



CIELO WASTE SOLUTIONS CORP.

JAMESON HOUSE, #700
838 WEST HASTINGS STREET
VANCOUVER BC V6C 0A6

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, AUGUST 27, 2015**

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Meeting") of the shareholders of CIELO WASTE SOLUTIONS CORP ("Cielo" or the "Company") will be held at # 102, 4016 Charles Street Red Deer, Alberta, T4S 2A8, on Thursday, August 27, 2015 at 1:00 p.m. (Mountain Standard Time)/12:00 p.m. (Pacific Standard Time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended April 30, 2014 and the report of the auditor on those statements;
2. To fix the number of directors for the ensuing year at four;
3. To elect directors for the ensuing year;
4. To appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution to amend, ratify and approve the Company's stock option plan, as more particularly described in the accompanying Information Circular; and
6. To transact such other business as may properly come before the Meeting or any adjournments thereof.

The matters set out above can be located in Part 3 (Business of the Meeting – Annual Matters to be Voted On) of the Information Circular.

You are receiving this notice to advise that the proxy materials for the above noted securityholders' meeting are available on the Internet. This Notice presents only an overview of the more complete proxy materials that are available to you on the Internet. We remind you to access and review all of the important information contained in the information circular and other proxy materials before voting. The information circular and other relevant materials are available at:

www.cielows.com

OR

www.sedar.com

Obtaining a Copy of the Proxy Materials

Only those shareholders who have already indicated that they wish to receive paper copies of the Information Circular will do so without requesting it. If you would like to receive a paper copy of the current meeting materials by mail and you haven't yet so requested, you must submit a request by calling 1 (403) 348-2972. There is no charge to you for requesting a copy.

To ensure you receive the material in advance of the voting deadline and meeting date, all requests must be received by us no later than, 5 business days before the meeting to ensure timely receipt. If you do request the current materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes.

To obtain paper copies of the materials after the meeting date, please contact Don Allan at the telephone number indicated above.

No Annual Financial Information is included in this mailing. Only Registered and Beneficial holders who opted to receive one will receive one.



A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the Information Circular and enclosed proxy (the “Proxy”) and then complete, sign, date and return the Proxy, together with the power of attorney or other authority, if any, under which it was signed, or a notarially certified copy, to the Company’s registrar and transfer agent, Computershare Investor Services Inc., at 100 University, Ave, 8th Floor, North Tower, Toronto, ON M5J 2Y1 at least 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote online, by telephone or by mailing the enclosed Voting Instruction form/Proxy for receipt before August 25th, 2014 at 1pm MST using the enclosed Business Reply Envelope.

As set out in the notes to the Proxy, the Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed on it and inserting in the space provided the name of the person you wish to represent you at the Meeting.

Unregistered shareholders who received the Proxy through an intermediary must deliver the proxy in accordance with the instructions given by the intermediary.

DATED at Red Deer, Alberta, this 15th day of July, 2015

CIELO WASTE SOLUTIONS CORP.

(signed) “*Don Allan*”

By: Don Allan

President