

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

*Cielo Waste Solutions Corp. (“Cielo”)
Second Floor, 8338-120th Street
Surrey British Columbia V3W 3N4*

Item 2 Date of Material Change.

June 14th, 2016

Item 3 News Release

News Release dated June 15th, 2016 was disseminated via a newswire and filed on SEDAR on June 15th, 2016.

Item 4 Summary of Material Change

See the news release issued on June 15th, 2016, attached hereto as Schedule “A”

Item 5 Full Description of Material Change

See the news release issued on June 15th, 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

June 15th, 2016

SCHEDULE “A”

CIELO ANNOUNCES SIGNING OF WORLD EXCLUSIVE TECHNOLOGY LICENSE AGREEMENT

Vancouver, British Columbia, Canada / June 15, 2016 / CSE:CMC: Cielo Waste Solutions Corp. ("Cielo" or the "Company") announced today that it has signed a World Exclusive License Agreement dated June 14, 2016 (the "License Agreement") with 1888711 Alberta Inc. ("1888711") for the further development of its renewable diesel refinery technology.

Pursuant to the License Agreement, Cielo has granted a worldwide exclusive license to 1888711 to complete development and engineering of the intellectual property assets it had acquired in or around July 2014 from Blue Horizon Biodiesel Inc. (the "IP Assets"). 1888711 has already begun to complete the development and engineering and anticipates to be able to be ready to build the refineries in 2016. At that time, the IP Assets will be a complete technology (the "Technology"), ready for patenting and turning into refineries for production, sale and licensing (the "Refineries").

Further pursuant to the License Agreement, Cielo has obtained from 1888711 an exclusive and perpetual license to commercialize the Technology, which will be done by building Refineries for the production of renewable diesel as well as sublicensing the Technology to third parties to build Refineries.

Cielo has agreed to pay royalties and commissions to 1888711 from the commercialization of the Technology. Cielo has also been granted a right of first refusal to purchase the Technology, all intellectual property and any and all patents relating to this technology.

The Technology is the result of years of research and development from using all types of waste streams, such as landfill garbage, tires, plastics, wood shavings and sawdust, newspaper and cardboard and producing renewable kerosene for the aircraft industry, renewable highway diesel for the federal and provincial mandated blending requirements with fossil fuel diesel and renewable naphtha for blending with gasoline.

Don Allan, President of Cielo, stated "This is a game changing technology that we wish to use in the construction at our Edmonton facility. The Licensor has proven to Cielo that it can produce a product that is in very short supply and receives a heavy premium to the wholesale diesel market. We are now working with engineers and 1888711 on plot plans and construction drawings. These are very exciting times for Cielo as we continue to move forward with the construction of what we are hoping to be the very greenest refinery to be built in North America and very pleased to be able to do this in the heart of Canadian refining industry."

Marcel Scherger, Director of 1888711, stated "We have been working very closely with Cielo and have full belief in Cielo's ability to take our technology to commercial realization. We are very proud of the technology as a solution to the world's waste problem and the ability to provide a green fuel for the world's requirements. Cielo has managed to find an amazing location and has secured feedstocks and offtake agreements that allow the best chance of success and we look very forward in continuing to build on our professional relationship with Cielo in the many years to come."

The License Agreement does not constitute a related party transaction under MI 61-101, however, Don Allan, director, president and CEO of Cielo is also an officer and director of 1887711, Mel Angeltvedt, a director of Cielo, is also a director of 18887711 and Robin Ray, a director of Cielo, is the Chief Financial Officer of 18887711.

Further details of the terms and conditions can be viewed in the License Agreement, posted 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.

About 1888711 Alberta Inc.:

1888711 is a research and development company specializing in catalyst development and process design. 1888711 is using some of the best engineering teams in the renewable and petroleum industry with long and proven track records.

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.