

**WARNING REPORT FILED PURSUANT TO
NATIONAL INSTRUMENT 62-103 ("NI 62-103")**

1. The name and address of the offeror.

Donald Allan (the "Offeror")
814-800 Ramage Close
Red Deer, Ab., T4P 3X9

2. The designation and number or principal amount of securities and the Offeror's securityholding percentage in the class of securities of which the Offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances.

On February 3, 2016, the Offeror acquired ownership and control of 7,875,212 common shares (the "Shares") of Cielo Waste Solutions Corp. (the "Company").

The Shares represent approximately 8.6% of the Company's issued and outstanding common shares.

3. The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release.

Prior to the acquisition of the Shares, the Offeror owned 5,788,427 common shares in the capital stock of the Company.

As a result of the acquisition of the Shares, the Offeror now has ownership and control over an aggregate of 13,663,639 common shares of the Company, representing approximately 14.9% of the issued and outstanding common shares of the Company.

4. The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:

- (i) **the offeror, either alone or together with any joint actors, has ownership and control,**

Please refer to paragraphs 2 and 3 above.

- (ii) **the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor, and**

Not applicable.

- (iii) **the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 5. The name of the market in which the transaction or occurrence that gave rise to the news release took place.**

Not applicable.

- 5.1 The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release.**

The Shares were acquired pursuant to a private agreement with a third party shareholder of the Company as a settlement of debt at a deemed price of \$0.05 per Share.

- 6. The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.**

Please see 5.1 above.

- 7. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.**

Please see 5.1 above.

- 8. The names of any joint actors in connection with the disclosure required by this Form.**

Not Applicable.

- 9. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value in Canadian dollars of the consideration paid by the offeror.**

The Shares were acquired at a price of \$0.05 per Share.

- 10. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of NI 62-103 in respect of the reporting issuer's securities.**

Not applicable.

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- 11. If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting the reliance.**

Not applicable.

DATED this 2nd day of March, 2016

“Don Allan”

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