

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.

April 28, 2016

Item 3 News Release

News Release dated April 28, 2016 was disseminated via newswire and filed on SEDAR on April 28, 2016

Item 4 Summary of Material Change

See the news release issued on April 28, 2016, attached hereto as Schedule “A”

Item 5 Full Description of Material Change

See the news release issued on April 28, 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

April 28, 2016

SCHEDULE "A"

CIELO ANNOUNCES PRIVATE PLACEMENT OFFERING OF CONVERTIBLE DEBENTURES

Vancouver, British Columbia, Canada / April 28, 2016 / CSE:CMC: Cielo Waste Solutions Corp. ("Cielo" or the "Company") announced today a non-brokered private placement offering (the "Offering") of up to CAD \$1,000,000 in convertible debentures (the "Debentures"). The Debentures bear an interest rate of 15%, mature in 36 months from the date of issuance and are convertible at the option of the debenture holder at any time before maturity at an exercise price of \$0.10 per common share.

The proceeds of the Offering (the "Proceeds") will be used for the further development of the renewable diesel technology as well as to construct the first commercial renewable diesel refinery, including for permits and applications and ordering long lead items that will be used in this construction, as well as for general expenses.

Don Allan, President of Cielo, stated "we are very pleased to begin the exciting process of construction of our green renewable diesel refinery. This has been almost 12 years of very hard work with many challenges but finally we are very pleased to be moving forward towards revenues and proving to the world that Cielo has a game changing technology for the world landfills and garbage issues as well as a very green alternative to fossil fuels."

The Offering will be non-brokered but the Company may, as determined in its sole discretion, pay reasonable customary brokers' and/or finders fees, as applicable, in connection with the completion of the Offering.

Closing will occur in one or more stages in the sole discretion of the Company. The initial closing date is anticipated to be on or about May 31, 2016.

All securities issued pursuant to the Offering will be subject to applicable resale restrictions and subject to a 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

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.