



Elbow River Marketing Ltd.
1600, 335 – 8th Avenue S.W.
Calgary, Alberta T2P 1C9
Phone: (403) 232-6868

December 10, 2021

Mr Gregg Gegunde
Cielo Waste Solutions Corp.
#1100, 605 5th Avenue S.W.,
Calgary, AB
Canada, T2P 3H5

Dear Mr. Gegunde:

We make reference to the Synthetic Diesel Purchase and Sale Agreement (the "Agreement") dated effective as of the 19th day of July 2016 between Elbow River Marketing Ltd. ("ERML") and Cielo Waste Solutions Corp. ("Cielo").

Section 2.07 of the Agreement states that the Agreement shall be automatically terminated if the Commercial Operations Date (as that term is defined in the Agreement) has not occurred by the 31st day of December 2017 (the "Drop Dead Date"), unless ERML agrees otherwise in writing prior to or no more than 20 days after the Drop-Dead Date. On December 14, 2017, the Drop-Dead Date was extended to the 31st day of July 2018. On August 6, 2018, the Drop-Date was extended again to December 31, 2021. You have informed ERML that the Commercial Operations Date will not occur prior by the Drop-Dead Date. However, you anticipate that it will occur by the 31st day of December 2023.

ERML wishes to continue the relationship contemplated by the Agreement. Therefore, by this letter, we hereby extend the Drop-Dead Date, as that term is defined in the Agreement, to the 31st day of December 2023.

All other terms of the Agreement shall remain unchanged, including ERML's right to terminate the Agreement, or to further extend the Agreement, if the Commercial Operations Date has not occurred by the revised Drop-Dead Date.

We look forward to continuing to work with Cielo on this project.

Cielo waste Solutions

Sincerely yours,

ELBOW RIVER MARKETING LTD.

per: **"Signed" Paul Weisshaar**
Name: PAUL WEISSHAAR
Title: Refined Products Trader

"Signed" Gregg Gegunde
Gregg Gegunde

CEO & COO

1/22/2022