

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, OCTOBER 29, 2020**

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of the holders of common shares of **CIELO WASTE SOLUTIONS CORP.** (“Cielo ” or the “Company”) will be held on October 29th, 2020 at 1 p.m. PST/2 p.m. MT **by telephone by calling in to 1 (888) 892-3255, toll-free, and if required by applicable laws (see for more information below)**, also in person at Bridgeview Place II, Suite 115, 5114 58 Street, Red Deer, AB, for the following purposes, as further described in the management information circular of the Company dated September 14, 2020 (the “Circular”):

1. To receive the audited financial statements of the Company for the year ended April 30, 2020 and the report of the auditor on those statements;
2. To set the number of directors at six (6);
3. To elect directors of the Company for the ensuing year;
4. 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; and
5. To transact such other business as may properly come before the Meeting or any adjournments thereof.

The Circular, which accompanies this Notice or can be obtained as described below, contains details of the matters to be dealt with at the Meeting. A form of proxy accompanies this Notice. Shareholders are referred to the Circular for more detailed information with respect to matters to be considered at the Meeting and for the full text of the resolutions.

The matters set out above can be located in the section of the Circular entitled “Business of the Meeting – Annual 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 18, 2020 (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.

LOCATION AND FORUM

In light of ongoing concerns related to the spread of COVID-19 as at the date of this Notice and Circular, and in order to mitigate potential risks to the health and safety of its shareholders, employees, communities and other stakeholders, the Company wishes to emphasize its priority to decrease the health risks associated with the spread of COVID-19 and adhere to the laws, orders, and recommendations of Canadian public health officials and government authorities in the context of the Meeting.

On April 21, 2020, the Minister of Public Safety and Solicitor General of British Columbia published a temporary order under the Emergency Program Act (British Columbia) (Ministerial Order No. M116) (the “Order”). The Order provides that a corporate meeting (including a meeting of shareholders such as the Meeting) held solely by telephone or other communications medium is not required to have a physical location and is deemed to be held in British Columbia, provided certain conditions are met. The Order applies from April 21, 2020 until the date on which the last extension of the declaration of a state of emergency made on March 18, 2020 (the “Declaration”) expires or is cancelled.

The Company intends to rely on this Order and hold the Meeting **BY TELEPHONE ONLY BY CALLING IN TO 1 (888) 892-3255 (TOLL-FREE)** provided that the Declaration is still in place on October 29, 2020. If the Declaration is no longer in place on October 29, 2020 and/or the Order is no longer applicable, the Company will officially hold the Meeting at its offices at Bridgeview Place II, Suite 115, 5114 58 Street, Red Deer, AB, pursuant to the Company’s articles to allow for shareholder meetings to be held outside of British Columbia. However, even in the event that the Order is not in effect, the Company strongly encourages that all shareholders: a) consider not attending the Meeting in person but instead telephoning in to the Meeting by dialing the number set out above; AND b) that shareholders vote their shares prior to the Meeting. The Company in particular asks that shareholders not attend the meeting in person if experiencing any of the symptoms associated with COVID-19 within the 14 days prior to the Meeting. Further, please be advised that the Company reserves the right to refuse entrance to the Meeting to: a) anyone who appears to be displaying such symptoms associated with COVID-19; or b) anyone at all if the then current recommendations or requirements of provincial authorities cannot be adequately complied with including, but not limited to, social distancing recommendations and limits on the size of gatherings.

Shareholders may call in to the Meeting at 1 (888) 892-3255, toll-free, by 1 p.m. PST / 2 p.m. MT on October 29, 2020. Via the telephone meeting service provider, the Company will be able to note the attendance of all participants and will also allow for registered shareholders to vote by a show of hands (or its equivalent by phone) unless a ballot is required or demanded during the Meeting as described in the attached Circular if the Order is still in force and effect. The Company encourages votes to be cast by proxy as indicated in this Notice. It is recommended that shareholders call a few minutes prior to 1 p.m. PST / 2 p.m. MT in order to be recorded as present.

FOR THE REASONS ABOVE, ALL SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE ON THE MATTERS BEFORE THE MEETING BY PROXY.

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, 2019 and April 30, 2020 (“Financial Statements”) and management’s discussion and analysis of the Company’s results of operations and financial condition for the years ended April 30, 2019 and April 30, 2020 (“MD&A”) may be found prior to the date of the Meeting 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, 2020 (“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 14th day of September, 2020

CIELO WASTE SOLUTIONS CORP.

(signed) “*Don Allan*”

By: Don Allan
President & CEO