

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.

November 16, 2016

Item 3 News Release

News Release dated November 16, 2016 was disseminated via a newswire and filed on SEDAR on November 16, 2016.

Item 4 Summary of Material Change

See the news release issued on November 16, 2016 attached hereto as Schedule “A”

Item 5 Full Description of Material Change

See the news release issued on November 16, 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

November 16, 2016

Cielo Signs Commercial Purchase Agreement For Bio-Diesel Refinery

Vancouver, British Columbia, Canada / November 16, 2016 / CSE:CMC: Cielo Waste Solutions Corp. ("Cielo" or the "Company") is pleased to announce that it has signed a Commercial Purchase Agreement (the "Agreement") with XR Resources Inc. ("XR") to purchase a property (the "Property") located in High River, Alberta, on which there is an existing bio-diesel refinery (the "Refinery").

This multi-feedstock processing plant was built in 2009 for an approximate capex cost of \$10.2 million and was capable of producing 16 million liters/year of bio-diesel. The aggregate purchase price is \$2,300,000 (the "Purchase Price"), consisting of both share and cash consideration. The initial installment of the Purchase Price (the "Deposit"), to be paid by Cielo to XR in consideration for the rights granted in the Agreement, will be paid in the form of 5,000,000 common shares (the "Shares") in the capital stock of Cielo at a price of \$0.06 per share, which Shares will be held in trust by legal counsel until the transaction is completed. The balance of the Purchase Price is comprised of a cash payment of \$2,000,000, to be paid upon satisfaction of the Conditions (as defined below), along with the release of the Shares to XR.

The purchase of the Property and the Refinery is subject to certain conditions (the "Conditions"), including a financing condition, Cielo's ability to acquire required permits, and due diligence being completed by Cielo to its satisfaction on or before February 7, 2017. Once the Conditions have been fulfilled or waived, and the Purchase Price paid, Cielo will acquire all right, title and interest in and to the Property and the Refinery. The anticipated closing date is February 28, 2017.

Don Allan, President of Cielo, stated "this is a game changer for Cielo. Not only will this fast track Cielo into commercialization and revenue, but the existing infrastructure that we can use will lower our capex costs by approximately 40%".

For more information, the Agreement will be available on www.SEDAR.com.

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.