CIELO WASTE SOLUTIONS CORP.

(Formerly Cielo Gold Corp.)

Interim Financial Statements

January 31, 2016

(Expressed in Canadian dollars)

TO THE SHAREHOLDERS OF CIELO WASTE SOLUTIONS CORP.

In accordance with National Instrument 51-102, Part 4, subsection 4.3(2)(d)(i) and International Accounting Standards (IAS) 34, the Company discloses that the interim financial statement for the period ended January 31, 2016 were prepared by management and were not reviewed by Cielo's independent auditors.

Don Allan
Chief Executive Officer

Jason Christensen
Chief Financial Officer

Dated March 31, 2016

Prepared by Management

Cielo Waste Solutions Corp. (formerly Cielo Gold Corp)

Statements of financial position

(Expressed in Canadian Dollars)

	Note	January 31, 2016	April 30, 2015
		$	$
Assets			
Current Assets			
Cash		964	32,399
GST and Other receivable	6&12	3,818	17,890
Prepaid expenses		4,950	4,950
Total Current Assets		9,732	55,239
Capital assets	5	1,199	-
Intellectual property assets	4	5,720,933	5,720,933
Total Assets		5,731,864	5,776,172
Liabilities and Shareholders' Equity			
Current Liabilities			
Accounts payable and accrued liabilities	12	525,246	514,884
Short-term loans payable	6&12	998,223	2,627,549
		1,523,469	3,142,433
Long Term Liabilities			
Long term loans payable	7	159,632	159,632
Convertible Debentures	7	47,781	85,281
		1,730,882	3,387,346
Shareholders' Equity			
Share capital	8	7,746,109	5,567,669
Shares subscribed but not issued		-	-
Contributed surplus	9&10	786,693	777,466
Deficit		(4,531,820)	(3,956,309)
		4,000,982	2,388,856
		5,731,864	5,776,172

See accompanying notes to consolidated financial statements

Nature and continuance operation and basic of presentation (Note 1 and 2)

Subsequent events (Note 15)

Approved and authorized for issue by Management on March 30, 2016

"Don Allan " — Director

"Jason Christensen" — Chief Financial Officer

Cielo Waste Solutions Corp. (formerly Cielo Gold Corp.)

Statements of comprehensive Loss

(Expressed in Canadian Dollars)

	Notes	Three Months Ended Jan 31		Nine Months Ended Jan 31	
		2016	**2015**	**2016**	**2015**
Expense		$	$	$	$
Consulting		60,000	21,500	60,550	146,768
Office and admin		16,539	125,098	71,810	641,659
Professional fees		16,761	-	414,521	32,599
Share-based comp		-	-	-	-
Trust and filing fees		12,210	55,825	28,630	75,973
Loss before other items		(105,510)	(202,423)	(575,511)	(896,999)
Interest income		-	-	-	-
(Gain)Loss on foreign exchange		-	-	-	-
(Gain)Loss from investments		-	-	-	-
Net loss and comprehensive loss for the period		(105,510)	(202,423)	(575,511)	(896,999)
Loss per share, basic and diluted		(0.001)	(0.01)	(0.01)	(0.02)
Weighted average number of outstanding common shares		91,849,225	49,143,079	91,849,225	49,143,079

See accompanying notes to financial statements

Cielo Waste Solutions Corp. (formerly Cielo Gold Corp.)
Statements of changes in equity
(Expressed in Canadian Dollars except for number of shares)

	Note	Number of outstanding shares	Share capital	Shares Subscribed	Contributed Surplus Options and Warrants	Other	Total Deficit	shareholders' equity
			$		$		$	$
Balance April 30, 2014		28,696,372	1,657,836	25,000	688,496	42,294	(2,676,846)	(263,220)
Private placement (1st Tranche)		1,130,334	169,550	(25,000)				144,550
BHBD asset acquisition		18,000,000	3,600,000					3,600,000
Private placement (2nd Tranche)		675,334	92,800					92,800
Shares issued for debt conversion		110,000	35,000					35,000
Private placement (3rd Tranche)		344,543	51,681					51,681
Shares issued for debt conversion		186,496	27,974					27,974
Net Loss for the Period		-	-		-		(896,999)	(896,999)
Balance January 31, 2015		49,143,079	5,634,841	-	688,496	42,294	(3,573,845)	2,791,787
Balance April 30, 2015		49,143,079	5,567,669	-	712,011	65,455	(3,956,309)	2,388,826
Private Placement (Final Tranche) (Note7)		431,333	64,700		9,227			73,927
Shares issued for debt conversion		4,794,580	239,729					239,729
Shares issued for debt conversion		12,430,880	621,544					621,544
Shares issued for debt conversion		25,049,353	1,252,467					1,252,467
Net Loss for the Period							(575,511)	(575,511)
Balance January 31, 2016		91,849,225	7,746,109		721,238	65,455	(4,531,820)	4,000,982

See accompanying notes to consolidated financial statements

Cielo Waste Solutions Corp. (formerly Cielo Gold Corp.)

Statements of cash flows

(Expressed in Canadian Dollars)

	Nine months ended January 31, 2016	2015
	$	$
Cash (used in) provided by:		
Operating activities		
Loss for the period	(575,511)	(896,999)
Changes in non-cash operating working capital		
Other receivable	14,072	(99,958)
Accounts payable and accrued liabilities	10,362	62,283
Loans from affiliated companies		(33,137)
Prepaid expenses	-	35,000
Cash used in operating activities	(551,077)	(932,811)
Financing activities		
Long term loans	-	-
Increase (decrease) in note payable	(1,629,326)	518,907
Convertible Debt	(37,500)	-
Contributed surplus		
Share issuance for cash	9,227	314,031
Share Issuance for debt	2,178,440	62,974
Share Issuance for IP asset	-	3,600,000
Shares Subscribed and Issued	-	25,000
Purchase of property, plant and equipment	(1,199)	-
Cash provided by financing activities	519,642	4,520,912
Investing activities		
Issuance of shares for investment	-	(3,600,000)
Cash provided by investing activities	-	(3,600,000)
Increase (decrease) in cash	(31,435)	(11,899)
Cash, beginning of period	32,399	12,931
Cash, end of period	964	1,032

See accompanying notes to consolidated financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

Cielo Gold Corp. ("Cielo" or the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on February 2, 2011 as a wholly owned subsidiary of Arris Holdings Inc. ("AHI"). and changed its name to Cielo Waste Solutions Corp. on August 12, 2013 to more clearly identify its focus on renewable diesel and waste solutions. Pursuant to an arrangement agreement with AHI dated March 1 2011 and the supplement to the arrangement agreement dated June 9, 2011, (collectively the "Arrangement Agreement"), the Company spun out from AHI and became a reporting issuer after the Arrangement Agreement became effective on June 9, 2011 ("Effective Date'). Commencing August 3, 2011, the Company's common shares started trading on Canadian National Stock Exchange ("CNSX") under the Symbol CMC. The principal and registered office of the Company is located at 700-838 West Hastings St., B.C. V6C 0A6.

Originally a mineral property acquisition and development company, a change in the board of directors in June 2013 resulted in a new direction for the Company. The Company's strategic focus has turned to the refining of municipal and construction waste into a renewable diesel fuel.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. At January 31, 2016, the Company had not yet achieved profitable operations, had accumulated losses of $4,470,353 since its inception, and had a working capital deficit of ($1,513,737), which may not be sufficient to sustain operations over the foreseeable future. The Company expects to incur further losses in the development of its business, all of which casts significant doubt about the Company's ability to continue as a going concern. A number of alternatives including, but not limited to obtain bridging loans from directors and shareholders or completing a financing, are being evaluated with the objective of funding ongoing activities and obtaining additional working capital. The Company's continuing operations, as intended, and its financial success may be dependent upon the successful commercial start-up of its renewable diesel refinery and the economic viability of developing refineries based on the Company's technology.

These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. STATEMENT OF COMPLIANCE AND BASIS OF PRESENTATION

a) Statement of Compliance

These financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting ("IAS 34") and in compliance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB") and the IFRS Interpretations Committee ("IFRIC").

(b) Basis of preparation

These financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency. These financial statements are prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value.

The financial statements were authorized for issue by Management on March 31, 2016.

3. SIGNIFICANT ACCOUNTING POLICIES

a) Significant accounting judgments and estimates

The preparation of these financial statements requires management to make judgements and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgements and estimates. The financial statements include judgements and estimates which, by their nature, are uncertain. The impacts of such judgements and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of judgements and estimates that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Going concern

The assessment of the Company's ability to execute its strategy by funding future working capital requirements involves judgment. The directors monitor future cash requirements to assess the Company's ability to meet these future funding requirements.

Present value of long-term liabilities

In assessing the fair value of long-term liabilities without interest or interest rate below market or with conversion features using effective interest rate method, management has to exercise judgment to determine the effective interest rate based on market and risk.

Determination of functional currency

The Company determines the functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions with the reporting entity.

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

Share-based payments

The estimation of share-based payment costs requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The Company has made estimates as to the expected volatility of its own shares, the expected life of stock options granted, the estimated number of stock options expected to vest and the expected time of exercise of those stock options. The model used by the Company is the Black-Scholes option pricing valuation model.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

b) Cash equivalents

Cash equivalents are comprised of all short-term investments that are highly liquid in nature, cashable, and have an original maturity date of three months or less. As at January 31, 2016 and 2015, there were no cash equivalents.

c) Shared-based payments

Share based payments to employees are measured at the fair value of the instruments issued and amortized over the relevant vesting periods. Share based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The fair value of options is determined using a Black-Scholes pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

d) Deferred income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affects neither accounting nor taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

e) Valuation of equity units issued in private placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the most easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

f) Share issuance costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are charged to expenses

g) Earnings (loss) per share

Basic earnings (loss) per share are computed by dividing the net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average share outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. In a loss year, potentially dilutive common shares are excluded from the loss per share calculation as the effect would be anti-dilutive. Basic and diluted losses per share are the same for the periods presented.

h) Financial instruments

All financial instruments are recorded initially at fair value. In subsequent periods, all financial instruments are measured based on the classification adopted for the financial instruments: held to maturity, loans and receivables, fair value through profit or loss (“FVTPL”), available-for-sale, FVTPL liabilities or other liabilities.

FVTPL assets and liabilities are subsequently measured at fair value with the change in the fair value recognized in net income (loss) during the period.

Held to maturity assets, loans and receivable, and other liabilities are subsequently measured at amortized cost using the effective interest rate method.

Available for sale assets are subsequently measured at fair value with the change in fair value recorded in other comprehensive income (loss), except for equity instruments without a quoted market price in active markets and whose fair value cannot be reliably measured, which are measured at cost.

The Company has classified its financial instruments as follows:

Financial Instrument	Classification
Cash	FVTPL
Other receivable	Loan and receivable
Accounts payable & accrued liabilities	Other liabilities
Short-term and long-term loans payable	Other liabilities
Convertible debentures	Other liabilities

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

A financial asset and a financial liability should be offset and the net amount reported when, and only when, the Company has a legally enforceable right to set off the amounts, and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

i) Convertible debentures

Convertible debentures with both a liability and an equity component from the Company's perspective are accounted for and presented separately according to their substance based on the definitions of liability and equity. The split is made at issuance and not revised for subsequent changes in market interest rates, share prices, or other event that changes the likelihood that the conversion option will be exercised. A financial liability represents the Company's contractual obligation to pay cash, and the other is an equity instrument, represents the holder's option to convert into common shares. When the initial carrying amount of a compound financial instrument is required to be allocated to its equity and liability components, the equity component is assigned the residual amount after deducting from the fair value of the instrument as a whole the amount separately determined for the liability component.

Interest, dividends, gains, and losses relating to an instrument classified as a liability should be reported in profit or loss. On the other hand, those relating to holders of a financial instrument classified as equity should be charged directly against equity, not against earnings.

Transaction costs of an equity transaction are deducted from equity. Transaction costs related to an issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds.

j) Impairment

i) Non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred income tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the assets' recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or group of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of a cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cost flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the assets. Impairment losses are recognized in net income (loss).

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

i) Non-financial assets (Continued)

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss has been recognized.

ii) Financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset’s original effective interest rate. Losses are recognized in net income (loss) and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through net income (loss).

k) Intangible assets

Intangible assets are amortized over the estimated useful life of each asset unless the life is determined to be indefinite. An intangible asset with an indefinite life is not amortized but will be tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired.

An impairment loss is recognized when the carrying value of intangible asset exceeds the estimated undiscounted future cash flow expected to result from the use of the asset and its eventual disposition. The amount of the impairment loss to be recorded is calculated by the excess of the asset's carrying value over its fair value. Fair value is generally determined using a discounted cash flow analysis.

l) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

l) Provisions (Continued)

party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

m) Changes in accounting policies and recent accounting pronouncements

The following standard has been issued but is not yet effective:

(i) Financial instruments

The IASB has issued IFRS 9 - Financial Instruments ("IFRS 9") which intends to replace IAS 39 – Financial Instruments: Recognition and Measurement ("IAS 39") in its entirety with three main phases. IFRS 9 will be the new standard for the financial reporting of financial instruments. The IASB tentatively decided to defer the mandatory effective date until January 1, 2018 with earlier adoption still permitted. The Company will evaluate the impact the final standard will have on its financial statements based on the characteristics of its financial instruments at the time of adoption. The Company is currently evaluating the impact of the standard on its financial performance and financial statements disclosures but expects that such impact will not be material.

The Company has adopted the following new accounting standards effective May 1, 2014. These changes were in made in accordance with the applicable transitional provisions and had no impact on the financial statements.

(i) Levies

The IASB issued IFRIC 21 - Levies ("IFRIC 21"), an interpretation of IAS 37 - Provisions, Contingent Liabilities and Contingent Assets ("IAS 37"), on the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past activity or event ("obligating event") described in the relevant legislation that triggers the payment of the levy. IFRIC 21 is effective for annual periods commencing on or after January 1, 2014.

(ii) Impairment of assets

The IASB issued amendments to IAS 36 - Impairment of Assets ("amendments to IAS 36"). The amendments to IAS 36 restrict the requirement to disclose the recoverable amount of an asset or CGU to periods in which an impairment loss has been recognized or reversed. The amendments also expand and clarify the disclosure requirements applicable when an asset or CGU's recoverable amount has been determined on the basis of fair value less cost of disposal. The amendments are effective for annual periods beginning on or after January 1, 2014 and should be applied retrospectively.

4. INTELLECTUAL PROPERTY ASSETS

On January 17, 2013, the Company entered into an interim agreement (BHBD Interim Agreement) with Blue Horizon Bio-Diesel Inc. ("BHBD"), whereby Cielo intended to purchase certain assets in respect of BHBD's renewable-diesel processing and refinery assets (the "BHBD Assets"). The purchase price was $4,250,000 plus the assumption of certain liabilities in respect of the BHBD Assets. On June 4, 2013 Cielo amended the BHBD Interim Agreement and announced that, pursuant to the Initial Agreement, it would acquire all assets of BHBD for $4.5 million CAD.

July 18, 2014 Cielo announced the execution of the asset purchase agreement (the "Agreement") relating to the previously announced proposed acquisition of intellectual property assets from Blue Horizon Bio-Diesel Inc. ("BHBD"). The purchase agreement allowed Cielo to acquire the assets including all right, title and interest in and to the intellectual property in the new technology for use in its business. The intellectual property included engineering reports, laboratory results, technology studies, business plans, financials projections, contacts and all other working documents accumulated over the life of BHBD. The final agreed purchase price was $5.25 million and the total cost of the acquisition was to be paid for through the issuance of a total of 21 million common shares valued at $0.25 and the assumption of debt. A total of three instalments of 3 million shares were already transferred to BHBD pursuant to the initial interim agreements (the "Initial Agreements"). The remaining 18 million shares were issued through a onetime stock issuance on July 18, 2014. On this date the value of the shares was $.20, reducing the purchase price to $4.22 million. Pursuant to the Agreement, Cielo has also assumed certain liabilities of BHBD equal to CAD $1,500,933.30. The purchase price was increased as a result of the inclusion of the Alberta Bio-Diesel Producer Credit Program (BPCP), which was not included in the initial assessment.

The following items were considered on determining a purchase price for the acquisition of the intellectual property:

1. A valuation report prepared by an arm's length third party company dated December 15th, 2010 indicated a value of between $840,000 and $1,200,000 for the assets.
2. Since that time and prior to the purchase of the assets by Cielo, approximately $6,500,000 was spent on research and development of the assets, arguably bringing the value to approximately $7,500,000.
3. The technology was very unique (nothing similar in the world at the time to our knowledge) but required significantly more development in order to be ready for building and commercial production.
4. No other assets, employees, etc. were acquired so this would need to be facilitated and funded by Cielo.
5. The purchase price was paid in shares rather than in cash.

Taking all of the above into consideration, we concluded that a deemed value of $4,500,000 plus assuming $1,500,933.30 in related liabilities, for a total value of $6,00,933.30, was the fair market value for the assets being acquired. At the time of closing, the final acquisition price was $5,720,933.30. This was an asset acquisition and not a business acquisition. The intellectual property acquired from BHBD was an insignificant portion of their assets.

These assets are carried at cost.

(Expressed in Canadian dollars)

4. INTELLECTUAL PROPERTY ASSETS (Continued)

Cost – July 18, 2014	21 million shares	$	4,220,000.00
	Assumption of debt		1,500,933.30
		$	5,720,933.30

Since January 18, 2014 there have been no additions. This asset will be amortized on a straight-line basis over twenty years.

5. CAPITAL ASSETS

Cost – July 7, 2015	Computer	$	1,198.92
		$	1,198.92

6. LOANS PAYABLE

The balance of short-term loans payable as at January 31, 2016 is comprised of the following:

$224,360 in loans from third parties (2015 - $330,645). These loans are unsecured, due on demand with interest at 0% to 14.85% per annum, except for a loan for $25,000 is secured, due on demand, with monthly interest at 1% payable monthly. A total of $3,030 (2015 - $966) in interest on these loans has been accrued as at January 31, 2016.

$773,863 in loans from Don Allan, a director of the Company; Blue Horizon Industries ("BHI") and 1888711 Alberta Inc., companies related through common directors (2015 - $254,226). These loans are unsecured; non-interest bearing and due on demand. These monies have been used to pay general admin expenses. (See Note 12).

These short-term loans were presented at their carrying amount because they are due on demand and their amortized costs are not measurable without fixed terms. The short-term loan presented at its carrying amount because it is due within the next twelve months and the fair value is approximately the principle with the interest payable amount

The balance of long-term loans payable as at January 31, 2016 is comprised of the following:

$ Nil in a loan from BHI a company related by a Don Allan, director of both companies (2015 - $100,000). This loan is unsecured, 0% interest bearing until May 1, 2016 and 5% interest bearing on any unpaid principal amount starting from May 1, 2016, with a maturity date on May 1, 2016. This loan was settled against a receivable from this BHI by April 30, 2015 per mutual agreement and resulted in a loss of $11,637.

6. LOANS PAYABLE (Continued)

$90,508 in a loan from Don Allan a director of the Company (2015 - $90,508). This loan is unsecured, 0% interest bearing until May 1, 2016 and 5% interest bearing on any unpaid principal amount starting from May 1, 2016, with a maturity date on May 1, 2016 (See Note 11).

$69,124 in loans from third parties (2015 - $69,124). This loan is unsecured, 5% interest bearing, with a maturity date on November 1, 2017.

The new long-term loan payables in 2016 were accounted for at amortized cost using the effective interest rate method with the effective interest rate of 14.85% per annum (2015 – 14.85% per annum). The debt discount of $19,333 (2015 - $19,333) was credited to contributed surplus, debited to loans payable and being amortized over the term of the loans.

During the nine months ending January 31, 2016, the Company accrued an interest and accretion expenses of $7,490 (2015 - $2,266) in connection with the long-term loans.

7. CONVERTIBLE DEBT

During 2015, the Company announced a concurrent non-brokered private placement offering of up to CAD $250,000 in secured convertible debenture, with a minimum subscription of $25,000 per subscriber. 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. Upon initial closing date, April 8, 2015, the Company issued $100,000. The amortized cost of the long-term liability component was accounted for using the effective interest rate method at 14.85% per annum. The equity component was assigned the residual amount of $3,828 after deducting the financing cost of $11,025 and was allocated to the liability component only as the allocation to the equity component was immaterial. On July 16, 2015, the second closing date, the Company issued $100,000. The amortized cost of the long-term liability component was accounted for using the effective interest rate method at 14.85% per annum. The financing cost of $20,000 was allocated to the liability component only as the allocation to the equity component was immaterial. On September 28 the company closed the third tranche for another $50,000, making the total collected to date of $250,000.

8. SHARE CAPITAL

a. Authorized: unlimited number of common shares without par value
unlimited Class B preferred shares without par value (iii)

b. Issued and Outstanding:

(i) As of January 31, 2016, Nil share purchase warrants were exercised since the year ending April 30, 2015.

(ii) During the year-ended April 30, 2015, the Company issued 18,000,000 common shares (2014 – 3,000,000 common shares) at fair values of $3,600,000 (2014 - $620,000) for a part of an acquisition of intellectual property asset (Note 4).

8. SHARE CAPITAL (Continued)

(iii) During the year-ended April 30, 2015, the Company issued 2,446,707 common shares at a fair value of $366,006 through non-brokered private placements under the Unit Offering which offer units of one common share and a half share purchase warrant. 353,163 of these were used to settle loans and liabilities which resulted in a gain of $11,000.

(iv) During the nine month ending January 31, 2016, the Company issued 431,333 common shares at fair value of $64,700 to settle debt.

(v) During the nine month ending January 31, 2016, the Company incurred legal expense and broker commission of $202,000 (2015 - $32,599).

(vi) During the nine month ending January 31, 2016, the Company issued 42,274,813 common shares at fair values to settle loans and liabilities of $2,113,740 as follows and reported:

a. November 4, 2015 – 4,794,580 common shares at $.05 to settle loans and liabilities of $239,729.27
b. November 27, 2015 – 25,049,353 common shares at $.05 to settle loans and liabilities of $1,252,467.65
c. December 18, 2015 – 12,430,880 common shares at $.05 to settle loans and liabilities of $621,544.00

All common shares issued in connection with an Offering are subject to a statutory four month hold period

The Company has not issued preferred shares since inception; thus did not have preferred shares outstanding as at January 31, 2016.

9. WARRANTS

During the nine months ending January 31, 2016, the Company had 1,223,354 share purchase warrants outstanding, which entitles the holder to purchase one common share for a period of twenty-four (24) months at a price of $0.25 per common share and will expire between June 17, 2016 and August 28, 2016. Warrants issued as private placement units were valued using the residual value method and deemed to have fair value at $Nil upon issuance.

The Unit Offering was non-brokered but the Company paid a broker's commission with respect to one subscription under the third tranche of this Offering comprised of cash compensation equal to $2,768 and 9,227 broker warrants. Each Broker Warrant entitles the holder to purchase one common share for a period of twenty-four (24) months at a price of $0.25 per common share. The fair value of the warrants was measured to be immaterial to be recognized upon grant date.

10. STOCK OPTION

The Company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the

(Expressed in Canadian dollars)

10. STOCK OPTION (Continued)

applicable stock exchange's requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Pursuant to the Option Plan, the number of common shares reserved for issuance will not exceed 20% of the issued and outstanding common shares of the Company. Options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

On April 17, 2014 ("the Grant Date"), the Company granted incentive stock options to an investor relation consultant to purchase up to an aggregate total 280,000 common shares at a price of $0.25 per share. The options shall be vested at the rate of 25% per quarter with the earned dates being July 17, 2014 / October 17, 2014 / January 17, 2015 / April 17, 2015 and expire on April 17, 2017.

No other options have been granted as of January 31, 2016.

Continuity of the Company's option is as follows:

	Number		Weighted average exercise price
Balance, April 30, 2013	4,191,674	$	0.30
Issuance	280,000		0.25
Expired/cancelled	4,191,674		0.30
Balance, April 30, 2014	280,000*		0.25
Issuance	-		-
Expired/cancelled	-		-
Balance, April 30, 2015	280,000**	$	0.25
Balance, January 31, 2016	280,000***	$	0.25

* Options exercisable as at April 30, 2014 – Nil
** Options exercisable as at April 30, 2015 – 280,000
*** No new options were issued for the nine months ending January 31, 2016

The Company used the Black-Scholes option pricing model and the following assumptions to determine the fair values of the stock options described above: risk-free interest rate of 1.09-1.15%, dividend yield of 0%, expected volatility of 120%, forfeiture rate of 0% and expected life of 2.00-2.75 years. The stock-based compensation recorded for the vested options during the year ended April 30, 2015 was $23,515.

11. EXPLORATION AND EVALUATION ASSETS

As at April 30, 2013, management determined that the Gold Hill Midge Property is fully impaired. As a result, the Company wrote down this property and recorded an impairment charge of $18,885 for the year ended April 30, 2013. On November 14, 2013 Cielo elected to let the Midge Property mineral tenure expired and on March 27, 2014 Cielo elected to let the Mineral lease adjacent to the Midge tenure expired. As at April 30, 2015, the Company has written off the property.

12. RELATED PARTY TRANSACTIONS

Related party transactions not disclosed elsewhere in the accompanying financial statements are as follows:

At January 31, 2016, other receivable from the Company and a company related by Don Allan, a common director, was at $Nil (2015 - $247,490).

Accounts payable and accrued liabilities balances at January 31, 2016 outstanding to officers and directors of the Company in the amount of $NIL (2015 - $92,282). Management fee payable, included in accounts payable and accrued liabilities balances, to a company related by a common director was at $Nil (2015 - $Nil).

Total salaries, management and director's fees of $91,286 (2015 - $289,085) were paid to Don Allan and reduced Shareholders' loan.

Office expense of $5,422 (2015 - $11,616), rent expense of $20,155 (2015 - $38,150), and telephone expense of $3,950 (2015 - $2,471) were paid and or are payable to BHE and 1888711 Alberta Inc., companies related by a common director and officers and directors of the Company. Consulting expense of $60,550 (2015 - $146,768) and professional expense of $Nil (2015 - $Nil) were paid and or are payable to previous members of management of the Company working as consultants during the year.

The Company has identified its directors and senior officers as its key management personnel. Short-term compensation earned directly during 2016 by key management was $Nil. No post-employment benefits, other long-term benefits and termination benefits were made during 2016 and 2015.

All related party transactions are in the normal course of operations and have been measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties. Note 6 also provide information on related party transactions.

13. CAPITAL DISCLOSURES

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity and cash as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through the equity or debt financing. The Company is not subject to any capital requirements imposed by a regulator.

The Company has not changed its approach in managing its capital as of the period ending January 31, 2016.

14. FINANCIAL INSTRUMENTS

Risk Management

The Company's financial instruments consist of cash, other receivable, accounts payable and short-term loans payable; the fair values of which are considered to approximate their carrying value due to their short-term maturities or ability of prompt liquidation. The long-term loan payables and convertible debentures were accounted for at amortized cost using the effective interest rate method with the effective interest rate of 10% to 14.85% per annum.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Strategic and operational risks are risks that arise if the Company fails to develop a renewable fuel refinery and/or to raise sufficient equity and/or debt financing in financing development. These strategic opportunities or threats arise from a range of factors which might include changing economic and political circumstances and regulatory approvals and competitor actions. The risk is mitigated by consideration of other potential development opportunities and challenges which management may undertake.

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. Therefore, the Company believes that there is minimal exposure to credit risk.

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at January 31, 2016, the Company had cash balance of $964 and working capital deficit of $1,452,270. Management is considering different alternatives to secure adequate debt or equity financing to meet the Company short term and long term cash requirement.

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. For every one % change in the prime borrowing rate in Canada, the impact to the Company's financial statements for the period ending January 31, 2016 is not significant.

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollar. Therefore, the Company's exposure to currency risk is minimal.

Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

(Expressed in Canadian dollars)

14. FINANCIAL INSTRUMENTS (Continued)

- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The following is an analysis of the Company's financial assets measured at fair value as at January 31, 2016 and 2015:

	As at January 31, 2016		
	Level 1	Level 2	Level 3
	$	$	$
Cash	964	-	-

	As at January 31, 2015		
	Level 1	Level 2	Level 3
	$	$	$
Cash	1,032	-	-

15. SUBSEQUENT EVENTS

a. On February 23, 2016 Cielo ("Cielo" or the "Company") announced that the Board Of Directors had appointed Mr. Mel Angeltvedt to the Board effective February 15, 2016. 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.

b. Cielo also announced on February 23, 2016, that the Board of Directors of Cielo appointed Mr. Jason Christensen as Chief Finance Officer. Mr. Robin Ray, who had held this position since August 9, 2013, had resigned from this position in order to spend more time on his other business interests. Mr. Ray has stayed on as a director of Cielo and a member of the Audit Committee. 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.

c. On March 2, 2016 Cielo ("Cielo" or the "Company") announced that on February 3, 2016, Don Allan, President and CEO of Cielo acquired ownership of 7,875,212 common shares in the capital stock of Cielo (the "New Shares") at a deemed price of $0.05 per Share. The

15. SUBSEQUENT EVENTS (Continued)

New Shares were acquired by Mr. Allan from a third party shareholder of Cielo pursuant to a private agreement as a settlement of debt owing from such third party to Mr. Allan (the "Transaction"). Prior to the Transaction, Mr. Allan had 5,788,427 common shares in the capital stock of Cielo. Together with the New Shares, Mr. Allan now has 13,663,639 common shares of Cielo registered in his name (the "Total Shares"), which represents approximately 14.9% of the total issued and outstanding shares of Cielo. As the New Shares were free trading on the closing of the Transaction, the New Shares are not subject to any holds, however, as certain of the Total Shares were acquired on or about the 27th day of November, 2015 subject to a four month hold period, such Total Shares continue to be subject to such hold period. In the future, Mr. Allan may acquire additional securities of Cielo, dispose of some or all of the securities it now owns or controls, or may continue to hold its current position.

d. On March 7, 2016 Cielo ("Cielo" or the "Company") announced that on March 4, 2016 Cielo signed a long-term lease for 2.09 acres and a Right Of First Refusal on an additional 8 acres, located in Edmonton, Alberta. This will allow the Company to construct the first unique commercial waste to renewable diesel refinery enabling a groundbreaking global landfill reduction phenomena coinciding with a novel high quality green renewable diesel product.

e. On March 16, 2016 Cielo ("Cielo" or the "Company") announced that on March 14, 2016 Cielo signed a multi-year feedstock agreement with Parkland Chips Products ("Parkland" or the "Supplier"). This contract allows Cielo to purchase enough sawdust and wood shavings to supply 50-100% of the feedstock requirements for the first unique commercial waste to renewable diesel refinery.

f. On March 21, 2016 Cielo ("Cielo" or the "Company") announced on March 17, 2016 Cielo signed a multi-year feedstock agreement with Dipper Oil Recycling, a division of Little Dipper Holdings Ltd. ("Dipper" or the "Supplier"). This contract allows Cielo to purchase enough used oil and plastics to supply the first unique commercial waste to renewable diesel refinery.