

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.

July 26, 2016

Item 3 News Release

News Release dated July 26, 2016 was disseminated via newswire and filed on SEDAR on July 26, 2016

Item 4 Summary of Material Change

See the news release issued on July 26, 2016, attached hereto as Schedule “A”

Item 5 Full Description of Material Change

See the news release issued on July 26, 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

Only the commission structure has been omitted, as it is confidential information to both parties.

Item 8 Executive Officer

Don Allan, President & Chief Executive Officer Telephone: (403) 348-2972

Item 9 Date of Report

July 26, 2016

SCHEDULE "A"

CIELO ANNOUNCES SIGNING OF SYNTHETIC DIESEL PURCHASE AND SALES AGREEMENT AND THE SATISFACTION OF THE DISCLOSURE REVIEW FROM BRITISH COLUMBIA SECURITIES COMMISSION

Vancouver, British Columbia, Canada / July 26, 2016 / CSE:CMC: Cielo Waste Solutions Corp. ("Cielo" or the "Company") is pleased to announce that it has signed a Synthetic Diesel Purchase And Sales Agreement (the "Agreement") with Elbow River Marketing Ltd. ("Elbow River" or the "Purchaser"), which provides for the exclusive marketing, sale and distribution by Elbow River of all of the synthetic diesel intended to be produced by Cielo.

The initial five year term of the Agreement will begin on or about the date that Cielo's proposed commercial plant begins operating (the "Initial Term"), expected to occur in 2017, and may renew in two year periods thereafter. Notwithstanding the foregoing, the parties have agreed on a drop dead commencement date for Cielo to be in production and the beginning of the Initial Term, which is December 31, 2017.

The Purchaser has agreed to market the synthetic diesel across North America in order to maximize the selling price of the renewable diesel. Cielo will be paid in US dollars, less the transportation costs and other marketing costs.

Don Allan, President of Cielo, stated "Elbow River has a very large base of contacts to sell our renewable diesel and they are well respected and very professional. We are very happy for the opportunity to work closely with their trading and marketing departments and knowing that, with respect to any future production that comes on line, Elbow River will be able to market all the output and maximize our selling price."

Further details of the terms and conditions can be viewed in the Synthetic Diesel Purchase And Sales Agreement, posted on SEDAR.

Cielo is also very pleased to announce that the British Columbia Securities Commission has closed its Continuous Disclosure Review as of July 25, 2016 and has removed Cielo from the Commission's Issuers in Default list.

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 Elbow River Marketing Ltd.:

Elbow River is a highly experienced marketer of multiple petroleum products across North America and Mexico, which succeeds through strong business relationships and extensive market knowledge. It is a wholly owned subsidiary of Parkland Fuel Corporation.

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", "has agreed to", 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 current belief of the Company and the Purchaser 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 Purchaser, the Property, financing and certain corporate changes. The forward-looking information contained in this release is made as of the date hereof and neither the Company nor the Purchaser are 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.