

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

**Item 1 Name and Address of Company**

*Cielo Waste Solutions Corp. (“Cielo”)  
Second Floor, 8338-120th Street  
Surrey British Columbia V3W 3N4*

**Item 2 Date of Material Change.**

*September 29<sup>th</sup>, 2015*

**Item 3 News Release**

*News Release dated September 29<sup>th</sup>, 2015 was disseminated via Newswire and filed on SEDAR on September 29<sup>th</sup>, 2015.*

**Item 4 Summary of Material Change**

*See the news release issued on September 29<sup>th</sup>, 2015, attached hereto as Schedule “A”*

**Item 5 Full Description of Material Change**

*See the news release issued on September 29<sup>th</sup>, 2015, attached hereto as Schedule “A”*

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

*Not applicable*

**Item 7 Omitted Information**

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

**Item 8 Executive Officer**

*Don Allan, President & Chief Executive Officer Telephone: (403) 348-2972*

**Item 9 Date of Report**

*September 29<sup>th</sup>, 2015*

## **SCHEDULE “A”**

### **Cielo Closes Third Tranche of Convertible Debenture Offering**

Surrey, British Columbia, Canada / September 29, 2015 / CSE:CMC: Cielo Waste Solutions Corp. ("Cielo" or the "Company") is pleased to announce the closing of the third tranche of its non-brokered private placement offering (the “Convertible Debenture Offering”) of up to CAD \$350,000 in secured convertible debentures (the “Convertible Debentures”), as initially news released on April 9<sup>th</sup>, 2015, with the second closing announced on July 22<sup>nd</sup> 2015. Cielo is happy to announce that it has received CAD \$50,000 from this tranche for an aggregate gross proceeds of CAD \$250,000 for all three tranches.

The Convertible Debentures will mature two (2) years from the date of issuance, carry an interest rate of 12.5% per annum, and be convertible at the option of the holder at a price of \$0.10 per common share of Cielo. The Convertible Debenture Offering is expected to continue until the maximum amount of CAD \$350,000 has been achieved. Cielo previously announced in error that an aggregate of CAD \$300,000 had been raised as of the second closing, when in fact an aggregate of CAD \$200,000 of subscriptions had been received.

The proceeds of the Offering will be used for general working capital, professional fees and primarily on building the first working renewable diesel refinery. In the event that sufficient funds are raised, a portion of the net proceeds will be used to repay a portion of Cielo’s indebtedness.

Securities issued in connection with the Offering may be subject to a statutory four month hold period.

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

Cielo specializes in environmentally advanced technologies focused on materials recovery, renewable diesel and landfill reduction through responsible diversion practices. By incorporating the latest material recovery technologies, Cielo is able to achieve significant diversion from landfills while creating a feedstock specifically for renewable diesel. Cielo provides solutions for responsible waste management while also providing value added opportunities.

For more information on the Company, please contact

Don Allan, President, at (403) 348-2972 ext 222, or visit the Company’s website at [www.cielows.com](http://www.cielows.com)

Further information regarding the Company can be found on SEDAR at [www.SEDAR.com](http://www.SEDAR.com) or by visiting our profile on [www.CSE.ca](http://www.CSE.ca).

On Behalf of the Board of Directors

***“Don Allan”***

*Chief Executive Officer*

*Tel: 403.348-2972 Ext. 222*

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

Certain statements contained in this release may constitute "forward-looking statements" or "forward-looking information" (collectively "forward-looking information") as those terms are used in the Private Securities Litigation Reform Act of 1995 and similar Canadian laws. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated", "anticipates" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Company's current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In particular, this release contains forward-looking information relating to the business of the Company, the Property, financing and certain corporate changes. The forward-looking information contained in this release is made as of the date hereof and the Company is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

These securities have not and will not be registered under United States federal or state securities laws and may not be offered or sold in the United States or to a U.S. Person unless so registered, or an exemption from registration is relied upon. This news release does not constitute an offer of securities for sale in the United States.

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