

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.

February 23, 2016

Item 3 News Release

News Release dated February 23, 2016 was disseminated via newswire and filed on SEDAR on February 23, 2016

Item 4 Summary of Material Change

See the news release issued on February 23, 2016, attached hereto as Schedule “A”

Item 5 Full Description of Material Change

See the news release issued on February 23, 2016, 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

February 23, 2016

SCHEDULE "A"

CIELO APPOINTS NEW BOARD MEMBER AND CFO

Vancouver, British Columbia, Canada / February 23, 2016 / CSE:CMC: Cielo Waste Solutions Corp. ("Cielo" or the "Company") is pleased to announce that the Board Of Directors has appointed Mr. Mel Angeltvedt to the Board effective February 15, 2016.

Don Allan, CEO of Cielo, stated "We are very pleased to have attracted such a well experienced and talented new member to our Board and we look forward to working closely with Mr. Angeltvedt".

Mr. Angeltvedt has 30 years of experience in the oil and gas industry in process and production as well as in the service sector. Mr Angeltvedt has been the President of Bozco Enterprises since its conception in 1998. Mr Angeltvedt brings experience-based business knowledge and will be a valuable advisor on the financing, construction, operation and expansion of Cielo.

Cielo is also pleased to announce that the Board of Directors of Cielo has appointed Mr. Jason Christensen as Chief Finance Officer. Mr. Robin Ray, who has held this position since August 9, 2013, has resigned from this position effective immediately in order to spend more time on his other business interests. Mr. Ray will be staying on as a director of Cielo and a member of the Audit Committee. "On behalf of the Board of Directors and the entire organization, I want to express my sincere appreciation for Robin's significant contributions to Cielo during his two and half year tenure at Cielo and wish him well in his business interests," said Don Allan, CEO.

Mr. Christensen is a graduate of the Institute of Chartered Accountants of Alberta. Mr. Christensen has been in the accounting profession for 27 years. Mr. Christensen recently retired from a senior management role in the finance department of Teck Coal Limited after 19 years of dedication, commitment and service. As CFO, Mr. Christensen brings his skills in business strategy, financial insight and senior leadership.

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.