



CIELO WASTE SOLUTIONS CORP.

Compensation Committee Mandate

Cielo Waste Solutions Corp. (the “**Company**”) has established and maintains a Compensation Committee (the “**Committee**”) to assist the Board of Directors of the Company (the “**Board**”) in carrying out its oversight responsibility with respect to compensation matters.

Composition and Operation

1. The Committee shall consist of at least three directors. The Board shall appoint the members of the committee. The Board shall appoint one member of the Committee to be the chair of the Committee (the “**Chair**”).
2. The Board shall establish a nominating committee comprised of independent directors which may also stand for appointment to the Committee. The directors appointed to the committee by the Board shall be “independent” in accordance with Canadian Securities Administrators National Instrument 58-101 (other than for purposes of membership in the Audit Committee) and any additional requirements or guidelines for compensation committee service under applicable securities laws and the rules of any stock exchange on which the securities of the Company are listed.
3. The membership of the Committee should, if possible, represent a background of experience and skills commensurate with the responsibilities of the Committee.
4. A director appointed by the Board to the Committee shall be a member of the Committee until replaced by the Board or until his or her resignation.
5. Any member of the Committee may be removed or replaced at any time by the Board and will automatically cease to be a member of the Committee upon ceasing to be a director. The Board will fill any vacancy if the membership of the Committee is less than three directors. Whenever there is a vacancy on the Committee, the remaining members may exercise all of its powers if a quorum remains in office.

Primary Duties and Responsibilities

1. The Committee will:
 - (a) in consultation with senior management, establish the Company’s general compensation philosophy and oversee the development and implementation of

compensation programs in order to support the Company's overall business objectives, attract and retain key executives and provide appropriate compensation;

- (b) annually review and discuss with management an assessment of the Company's compensation programs and practices to ensure they do not encourage excessive or inappropriate risk taking among its employees, including its executive officers;
 - (c) review periodically and assist in the establishment of corporate goals and objectives relevant to the President and Chief Executive Officer (the "CEO") compensation for approval by the Board, assist in the review of the performance of the CEO in light of such corporate goals and objectives and recommend to the Board the CEO's annual compensation based on this review;
 - (d) with the assistance of the CEO, review and recommend annually to the Board the annual compensation of the remaining officers of the Company;
 - (e) review and approve any severance or similar termination payments proposed to be made to any current or former member of senior management of the Company;
 - (f) with the assistance of the CEO, review periodically and recommend to the Board any significant changes to the overall compensation program, including conducting an annual review of senior management performance with regard to the position description, short-term and long-term corporate goals, objectives and performance measurement indicators;
 - (g) review periodically the adequacy and form of the compensation of the directors to determine if the compensation realistically reflects the responsibilities and risks involved in being an effective director, and report and make recommendations to the Board accordingly;
 - (h) oversee the annual preparation and recommendation to the Board of the "Report on Executive Compensation", required to be set forth in the annual management proxy circular to be sent to shareholders;
 - (i) review periodically policies and procedures in place by which all employees of the Company will be fairly and competitively compensated, including keeping current on developments in executive compensation in companies engaged in similar industries; and
 - (j) consider periodically the terms of the Company's benefit, incentive or other compensation plans, including any bonus plans, equity-incentive plans, and any amendments thereto, and in consultation with management, recommend to the Board the establishment, review and approval of amendments from time to time to such plans, as the Committee may determine appropriate.
2. The Committee shall after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate.

Meetings

1. The Committee shall meet as it determines appropriate, but at least annually, and also upon request by any member of the Board, any member of the Committee, or an officer of the Company.
2. Notice of each meeting of the Committee shall be given to each member of the Committee at least 48 hours in advance of each meeting unless a short period is required in the circumstances.
3. A member or members of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities, as permits all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
4. A quorum for the transaction of business at a meeting of the Committee shall consist of two members of the Committee present.
5. In the absence of the Chair, the members of the Committee shall choose one of the members present to be chair of the meeting. In addition, the members of the Committee shall choose one of the persons present to be the secretary of the meeting.
6. Members of management of the Company and other parties may attend meetings of the Committee upon the request of the Committee, subject, however, to the requirement that the Committee hold in camera sessions of the members of the Committee at every meeting of the Committee, without management representatives present.
6. Minutes shall be kept of all meetings of the Committee.

Other

1. The Committee and each member of the Committee shall, absent actual knowledge to the contrary (which shall be promptly reported to the Board), be entitled to rely on (i) the integrity of those persons or organizations within and outside the Company from which it receives information, (ii) the accuracy of the information provided to the Committee by such persons or organizations, and (iii) representations made by management of the Company, independent counsel, and other advisors and experts to the Company and its subsidiaries.
2. The Committee may have access to and direct contact with any employee, contractor, supplier, customer or other person that is engaged in any business relationship with the Company to confirm information or to investigate any matter within the mandate of the Committee.
3. In order to carry out its duties under this mandate, the Committee is authorized to retain or appoint, at the Company's expense, independent counsel and other advisors and experts as it deems necessary or desirable.
4. The Committee will be provided with resources commensurate with the duties and responsibilities set out herein and assigned to it by the Board from time to time, including

administrative support. If determined necessary by the Committee, it will have the discretion to institute investigations of improprieties, or suspected improprieties, within the scope of its responsibilities.

5. The Committee shall review annually this mandate and recommend any changes to the Board.
6. The Committee shall perform any other activities consistent with this mandate, the Company's constating documents and applicable laws as the Committee determines necessary or appropriate and as the Board may delegate.

Approved effective December 16, 2021