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 26, 2014

Item 3 News Release

News Release dated June 26, 2014 was disseminated via FSCwire

Item 4 Summary of Material Change

See the news release issued on June 26, 2014, attached hereto as Schedule "A", with respect to a Financing & Signing of an Exclusive Technology License

Item 5 Full Description of Material Change

See the news release issued on June 26, 2014, attached hereto as Schedule "A", with respect to a Financing & Signing of an Exclusive Technology License

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51–102

Not applicable

Item 7 Omitted Information

"The name of the other party to the Memorandum of Understanding has been omitted as such party will be incorporating a corporation with which the Company will be entering into the definitive agreement. The name of the corporation will be released in the definitive agreement."

Item 8 Executive Officer

Don Allan, President & Chief Executive Officer Telephone: (403) 348-2972 ext 224

Item 9 Date of Report

July 3, 2014

Schedule "A"

Cielo Secures Strategic Financing & Announces Signing of an Exclusive Technology License

Surrey, British Columbia, Canada / June 26, 2014 / CSE:CMC / Cielo Waste Solutions Corp. ("Cielo" or the "Company") is pleased to announce that Cielo has signed a Memorandum of Understanding ("MOU") with a private investor on behalf of a special purpose corporation to be formed (the "SPC") to provide funding of up to CAD $10 million (the "Funding") for the construction of the Companies first 700 liter per hour ("lph") commercial scale renewable diesel refinery (the "First Refinery"). The SPC will thereafter have the right of first refusal to provide additional funding of up to CAD $1 Billion to build up to 100 additional 700 lph refineries throughout Canada (the "ROFR Refineries").

The SPC will fund upgrades and technical changes (Engineering, Catalyst and Equipment Replacements) to the existing demonstration plant located in Red Deer Alberta. Upon confirmation that the Company is able to produce renewable diesel meeting American Standard of Testing and Materials Standards for highway grade number 2 diesel, the SPC will provide funding for the First Refinery. Cielo intends to further advance the process in order to produce number 1 diesel for the aircraft industry.

In consideration for providing the Funding, the SPC will receive 50% ownership of the intellectual property associated with the refining technology, 90% of net revenues from the First Refinery until the Funding is repaid, and thereafter a 70% ownership of the New Refinery. Cielo will pay to SPC CAD $500,000 on every Refinery sold. SPC will also receive a royalty equal to $0.02 per litre from all refineries.

The parties intend to enter into a definitive agreement setting out the terms of the working relationship between Cielo and SPC as soon as practicable.

Don Allan, President of Cielo, stated "We now have secured an excellent strategic partner who understands the massive potential of our technology and the worldwide market we are looking to capture. This is an excellent opportunity for Cielo, as the announced financial arrangement is non-dilutive to our shareholders and does not carry the burden of debt. This financing provides Cielo with the opportunity to become a major renewable diesel producer using abundant Municipal Solid Wastes from landfills and waste transfer sites throughout Canada."

Cielo is also pleased to announce that it has entered into an agreement for exclusive rights of its Waste To Fuel refining technology to New Fuel International Inc. ("NFI") of Seattle, Washington U.S.A. The agreement is effective as of June 24th, 2014. NFI shall have the exclusive right to market and produce renewable biofuel derived from industrial biomass waste streams initially in the U.S. states of California, Oregon, Washington, Hawaii and Alaska, and the Canadian provinces of British Columbia and Ontario. New Fuel's responsibilities in the agreement will include securing the above specified biomass feedstock, triggering offtake agreements, managing operations, marketing, sales, and providing financing for the different NFI projects. Jerauld Bessette, CMO of NFI, stated "We are eager to start working with Cielo, we have spent years reviewing technologies around the world, and we believe Cielo has developed an industry changing technology that will help Washington State and other jurisdictions become carbon natural through the production of low carbon, high grade renewable diesel fuel".

Don Allan, President of Cielo, stated "NFI has a very experienced management team and together we can build a rewarding renewable diesel business from industrial biomass waste streams. NFI have already made significant inroads in securing a large supply of feedstock and we look forward to building a very successful and prosperous relationship with NFI".

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