

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

*Cielo Waste Solutions Corp. (“Cielo”)
101 – 1500 Howe Street
Vancouver BC V6Z 2N1*

Item 2 Date of Material Change.

March 31, 2017

Item 3 News Release

News Release dated March 20, 2017 was disseminated via a newswire and filed on SEDAR on March 20, 2017

News Release dated March 31, 2017 was disseminated via a newswire and filed on SEDAR on March 31, 2017

Item 4 Summary of Material Change

See the News Release dated March 20, 2017 was disseminated via a newswire and filed on SEDAR on March 20, 2017

See the News Release dated March 31, 2017 was disseminated via a newswire and filed on SEDAR on March 31, 2017

Item 5 Full Description of Material Change

See the News Release dated March 20, 2017 was disseminated via a newswire and filed on SEDAR on March 20, 2017

See the News Release dated March 31, 2017 was disseminated via a newswire and filed on SEDAR on March 31, 2017

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

March 31, 2017

SCHEDULE “A”

Cielo Closes Asset Purchase & Provides Update on Private Placements and Corporate Activity

Vancouver, British Columbia, Canada / March 20, 2017 / CSE:CMC: Cielo Waste Solutions Corp. ("Cielo" or the "Company") is pleased to announce the closing of the purchase of the Assets (as defined below) pursuant to an Asset Purchase Agreement with XR Resources Inc. ("XR"), which was initially announced on February 17, 2017. The "Assets" consist of a Case W20C front wheel loader and all of the associated complete bio-diesel analytic laboratory, equipment (gas chromatograph, Karl Fisher, automated Tiltrotor, flash point, etc.) and supplies. In consideration for the Assets, Cielo has paid to XR 2,036,364 free-trading common shares of Cielo (the "Payment Shares"), which it received as loaned securities from Don Allan, President and CEO of Cielo. Mr. Allan has entered into a securities lending agreement (the "Share Loan Agreement") with Cielo, whereby Mr. Allan has lent the Payment Shares to Cielo, which were paid to XR, and Cielo has issued 2,036,364 common shares (the "Repayment Shares") to Mr. Allan as repayment of the Payment Shares, which are subject to a four-month hold period. The Payment Shares and the Repayment Shares have a deemed value of \$0.055 per share pursuant to the Share Loan Agreement, for an aggregate value of \$112,000.02 being paid for the Assets by Cielo.

Cielo would also like to update the status of the non-brokered private placement offering, of up to CAD \$1,000,000 (the "Offering") in secured convertible debentures (the "Debentures"), as initially news released on April 28th, 2016. The Debentures bear an interest rate of 15% per annum, mature 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. To date, Cielo has closed \$130,000 in Debentures and has now secured commitments to close the balance of the Offering, expected to occur on or before March 31st, 2017. All securities issued in connection with the Offering will be subject to a statutory four-month hold period.

Cielo further announces that the Company has entered into exclusive negotiations with an arms-length third party (the "Strategic Funder") pursuant to which the Strategic Funder would fund 100% of the costs associated with the construction of the first 6 refineries producing high grade renewable diesel fuel in Alberta, including the purchase of the property and development of the existing bio-diesel refinery on the property in High River, Alberta, previously announced on November 16, 2016. Pending finalization of definitive terms with the Strategic Funder, Cielo has agreed to suspend securing participation into the private placement offering of \$7 million announced on November 29th, 2016.

Don Allan, President and CEO of Cielo, stated "We are optimistic that we will be able to finalize our negotiations with the Strategic Funder and move forward with releasing more details in this regard. This transaction has the potential to result in a relationship that we believe will prove to

the world that Cielo has a game changing technology that will be embraced globally as a way to convert municipal land fill waste along with other types of cellulos feedstocks into high grade renewable diesel fuel.”

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 advanced material recovery technologies, Cielo is focused on commercializing its proprietary technology that has the potential 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 additional information contact:

Cielo Waste Solutions Corp.
Don Allan, President & CEO
(403) 348-2972 Ext 222
donallan@cielows.com
www.cielows.com

Cautionary Note Regarding Forward-looking Statements

This news release contains certain forward-looking statements and forward-looking information (collectively referred to herein as "forward-looking statements") within the meaning of applicable Canadian securities laws. All statements other than statements of present or historical fact are forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "anticipate", "achieve", "could", "believe", "plan", "intend", "objective", "continuous", "ongoing", "estimate", "outlook", "expect", "may", "will", "project", "should" or similar words, including negatives thereof, suggesting future outcomes.

Forward looking statements are subject to both known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Company, that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward looking statements, including but not limited to: the use of proceeds of the offering, receipt of all necessary approvals of the offering, general business, economic, competitive, political and social uncertainties; negotiation uncertainties and other risks of the grocery industry. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended.

Forward-looking statements are not a guarantee of future performance and involve a number of risks and uncertainties, some of which are described herein. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause the Company's actual performance and results to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. Any forward-looking statements

are made as of the date hereof and, except as required by law, neither the Company assumes no obligation to publicly update or revise such statements to reflect new information, subsequent or otherwise.

CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.

SCHEDULE “B”

Cielo Closes Third and Final Tranche of Convertible Debenture Offering and Provides Corporate Update

Vancouver, British Columbia, Canada / March 31, 2017 / CSE:CMC: Cielo Waste Solutions Corp. ("Cielo" or the "Company") is pleased to announce the closing of the third and final tranche of its non-brokered private placement offering (the “Offering”) of up to CAD \$1,000,000 in secured convertible debentures (the “Convertible Debentures”), as initially announced on April 28th, 2016, followed by the announcement of the first closing on June 30, 2016 and the announcement of the second closing on February 17, 2017. Cielo further announces that it has received CAD \$480,000 from this third tranche for aggregate gross proceeds equal to \$610,000 from the Offering.

The Debentures bear an interest rate of 15% per annum, mature 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. Securities issued in connection with the Offering will be subject to a statutory four month hold period.

In connection with the third tranche of the Offering, the Company will pay \$23,200 in cash commissions and issue 232,000 finder’s warrants (the “Finders’ Warrants”). The Finders’ Warrants will be exercisable into common shares for a period of two years at an exercise price of \$0.10 per common share.

The proceeds of the Offering (the “Proceeds”) will be used to further develop the Company’s proprietary renewable diesel fuel technology as well as towards the retrofitting of the idle bio-diesel plant in Aldersyde (High River), Alberta and the purchase of the property on which it’s situated (the “High River Property”), previously announced on November 16, 2016. Cielo’s intent is to commission this idle bio-diesel plant (the “High River Refinery”) with the Company’s proprietary technology. The Company had initially anticipated to purchase the High River Refinery and the High River Property on or before February 28, 2017 but has received an extension from the vendor. In addition, the Proceeds will be used for general working capital purposes.

Management of Cielo is also in continued negotiations with arms-length third parties (the “Strategic Funders”), pursuant to which the Strategic Funders would fund 100% of the costs associated with the construction of the first 6 refineries producing high grade renewable diesel fuel in Alberta, including the purchase of the High River Property and the High River Refinery. Pending finalization of definitive terms with the Strategic Funders, Cielo has suspended securing participation into the private placement offering of \$7 million in convertible debentures announced on November 29th, 2016.

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For more information on Cielo, please contact

Cielo Waste Solutions Corp.
Don Allan, President & CEO

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