

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

*Cielo Waste Solutions Corp. (“Cielo”)
700-838 West Hastings St.
Vancouver, British Columbia V6C 0A6*

Item 2 Date of Material Change.

December 18, 2015

Item 3 News Release

News Release dated December 18, 2015 was disseminated via newswire and filed on SEDAR on December 18, 2015

Item 4 Summary of Material Change

See the news release issued on December 18, 2015, attached hereto as Schedule “A”

Item 5 Full Description of Material Change

See the news release issued on December 18, 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

December 18, 2015

SCHEDULE "A"

Cielo Announces Settling of Debt, Financial Results and MD&A, and Correction to Previous Press Release

Surrey, British Columbia, Canada / December 18, 2015 / CSE:CMC: Cielo Waste Solutions Corp. ("Cielo" or the "Company") is pleased to announce the settlement of indebtedness of the Company (the "Debt Settlement") in the aggregate of CAD \$621,544.00 (the "Debt Amount") through the issuance of 12,430,880 common shares in the capital stock of Cielo (the "Common Shares"), at a price of \$0.05 per Common Share.

The Company would also like to make an addition to a press release issued on or about the 27th day of November, 2015, regarding another debt settlement (the "Nov 27 Settlement", together with the Debt Settlement announced herein collectively the "Debt Settlements"). Both Debt Settlements are related party transactions under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101") many of the Common Shares were issued as settlement of indebtedness owing to one or more related parties as that term is defined in MI 61-101, which had been incurred on an ongoing basis as disclosed in the Company's Listing Statement regarding its fundamental change of business dated March 15th, 2014 and as set out in the Company's financial statements during such period. The Company relied on Section 5.5(b) of MI 61-101 for an exemption from the formal valuation requirement and Section 5.7(1)(b) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101. The material change report was not filed more than 21 days prior to closing of the Debt Settlement in each case due to the timing of the announcement and closing occurring in less than 21 days.

Securities issued in connection with the Debt Settlement are subject to a statutory four month hold period. The Common Shares were issued to third parties pursuant to a letter of direction from the related party in reliance on applicable resale exemptions.

Don Allan, CEO of Cielo, stated "We are very pleased to that with this settlement, Cielo has now reduced its debt substantially. We believe we are in a very good position now to commercialize of the technology".

The Company is also pleased to announce that it has filed its unaudited financial statement and related Management Discussion and Analysis (MD&A), for the three months ending October 31, 2015, which are available for review on SEDAR.

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

Further information regarding the Company can be found on SEDAR at www.SEDAR.com or by visiting our profile on 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

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.