

CIELO WASTE SOLUTIONS CORP.
605 – 5th Avenue S.W., Suite 2500, Calgary, Alberta

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, OCTOBER 26, 2023**

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 26, 2023, at 11:30 a.m. MT (10:30 a.m. PT, 1:30 p.m. ET) **by telephone only after registration at <https://secure.mercuri.ca/portal/?commid=1909&userid=40766#events>**, for the following purposes, as further described in the management information circular of the Company dated September 15, 2023 (the “**Circular**”):

1. To receive the audited financial statements of the Company for the year ended April 30, 2023, and the report of the auditor on those statements;
2. To set the number of directors at seven (7), or in the event that the Transaction (as defined in the Circular) is not closed before the date of the Meeting, to set the number of directors at four (4);
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 re-approving the 2022 Rolling Stock Option Plan, as more particularly described in the Circular;
6. To consider and, if thought fit, to pass, a special resolution (the full text of which is set out in the Circular) authorizing and approving an amendment to the Company’s articles to consolidate the issued and outstanding common shares of the Company (“**Common Shares**”) on the basis of one (1) post-consolidation Common Share for up to fifteen (15) pre-consolidation Common Shares (such consolidation ratio to be determined by the board of directors of the Company) if and when, following the date of the Meeting, the board of directors of the Corporation, in its sole discretion, determines that such a share consolidation is in the best interests of the Corporation (the “**Consolidation Resolution**”); 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” or “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 14, 2023 (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: The Meeting will be held by telephone conference. To attend the Meeting, a Shareholder will have to register at the following link: <https://secure.mercuri.ca/portal/?commid=1909&userid=40766#events>. After registration, an emailed link will be sent with the call-in phone number and an individual identification number that will be required to join the Meeting. For any problems with registration, Shareholders can email: cs@mercuri.ca. 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 announced by the Company prior to the Meeting. **To ensure access, Shareholders must register prior to 11:30 a.m. (MT) on October 25, 2023.**

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

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, 2023 and April 30, 2022 (“Financial Statements”) and management’s discussion and analysis of the Company’s results of operations and financial condition for the years ended April 30, 2023 and April 30, 2022 (“MD&A”)** may be found on the Company’s SEDAR+ profile at www.sedarplus.ca and also on the Company’s website at www.cielows.com under “Investors”. 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 Ten (10) 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.**

A proxy will not be valid unless it is deposited with the Company’s transfer agent, Olympia Trust Company, (a) by email at proxy@olympiustrust.com, (b) by web voting at <https://css.olympiustrust.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 11:30 a.m. (MT) on October 24, 2023 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. As set out in the notes to the Proxy, the Proxy is solicited by management but you may amend it, if you wish, 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, however such votes may not be counted if such person does not attend the Meeting or cannot be properly identified at the Meeting by the transfer agent.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.

DATED at Calgary Alberta, this 15th day of September, 2023

CIELO WASTE SOLUTIONS CORP.

(signed) “*Sheila A. Leggett*”

By: Sheila A. Leggett, Chair