

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

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

Item 2 Date of Material Change.

June 16, 2014

Item 3 News Release

News Release dated June 6, 2014 was disseminated via Stockwatch & Baystreet news

Item 4 Summary of Material Change

See the news release issued on June 6, 2014, attached hereto as Schedule "A", with respect to a Private Placement Offering & Expiration of Debenture Financing

Item 5 Full Description of Material Change

See the news release issued on June 6, 2014, attached hereto as Schedule "A", with respect to a Private Placement Offering & Expiration of Debenture Financing

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 ext 224

Item 9 Date of Report

June 16, 2014

Schedule "A"

**Cielo Announces Private Placement Offering &
Expiration of Debenture Financing**

Surrey, British Columbia, Canada / June 6, 2014 / CSE:CMC / Cielo Waste Solutions Corp. ("Cielo" or the "Company" announced today a non-brokered private placement (the "Offering") up to \$2,000,000 in units (the "Units"), at a price of \$0.15 per Unit. Each Unit consists of one common share of the Company (each the "Common Share") and one-half of one warrant (each the "Warrant"). Each full Warrant entitles the holder to purchase one Common Share for a period of twenty-four months at a price of \$0.25 per Common Share.

The proceeds of the Offering (the "Proceeds") will be used for engineering, filing of patents, working capital, professional fees and primarily on building the first working 200 litre per hour renewable diesel refinery by the Corporation. In the event that sufficient Proceeds are raised, a portion of the Proceeds will be used to repay a portion of the Company's current indebtedness.

The Offering will allow Cielo time to review various proposals for further financings to complete the construction on future refineries.

Don Allan, President of Cielo noted that, "we have now started to receive proposals for financing the construction and engineering of the plants. A smaller private placement will be less dilutive to Cielo's shareholders."

The Offering will be non-brokered but the Corporation may, as determined in its sole discretion, pay reasonable customary brokers' and/or finders' fees, as applicable, in connection with the completion of the Offering.

Closing will occur in one or more stages in the sole discretion of the Company.
All securities issued pursuant to the Offering will be subject to applicable resale restrictions.

In addition, the Company is announcing the expiration of the subscription period for its previously announced maximum \$5,000,000 brokered private placement offering, which expired at 5:00 p.m. PST on June 3rd, 2014. Further, the Company will not be extending its agreement with the Chippingham Financial, which was engaged as the lead agent (the "Prior Agent") for the Prior Offering.

About Cielo Waste Solutions Corp.:

Cielo specialize 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 224, or visit the Company's website at www.cielows.com

Or Jeff Walker, The Howard Group Inc. at 403-221-0915 or jeff@howardgroupinc.com

Further information regarding the Company can be found on SEDAR at www.SEDAR.com or by visiting our profile on www.CNSX.ca.

On Behalf of the Board of Directors

“Don Allan”

Chief Executive Officer

Tel: 403.348-2972 Ext. 224

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.