

CIELO WASTE SOLUTIONS CORP.

101 – 1500 Howe Street
VANCOUVER BC V6Z 2N1

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON THURSDAY, OCTOBER 29, 2019

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “Meeting”) of the shareholders of CIELO WASTE SOLUTIONS CORP. (“Cielo ” or the “Company”) will be held at Cambridge Red Deer Hotel and Conference, 3310 50 Ave, Red Deer, AB T4N 3X9, on Tuesday, October 29, 2019 at 11:00 a.m. (Mountain Time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended April 30, 2019 and the report of the auditor on those statements;
2. To elect directors for the ensuing year;
3. To appoint A. Chan & Company LLP, Chartered Accountants, the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
4. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution to amend, ratify and approve the Company's stock option plan, as more particularly described in the accompanying Information Circular;
5. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution to amend, ratify and approve the Company's Restricted Share Unit Incentive Plan, as more particularly described in the accompanying Information Circular; and
6. To transact such other business as may properly come before the Meeting or any adjournments thereof.

Shareholders may also call into the Meeting by calling the following toll-free number at 11:00 a.m. (Mountain Time) on October 29, 2019: 1-877-385-4099, and then dialing the following participant number: 7013581.

The matters set out above can be located in the section of this Information Circular entitled “Business of the Meeting – Annual Matters to be Voted On” and “Business of the Meeting - Special Matters to be Voted On”.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is September 19, 2019 (the “Record Date”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

NOTICE-AND-ACCESS

The Company is utilizing the notice-and-access mechanism (the “Notice-and-Access Provisions”) that came into effect on February 11, 2013 under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument 51-102 – Continuous Disclosure Obligations, for distribution of Meeting materials to registered and beneficial Shareholders.

WEBSITE WHERE MEETING MATERIALS ARE POSTED

The Notice-and-Access Provisions are a set of rules that allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“SEDAR”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the information circular, financial statements of the Company for the years ended April 30, 2018 and April 30, 2019 (“Financial Statements”) and management's discussion and analysis of the Company's results of operations and financial condition for the years ended April 30, 2018 and April 30, 2019 (“MD&A”) may be found on the Company's SEDAR profile at www.sedar.com and also on the Company's

website at www.cielows.com under “Investor Reports”. The Company will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

OBTAINING PAPER COPIES OF MATERIALS

The Company anticipates that using notice-and-access for delivery to all Shareholders will benefit the Company through a reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. If you would like to receive a paper copy of the current meeting materials by mail and you haven’t yet so requested, you must submit a request by calling 1 (403) 348-2972 (collect calls accepted). There is no charge for a copy.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company by no later than October 7, 2019 (“Request Deadline”) in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, BC) prior to the time set for the Meeting or any adjournments or postponements thereof (the “Proxy Deadline”). If a Shareholder elects to receive a document in a physical form, the Company shall send to that person such document within seven (7) days of receipt of notice of that Shareholder’s election, subject to the Request Deadline. If you do request the current materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes. No Annual Financial Information is included in this mailing.

VOTING

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided. As set out in the notes to the Proxy, the Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed on it and inserting in the space provided the name of the person you wish to represent you at the Meeting.

To be effective, you must submit the Proxy at least 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment (a) by delivering the completed and signed proxy using the pre-addressed envelope provided for this purpose; (b) by hand delivery to Computershare Investor Services Inc., at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1; (c) over the internet by going to www.investorvote.com and following the instructions provided; or (d) by telephone, by calling 1-866-732-VOTE (8683) (toll free within North America) or 312-588-4290 (International).

Unregistered shareholders who received the Proxy through an intermediary must deliver the proxy in accordance with the instructions given by the intermediary. Shareholders with questions about notice and access can contact Computershare Investor Services Inc. by toll free telephone at 1-800-564-6253.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.

DATED at Red Deer Alberta, this 12th day of September, 2019

CIELO WASTE SOLUTIONS CORP.

(signed) *“Don Allan”*

By: Don Allan
President & CEO