



CIELO WASTE SOLUTIONS CORP.

CORPORATE GOVERNANCE GUIDELINES

Introduction

The board of directors (the “**Board**”) of Cielo Waste Solutions Corp. (the “**Company**”) and management of the Company are committed to maintaining a high standard of corporate governance. The Board has responsibility for the overall stewardship of the Company and discharges such responsibility by reviewing, discussing and approving the Company’s strategic planning and organizational structure and supervising management with a view to preserving and enhancing the business of the Company and its underlying value. Management of the business within this process and structure is the responsibility of the Chief Executive Officer and senior management.

The Board has adopted the following guidelines to assist it in its corporate governance responsibilities.

Board Responsibilities

Board Charter

1. The Board has responsibility for the stewardship of the Company and has adopted a formal mandate (the “**Mandate**”) setting out the Board’s stewardship responsibilities, including, without limitation, the Board’s responsibilities for the appointment of management, management of the Board, oversight of strategic planning, monitoring of financial performance, and oversight of financial reporting, risk management, company policies and procedures, communications and reporting and compliance.

Corporate Strategy

2. The Board believes that management is responsible for the development of the Company’s corporate strategies. The Board, both directly and through its committees (each a “**Committee**”), participates in discussions regarding strategy, by responding to the same and contributing ideas.
3. The Board reviews and approves the Company’s long-term strategic plan and any annual business plan and annual operating and capital budgets.

Succession Planning

4. The Board expects Chief Executive Officer and management succession planning to be an on-going activity to be periodically reviewed by the Governance Committee and reported on to the Board. This planning process will include, on a continuing basis, the Chief Executive Officer’s recommendation of a successor in the event of an unexpected incapacitation of the Chief Executive Officer.

Board Communication with Stakeholders

5. The Board has reviewed and approved, as applicable, the Company's disclosure policy. The Board, or an appropriate Committee of the Board or a director with delegated authority, reviews the content of the Company's major communications to shareholders and the investing public, including, without limitation, interim period and annual reports, earnings releases, management's discussion and analysis, information circulars, the annual information form, if applicable, and any prospectuses that may be issued, filed or otherwise distributed.
6. The Board believes it is a function of management to speak for the Company in its communications with the investment community, the media, customers, suppliers, employees, governments and the general public. It is understood that the Chair, lead director or other individual directors may from time to time be requested by management to assist with such communications. If communications from stakeholders are made to the Chair, lead director or other individual directors, management will be informed and consulted, as appropriate, to determine any appropriate response.

Corporate Governance

7. The Governance Committee is responsible for developing and recommending improvements and other necessary adjustments to these corporate governance guidelines for implementation by the Board.

Board Organization and Membership

Size of Board

8. The Board believes that the appropriate size for the Board is between five and ten members. There are currently five directors and the Board is targeting an overall board size of seven members, a number that the Board believes is appropriate and facilitates effective decision-making.

Selection of Chair

9. The Chair will be appointed by the Board after consideration of the recommendation of the Governance Committee. The Board has approved and will periodically review a position description for the Chair.

Independent Lead Director

10. At any time when the Chair is a non-independent director, the independent directors will appoint an independent director to carry the functions of an independent lead director. The lead director's responsibilities would include acting as chair of regular meetings of the independent directors and assuming the other responsibilities set out in the Company's position description for the independent lead director or otherwise as may be set out by the Board.

Mix of Directors

11. The Board believes that there should be no more than two management directors. The membership of the President or in the absence of an acting President, the Chief Executive Officer, on the Board of Directors is valuable and conducive to effective decision making and should continue.
12. The Board will annually consult with the Governance Committee regarding its review of the independence of each of the non-management directors.

Principal Occupation Changes by Directors

13. A non-management director who makes a major change in principal occupation will inform the Board before or immediately after such change and may be advised by the Board to submit his or her resignation to the Board for consideration. It is not intended that non-management directors who retire or whose professional positions change should necessarily leave the Board. Rather, the Board believes it is appropriate in such circumstances to conduct a review, with the assistance of the Governance Committee, of the continued appropriateness of Board membership under such circumstances. Whether that resignation is accepted will be determined by the Board, taking into account the circumstances existing at that time.
14. When the President or other officer ceases to be an officer, such officer, if a director, will submit his or her resignation to the Board for consideration concurrent with ceasing to hold office with the Company. Whether that resignation is accepted will be determined by the Board, taking into account the circumstances existing at that time.

Election of Directors

15. Directors will stand for re-election annually.
16. The Board does not believe formal term limits or a retirement age for Board members are necessary or appropriate. The Governance Committee will conduct an annual evaluation of the Board with the aim of ensuring that there is an appropriate balance of longer-term, experienced directors who have in-depth knowledge of the business and newer directors who can bring fresh ideas and perspectives.

Criteria for Board Membership; Diversity

17. The Governance Committee is mandated to review annually the competencies, skills and personal qualities applicable to candidates to be considered for nomination to the Board. The objective of this review will be to maintain the composition of the Board in a way that provides, in the judgment of the Board, the best mix of skills and experience to provide for the overall stewardship of the Company.
18. The Company believes in diversity and values the benefits diversity can bring to the Board and the Company's workforce, including diversity of personal characteristics such as age, gender, character, geographic residence, business experience (including financial skills and literacy), functional expertise, demonstrated leadership, stakeholder expectations and culture. The composition of the Board and the Company's workforce is intended to reflect a diverse mix of skills, experience, knowledge and backgrounds, including an appropriate number of women directors and personnel. The Governance Committee is responsible for overseeing the Company's initiatives in promoting diversity in each of its Board and overall workforce and oversees applicable Board and/or workforce diversity policies, programs and initiatives. The Board does not have formal targets in place for the identification and nomination of women directors, as the Board believes that its existing processes have been successful in encouraging strong historical representation of women on the Board.

Other Directorships

19. The Company recognizes that the Board can benefit when a director also serves on the board of another company, so long as such service does not conflict with the Company's interests, including those set out in the Company's corporate governance policies. A director's acceptance of additional

positions as a corporate director with for-profit corporations is therefore subject to prior review and approval of the Governance Committee or the Board. In general, each non-management director is expected to hold no more than three public company directorships in total, but may hold up to a total of five public company directorships with the prior approval of the Board following a review and recommendation by the Governance Committee.

20. Each director who is also an employee of the Company should not hold more than one such directorship (in addition to service on the Board) of a public company. No member of the Audit Committee may serve on the audit committees of more than two other publicly-traded companies unless the Board has first determined that such simultaneous service would not impair the ability of the applicable director to serve on the Audit Committee.

Selection of New Director Candidates

21. The Governance Committee is mandated to consider candidates for director and to make recommendations to the Board. Directors are encouraged to identify potential candidates. The Chair and the Chief Executive Officer will be consulted and have input into the process. An invitation to stand as a nominee for election to the Board will normally be made to a candidate by the Board through the Chair or the Chair's delegate.

Director Orientation and Education

22. The Governance Committee is mandated to oversee an orientation, education and training program for new directors and ongoing educational and training opportunities for all directors.

Board Committees

Board Committees

23. The Board has determined that there should be three standing Board committees: the Audit Committee, the Governance Committee and the Human Resources and Compensation Committee. This structure may change as the Board considers from time to time which of its responsibilities can best be fulfilled through detailed review of matters in committee.
24. Each committee will operate according to a Board-approved written charter outlining its duties and responsibilities. The responsibilities of the committees will include, without limitation:
 - (a) in the case of the Audit Committee, oversight of the external auditors, the internal auditors and the monitoring of audits, review of accounting principles and practices, monitoring of internal controls over financial reporting, communications with others respecting financial reporting matters and monitoring of the Company's financial disclosures, finance matters, insurance and pension responsibilities;
 - (b) in the case of the Governance Committee, oversight with respect to Board composition and director nominations, corporate governance, business and ethical conduct, director orientation and continuing education, Board evaluations, Board operations, committee composition and Board independence, Board succession planning, director and officer indemnification and insurance, and management succession planning; and
 - (c) in the case of the Human Resources and Compensation Committee, oversight with respect to compensation of directors and senior officers and administration of compensation policies.

25. From time to time the Board may create ad hoc committees to examine specific issues on behalf of the Board. The Chair and Chief Executive Officer are entitled to attend meetings of those Committees of the Board of which they are not a listed member on an ex officio but non-voting basis, other than any portion of the meeting during which only independent directors may be in attendance.

Powers

26. For the avoidance of doubt, unless the charter of the applicable committee provides otherwise, each Board committee will have the following powers:
- (a) *Access* – each committee is entitled to full access to all books, records, facilities and personnel of the Company and its subsidiaries and may require such officers, director and employees of the Company and its subsidiaries and others as it may see fit from time to time to provide any information about the Company and its subsidiaries;
 - (b) *Delegation* – each committee may delegate from time to time to any person or committee any of the committee’s responsibilities that may lawfully be delegated; and
 - (c) *Adoption of Policies and Procedures* – each committee may adopt policies and procedures for carrying out its responsibilities.

Committee Procedures

27. Except as provided for in the charter of the applicable committee, the procedures for the meetings of the Board committees will be the same as those for the Board provided for under the heading “Board Meetings and Materials” below, with necessary modifications, including that references to the Chair will be to the chair of the applicable committee.

Oversight of Committee Functions

28. The purpose of Board committees is to assist the Board in discharging its responsibilities. Notwithstanding the delegation of responsibilities to a Board committee, the Board is ultimately responsible for matters assigned to the committee and its determinations. Except as may be explicitly provided in the charter of the committee or a resolution of the Board, the role of the Board committee is to review and make recommendations to the Board with respect to the approval of matters delegated to and considered by the committee.

Board Meetings and Materials

Frequency, Time and Place of Meetings

29. The Board meets at least quarterly, with an additional meeting to be scheduled for approval of the management information circular, annual information form, if any, and other annual disclosure documents, as necessary.

Quorum

30. The quorum necessary for the transaction of business at a meeting of the Board will be a majority of the number of directors then in office.

Voting; Conflicts of Interest

31. Each member of the Board will have the right to vote on matters that come before the Board. Any director that faces an actual or potential conflict of interest in a particular matter, other than matters relating to the compensation of directors, must disclose his or her interest to the Chair and the lead director (if applicable). If the Chair or lead director (if applicable) concur that there is an actual or potential conflict of interest, the applicable director will disclose his or her interest to the Board and will neither participate in consideration of, nor vote on, such matter.

Secretary of the Meeting; Minutes

32. Subject to the Company's by-laws, the Chair will designate a person, who need not be a director, to act as secretary for each meeting or, if the Chair fails to designate such a person, the Corporate Secretary will be secretary of the applicable meeting. The secretary of each meeting will keep minutes of the meeting. Minutes will be maintained in a minute book kept for that purpose and distributed to all directors.

Meeting Agendas

33. The Chair works with the Chief Executive Officer to establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Whenever feasible, important issues are dealt with over the course of two meetings. The first such meeting would allow for a thorough briefing of the Board, and the second would allow for final discussion and a decision.

Meeting Materials

34. Meeting materials will be provided to directors sufficiently in advance of Board meetings to provide directors with adequate opportunity for their review. Whenever feasible, the Board receives materials at least one week in advance of meetings. Presentations on specific subjects at Board meetings will only briefly summarize the material sent so that discussion can focus on questions regarding the proposals.

Non-Directors at Board Meetings

35. The Board believes there is value in having members of senior management, other employees and/or outside consultants or advisors attend Board meetings to provide information and opinions and assist the director in their deliberations. The Board encourages the Chief Executive Officer to bring other executive officers into Board meetings. The presence of such executives is expected to bring additional insights into the discussions, because of the executives' personal involvement in, and knowledge of, specific agenda items. The benefit of exposing the Board to other executives, for succession planning and career development purposes, is recognized. Non-directors will be excused from any agenda items that are reserved for discussion among directors only or are otherwise sensitive or confidential.

Executive Sessions of Directors and Independent Directors

36. The Board has determined that an *in camera* meeting of the independent directors will be held in conjunction with regularly scheduled meetings of the Board, but no less than four times a year.
37. At the conclusion of each Board meeting, the Board of Directors may choose to meet on an "*in camera*" basis without management. The Chair (or lead director if the Chair and Chief Executive Officer are the same persons) and the Chief Executive Officer should debrief on the substance of the *in camera* session.

Director Compensation

38. The Board has determined that the directors should be compensated for their service on the Board and on committees of the Board, if applicable, in a form and amount that is appropriate and customary for comparative companies, having regard for such matters as time commitment, responsibility and trends in director compensation.
39. The Compensation Committee is mandated to review the compensation of the directors on this basis annually. Such review will include consideration of all forms of compensation which a director receives, directly or indirectly, including consulting contracts or charitable contributions which are made to organizations to which a director is affiliated.

Board's Relationship with Management

Board Relationship with Management

40. The Board will support and encourage the members of management in the performance of their duties. Management will make appropriate use of the Board's skills before decisions are made on key issues. The Governance Committee will review and assess the Board's relationship with management.

Limits to Management Authority

41. The Board has established general authority guidelines that provide appropriate flexibility but place limits on management's approval authority depending on the nature and size of the proposed transaction. Certain of such transactions may require approval by the Board or a committee thereof.

Evaluation of the Chief Executive Officer and Chair

42. Annually, the Board (or any Committee of the Board to the extent the Board delegates its responsibilities to the same) will review the annual objectives for the Chief Executive Officer, the Chair and the senior management team, and will assess the results of the same.
43. The responsibilities of the Chief Executive Officer and Chair are set by the Board. The Chief Executive Officer is responsible for leading the development of long-term plans for the Company, including its goals and strategies.
44. The Board will evaluate the performance of the Chief Executive Officer and the Chair at least annually. The evaluation will be based on criteria which include the performance of the business and the accomplishment of the Chief Executive Officer's and Chair's qualitative and quantitative objectives as established at the beginning of each fiscal year of the Company.

Director Access to Management

45. All directors will have open access to the Company's senior management for relevant information. Written communications from directors to members of management will be copied to the Chief Executive Officer or the Chief Legal Officer, or in the case of accounting and financial matters, the Chief Financial Officer. Individual directors are encouraged to make themselves available for consultations with management outside Board meetings in order to provide specific advice and counsel on subjects where such directors have special knowledge and experience.

Director Responsibilities and Performance

Director Responsibilities

46. Directors are expected to use their skill and experience to provide oversight to the business of the Company. Directors have a duty to act honestly and in good faith with a view to the best interests of the Company and to exercise the care, diligence and skill that a reasonably prudent person would in comparable circumstances.
47. Directors are expected to attend all Board and committee meetings whether in person or telephonic. If meetings are to be held in person, it is acceptable for directors to participate in such meetings by conference call if attendance in person is not possible. A director will notify the Chair or committee chair, as applicable, or the Corporate Secretary if the director will not be able to attend or participate in a meeting.
48. Directors are expected to review and be familiar with Board and committee materials which have been provided in sufficient time for review prior to a meeting. Directors are to advise the Chair, lead director if any or committee chair, as applicable, of matters which they believe should be added to a meeting agenda.

Outside Advisors for Individual Directors

49. Committees have authority to retain outside advisors at the expense of the Company to assist on Committee matters.
50. The Board has determined that in the event any director wishes to engage a non-management advisor to assist on matters involving their responsibilities as a director at the expense of the Company, the director should review the request with, and obtain the authorization of, the Governance Committee.

Assessment of Board and Individual Director Performance

51. The Board is responsible for assessing the performance and effectiveness of directors on Committees and of the Board as a whole. The Board delegates the assessment process to the Governance Committee. The Governance Committee reports and makes recommendations to the Board on the assessments. The Chair works with the Governance Committee to ensure proper Board composition and succession and the Governance Committee reports to the Board on the same.
52. The Governance Committee will assess Board effectiveness on an annual basis.
53. The Board, through the Governance Committee, reviews on an annual basis the appropriate skills and characteristics required of Board members in the context of the current makeup of the Board and objectives of the Company. This assessment will include issues of geography, age, experience, gender, independence, and skills all in the context of an assessment of the perceived needs of the Board and the Company at that point in time.

Ethics and Conflicts of Interest

54. The Board expects directors, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the policies comprising the Company's Code of Conduct. The Company's Code of Conduct will be reviewed at least annually by the Board. Although it is the

Board's policy to not permit any waivers of any ethics policy, to the extent circumstances arise which necessitate such a waiver, the Company must disclose such waiver in accordance with applicable laws.

55. In addition to the statutory responsibilities of directors to disclose all actual or potential conflicts of interest and generally to refrain from voting on matters in which the director has a conflict of interest, the director will recuse himself or herself from any discussion or decision on any matter in which the director is precluded from voting as a result of a conflict of interest or which otherwise affects his or her personal, business or professional interests.

Dated this 16th day of December, 2021.