

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.

August 28, 2014

Item 3 News Release

News Release dated August 29, 2014 was disseminated via FSCwire

Item 4 Summary of Material Change

See the news release issued on August 29, 2014, attached hereto as Schedule "A", with respect to entry into an agreement with Mackie Research Capital Corporation.

Item 5 Full Description of Material Change

See the news release issued on August 29, 2014, attached hereto as Schedule "A", with respect to entry into an agreement with Mackie Research Capital Corporation.

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

September 5th, 2014

Schedule "A"

Cielo Signs Agreement with Mackie Research

Surrey, British Columbia, Canada / August 29, 2014 / CSE:CMC: Cielo Waste Solutions Corp. ("Cielo" or the "Company") is pleased to announce an agreement (the "Agreement") with Mackie Research Capital Corporation ("MRCC") for market stabilization & liquidity services. The Agreement will continue in effect unless terminated by either party with a written notice of 60 days. For the services rendered MRCC will receive a monthly payment of \$3,000.00.

Cielo also announces the closing of the third tranche of its non-brokered private placement (the "Offering") as initially news released on June 6th, 2014. Cielo has issued an aggregate of an additional 531,039 units (the "Units"), each Unit consisting of one common share and one-half of one warrant at a price of \$0.15 per Unit for gross proceeds of \$79,655.85 under the third tranche of the Offering (the "Gross Proceeds"). \$27,974.4 of the Gross Proceeds was an issuance of securities for debt. Each full Warrant entitles the holder to purchase one common share in the capital stock of the Company (each a Common Share") for a period of twenty-four (24) months at a price of \$0.25 per Common Share.

The proceeds of the Offering will continue to be used towards the costs, in whole or in part, of the Offering, engineering, filing of patents, working capital, professional fees and primarily on building the first working renewable diesel refinery by the Corporation, as previously announced.

The Offering is non-brokered but reasonable fees may be paid to agents/finders who introduce/deliver subscribers. Cielo paid a broker's commission with respect to one subscription under the third tranche of this Offering comprised of cash compensation equal to \$2,768.15 and 9,227 broker warrants (the "Broker Warrants"). Each Broker Warrant entitles the holder to purchase one Common Share for a period of twenty-four (24) months at a price of \$0.25 per Common Share.

All securities issued in connection with the Offering will be subject to a statutory four month hold period.

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

Jeff Walker or Brad Dryer, The Howard Group Inc. at 403-221-0915

jeff@howardgroupinc.com

brad@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.