



FOR IMMEDIATE RELEASE

Cielo Waste Solutions Receives Shareholder Meeting Requisition

CALGARY, Alberta, Canada (April 2, 2025) – Cielo Waste Solutions Corp. (TSXV:CMC; OTC PINK:CWSFF) (“**Cielo**” or the “**Company**”) today announced that it has received a shareholder meeting requisition notice pursuant to Section 167(1) of the *Business Corporations Act* (British Columbia) (the “**Requisition**”) from Expander Energy Inc. (“**Expander**”), the Company’s largest shareholder, which holds in excess of five percent (5%) of the issued common shares of the Company. This follows Cielo’s announcement of April 1, 2025 of its intention to hold an annual general meeting in June 2025 in accordance with applicable corporate laws.

The annual general and special shareholder meeting is being requisitioned by Expander to consider: (a) the fixing of the board of directors of Cielo at five (5); (b) the removal of all of the directors of the Company; (c) the election of five (5) nominees of Expander, namely Larry B. Haggart, P. Eng., John G. F. McLeod P. Eng., James H. Ross, and G. Steven Price, P. Eng. (the “**Nominees**”); (d) the re-appointment of MNP LLP as the auditor of Cielo; (e) the re-approval of the Company’s incentive plan; and (f) to authorize Expander to become a “Control Person” of Cielo within the meaning of the policies of the TSX Venture Exchange. To the Company’s knowledge, the Nominees are all current or former directors, officers and/or significant shareholders of Expander.

The Company is reviewing the Requisition, with the assistance of its professional advisors, and will respond appropriately in due course. The Company intends to comply with its obligations under applicable corporate and securities laws. In the meantime, there is no need for shareholders to take any action.

Cielo’s CEO, Ryan C. Jackson, commented: “The Company appreciates the ongoing support from our shareholders. It is unfortunate that Expander has chosen to escalate its demands in this manner rather than engage in constructive dialogue with the Company, despite our attempts to do so. As we’d disclosed, we have taken steps to initiate the dispute resolution process with Expander and believe that that is the appropriate forum to address the concerns of both Cielo and Expander.”

In Cielo’s view, Expander mistakenly attributes the decline in Cielo’s share price is due solely to the current Board, while ignoring broader market conditions, industry challenges, and the deliberate transformation efforts underway to reposition the Company for sustainable growth. Cielo’s leadership team has been executing a turnaround strategy, and the Board remains confident in the Company’s long-term potential.



As it has in the past, Cielo's board and management team welcomes the perspectives of its shareholders and endeavours to make itself available for ongoing dialogue about the Company's governance, performance, and strategic direction. The board and management team will continue to prioritize good governance, perform their duties in the best interest of Cielo, and remain focused on delivering long-term value.

ON BEHALF OF THE BOARD OF DIRECTORS

About Cielo Waste Solutions Corp.

Cielo Waste Solutions Corp. is a publicly traded company focused on transforming waste materials into renewable diesel, kerosene, and naphtha fuels. Through its proprietary technology, Cielo aims to provide environmentally friendly alternatives to traditional fossil fuels, contributing to a circular economy and a sustainable future.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This news release contains certain forward-looking statements and forward-looking information (collectively referred to herein as "forward-looking statements") within the meaning of applicable Canadian securities laws. All statements other than statements of present or historical fact are forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "anticipate", "achieve", "could", "believe", "plan", "intend", "objective", "continuous", "ongoing", "estimate", "outlook", "expect", "may", "will", "project", "should" or similar words, including negatives thereof, suggesting future outcomes.

Forward-looking statements are subject to both known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company, that may cause the actual results, level of activity, performance, or achievements of the Company to be materially different from those expressed or implied by such forward looking statements. Forward-looking statements and information are based on plans, expectations and estimates of management at the date the information is provided and are subject to certain factors and assumptions. Cielo is making forward-looking statements, including but not limited to with respect to: the Company's shareholder meeting to be held in June 2025; the Company's response to the Requisition, to follow, and to comply with applicable corporate and securities laws; the continued priorities of Cielo's board and management.

Investors should continue to review and consider information disseminated through news releases and filed by the Company on SEDAR+. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended.



Forward-looking statements are not a guarantee of future performance and involve a number of risks and uncertainties, some of which are described herein. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause the Company's actual performance and results to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. Any forward-looking statements are made as of the date hereof and, except as required by law, the Company assumes no obligation to publicly update or revise such statements to reflect new information, subsequent or otherwise.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.