

CIELO WASTE SOLUTIONS CORP.
610 – 475 West Georgia Street, Vancouver, BC V6B 4M9

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, OCTOBER 21, 2021**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “Meeting”) of the holders of common shares of **CIELO WASTE SOLUTIONS CORP.** (“Cielo” or the “Company”) will be held on October 21st, 2021, at 10 a.m. PST/11 a.m. MT **by telephone only by calling in to 1-866-279-1594, toll-free**, for the following purposes, as further described in the management information circular of the Company dated September 10, 2021 (the “Circular”):

1. To receive the audited financial statements of the Company for the year ended April 30, 2021, and the report of the auditor on those statements;
2. To set the number of directors at seven (7);
3. To elect directors of the Company for the ensuing year;
4. To appoint KPMG 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;
5. To consider and, if deemed advisable, to pass with or without variation, an ordinary resolution of the disinterested shareholders of the Company approving the adoption of the 2021 Rolling Stock Option Plan, as more particularly described in the Circular;
6. To consider and, if deemed advisable, to pass with or without variation, an ordinary resolution of the disinterested shareholders of the Company approving the adoption of the 2021 Fixed Non-Option Incentive Plan, as more particularly described in the Circular; and
7. To transact such other business as may properly come before the Meeting or any adjournments thereof.

The Circular, which accompanies this notice (the “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 sections of the 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 10, 2021 (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 (as described below), 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. The Business Corporations Act (British Columbia) (“BCBCA”), which governs the corporate affairs of the Company, has been recently amended to allow BC companies to hold meetings without a physical location provided that shareholders who are entitled to participate in the meeting can participate by telephone or other electronic means. The Meeting will be held by telephone conference only. Shareholders will have an equal opportunity to participate at the Meeting by telephone conference regardless of their geographic location. See the section entitled “Voting” below on information regarding voting procedures.

The Meeting will not be held in a physical location unless required by law and announced by the Company prior to the Meeting.

FOR THE REASONS ABOVE AND SET OUT IN THIS NOTICE, ALL SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE ON THE MATTERS BEFORE THE MEETING BY PROXY AS DESCRIBED BELOW.

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, 2020 and April 30, 2021 (“Financial**

Statements”) and management’s discussion and analysis of the Company’s results of operations and financial condition for the years ended April 30, 2020 and April 30, 2021 (“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 Materials”. 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 1-866-668-8379, toll-free. 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 Five (5) business days before the date of the Meeting (“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 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

Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting (as described herein).

Unless a ballot is required or demanded, although registered shareholders will be entitled to participate in the meeting, voting at the Meeting will likely be by way of “show of hands” (or the equivalent by phone). If a ballot is demanded or required pursuant to the BCBCA during the Meeting, ballots will be delivered to and collected from registered shareholders by way of email or other electronic means, either during the Meeting or after the Meeting such that that the vote on that particular matter will be adjourned. **AS SUCH, ALL SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE ON THE MATTERS BEFORE THE MEETING BY PROXY.**

A proxy will not be valid unless it is deposited with the Company’s transfer agent, Olympia Trust Company, (a) by email at proxy@olympiatrust.com, (b) by web voting at <https://css.olympiatrust.com/pxlogin>, (c) by mail to Olympia Trust Company, PO Box 128, STN M Calgary, Alberta T2P 2H6, or (d) by facsimile to (403) 668-8307. All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 10:00 a.m. (PST) on October 19, 2021 or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

If you are a non-registered shareholder and received this Notice of Meeting and accompanying Circular and materials through a broker, financial institution, participant, trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Shareholders with questions about notice and access can contact Olympia Trust Company by toll free telephone at 1-866-668-8379.

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.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.

DATED at Red Deer Alberta, this 10th day of September, 2021

CIELO WASTE SOLUTIONS CORP.

(signed) “*Don Allan*”

By: Don Allan

Chair of Board, President & CEO