



CIELO WASTE SOLUTIONS CORP.

Corporate Governance and Nominating Committee Mandate

Cielo Waste Solutions Corp. (the “**Company**”) has established and maintains a Governance Committee (the “**Committee**”) of directors to assist the Board of Directors of the Company (the “**Board**”) in carrying out its oversight responsibility with respect to governance 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. A majority of the directors appointed to the Committee will 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 corporate governance and nominating committee service under applicable securities laws and the rules of any stock exchange on which the securities of the Company are listed. Identification, assessment and selection for nomination to the Board shall be handled by a committee, specially formed where there are not a minimum of three independent members of the Corporate Governance and Nominating Committee.
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 primary role of the Committee is to ensure that the Company is implementing appropriate corporate governance policies to assist the Board in fulfilling its oversight responsibilities. The Committee will oversee and make recommendations to the Board with respect to:

- (a) all matters relating to corporate governance, including the stewardship role of the Board in respect of the management of the Company;
 - (b) the development and implementation of policies and systems for the management of corporate governance;
 - (c) such procedures as may be necessary to allow the Board to function independently of management;
 - (d) appointing officers and approving succession plans for officers;
 - (e) approving and reporting to the Board respecting the Company's human resources policies for officers; and
 - (f) periodic consideration of the Company's key human resources policies.
2. The Committee shall review all matters related to social policies, diversity and inclusion, including environmental, social and corporate governance (“**ESG**”) responsibilities and related topics delegated by the Board to the Committee from time to time and make appropriate recommendations to the Board based on such review.
 3. The Committee shall be responsible for reviewing the Company's corporate governance disclosure and diversity disclosure for its annual meeting.
 4. The Committee shall review and recommend to the Board, or to any committee thereof, any corporate governance issues for review, discussion or action by the Board or such committee thereof, and shall ensure that any issues relating to governance that are identified by the directors are raised with management.
 5. 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.

Board Composition and Function

1. The Committee will:
 - (a) review with the Board, on a regular basis, but not less than annually, the role of the Board, the mandates of each of the committees of the Board and the methods and processes by which the Board fulfills its duties and responsibilities, including without limitation:
 - (i) the size and makeup of the Board;
 - (ii) the number and general content of meetings;
 - (iii) the annual schedule of issues to be presented to the Board at its meetings or those of its committees;

- (iv) the types of materials and resources which are to be provided or made available to the directors generally and with respect to meetings of the Board or its committees; and
- (v) the communication process between the Board and management;
- (b) oversee the establishment and administration of a process (including a review by the full Board and discussion with management) to consider and evaluate the effectiveness of the Board as a whole, the committees of the Board the chair of the Board and each committee and the lead director, if any;
- (c) assist in the establishment of criteria for Board membership in consultation with the Board;
- (d) consider the performance and contribution of individual directors as circumstances require including the “independence” and “financial literacy” of directors in accordance with applicable securities legislation and regulation;
- (e) when required, identify individuals qualified to become new directors of the Board, assess the qualifications of such individuals and recommend to the Board any new director nominees, including those individuals recommended by shareholders, for the next annual meeting of shareholders. In making such recommendation, the Committee shall consider:
 - (i) the knowledge, competencies, skills, background and experience that the Board considers to be necessary for the Board, as a whole, to possess;
 - (ii) the knowledge, competencies, skills, background and experience that the Board considers each existing director to possess;
 - (iii) the performance, independence, skills and financial acumen of each candidate to ensure effective governance and to satisfy applicable securities legislation and regulation; and
 - (iv) diversity in age, gender, stakeholder perspectives, geographic backgrounds and other diversity elements (including Indigenous peoples, persons with disabilities and members of visible minorities).
- (f) annually review, and in its discretion, recommend to the Board for consideration, the members for re-election to the Board at the next annual general meeting of shareholders;
- (g) in the Committee’s discretion, recommend any changes to the Board for consideration by the Board;
- (h) in consultation with management, monitor the development and implementation of an orientation program for new members of the Board and a continuing education program for all directors;

- (i) recommend to the Board a system which enables a committee or an individual director to engage separate independent counsel and advisors at the expense of the Company in appropriate circumstances and, upon the approval by the Board of such process, to be responsible for the management and administration thereof; and
- (j) regularly review and assess the Company's policies on tenure and terms of members, the Chair and the committee chairs.

Meetings

1. The Committee shall meet as it determines appropriate, but at semi-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 Matters

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 December 16, 2021.