

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.

July 18, 2014

Item 3 News Release

News Release dated July 18, 2014 was disseminated via FSCwire

Item 4 Summary of Material Change

See the news release issued on July 18, 2014, attached hereto as Schedule "A", with respect to the Execution of Asset Purchase Agreement with BHBD

Item 5 Full Description of Material Change

See the news release issued on July 18, 2014, attached hereto as Schedule "A", with respect to the Execution of Asset Purchase Agreement with BHBD

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

Not applicable

Item 7 Omitted Information

No information has been omitted.

Item 8 Executive Officer

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

Item 9 Date of Report

July 23, 2014

Schedule "A"

Cielo Announces Execution of Asset Purchase Agreement with BHBD

Surrey, British Columbia, Canada / July 18, 2014 / CSE:CMC / Cielo Waste Solutions Corp. ("Cielo" or the "Company") Cielo is pleased to announce the execution of the asset purchase agreement (the "Agreement") relating to the previously announced proposed acquisition of intellectual property assets from Blue Horizon Bio-Diesel Inc. ("BHBD").

Don Allan, President of Cielo stated, "We are pleased to have finalized the purchase agreement. This is a major step towards the development and activation of Cielo's first commercial waste to fuel refinery."

The purchase agreement allows Cielo to acquire the assets including all right, title and interest in and to the intellectual property in the new technology for use in its business. The total cost of the acquisition is \$5.25 million CAD and will be paid for through the issuance of a total of 21 million common shares valued at \$0.25.

To date a total of three installments of 3 million shares have already have been transferred to BHBD pursuant to the initial interim agreements (the "Initial Agreements"). The remaining 18 million shares will be issued through a onetime stock issuance on July 18, 2014.

Pursuant to the Agreement, Cielo has also assumed certain liabilities of BHBD equal to CAD \$1,500,933.30.

On July 11, 2013 Cielo initially announced that, pursuant to the Initial Agreement, it would acquire all assets of BHBD for \$4.5 million CAD. The purchase price has been increased as a result of the inclusion of the Alberta Bio-Diesel Producer Credit Program (BPCP), which was not included in the initial assessment.

BHBD will become a control person as a result of this transaction.

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.