a price of \$0.25 per Common Share. On June 27, 2014, Cielo closed the first tranche of 1,130,335 Units. On July 23, 2014 Cielo closed the second tranche of 685,334 Units. An amount equal to \$35,000 of the Second tranche was a shares for debt transaction. On August 29, 2014, Cielo closed the third tranche of 531,039 Units. An amount equal to \$27,974.40 of the Third tranche was a shares for debt transaction

- A. On July 17, 2014, the Company executed a joint venture agreement (the "Agreement") with a Toronto-based private investor ("PI") to fully fund the Company's first commercial scale waste to fuel refinery (the "Initial Refinery"). As per the Agreement, a Special Purpose Corporation ("SPC") will be incorporated by the PI to fund necessary upgrades to the existing demonstration plant located in Red Deer Alberta, as well as filing patents, engineering and building the Initial Refinery. Upon confirmation of the above improvements and once the Company is able to produce Renewable Diesel meeting ASTM Standards certified by a Standards Council of Canada accredited lab, SPC will provide funding (up to \$10 million CAD)(the "Main Funding"), together with the Initial Funding, (the "Funding") for the construction of the initial automated commercial scale refinery, which will be located at Red Deer, Alberta. Cielo has terminated this joint venture agreement due to continued delays of PI to come up with sufficient funds to move the project forward, and despite repeated attempts and correspondences to remedy the issues associated with such delays, Cielo has decided to terminate the JV Agreement.

TRANSACTIONS WITH RELATED PARTIES

Transactions with related parties have been recorded at their exchange amounts, being the amounts agreed to and by the related parties. Details are available in the Note 5 and Note 8 to the January 31, 2015 Interim Financial Statements.

OUTSTANDING SHARE DATA

As at January 31, 2015, the Company had 49,143,079 common shares issued and outstanding.

As of the date of this MD&A, the Company has 49,143,079 common shares issued and outstanding.

CRITICAL ACCOUNTING ESTIMATES

This item does not apply; the Company is a venture issuer.

CIELO WASTE SOLUTIONS CORP. (FORMERLY CIELO GOLD CORP.)

Management's Discussion and Analysis

Nine Months Ended January 31, 2015

CHANGE IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Details are available in the 2015 year-end financial statements, which are available at www.sedar.com.

FINANCIAL INSTRUMENTS

Refer to Note 10 to the Company's financial statements for the period ended January 31, 2015.

RISK FACTORS

Risks of the Company's business include the following:

No History of Revenues or Dividends

As a newly formed company, Cielo has no history of earnings, and there is no assurance that the property, or any other future property that may be acquired by Cielo, will generate earnings, operate profitably, or provide a return on investment in the future. Cielo has no plans to pay dividends in the foreseeable future.

Reliance on Management's Expertise

Cielo strongly depends on the business acumen and investing expertise of its management team and there is little possibility that this dependence will decrease in the near term. The loss of the services of any member of such team could have a material adverse effect on the Issuer. Cielo does not have any key person insurance in place for management.

Renewable Diesel Fuel Industry

The US, Canadian and most European governments require a minimum of 2% - 10% of diesel fuels to be comprised of renewable diesel. In Canada it is 2% minimum by the federal government and in most provinces and additional 2%, with Manitoba and Saskatchewan increasing their requirement to 5% minimum blend. In USA it is 2-5% depending on State, California is looking to increase to 10%. In Europe it is 5% for automotive and 10% for airlines.

- 2011 bio-diesel requirements for Western Canada were 423.5 million litres.
- 2011 bio-diesel production in Western Canada was reported to be 42-Million litres
- The remaining 89.9% had to be imported from abroad

The development of a renewable fuel refinery involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the renewable fuel production may result in substantial rewards, few renewable fuel refineries are developed into profitable businesses without significant help from government subsidies. Major expenses may be required to establish the refinery business. It is impossible to ensure that the current business plan by the Company will result in a profitable commercial refining operation.

The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. Renewable fuel refining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the feedstock, process design, the fluctuation of fuel prices and possible damage to, or destruction of the producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, refining operations are

CIELO WASTE SOLUTIONS CORP. (FORMERLY CIELO GOLD CORP.)

Management's Discussion and Analysis

Nine Months Ended January 31, 2015

subject to hazards such as equipment failure and fuel storage areas, which may result in environmental pollution and consequent liability.

The Company's refining activities are directed towards the search, evaluation and development of feedstock and its ability to convert it into renewable fuel.. There is no certainty that the refinery as described herein will result in production of commercial quantities of renewable fuel. There is competition within the renewable fuel industry which is considered to have commercial potential. The Company will compete with other interests, many of which have greater financial resources than it will have for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production.

Commodity Prices

The profitability of the Company's operations is significantly affected by changes in the market price of various renewable fuels. The level of interest rates, the rate of inflation, world supply of these minerals and stability of exchange rates can all cause significant fluctuations in renewable fuel prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The price of diesel fuel has fluctuated widely in recent years, and future serious price declines could cause continued commercial production to be impracticable. Depending on the price of diesel fuels, cash flow from operations may not be sufficient. Any figures for reserves presented by the Company will be estimates and no assurance can be given that the anticipated production of fuel will be achieved or that the indicated level of recovery will be realized. Market fluctuations and the price of renewable fuels, may render refining uneconomical. Short-term operating factors relating to the production of renewable fuels, such as the increased feed stock costs or drop in renewable fuel prices, could cause the refining operation to be unprofitable in any particular accounting period.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include environmental pollution or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other companies. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

During the period ended January 31, 2015, there has been no significant change in the Company's internal control over financial reporting since last year.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company's certifying officers to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability,

