

FORM 51-102F3
Material Change Report

1. Name and Address of Company

Cielo Waste Solutions Corp. (the “**Company**” or “**Cielo**”)
610 – 475 West Georgia Street
Vancouver, BC V6B 4M9

2 Date of Material Change

December 7, 2020

3. News Release

A news release was issued and disseminated on December 8, 2020 and filed on SEDAR and the Canadian Securities Exchange. A copy of the news release is attached as Schedule “A” hereto.

4. Summary of Material Change

A news release was issued and disseminated on December 8, 2020 and filed on SEDAR and the Canadian Securities Exchange. A copy of the news release is attached as Schedule “A” hereto.

5. Full Description of Material Change

A news release was issued and disseminated on December 8, 2020 and filed on SEDAR and the Canadian Securities Exchange. A copy of the news release is attached as Schedule “A” hereto.

6. Disclosure for Restructuring Transactions:

Not applicable.

7. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

8. Omitted Information

No significant facts remain confidential in, and no information has been omitted from, this report.

9. Executive Officer

Don Allan, President and CEO
T: 403.348-2972 Ext. 101

10. Date of Report

December 17, 2020

SCHEDULE "A"

NEWS RELEASE

CIELO CLOSES PRIVATE PLACEMENT OFFERING OF UNITS

Vancouver, British Columbia, Canada /December 8, 2020 / CSE: CMC, OTCQB: CWSFF Cielo Waste Solutions Corp. ("CIELO" or the "Company") announces the closing of its private placement offering ("Offering") of units (the "Unit(s)"), initially announced on November 20, 2020. A total of CDN \$2,055,280 was raised pursuant to the Offering.

Each Unit is comprised of one common share ("**Common Share**") and one full warrant ("**Warrant**"), each Warrant having an exercise price of \$0.12 and an expiration date of 36 months from the date of issuance. Notwithstanding the foregoing, in the event that Cielo's Common Shares trade at \$0.20 or above for 5 consecutive trading days, Cielo will have the right to issue a notice to the holders that the term of the Warrants has been reduced to 30 days from the date of such notice. Any Warrants that have not been exercised on or before such 30-day period will automatically expire.

A total 25,691,000 Units were issued pursuant to the Offering for gross proceeds of \$2,055,280. The Units are subject to a four month hold period from the date of issuance. The Offering was non-brokered, however the Company paid \$154,886.40 in finder fees and issued 1,936,080 non-transferable finder warrants, exercisable at \$0.12 for 36 months from the date of issuance.

The proceeds of the Offering will be used to continue commissioning and upgrades of Cielo's first commercial renewable diesel facility, as well as for general working capital.

Don Allan, President and CEO of Cielo, stated "This was a very quick financing and we are very pleased with the attention Cielo has been gaining. We believe the interest in this offering has been possible because of investor confidence due to the significant progress being made moving the Company toward revenues."

On behalf of the Board of Directors of the Company,

Cielo Waste Solutions Corp.

"Don Allan"

Don Allan, President/CEO/Director

Investor Relations (Canada)

Lionel Robins (780) 832-6810

Investor Relations (USA)

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Trevor Brucato, Managing Director

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About Cielo Waste Solutions Corp.

Cielo Waste Solutions Corp. is a publicly traded company with its shares listed to trade on the Canadian Securities Exchange ("CSE") under the symbol "CMC", as well as OTC Markets Group, on the OTCQB, under the symbol "CWSFF". CIELO is a waste to renewable fuel company with a game changing technology engineered to help solve the world's garbage crisis. CIELO's technology transforms landfill garbage into renewable high-grade diesel and kerosene (aviation jet fuel). CIELO's proven and patent-pending technology is currently being deployed in the Company's Aldersyde Facility, Alberta, where wood waste is currently being converted into renewable fuels.

CIELO is headquartered in Alberta, Canada with plans to build and operate green facilities across North America as well as globally.

CIELO has already begun expanding its footprint by signing multiple Memorandums of Understanding pursuant to which third parties are in negotiation with CIELO to build, at no cost to CIELO, Joint Venture Renewable Diesel Facilities in Grande Prairie, Calgary, Medicine Hat and Lethbridge, Alberta as well as in Nova Scotia. Each JV Facility is projected to cost approximately \$50 million to build, commission and place on production. CIELO will be the general contractor and operator of all the proposed JV Facilities. The feedstock that will be used in the Company's green facilities is the world's most available and inexpensive feedstock – garbage; including household, commercial/ construction/demolition garbage, used tires, railway ties and telephone poles as well as all types of plastic that currently cannot be recycled.

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. CIELO is making forward looking statements related to the use of proceeds from the Offering. 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. The CSE and the OTCQB have not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this News Release.