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Cielo Announces Private Placement of Units

CALGARY, Alberta, Canada (May 13, 2025) – Cielo Waste Solutions Corp. (TSXV: CMC; OTC PINK: CWSFF) ("**Cielo**" or the "**Company**") is pleased to announce a non-brokered private placement finding for gross proceeds of up to C \$3,000,000 through the issuance of up to 60,000,000 units (each a "**Unit**", collectively the "**Units**") at a price of \$0.05 per Unit (the "**Offering**").

Each Unit is comprised of one common share of the Company (each, a "**Common Share**") and one whole Common Share purchase warrant (each, a "**Warrant**") of the Company, each Warrant entitling the holder thereof to purchase one Common Share at a price of \$0.07 per Common Share for a period of two (2) years from the date of issuance.

Net proceeds of the Offering are anticipated to be used for the development and early-stage engineering of the Company's proposed waste-to-hydrogen facility in British Columbia (the "**BC Facility**"), including regulatory and incentive application work, as well as general working capital purposes, including the payment of approximately \$750,000 under the terms of the Settlement Agreement (as defined in and further described in the Company's news release dated April 30, 2025).

Closing of the Offering is subject to receipt of all necessary corporate and regulatory approvals, including the approval of TSX Venture Exchange (the "**Exchange**"). While the Offering is non-brokered, the Company may pay finder's fees in cash or securities to certain arm's length finders engaged in connection with the Offering, subject to the approval of the Exchange. All securities issued in connection with the Offering will be subject to a hold period of four months plus one day from the date of issuance and applicable securities legislation.

Ryan C. Jackson, Chief Executive Officer of Cielo, commented: "While the Offering will result in some dilution, the expected cancellation of at least approximately 40,000,000 shares through an unrelated transaction, as announced in our April 30 press release, will help mitigate the impact on Cielo's capital structure and support shareholder value."

Proposed Project - Cielo Aligns with Hydrogen Market Poised for Significant Growth

Cielo's remains committed to its core mission of generating enduring environmental and economic value from waste. As the global demand for alternative fuels and sustainable energy solutions continues to accelerate, the Company intends to strategically position itself for growth by applying its expertise to a scalable, forward-facing model designed to attract structured support and enhance shareholder value.

The Company's decision to pursue this path is grounded in economic pragmatism and aligns with a sector Cielo believes is poised for substantial growth worldwide. This initiative is not a speculative shift but a deliberate and strategic entry into a global market driven by an increasing need for alternative fuels, energy security, and environmentally regenerative models.

The BC Facility, the Company's priority project, aims to tackle a significant environmental challenge by offering a sustainable disposal solution for scrap railway ties while generating hydrogen as part of the process. Designed to adhere to tightening regulatory requirements, the facility is also expected to enable Cielo to participate in targeted clean energy funding programs, including British Columbia's Low Carbon Fuel Standard and federal initiatives.

Mr. Jackson continued: "Through each stage of Cielo's evolution, we have gained valuable perspective that has sharpened our approach and focus on discipline, transparency, and measurable results."

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons as defined under applicable United States securities laws unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

ABOUT CIELO

Cielo Waste Solutions Corp. is a publicly traded company focused on transforming waste materials into high-value products. Cielo seeks to address global waste challenges while contributing to the circular economy and reducing carbon emissions. Cielo is fueling environmental change with a mission to be a leader in the wood waste to usable products industry by using environmentally friendly, economically sustainable and market-ready technologies. Cielo is committed to helping society by providing environmental waste solutions, which the Company believes will contribute to generating positive returns for shareholders. Cielo shares are listed on the TSX Venture Exchange under the symbol "CMC," as well as on the OTC Pink Market under the symbol "CWSFF."

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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 Cielo, 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. The Company is making forward-looking statements, including but not limited to, with respect to: the terms of the Offering and the anticipated closing thereof; the anticipated cancellation of at least approximately 40 million shares and impact thereof; the BC Facility and related matters, including but not limited to the characteristics of the market as well as funding opportunities.

Investors should continue to review and consider information disseminated through news releases and filed by Cielo on SEDAR+. Although the Company has attempted to identify crucial 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 Cielo'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 such term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.