FORM 51-102F3
Material Change Report

1. Name and Address of Company

Cielo Waste Solutions Corp. (the "**Company**" or "**Cielo**")
Head Office:
#2500, 639 - 5th Avenue S.W.
Calgary, AB T2P 0M9

2 Date of Material Change

January 22, 2025

3. News Release

The initial news release was issued and disseminated on April 26, 2024, with a second news release containing a correction issued on January 20, 2025, both of which were filed on SEDAR+.

4. Summary of Material Change

The Company announced a shares for debt transaction (the "**Shares for Debt Transaction**") for the repayment of $25,814 (the "**Debt**") by way of share issuance, which was approved by the TSX Venture Exchange (the "**Exchange**") since such announcement and was completed on January 22, 2025. 81,237 common shares of Cielo (the "**Shares**") were issued at a price of $0.31 per share.

5. Full Description of Material Change

The Company announced the Shares for Debt Transaction for the repayment of the Debt by way of share issuance as full and final repayment of the Debt, which was approved by the Exchange since such announcement and was completed on January 22, 2025. 81,237 Shares were issued at a price of $0.31 per share.

The Shares are subject to a 4-month hold period, which will expire on May 23, 2025.

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

Ryan Jackson, Chief Executive Officer
T: 403-529-7791

10. Date of Report

February 3, 2025