



***ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS
TO BE HELD
JUNE 24, 2025***

NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR

May 15, 2025

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON TUESDAY, JUNE 24, 2025**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of **CIELO WASTE SOLUTIONS CORP.** (“**Cielo**” or the “**Company**”) will be held on Tuesday, June 24, 2025, at 11:00 a.m. MT in person at the offices of its transfer agent, Olympia Trust Company, located at Suite 4000, 520 – 3rd Ave SW, Calgary, AB T2P 0R3, for the following purposes, as further described in the management information circular of the Company dated May 15, 2025 (the “**Circular**”):

1. To receive the audited financial statements of the Company for the years ended April 30, 2024 and 2023, and the report of the auditor on those statements;
2. To set the number of directors at four (4) for the ensuing year;
3. To elect directors of the Company for the ensuing year;
4. To appoint MNP 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 Company’s Rolling Stock Option Plan, as more particularly described in the Circular; and
6. 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 section of the Circular entitled “Business of the Meeting”.**

The record date for the determination of shareholders of the C entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is May 9, 2025 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date (the “**Registered Shareholders**”) will be entitled to receive notice of and to vote at the Meeting or any adjournments or postponements thereof.

LOCATION AND FORUM:

The Meeting will be held at the offices of the Company’s transfer agent, Olympia Trust Company, located at Suite 4000, 520 – 3rd Ave SW, Calgary, AB T2P 0R3. The Company may provide a live webcast of the Meeting. Shareholders not attending the Meeting in person will not be able to vote through the webcast or otherwise participate in the Meeting, however the Company may hold a question-and-answer period through the webcast and in person following the Meeting.

ALL SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE ON THE MATTERS BEFORE THE MEETING BY PROXY AS DESCRIBED BELOW, IN PARTICULAR IN THE EVENT THAT THEY ARE UNABLE TO ATTEND THE MEETING IN PERSON. ONLY REGISTERED SHAREHOLDERS AND PROXY HOLDERS WHO ATTEND THE MEETING IN PERSON WILL BE ABLE TO VOTE AT AND PARTICIPATE IN THE MEETING.

The Company is not using "notice-and-access" to send its proxy-related materials to Shareholders, and paper copies of such materials will be sent to all Shareholders, including Shareholders who are not Registered Shareholders. However, electronic copies of this Circular, as well as financial statements of the Company for the years ended April 30, 2024 and April 30, 2023 and management’s discussion and analysis of the Company’s results of operations and financial condition for the years ended April 30, 2024 and April 30, 2023, 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 be delivering proxy-related materials to Beneficial Shareholders with the assistance of Broadridge and Intermediaries (as defined below) and intends to pay for the costs of Intermediaries to deliver proxy-related materials to Objecting Beneficial Owners (as defined in the Circular).

VOTING YOUR SHARES:

Prior to the Meeting and before the proxy deadlines set forth below, Shareholders may vote their common shares online, by phone, email, fax or by mail according to the directions on the form of proxy or VIF, as applicable.

Registered Shareholders can use the enclosed form of proxy to vote in advance of the Meeting. The form of proxy is also available under our profile on SEDAR+ at www.sedarplus.ca. **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 11:00 a.m. (MT) on Friday, June 20, 2025 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 her discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.**

If you are a non-registered shareholder (Beneficial Owner) 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"**, collectively **"Intermediaries"**), please complete and return the materials in accordance with the instructions provided to you by your Intermediary no later than 11:00 a.m. (MT) on Thursday, June 19, 2025 (or such earlier date and time if so indicated 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 May, 2025

CIELO WASTE SOLUTIONS CORP.

(signed) ***"Sheila A. Leggett"***

By: Sheila A. Leggett, Chair

CIELO WASTE SOLUTIONS CORP.

MANAGEMENT INFORMATION CIRCULAR

GENERAL INFORMATION RESPECTING THE MEETING

Time, Date and Place

The Meeting will be held at the offices of the Company's transfer agent, Olympia Trust Company, located at Suite 4000, 520 – 3rd Ave SW, Calgary, AB T2P 0R3. The Company may provide a live webcast of the Meeting. Shareholders not attending the Meeting in person will not be able to vote through the webcast or otherwise participate in the Meeting, however the Company may hold a question-and-answer period through the webcast and in person following the Meeting.

ALL SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE ON THE MATTERS BEFORE THE MEETING BY PROXY AS DESCRIBED BELOW, IN PARTICULAR IN THE EVENT THAT THEY ARE UNABLE TO ATTEND THE MEETING IN PERSON. ONLY REGISTERED SHAREHOLDERS AND PROXY HOLDERS WHO ATTEND THE MEETING IN PERSON WILL BE ABLE TO VOTE AT THE MEETING.

Solicitation of Proxies

This Circular is being furnished in connection with the solicitation of proxies by the management of the Company for use at the Meeting for the purposes set forth in the Notice of Annual General and Special Meeting of Shareholders (the “**Notice**”). References in this Circular include any adjournment(s) or postponement(s) thereof. It is expected that the solicitation of proxies will be primarily by mail, however, proxies may also be solicited by the officers, directors and employees of the Company by telephone, electronic mail, telecopier or personally. In addition, the Company may retain a soliciting agent to assist with the solicitation of proxies for the Meeting. The cost of soliciting proxies in connection with the Meeting will be borne directly by the Company. The Company has also arranged for Intermediaries to forward the meeting materials to Objecting Beneficial Owners (as defined in this Circular) of record and the Company may reimburse the Intermediaries for their reasonable fees and disbursements in that regard.

The board of directors of the Company (the “**Board**”) has fixed May 9, 2025 as the record date, being the date for the determination of the Registered Shareholders entitled to receive notice of, and to vote at, the Meeting. **Proxies must be returned as follows and a proxy will not be valid unless it is deposited with the Company's transfer agent, Olympia Trust Company, (a) by email at proxy@olympiatrust.com, (b) by web voting at <https://css.olympiatrust.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 11:00 a.m. (MT) on June 20, 2025 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 Chair of the Meeting in her discretion, and the Chair is under no obligation to accept or reject any particular late proxy.**

In this Circular, unless otherwise indicated, all dollar amounts “\$” are expressed in Canadian dollars.

Unless otherwise stated, the information contained in this Circular is as of May 15, 2025.

Voting of Proxies

The common shares in the capital stock of the Company (“**Common Shares**”) represented by the form of proxy delivered to Registered Shareholders (if same is properly executed and is received at the offices of Olympia Trust Company, at PO Box 128, STN M Calgary, Alberta T2P 2H6, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Calgary, Alberta) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof),

will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the specification made on any ballot that may be called for. In the absence of such specification, proxies in favour of management will be voted in favour of all resolutions described below under the heading "Business of the Meeting". The form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting.

At the time of the printing and filing of the Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the form of proxy will be voted on such matters in accordance with the best judgment of the named proxies.

If you have appointed the Management Proxyholders as your proxyholder, they will, unless you give contrary instructions, vote your shares at the Meeting as follows:

- ✓ **FOR the setting of the number of directors at four (4) for the ensuing year;**
- ✓ **FOR the election of the proposed nominees as directors for the ensuing year;**
- ✓ **FOR the appointment of MNP LLP, Chartered Accountants, as the auditor of Cielo, and to authorize the directors to fix the remuneration to be paid to the auditor; and**
- ✓ **FOR the re-approval of the Company's Rolling Stock Option Plan, as more particularly described in the Circular**

Appointment of Proxies

The persons named in the enclosed form of proxy are officers or directors of the Company. A Shareholder desiring to appoint some other person, who need not be a Shareholder, to represent such Shareholder at the Meeting, may do so by inserting such person's name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy at the offices of Olympia Trust Company, at PO Box 128, STN M Calgary, Alberta T2P 2H6, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Calgary, Alberta) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof. The vote(s) of a person appointed, other than the officers or directors, named in the enclosed form will not be considered unless such person attends at the Meeting in person.

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Common Shares represented by the form of proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the form of proxy.

To be valid, a form of proxy must be executed by a Shareholder or a Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney.

Revocation of Proxies

A proxy given pursuant to this solicitation may be revoked at any time prior to its use. A Shareholder who has given a proxy may revoke the proxy by:

- (i) completing and signing a proxy bearing a later date and depositing it at the offices of Olympia Trust Company, at PO Box 128, STN M Calgary, Alberta T2P 2H6;

- (ii) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney either with Olympia Trust Company, at PO Box 128, STN M Calgary, Alberta T2P 2H6 at any time up to and including the last business day preceding the day of the Meeting or any adjournment(s) or postponement(s) thereof or with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof; or
- (iii) in any other manner permitted by law.

Such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

Voting by Non-Registered Shareholders

Most Shareholders are “**non-registered**” or “**beneficial**” Shareholders (“**Non-Registered Shareholders**”) because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. Non-Registered Shareholders may attend the Meeting as guests. Common Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an Intermediary that the Non-Registered Shareholder deals in respect of the Common Shares; or (ii) in the name of a clearing agency, such as Clearing and Depository Services Inc. (“**CDS**”), of which the Intermediary is a participant.

Non-Registered Shareholders fall into two categories: those who object to their identity being made known to the issuers of securities which they own (“**Objecting Beneficial Owners**” or “**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities they own (“**Non-Objecting Beneficial Owners**” or “**NOBOs**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from intermediaries. Pursuant to NI 54-101, issuers may obtain and use the NOBO list in connection with any matter relating to the affairs of the issuer, including the distribution of proxy-related materials directly to NOBOs. In accordance with applicable securities law requirements, the Company will have distributed copies, via mail or electronically, of the Notice, this Circular, the form of proxy and a request card for interim and annual materials (collectively, the “**Meeting Materials**”) indirectly to NOBOs and OBOs. The Company will use and pay Intermediaries and agents, such as Broadridge, to send the Meeting Materials to OBOs.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless the Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (i) be given a voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “**voting instruction form**”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one-page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada and the United States. Broadridge typically prepares a machine-readable voting instruction form, mails those voting instruction forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the voting instruction forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. Sometimes, instead of the one-page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for this form

of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. A Non-Registered Shareholder who receives a voting instruction form cannot use that form to vote his or her Common Shares at the Meeting; or

- (ii) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholders who wishes to submit a proxy should properly complete the form of proxy and deposit it with Olympia Trust Company, at PO Box 128, STN M Calgary, Alberta T2P 2H6.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting, or any adjournment(s) or postponement(s) thereof, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the voting instruction form and insert the Non-Registered Shareholder or such other person's name in the blank space provided. In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the voting instruction form is to be delivered.

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote, which is not received by the Intermediary at least seven (7) days prior to the Meeting.

Notice and Access

As noted above, the Company is not using "notice-and-access" to send its proxy-related materials to Shareholders, and paper copies of such materials will be sent to all Shareholders, including Shareholders who are not Registered Shareholders. However, electronic copies of this Circular, as well as financial statements of the Company for the years ended April 30, 2024 and April 30, 2023 and management's discussion and analysis of the Company's results of operations and financial condition for the years ended April 30, 2024 and April 30, 2023, 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 be delivering proxy-related materials to Beneficial Shareholders with the assistance of Broadridge and Intermediaries (as defined below) and intends to pay for the costs of Intermediaries to deliver proxy-related materials to Objecting Beneficial Owners (as defined in the Circular).

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company has only one class of shares entitled to be voted at the Meeting, namely, an unlimited authorized number of Class A Common Shares without par value. As at May 15, 2025, there were 128,964,242 Class A Common Shares issued and outstanding.

Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting. The record date for the determination of Shareholders entitled to receive notice of the Meeting has been fixed at May 9, 2025 (the "Record Date"). **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 11:00 a.m. (MT) on June 20, 2025 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.

Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting (as described herein). Every individual who is present and is entitled to vote as a shareholder or as a duly appointed proxy holder of one or more Shareholders will have one vote, and on a poll every Shareholder present in person or represented by a duly appointed proxy, will have one vote, for each Common Share of the Company registered in that Shareholder's name on the list of Shareholders as at the Record Date, which is available for inspection during normal business hours at the offices of the transfer agent and will be available at the Meeting.

To the knowledge of the directors and executive officers of the Company, no persons or corporations beneficially owned, directly or indirectly, or exercised control or direction over, common shares carrying 10% or more of the voting rights attached to all outstanding common shares as at the Record Date, other than CDS & Co. as a holding company for shares held in brokerage accounts for Non-Registered Shareholders.

BUSINESS OF THE MEETING

Financial Statements

The audited financial statements of the Company for the years ended April 30, 2024 and 2023 and the corresponding respective MD&A are available for review on SEDAR+ and on the Company's website. Shareholders can request a copy of future financial statements and MD&A by completing a supplemental request card which accompanies the Notice of Meeting and, if so requested, this Circular. Shareholders will not be asked to vote on the Financial Statements or MD&A.

Setting Number of Directors

Pursuant to the Company's Articles, the term of office of each of the nominees proposed for election as a director will expire at the Meeting, and each of them, if elected, will serve until the next annual general meeting, unless such director resigns or otherwise vacates office before that time. Under the Company's Articles and pursuant to the *Business Corporations Act* (British Columbia) ("**BCBCA**"), the number of directors cannot be fewer than three. The Shareholders fixed the number of the directors at the Annual General Meeting of the Company held on October 26, 2023 (the "**2023 AGM**") at four (4). The BCBCA also allows for the Board to fill vacancies on the board of directors and also appoint additional directors between annual general shareholder meetings provided the number appointed does not exceed one third of the number of existing directors.

On November 9, 2023, the Company closed an asset purchase transaction with Expander Energy Inc. ("**Expander**"), a private Alberta corporation, whereby the Company and Expander agreed to the acquisition by the Company of Expander's patented EBTL™ and BGTL™ technologies business (the "**Transaction**"). Pursuant to the terms of an amended and restated asset purchase agreement executed by the Company and Expander (the "**Asset Purchase Agreement**"), the Company agreed to ask the Shareholders to elect three (3) directors nominated by Expander (the "**Expander Nominees**") to the Company's board of directors (the "**Board**") in addition to any other directors nominated by the Company (the "**Company Nominees**"). At the 2023 AGM, shareholders approved the fixing of the Board at seven (7) if the Transaction were to close prior to the 2023 AGM, and at four (4) if it did not. As the Transaction did not close prior to the 2023 AGM, the number of directors was set at four (4).

Following the 2023 AGM, and pursuant to the Asset Purchase Agreement, the Company's Articles and the BCBCA, the Board appointed James H. Ross as an "additional director" of the Company. Mr. Ross resigned as a director effective March 29, 2025. It was intended that Mr. Ross would be nominated as one of the Expander Nominees prior to Mr. Ross' resignation and the subsequent Settlement Agreement.

On April 30, 2025, the Company announced that it had reached an agreement (the "**Settlement Agreement**") with Expander Energy Inc. ("**Expander**") and certain directors, shareholders and related parties of Expander (collectively and together with Expander, the "**Settlement Parties**"). The Settlement Agreement provides for the effective unwinding, to the extent possible, of certain previously disclosed transactions (the "**Prior Transactions**") completed between Cielo and the applicable Settlement Parties, including Expander, pursuant to and in connection with the APA. The unwinding is expected to take effect on June 13, 2025, subject to completion of certain closing conditions. As such, the Company is not asking the Shareholders to elect the Expander Nominees.

For more information on the Transaction as well as the Settlement Agreement, please refer to the Company's profile on SEDAR+ at www.sedarplus.ca.

At the Meeting, Shareholders will be asked to approve an ordinary resolution to set the number of directors at four (4) for the ensuing year. The Company's management recommends that Shareholders vote in favour of setting the number of directors at four (4) for the ensuing year.

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the ordinary resolution setting of the board of directors at four (4) for the ensuing year.

Election of Directors

The persons named under the heading “Nominees for Election” below are nominated for election as directors of the Company.

Nominees for Election

As described in the section entitled “Setting Number of Directors”, as a result of the Settlement Agreement, the Company is proposing for nomination the incumbent directors as at the date of the Circular: Sheila Leggett (Chair), Peter MacKay, Larry Schafran, and Ryan Jackson (CEO), all being “independent” directors other than Mr. Jackson.

The Company is now asking for the re-election of the four (4) incumbent directors for the ensuing year.

On May 30, 2014, amendments to the Company’s Articles were adopted to implement an advance notice policy (the “**Advance Notice Policy**”). The Advance Notice Policy provides shareholders, directors and management of the Company with a clear framework for nominating directors. Among other things, the Advance Notice Policy fixes a deadline by which holders of Common Shares must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the minimum information that a Shareholder must include in the notice to the Company for the notice to be in proper written form. The Company has not received notice of a nomination as at the date of this Circular. Additional information on the Advance Notice Policy is included elsewhere in this Circular and a copy of the Advance Notice Policy is available on the Company’s website (www.cielows.com).

The following information relating to the nominees for directors is based partly on the Company’s records and/or on information received by the Company from the nominees. The section below states the name of each person proposed to be nominated by management for election or re-election as a director, all offices of the Company now held by such person, such person’s principal occupation, and the period of time for which such person has been a director of the Company and the number of Common Shares of the Company beneficially owned by such director, directly or indirectly, or over which such person exercises control or direction, as at the date hereof.

While management does not contemplate that the nominees will be unable to serve as directors, if prior to the Meeting a vacancy occurs in this slate of nominees for any reason, the management representatives designated in the Proxy solicited in respect of the Meeting shall have the discretionary authority to vote for the election of any other person as director, subject to Cielo’s articles. Proxies received by the directors on which no designation is made will be voted for the nominees for election as directors or any substitute nominee thereof as may be determined by management, if necessary.

Name, Municipality of Residence and Position with Company	Present Principal Occupation	Director Since	Shares Owned ⁽²⁾
Sheila A. Leggett ⁽¹⁾ Calgary, Alberta, Canada <i>Director (Chair)</i>	Ms. Leggett currently chairs the board of directors of Sproule and their compensation committee. She is the Past Chair of the technical committee responsible for the International Standards Organization’s environmental managements systems standards (14000 series). In addition, Ms. Leggett is a Senior Fellow of the C.D. Howe Institute, sitting on the Energy Policy Committee and from 2016 to 2021,	December 16, 2021	29,527

	served on the inaugural Calgary Regional Ambassador Council for Women Get on Board. Ms. Leggett was on the Storm Resources Ltd. Board from 2018 to 2021, on the AESO Board from 2017 to 2020, on the Board of TELUS Spark from 2014 to 2020 (Chair from 2018 to 2020), was on the Alberta Environmental Monitoring, Evaluation and Reporting Agency Board from 2014 to 2016 and was an Executive Fellow at the University of Calgary School of Public Policy from 2016 to 2020. Prior thereto, Ms. Leggett was a member of the National Energy Board (2006 – 2013) where she served as Vice Chair from 2008 to 2013 and was the COO and Board member with the Natural Resources Conservation Board (2001 – 2006).		
Larry Schafran ⁽¹⁾ New York, New York United States <i>Director</i>	Mr. Schafran is a private investor with interests in "disruptive" technologies. He recently co-founded a new oil/gas recovery company (Legacy Oil, Inc.) that "adopts" stranded, orphaned and/or marginal oil/gas wells. Mr. Schafran is New York City-based and recently served on numerous boards, including as a Director and Audit Committee Chair of VerifyMe Inc. (VRME), which provides individual, document and product authentication and anti-counterfeiting services. Mr. Schafran currently services as a director of Glasstech Inc. (a manufacturer of furnaces that manufacture automotive glass and glass for solar panels), and as a director of Wright Investors' Service Holdings, Inc. (IWSH), formerly National Patent Development Corp.	September 8, 2021	3,333
Hon. Peter MacKay Kings Head, Nova Scotia Canada <i>Director</i>	Hon. Peter MacKay served in the Parliament of Canada for over 18 years as a Member of Parliament and cabinet minister for 10 years, including as Minister of Justice and Attorney General, Minister of National Defense, Minister of Foreign Affairs and the Atlantic Canada Opportunities Agency. Mr. MacKay chaired the Government National Security Committee for almost 10 years and served on numerous other interparliamentary committees. Mr. MacKay is currently working with McInnes Cooper and is also a strategic advisor with Deloitte and works nationally and internationally in areas such as aerospace and defense, procurement, infrastructure, and justice reform.	April 8, 2021	Nil
Ryan Jackson ⁽³⁾ Medicine Hat, Alberta, Canada <i>CEO, Director</i>	Mr. Jackson is the CEO of Cielo. Mr. Jackson is also the managing director for and shareholder of RAMECO Group's portfolio of companies in consulting, commercial real estate, healthcare, leasing, finance, biotech and green technology, a position he has held since April 2000. Mr. Jackson was also a director and CEO of Renewable U Energy Inc. from March 2021 to June 2022.	May 1, 2021	413,340

NOTES:

- (1) Member of the Audit Committee.
- (2) The approximate number of shares of the Company carrying the right to vote in all circumstances beneficially owned, directly or indirectly, or over which control or direction is exercised by each proposed nominee. This information is not within the knowledge of

the management of the Company and has been furnished by the respective individuals or has been extracted from the register of shareholdings maintained by the Company's transfer agent or from insider reports filed by the individuals and available through the Internet at www.sedi.ca.

- (3) Shares held directly and indirectly through a holding corporation.

Under the provisions of the *Business Corporations Act* (British Columbia) and *National Instrument 52-110 – Audit Committees* (“**NI 52-110**”), the Company is required to have an audit committee comprised of a minimum of three (3) directors, a majority of whom are not executive officers, employees or control persons of the Company (or an affiliate thereof). The three (3) directors comprising the audit committee of the Company are not executive officers, employees or control persons of the Company (or an affiliate thereof). See also the section entitled “**Audit Committee**” below.

The Company's management recommends that Shareholders vote in favour of the nominees for election as directors.

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the election of the four (4) nominees for the ensuing year.

Corporate Cease Trade Orders or Bankruptcy

Save and except as set out below, as of the date of this Information Circular, no proposed nominee for election as a director of the Company is, or has been, within ten years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

As announced in the Company news releases dated August 27, 2021 and September 7, 2021, the Company had voluntarily applied to the British Columbia Securities Commission (“**BCSC**”) to approve a temporary management cease trade order (the “**MCTO**”) under National Policy 12-203 – Management Cease Trade Orders (“**NP 12-203**”) to prohibit trading in securities of the Company by the CEO and the CFO of the Company, both directly and indirectly, as a result of the anticipated and realized delay of the filing of the Company's audited consolidated financial statements and related management's discussion and analysis for the years ended April 30, 2020 and 2021 (the “**Annual Filings**”). The MCTO was revoked by the BCSC following the filing of the Annual Filings.

Larry Schafran was a director of COPsync, Inc. (“**COPsync**”) from January 2017 to May 2017. On October 4, 2017, COPsync announced that it had filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Louisiana. In a Form 8-K filed on EDGAR dated April 30, 2018, COPsync disclosed that, on the same date, COPsync filed in the Bankruptcy Court its proposed Plan of Liquidation Pursuant to Chapter 11 of the U.S. Bankruptcy Code (the “**Plan**”) and Debtor's Disclosure Statement, and on May 1, 2018, the Court entered an order scheduling a hearing on June 12, 2018, to consider approval of the disclosure statement and establishing June 5, 2018, as the last date for filing objections to the disclosure statement. The Plan was disclosed in the Form 8-K as scheduled to take effect after confirmation of the Plan by the Bankruptcy Court and the satisfaction of conditions precedent to effectiveness of the Plan. Thereafter, the registration of each class of COPsync's securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 (the “**Exchange Act**”) was revoked (pursuant to section 12(j) of the Exchange Act) effective July 23, 2018.

Penalties or Sanctions

As at the date of this Circular, no proposed nominee for election as a director of the Company is, or has been, subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcy

As of the date of this Circular, no proposed nominee for election as a director of the Company has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a Conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, that directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Except as set out below, to the best of the Company's knowledge, there are no known existing or potential conflicts of interest among the Company and its promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management may from time to time serve as directors, officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of those other companies.

Certain of the directors of the Company may also serve as directors and/or officers and/or controlling shareholders of other companies. Consequently, there exists the possibility for such directors and/or officers to be in a position of conflict.

Any decision made by directors or officers in such positions involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Appointment of Auditors

Shareholders will be asked to appoint MNP LLP, Chartered Accountants, as the auditor for the Company for the ensuing year. MNP LLP was first appointed on by resolutions of the board of directors of the Company, subject to shareholder approval, dated May 13, 2024. Attached as Schedule "A" are the documents comprising the reporting package filed on SEDAR+ by the Company as required pursuant to National Instrument 51-102, section 4.11 (Change of Auditor).

The Board recommends that you vote FOR the appointment of MNP LLP, Chartered Accountants, as the Company's auditor and authorize the Company's board of directors to fix the auditor's remuneration.

Unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote FOR the appointment of MNP LLP, Chartered Accountants, as the Company's auditor until the close of the next annual meeting of shareholders and to authorize the Company's board of directors to fix the remuneration of the auditor.

Re-Approval of Company's Rolling Stock Option Plan

At the Meeting, the Shareholders will be asked to approve the Company's 10% "rolling" stock option plan (the "**Rolling Stock Option Plan**"), which has not been amended since being approved by the Shareholders at the Company's annual general meeting held on October 28, 2022.

Pursuant to the Rolling Stock Option Plan, the Company will continue to be entitled to grant stock options (the "**Options**") on the same terms (as further described below). The Company also has a fixed non-option plan (the "**Fixed Non-Option Plan**"), pursuant to which the Company is entitled to grant restricted share units ("**RSUs**"), Performance Share Units ("**PSUs**"), deferred share units ("**DSUs**") and share appreciation rights ("**SARs**", together with the RSUs, PSUs and DSUs, each an "**Award**", collectively the "**Awards**").

At its annual general meeting of the Company's shareholders held on October 21, 2021, the Company sought and obtained the approval of the disinterested shareholders of the Company for the adoption of the a rolling stock option plan (the "**2021 Rolling Stock Option Plan**") as well as the Fixed Non-Option Plan, each of which was approved by the TSX Venture Exchange (the "**Exchange**") at the time of the listing of the Company's securities on the Exchange on June 24, 2021 subject to the Company obtaining disinterested shareholder approval (which was thereafter obtained).

Policy 4.4 of the Exchange ("**Policy 4.4**") and the terms of the Rolling Stock Option Plan require that the Company seek shareholder approval for a rolling stock option plan on an annual basis (but not a fixed plan such as the Fixed Non-Option Plan). In addition, pursuant to Policy 4.4, disinterested shareholder approval ("**Disinterested Shareholder Approval**") is required in the event that, among other things, the aggregate number of common shares of the Company reserved for issuance under stock options (or other incentive securities such as the Awards) granted to Insiders (as defined under TSX-V policies) exceeds Ten Percent (10%) of the issued and outstanding shares of the Company at any point in time. Policy 4.4 requires that in a case such as this, in which the Insiders may be entitled to receive more than Ten Percent (10%) of the issued and outstanding common shares pursuant to the grant of Options or Awards (under both the Rolling Stock Option Plan and the Fixed Non-Option Plan in aggregate), the Company must obtain approval by a majority of the votes cast by all shareholders at the Meeting excluding votes attaching to shares beneficially owned by: (i) Insiders to whom options may be granted under the Incentive Plans; and (ii) Associates of such Insiders (as defined in Policy 1.1 of the TSX-V) (the "**Insider Participants**"). The Company is required to obtain Disinterested Shareholder Approval as a result. As at the date of this Circular, there are 5,020,546 common shares of the Corporation beneficially owned by the Insider Participants (the "**Excluded Shares**"), representing 0.39% of the issued and outstanding common shares as at the date of this Circular.

The purposes of the Rolling Stock Option Plan (as well as the Fixed Non-Option Plan) are to: (i) provide the Company with a mechanism to attract, retain and motivate highly qualified directors, officers, employees and consultants, (ii) align the interests of Participants with that of other shareholders of the Company generally, and (iii) enable and encourage Participants to participate in the long-term growth of the Company through the acquisition of securities as long-term investments.

If Shareholders approve the Rolling Stock Option Plan, which is a "rolling" plan, at all times 10% of the issued and outstanding common shares of the Company will be reserved for issuance pursuant to the Options granted under the Rolling Stock Option Plan (less the number of stock options existing under the 2021 Rolling Stock Option Plan and any predecessor plan, if applicable). As at the date of this Circular, there are 128,964,242 common shares issued and outstanding, which would allow for and result in a maximum grant of 12,896,424 stock options available for grant (less issued and outstanding options). As at the date of this Circular, 2,393,987 stock options are issued and outstanding.

1,720,479 common shares of the Company are also reserved for issuance pursuant to the Awards granted under the Fixed Non-Option Plan.

Stock options that were issued prior to the adoption of the 2021 Rolling Stock Option Plan are and will continue to be subject to the Company's prior stock option plan (the "**Predecessor Plan**"). Stock options that were issued prior to the adoption of the Rolling Stock Option Plan are and will continue to be subject to the Rolling Stock Option Plan.

The Company will be required to seek Disinterested Shareholder Approval for the Rolling Stock Option Plan each year hereafter so long as Insiders may be entitled to receive Options or Awards representing more than Ten Percent (10%) of the issued and outstanding common shares of the Company at any time. Otherwise, the Company will be required to seek approval of the majority of shareholders, including Insider Participants, for the Rolling Stock Option Plan each year.

Description of the "Rolling" Stock Option Plan

The following is a summary of the material terms of the Rolling Stock Option Plan which have not changed. A copy of the Rolling Stock Option Plan will be available for review upon request. Capitalized terms have the meanings ascribed to them in the Rolling Stock Option Plan.

1. **Number of Shares Reserved** The aggregate maximum number of common shares (the "**Shares**") available for issuance from treasury under the Rolling Stock Option Plan (including any options ("**Option(s)**") granted by the Company prior to the adoption of the Rolling Stock Option Plan) will not exceed an aggregate of Ten Percent (10%) of the issued and outstanding Shares of the Company at the time of grant. Any Shares subject to an Option which has been granted under the Rolling Stock Option Plan and which has been exercised, cancelled, repurchased, expired or terminated in accordance with the terms of the Rolling Stock Option Plan will again be available under the Rolling Stock Option Plan.
2. **Eligibility** Any director, executive officer, employee, consultant or management company employee and their permitted assigns (as those terms are defined in National Instrument 45-106 – Prospectus Exemptions, as amended from time to time) of the Company or any affiliate of the Company are eligible to receive Options (each an "**Eligible Person**") subject to the terms of the Rolling Stock Option Plan and Board approval.
3. **Committee**: The Board of Directors may administer the Rolling Stock Option Plan or may delegate the administration, in whole or in part, to the compensation committee (or similar) of the Board of Directors (the "**Committee**").
4. **Awards Granted to Individuals**: The maximum number of Shares for which Options may be granted (together with the number of Shares for which Awards under the Fixed Non-Option Plan may be granted) to any one participant (the "**Participant**") in any 12-month shall not exceed 5% of the outstanding Shares, calculated on the date an Option is granted to the Participant, unless the Company obtains disinterested shareholder approval as required by the policies of the TSX-V. The maximum number of Shares for which Options may be granted (together with the number of Shares for which Awards under the Fixed Non-Option Plan may be granted) to any Consultant (as defined by the TSX-V) in any 12-month period shall not exceed 2% of the outstanding Shares, calculated on the date an Option is granted to the Consultant. The maximum number of Shares for which Options may be issued to any persons (in the aggregate) retained to provide Investor Relations Activities (as defined by the TSX-V) in any 12-month period shall not exceed 2% of the outstanding Shares, calculated on the date an Award is granted to the Consultant. For the avoidance of doubt, Options will be the only form of stock-based compensation that may be granted to persons retained to provide Investors Relations Activities.
5. **Awards to Insiders**. Provided Disinterested Shareholder Approval is obtained as is sought at the Meeting, the maximum number of Shares for which Options, together with Awards, may be granted to Insiders (as a group) under the Rolling Stock Option Plan, together with the Fixed Non-Option Plan respectively, shall not exceed 14% of the issued and outstanding Shares: (a) at any point in time; and (b) within any 12-month period, in each case being 10% with respect to Options granted pursuant to the Rolling Stock Option Plan and 4% with respect to Awards granted pursuant to the Fixed Non-Option Plan.
6. **Exercise Price**. The exercise price (the "**Option Price**") for each grant of an Option under the Rolling Stock Option Plan shall be determined by the Committee and shall be specified in the Stock Option Agreement. The Option Price

for an Option shall not be less than the greater of the following: (a) the FMV of the Shares on the date of grant; and (b) the Discounted Market Price (as defined by the TSX-V) on the date immediately prior to the date of grant. “FMV” is defined as a price that is determined by the Committee, provided that such price cannot be less than the last closing price of the Shares on the TSX-V less any discount permitted by the rules or policies of the TSX-V

7. **Vesting.** Subject to any provisions of the Rolling Stock Option Plan or the applicable stock option agreement (the “Stock Option Agreement”) relating to acceleration of vesting of Options, regulatory requirements and the policies of the TSX-V, the Committee shall determine the vesting provisions of each grant of Options at the time. Notwithstanding the foregoing, Options granted to any Consultant or persons (in the aggregate) retained to provide Investor Relations Activities shall vest in stages over a period of not less than 12 months with no more than One Quarter (1/4) of the Options vesting in any three-month period, such that: (i) no more than 1/4 of the Options vest no sooner than three months after the Options were granted; (ii) no more than another 1/4 of the Options vest no sooner than six months after the Options were granted; (iii) no more than another 1/4 of the Options vest no sooner than nine months after the Options were granted; and (iv) the remainder of the Options vest no sooner than 12 months after the Options were granted.
8. **Exercise of Options.** Options are exercisable as and when and subject to the restrictions and requirements as the Committee may choose, subject to the Rolling Stock Option Plan. Options shall be exercised by the delivery of a notice of exercise to the Company or an agent designated by the Company in a form specified or accepted by the Committee, or by complying with any alternative procedures which may be authorized by the Committee, setting forth the number of Shares with respect to which the Option is to be exercised, accompanied by full payment of the Option Price. The Option Price upon exercise of any Option shall be payable to the Company in full in cash, certified cheque, bank draft or wire or electronic funds transfer or any other method to deliver readily available funds which is accepted by the Committee. Notwithstanding the foregoing, the Board of Directors may elect to allow the exercise of Options to be completed by way of Cashless Exercise or Net Exercise.
9. **Duration/Term.** Each Option granted to a Participant shall expire at such time as the Committee shall determine at the time of grant; provided, however, that, subject to a Blackout Period (as defined below), no Option shall be exercisable later than the tenth (10th) anniversary date of its grant.
10. **Blackout Periods.** If the date on which an Option is scheduled to expire occurs during, or within 10 business days after the last day of a Black Out Period applicable to such Participant, then the expiry date for such Option shall be extended to the last day of such 10 business day period. A “Blackout Period” is defined as a period of time during which the Participant cannot sell Shares, due to applicable laws or policies of the Company in respect of insider trading.
11. **Agreement.** Each Option grant shall be evidenced by a Stock Option Agreement that shall specify the Option Price, the duration of the Option, the number of Shares to which the Option pertains, the conditions, if any, upon which an Option shall become vested and exercisable, and any such other provisions as the Committee shall determine.
12. **Amendment.** The Board of Directors may amend the Rolling Stock Option Plan at any time; however, an amendment may not be made without shareholder approval if shareholder approval is necessary to comply with the policies of the TSX-V or other applicable regulatory requirements. Generally, amendments of a “housekeeping” nature or amendments in order to bring the Rolling Stock Option Plan in compliance with applicable laws, may be made without the approval of shareholders.
13. **Transferability** The Options are non-assignable and non-transferable.
14. **Termination** If the Stock Option Agreement does not specify the effect of a termination or resignation of employment then the following default rules will apply, provided that, notwithstanding the foregoing or anything to the contrary herein, in no event can Options terminate more than one (1) year following the Termination Date (“**Termination Date**” defined as the date of death in the case of a Participant who dies and in all other cases, the date designated by the Company as the date upon which the Participant ceases to be an Eligible Person):

- (a) Death: If a Participant dies while an Employee, Director of, or Consultant to, the Company or an Affiliate of the Company:
- (i) all unvested Options as at the Termination Date shall automatically and immediately vest; and
 - (ii) all vested Options (including those that vested pursuant to (i) above) shall continue to be subject to the Option Plan and exercisable for a period of 90 days after the Termination Date, provided that any Options that have not been exercised within 90 days after the Termination Date shall automatically and immediately expire and be forfeited on such date.
- (b) Disability: “**Disability**” is defined in the Rolling Stock Option Plan as a disability of the Participant which would entitle the Participant to receive disability benefits pursuant to the long-term disability plan of the Company (if one exists) then covering the Participant, provided that the Committee may, in its sole discretion, determine that, notwithstanding the provisions of any such long-term disability plan, the Participant is permanently disabled for the purposes of the Option Plan. For greater clarity, any determination as to whether a Participant ceases to be eligible to be a Participant under the Option Plan as a result of their Disability will in each case be made subject always to any accommodation obligations and any statutory job protections that are imposed under applicable laws. If a Participant ceases to be eligible to be a Participant under the Option Plan as a result of their Disability then all Options remain and continue to vest (and are exercisable) in accordance with the terms of the Option Plan for a period of 90 days after the Termination Date, provided that any Options that have not been exercised (whether vested or not) within 90 days months after the Termination Date shall automatically and immediately expire and be forfeited on such date.
- (c) Retirement: If a Participant retires then the Committee shall have the discretion, with respect to such Participant’s Options, to determine: (i) whether to accelerate vesting of any or all of such Options, (ii) whether any of such Options shall be cancelled, with or without payment, and (iii) how long, if at all, such Options may remain outstanding following the Termination Date; provided, however, that in no event shall such Options be exercisable for more than 12 months after the Termination Date.
- (d) Termination for Cause: If a Participant ceases to be eligible to be a Participant under the Option Plan as a result of their termination for cause, then all Options, whether vested or not, as at the Termination Date shall automatically and immediately expire and be forfeited.
- (e) Termination without Cause or Voluntary Resignation: Subject to foregoing terms related to Termination, if a Participant ceases to be eligible to be a Participant under the 2022 Rolling Stock Option Plan for any reason:
- (i) all Options that are unvested as at the Termination Date shall automatically and immediately expire and be forfeited on the Termination Date, and
 - (ii) all Options that are vested as at the Termination Date shall continue to be subject to the Option Plan and exercisable for a period of 90 days after the Termination Date, provided that any Options that have not been exercised within 90 days after the Termination Date shall automatically and immediately expire and be forfeited on such date.

15. **Change of Control** Subject to change as determined by the Committee in accordance with the Plan, if there is a change of control of the Company (the “**Change of Control**”, as further described in the Rolling Stock Option Plan and as consistent with the usual definition of such term), any Options held by a Participant shall automatically vest following such Change of Control, on the Termination Date, if the Participant is an Employee, officer or a Director and: (i) their employment, or officer or Director position is terminated by the Company or an Affiliate of the Company (except for a termination with cause) within 12 months following the Change of Control; or they resign or retire with good reason within 12 months following the Change of Control, provided

that no acceleration of Options shall occur in the case of a Participant that was retained to provide Investor Relations Activities unless the approval of the Exchange is either obtained or not required.

- 16. Approval** As set out above, the Company shall seek re-approval of the Rolling Stock Option Plan on an annual basis for so long as required by the policies of the TSX-V, such re-approval to be disinterested shareholder approval so long as the maximum number of Shares for which Options and Awards may be granted to Insiders (as a group) under the Rolling Stock Option Plan together with the Fixed Non-Option Plan may exceed Ten Percent (10%) of the issued and outstanding Shares.

Resolution – Re-Approval of Rolling Stock Option Plan

At the Meeting, the Shareholders will be asked to consider, and if deemed advisable, approve the following resolutions:

“BE IT RESOLVED THAT:

- a) the Rolling Stock Option Plan, as described in the Circular of the Company dated May 15, 2025, be and is hereby re-approved, ratified and confirmed; and
- b) any director or officer of the Corporation is authorized and directed to do all things and to execute and deliver or to cause to be executed and delivered any documents considered to be necessary or desirable, in such director’s or officer’s sole discretion, to give effect to these resolutions.”

In order for the resolution to be passed, approval by the majority of the votes cast by all shareholders, present in person and by proxy at the Meeting, excluding the Excluded Shares held by the Eligible Insiders is required.

THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY, UNLESS OTHERWISE INSTRUCTED, INTEND TO VOTE IN FAVOUR OF THE RESOLUTION RE-APPROVING, RATIFYING AND CONFIRMING THE ROLLING STOCK OPTION PLAN.

STATEMENT OF EXECUTIVE COMPENSATION

The following disclosure of compensation earned by certain executive officers and directors of the Company in connection with their office or employment with the Company is made in accordance with the requirements of *National Instrument 51-102 – Continuous Disclosure Obligations* and *Form 51-102F6V – Statement of Executive Compensation – Venture Issuers*. Disclosure is required to be made in relation to "Named Executive Officers", being those individuals who, at any time during the financial year ended April 30, 2024, served as the Chief Executive Officer, Chief Financial Officer and each of the Company's three most highly compensated executive officers, other than the Chief Executive Officer and Chief Financial Officer, whose total compensation was, individually, more than \$150,000 (the "Named Executive Officers").

This disclosure was previously made and included in the Company's Management Information Circular dated September 16, 2024 and has not been materially amended.

The Company has had three (3) "Named Executive Officers" during the financial year ended April 30, 2024, as set out below:

1. Ryan Jackson – Chief Executive Officer as of June 12, 2022.
2. Jasdeep K. B. Dhaliwal – Chief Financial Officer as of June 12, 2022.
3. Ryan Carruthers – Executive Vice President, Operations as of July 11, 2022 (until departure in November 2023).

Definitions for the purpose of this Information Circular

The following definitions are applicable to the Company as a venture issuer pursuant to Form 51-102F6V:

"company" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

"compensation securities" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries

"external management company" includes a subsidiary, affiliate or associate of the external management company;

"NEO" or "named executive officer" means each of the following individuals who held the positions below for any part of the year ended April 30, 2024:

- (a) a CEO;
- (b) a CFO;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the financial year ended April 30, 2024 whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year;

"plan" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

"underlying securities" means any securities issuable on conversion, exchange or exercise of compensation securities.

Information contained with respect to this Form 51-102F6V is as of April 30, 2024 unless otherwise indicated and all dollar amounts referenced herein are in Canadian Dollars, unless stated otherwise.

Compensation Discussion and Analysis

The compensation program of the Company is intended to reward executives for implementing, executing and achieving the Company's business plan and objectives, and each individual's own performance. The program is intended to attract, motivate, reward and retain knowledgeable and skilled executives required to achieve the Company's corporate objectives and increase shareholder value. The Company's goal is to balance this with its current status as a research and development company.

The Company does not have a Compensation Committee as at the date of this Circular. See section entitled "Corporate Governance – Board Committees" for additional details.

The Board reviews on an annual basis the corporate goals and objectives relevant to executive compensation; evaluates each executive officer's performance in light of those goals and objectives and sets the executive officer's compensation level based, in part, on this evaluation. The Board also takes into consideration the Company's overall performance, shareholder returns, and the value of similar incentive awards to executive officers at comparable companies, and the awards given to executive officers in past years. The foregoing factors are also taken into consideration when determining compensation for directors.

Executive Officer Compensation

Compensation for executives is comprised of: (a) base salary; (b) compensation securities (to date, Options and RSUs as defined in this Circular); and (c) company-provided parking.

Compensation securities issued pursuant to the Company's Rolling Stock Option Plan and Fixed Non-Option Plan (as defined in this Circular) are an important part of the Company's long-term incentive strategy for its executive officers, permitting them to participate in any appreciation of the market value of the Company's shares over a stated period of time, and are intended to reinforce commitment to long-term growth and shareholder value. Options and RSUs reward overall corporate performance as measured through the price of the Company's shares and enables executives to acquire and maintain an ownership position in the Company.

Management directors are required to abstain from voting in respect of their own compensation thereby providing the independent members of the Board with considerable input as to executive compensation.

Director Compensation

Compensation paid to directors is generally in the form of compensation securities (to date, Options and DSUs, each as defined in the Circular). Compensation securities are an important part of the Company's long-term incentive strategy for its directors, permitting them to participate in any appreciation of the market value of the Company's shares over a stated period of time, and are intended to reinforce commitment to long-term growth and shareholder value. Options and DSUs reward overall corporate performance as measured through the price of the Company's shares and enables directors to acquire and maintain an ownership position in the Company.

Except as set out below, as the Company is in a pre-revenue stage, it generally does not pay cash compensation to directors in order to preserve cash for its research and development activities and working capital generally, however this may change in the future if deemed appropriate by the directors or a committee of the directors.

Equity Incentive Compensation

Executive officers of the Company, as well as directors, contractors and employees, are eligible to participate in the Company's equity incentive plans, as amended from time to time. Options or other Awards (as defined in the Circular) are, or are anticipated to be, granted by the Board as a whole (since the dissolution of the Compensation Committee) and the size of the grants is dependent on, among other things, each officer's level of responsibility, authority and importance to the Company and the degree to which an officer's long-term contribution to the Company will be crucial to its overall long-term success.

The Company adopted the Rolling Stock Option Plan and the Fixed Non-Option Plan in June 2021, both of which were approved by the disinterested shareholders of the Company at its shareholder meeting in October 2021, the Rolling Stock Option Plan having been amended and approved at the Company's shareholder meeting in October 2022. For a detailed description of the Company's Rolling Stock Option Plan, see section of the Circular entitled "Business of the Meeting".

Pursuant to the terms of the Fixed Non-Option Plan, in addition to the Ten Percent (10%) aggregate maximum of Shares available for issuance underlying Options at the time of grant, the aggregate maximum number of Shares available for issuance from treasury under the is 1,720,479, being Four Percent (4%) of the issued and outstanding Shares of the Company as at the effective date of the Fixed Non-Option Plan (June 18, 2021). A copy of the Fixed Non-Option Plan, the material terms of which were set out in the Company's information circular for the shareholder meeting held in October 2021, is also available upon request to the Company.

In practice, the Company has to date opted to grant Options and RSUs to executive officers and Options and DSUs to directors.

The Company has no arrangements, standard or otherwise, under which Directors are compensated by the Company for their services in their capacity as Directors, or for committee participation, or involvement in special assignments during the financial year ended April 30, 2024 or subsequently.

Benefits

To ensure the Company's compensation packages remain competitive with those of its peers, the Named Executive Officers receive certain perquisites, including company-provided parking.

Summary Compensation Tables

The following disclosure sets out the compensation paid, made payable, awarded, granted, given or otherwise provided to each NEO and director for the financial years ended April 30, 2024 and April 30, 2023.

Director and named executive officer compensation, excluding compensation securities

The following table sets forth the summary information concerning compensation excluding compensation securities earned by the Company's NEOs, and the directors of the Company, during the financial years ended April 30, 2024 and April 30, 2023.

Name and Principal Position	Year (period) Ended	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meetings fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total Compensation (\$)
Ryan Jackson⁽¹⁾ <i>Director and Chief Executive Officer as of June 12, 2022</i>	2024	250,000	Nil	Nil	Nil	Nil	250,000
	2023	188,333	Nil	Nil	Nil	Nil	188,333
Jasdeep K. B. Dhaliwal⁽¹⁾ <i>Director until, and Chief Financial Officer as of, June 12, 2022</i>	2024	250,000	Nil	Nil	Nil	Nil	250,000
	2023	188,333	Nil	Nil	Nil	Nil	188,333
Ryan Carruthers⁽²⁾ <i>Executive Vice President, Operations until November 2023</i>	2024	145,833	Nil	Nil	Nil	Nil	145,833
	2023	212,308	Nil	Nil	Nil	Nil	212,308
Don Allan <i>Former Director</i>	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	274,154 ⁽³⁾	274,154
Sheila A. Leggett <i>Chair, Director</i>	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
Larry Schafran <i>Director</i>	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
Hon. Peter MacKay <i>Director</i>	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
James H. Ross⁽⁴⁾ <i>Director until March 29, 2025</i>	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil

NOTES:

- (1) Ryan Jackson and Jasdeep K. B. Dhaliwal received the compensation set out above for their services as Chief Executive Officer and Chief Financial Officer, respectively, with no compensation paid for director positions.
- (2) Ryan Carruthers was appointed Executive Vice President, Operations in July 2022 and departed his role with the Company in November 2023.
- (3) Don Allan was a director and officer of the Company, resigning from his officer roles during the year ended April 30, 2022. Mr. Allan remained a director of the Company until October 2023. Mr. Allan received termination pay following his resignation as officer, pursuant to a total retiring allowance of \$729,000, and as at April 30, 2024, the balance owing was \$87,977.
- (4) James H. Ross was appointed as a director on November 9, 2023 immediately following the closing of the Transaction (see section entitled "Setting Number of Directors"). Mr. Ross resigned effective March 29, 2025.

Stock Options and other compensation securities

The following table sets forth the summary information concerning compensation securities earned by the Company's NEOs, and the directors of the Company, during the financial year ended April 30, 2024.

Name and Principal Position	Type of Compensation Security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue of grant	Issue, conversion or exercise of price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Ryan Jackson <i>Chief Executive Officer, Director</i>	Stock Options	100,000 ⁽¹⁾	Apr 11 2024	\$0.31	\$0.31	\$0.31	Apr 11 2029
Jasdeep K. B. Dhaliwal <i>Chief Financial Officer, Director</i>	Stock Options	100,000 ⁽²⁾	Apr 11 2024	\$0.31	\$0.31	\$0.31	Apr 11 2029
Ryan Carruthers ⁽³⁾ <i>Executive Vice President, Operations</i>	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Sheila A. Leggett <i>Chair, Director</i>	Stock Options	186,666 ⁽⁴⁾	Feb 27, 2024	\$0.30	\$0.30	\$0.31	Feb 27 2029•
Larry Schafran <i>Director</i>	Stock Options	133,333 ⁽⁵⁾	Feb 27, 2024	\$0.30	\$0.30	\$0.31	Feb 27 2029
Hon. Peter MacKay <i>Director</i>	Stock Options	133,333 ⁽⁶⁾	Feb 27, 2024	\$0.30	\$0.30	\$0.31	Feb 27 2029
James H. Ross <i>Director until March 29, 2025</i>	Stock Options	160,000 ⁽⁷⁾	Feb 27, 2024	\$0.30	\$0.30	\$0.31	Feb 27 2029

NOTES:

- 1) Ryan Jackson has 428,632 options in aggregate, 122,221 of which had vested as at April 30, 2024, as well as 350,000 DSUs.
- 2) Jasdeep K. B. Dhaliwal has 455,577 options in aggregate, 149,195 of which had vested as at April 30, 2024, as well as 350,000 DSUs.
- 3) Ryan Carruthers departed his role with the Company in November 2023 and does not hold any options as at the date of this Circular.
- 4) Sheila A. Leggett has 432,534 options in aggregate, 226,421 of which had vested as at April 30, 2024, as well as 350,000 DSUs.
- 5) Larry Schafran has 367,291 options in aggregate, 233,957 of which had vested as at April 30, 2024, as well as 350,000 DSUs.
- 6) Peter MacKay has 342,361 options in aggregate, 209,028 of which had vested as at April 30, 2024, as well as 350,000 DSUs.
- 7) James H. Ross was appointed as a director on November 9, 2023 immediately following the closing of the Transaction (see section entitled “Setting Number of Directors”) and received no other options or non-option incentive awards. As at April 30, 2024, nil options had vested. As at the date of this Circular, 100% of the options had vested. As Mr. Ross resigned effective March 29, 2025, Mr. Ross’ options will expire, if not exercised, on September 25, 2025.

Exercise of Compensation Securities by Named Executive Officers and Directors

No Options or RSUs held by NEOs or director were exercised or vested, respectively, during the year ended April 30, 2024.

Pension Plan Benefits

The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

Management and Employment Agreements - Termination and Change of Control Benefits

Except as listed below, the Company has not entered into any other compensatory plans, contracts or arrangements with any of its NEOs or directors whereby those NEOs or directors, as applicable, are entitled to receive compensation as a result of the resignation, retirement or any other termination of employment of the NEO with the Company or from a change in control of the Company or a change in the Named Executive Officer's responsibilities following a change in control.

The following is a description of the material terms of each agreement or arrangement under which compensation was provided during the year ended April 30, 2024 or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or Named Executive Officer:

The Company entered into an executive contractor agreement with Ryan Jackson effective June 12, 2022 with respect to Mr. Jackson's role as CEO (initially interim CEO). The agreement has been extended to expire on June 30, 2025, subject to additional renewal. The Company may terminate the agreement upon 60 days notice subject to payment of the equivalent of 2 months of fees or for "cause" as defined in the agreement. Mr. Jackson may terminate the agreement upon 60 days notice. Both parties can also mutually agree to terminate the agreement.

The Company entered into an executive contractor agreement with Jasdeep K. B. Dhaliwal effective June 12, 2022 with respect to Ms. Dhaliwal's role as CFO (initially interim CFO). The agreement has been extended to expire on June 30, 2025, subject to additional renewal. The Company may terminate the agreement upon 60 days notice subject to payment of the equivalent of 2 months of fees or for "cause" as defined in the agreement. Ms. Dhaliwal may terminate the agreement upon 60 days notice. Both parties can also mutually agree to terminate the agreement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following information is as at April 30, 2024:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	2,510,751 Options 140,000 DSUs	\$1.27 N/A	8,819,506 Options 1,580,479 Awards
Equity Compensation plans not approved by securityholders	Nil ⁽²⁾⁽³⁾	N/A	Nil
Total:	2,510,751 Options 140,000 DSUs	\$3.00	8,819,506 Options 1,580,479 Awards

AUDIT COMMITTEE

National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators (“NI 52-110”) requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its external auditor as set forth below.

The Audit Committee Charter

The Company’s audit committee is governed by an audit committee charter, which is available for viewing on the Company’s website at www.cielows.com.

Composition of Audit Committee

Pursuant to NI 52-110, the Company, a venture issuer, is required to have an audit committee consisting of at least three members, with at least two members who are not employees, executive officers or control persons of the Company or any affiliate thereof. The Audit Committee as at May 15, 2025 consists of Sheila A. Leggett, Larry Schafran (neither of whom are employees, executive officers or control persons of the Company or any affiliate thereof) and Ryan Jackson. James Ross was a member of the Audit Committee as of his appointment on November 9, 2023 until his resignation on March 29, 2025.

All Audit Committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements and are therefore considered “financially literate”.

Relevant Education and Experience

All Audit Committee members have experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavour.

Audit Committee Oversight

Since the commencement of the Company’s financial year ended April 30, 2024, the board of directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

The audit committee has adopted specific policies and procedures for the engagement of non-audit services as described under the heading “*Pre-Approval Policies and Procedures*” of the Audit Committee Charter.

External Audit Service Fees (By Category)

In the following table, “audit fees” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit

or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice, and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees billed to the Company to its external auditor for services rendered to the Company in each of the last two fiscal years, by category, are as follows:

Financial Year Ended	Audit / Audit Related Fees	Tax Fees	All Other Fees
April 30, 2024	\$175,000 ⁽¹⁾	15,700 ⁽¹⁾	\$Nil
April 30, 2023	\$180,140 ⁽¹⁾	Nil	\$53,500 ⁽¹⁾

Notes:

(1) Excluding GST.

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110, which provides that the Company, as a venture issuer, is not required to comply with Part 5 (Reporting Obligations) of NI 52-110.

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the board of directors of the Company (the “**Board**”), the members of which are elected by and are accountable to the shareholders and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. The Board and management consider good corporate governance to be central to the effective and efficient operation of the Company.

National Policy 58-201 - *Corporate Governance Guidelines* (“**NP 58-201**”) establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company’s practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The Company continues to evaluate its corporate governance policies and objectives.

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) also requires the Company to disclose annually in its Circular certain information concerning its corporate governance practices.

Board of Directors

Structure and Composition

The Board is composed of four (4) directors as at the date of this Circular: Sheila A. Leggett (Chair), Larry Schafran, Peter MacKay and Ryan Jackson (CEO). The foregoing directors were elected at the Company’s shareholder meeting held on October 26, 2023. James Ross was appointed as an “additional director” effective November 9, 2023 as permitted under Cielo’s articles, and as required under the Asset Purchase Agreement executed between Cielo and Expander in November 2023 (see section entitled “Setting Number of Directors”). Mr. Ross resigned effective March 29, 2025.

Subject to shareholder approval at the Meeting, the Board will be composed of four (4) directors.

NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the company as defined in section 1.4 of NI 52-110. During the fiscal year ended April 30, 2024, the majority of the Company’s board of directors was “independent”.

The Policies of the Exchange require that two (2) directors be “independent”.

The Company has determined independence as follows for the existing directors as at the date of this Circular:

Name	Inde pendent	Determination of Independence
Sheila A. Leggett Calgary, Alberta, Canada <i>Chair, Director</i>	Yes	Ms. Leggett is an outside director. She is not an officer, nor does she provide services to the Company other than in her role as director. She is therefore considered independent.
Larry Schafran New York, New York, United States <i>Chair of the Board of Directors and Director</i>	Yes	Mr. Schafran is an outside director. He is not an officer, nor does he provide services to the Company other than in his role as director. He is therefore considered independent.
Hon. Peter MacKay	Yes	Hon. Peter MacKay is an outside director. He is not an officer, nor does he provide services to the Company

Kings Head, Nova Scotia, Canada <i>Director</i>		other than in his role as director. He is therefore considered independent.
Ryan Jackson Calgary, Alberta, Canada <i>Director</i>	No	Mr. Jackson, as CEO, is considered “non-independent”.

Mandate of the Board

The mandate of the Board is to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company’s affairs directly and through its committees (see “*Committees of the Board of Directors*” below). In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Company’s overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Company’s proposed actions accord with shareholder objectives; reviewing succession planning; assessing management’s performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to shareholders; ensuring the effective operation of the Board; and safeguarding shareholders’ equity interests through the optimum utilization of the Company’s capital resources. The Board also takes responsibility for identifying the principal risks of the Company’s business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable.

In keeping with its overall responsibility for the stewardship of the Company, the Board is also responsible for the integrity of the Company’s internal control and management information systems and for the Company’s policies respecting corporate disclosure and communications.

The Board delegates to management, through the Chief Executive Officer and the Chief Financial Officer, responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing the Company’s cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans, and annual operating plans.

The Board has found that the fiduciary duties placed on management by the Company’s governing corporate legislation and common law and the restrictions on an individual director’s participation in decisions of the Board in which the director has an interest under applicable corporate and securities legislation provide the “independent” directors with significant input and leadership in exercising their responsibilities for independent oversight of management. In addition, each member of the Board understands that such director is entitled to seek the advice of an independent expert if such director reasonably considers it warranted under the circumstances and the “independent” directors have the ability to meet independently of management whenever deemed necessary.

Directorships

None of the directors of the Company are currently directors or officers of any other reporting issuers.

Ethical Business Conduct

The Board of Directors expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company’s business plan and to meet performance goals and objectives.

The Board adopted a formal written Code of Business Conduct and Ethics effective December 16, 2021, as amended on January 31, 2023.

Nomination, Education and Assessment

Prior to the year ended April 30, 2023, the Company did not have a Nominating Committee. These functions were performed by the Board as a whole. Nominees were generally the result of recruitment efforts by Board members, including both formal and informal discussions among Board members and the executive officers, and proposed directors' credentials are reviewed in advance of a Board meeting with one or more members of the Board prior to the proposed director's nomination.

During the year ended April 30, 2023, the Board approved the formation of a Nominating Committee. The Nominating Committee made a recommendation to the Board regarding the proposed nominees to be elected at the meeting of shareholders held in October 2023 based on all relevant factors, including related to the directors as well as the status of the Company at this time. Thereafter, the Company dissolved the Nominating Committee and these functions are again performed by the Board as a whole.

New directors are briefed on strategic plans, short-, medium-, and long-term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Company's size and current operations.

The skills and knowledge of the Board of Directors as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, auditors, and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Company's records. Reference is made to the table under the heading "Election of Directors" in the section entitled "Business of the Meeting" for a description of the current principal occupations of the Company's Board.

Advance Notice Policy

The Company adopted an advance notice policy, pursuant to an amendment to the Company's articles approved by the shareholders of the Company on May 30 2014, and which contains certain advance notice provisions with respect to the election of Directors (the "**Advance Notice Policy**"). The Advance Notice Policy intends to: (i) facilitate orderly and efficient annual general meetings or, where the need arises, special meetings; (ii) ensure that all shareholders receive adequate notice of Board nominations and sufficient information with respect to all nominees; and (iii) allow shareholders to register an informed vote. Only persons who are nominated by shareholders in accordance with the Advance Notice Policy will be eligible for election as directors at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors. Under the Advance Notice Policy, a shareholder wishing to nominate a director is required to provide notice, in the prescribed form: (i) in the case of an annual meeting of shareholders (including annual and special meetings), not less than 30 days and not more than 65 days prior to the date of the meeting; provided, that if the first public announcement of the date of the annual meeting of Shareholders (the "Notice Date") is less than 50 days before the meeting date, not later than the end of the business day on the tenth (10th) day following the Notice Date; and (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for any purpose which includes electing directors, not later than the end of the business day on the fifteenth (15th) day following the Notice Date.

Committees of the Board of Directors

Audit Committee

The Board has appointed an audit committee as required under the *Business Corporations Act* (British Columbia) and National Instrument 52-110. The audit committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting of the Company, as well as internal controls to achieve the objectives of

safeguarding the Company's assets; reliability of information; and compliance with policies and laws. See section entitled "AUDIT COMMITTEE" for details.

Compensation Committee

The Company does not have a Compensation Committee. These functions are performed by the Board as a whole. See the section entitled "Executive Compensation – Compensation of Named Executive Officers" above for details of the compensation paid to the Company's Named Executive Officers.

OTHER INFORMATION

Indebtedness of Directors and Executive Officers

Since the beginning of the financial year ended April 30, 2024 and as at the date of this Circular, no director, executive officer or employee or former director, executive officer or employee of the Company, nor any nominee for election as a director of the Company, nor any associate of any such person, was indebted to the Company for other than "routine indebtedness", as that term is defined by applicable securities law; nor was any indebtedness to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

Interest of Informed Persons in Material Transactions

Other than as disclosed below, no proposed nominee for election as a director, and no director or officer of the Company who has served in such capacity since the beginning of financial year ended April 30, 2024, and no shareholder holding of record or beneficially, directly or indirectly, more than 10% of the Company's outstanding common shares, and none of the respective associates or affiliates of any of the foregoing, had any interest in any transaction with the Company or in any proposed transaction since the beginning of the last completed financial year that has materially affected the Company or is likely to do so.

1. The Company had previously entered into joint venture memorandums of understanding between 2018 and 2021 (the "MOUs") with Renewable U Energy Inc. and/or its affiliates ("RUEI"), as previously disclosed. On May 17, 2023, the Company announced the execution of definitive agreements pursuant to a binding letter of intent entered into between the Company and RUEI, on its own behalf and on behalf of its affiliates regarding the termination of such MOUs. Mr. Jackson was a shareholder of RUEI through a holding corporation, the latter which holds 10% or less of the issued and outstanding shares of RUEI. Mr. Jackson previously owned and/or controlled, indirectly, securities of RUEI, which securities were deposited into an irrevocable blind trust managed by a trustee. All MOUs were terminated in or before June 2024.
2. The Company completed the Transaction with Expander in November 2023 (see sections entitled "Setting Number of Directors" and "Election of Directors" for additional detail). As a result of the completion of the Transaction, the Company entered into a license agreement with Expander as well as engaging Expander through a series of agreements, including an agency agreement to act on the Company's behalf to contract with sub-contractors, to provide management advisory services, engineering services, and project/construction management services. Mr. Ross, who was appointed as a director of the Company following the completion of the Transaction on November 9, 2023, was also an officer of Expander as well as director and shareholder during the year ended April 30, 2024, however has resigned as director and officer of Expander and its affiliates prior to the date of this Circular, and has resigned as a director of the Company effective March 29, 2025.

Interest of Certain Persons in Matters to be Acted on at the Meeting

None of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year, none of the other insiders of the Company and no associate or affiliate of any of the foregoing persons has any substantial interest, direct or indirect, by way of beneficial ownership of securities

or otherwise, in any matter to be acted upon at the Meeting other than the setting the number of, and the election of, the directors.

Other Matters

Management of the Company is not aware of any other matters to come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

Other Material Facts

There are no material facts related to the fiscal years ended April 30, 2024 and April 30, 2023, or up to May 15, 2025, other than as disclosed in this Circular, the Company's Financial Statements or Management's Discussion and Analysis Plus, or otherwise disclosed and available on SEDAR+.

Additional Information

The Company's Financial Statements and Management's Discussion and Analysis for the years ended April 30, 2024 and April 30, 2023 are available on the Company's profile at SEDAR+ at www.sedarplus.ca.

Board Approval

The Board of Directors of the Company has approved the contents and the delivery of this Circular to its shareholders.

DATED at Calgary, Alberta, this 15th day of May, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Sheila A. Leggett*"

By: Sheila A. Leggett

Chair of the Board of Directors

SCHEDULE “A”

CHANGE OF AUDITOR

REPORTING PACKAGE PURSUANT TO SECTION 4.11 OF NATIONAL INSTRUMENT 51-102

[see attached]

NOTICE OF CHANGE OF AUDITOR

To: Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission
KPMG LLP

Pursuant to Section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”), CIELO WASTE SOLUTIONS CORP. (the “Company”) hereby gives notice that KPMG LLP (“KPMG”) has resigned as auditor of the Company effective March 22, 2024 on its own initiative.

The Company’s Audit Committee (the “Audit Committee”) of the board of directors (the “Board”) is considering alternatives for a successor auditor to fill the vacancy in the position of auditor of the Company.

The Company confirms that:

- 1) effective March 22, 2024, KPMG resigned, on its own initiative, as the auditor of the Company;
- 2) effective March 22, 2024, the Board, upon recommendation by the Audit Committee, considered and approved the acceptance of the resignation of KPMG as auditor of the Company;
- 3) the independent auditor’s reports of KPMG on the consolidated financial statements of the Company for the years ended April 30, 2023 and April 30, 2022 did not express a modified opinion; and
- 4) there have been no reportable events (as defined in NI 51-102).

Dated March 22, 2024

CIELO WASTE SOLUTIONS CORP.

/s/ "Jasdeep K. Dhaliwal"

Per: Jasdeep K. Dhaliwal, Chief Financial Officer



KPMG LLP
205 5th Avenue SW
Suite 3100
Calgary AB T2P 4B9
Tel 403-691-8000
Fax 403-691-8008
www.kpmg.ca

To Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission

April 4, 2024

Re: Notice of Change of Auditors of Cielo Waste Solutions Corp.

We have read the Notice of Cielo Waste Solutions Corp. dated March 22, 2024 and are in agreement with the statements contained in such Notice.

Yours very truly,

KPMG LLP

NOTICE OF CHANGE OF AUDITOR

To: Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission
MNP LLP

Pursuant to Section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”), CIELO WASTE SOLUTIONS CORP. (the “Company”) hereby gives notice that on the advice of the audit committee of the Company, the board of directors of the Company resolved on May 13, 2024 that:

- 1) MNP LLP ("MNP") be appointed as auditors of the Company to be effective May 13, 2024, to hold office until the next annual meeting at remuneration to be fixed by the directors.

In accordance with National Instrument 51-102 Continuous Disclosure Obligations ("NI 51-102") we confirm that:

- 2) the appointment of MNP as auditors of the Company were both considered by the audit committee and approved by the board of directors of the Company;
- 3) in the opinion of the Company and the Board of Directors of the Company, there have been no “Reportable Events” as defined in NI 51-102 in connection with the audits for the years ended April 30, 2020 and April 30, 2019, for the Company; and
- 4) the notice and letter of the auditor have been reviewed by the Audit Committee and the Board of Directors.

Dated May 13, 2024

CIELO WASTE SOLUTIONS CORP.

/s/ "Ryan Jackson"

Per: Ryan Jackson, Chief Executive Officer

May 27, 2024

TO: Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission

Dear Sir/Madam:

Re: Cielo Waste Solutions Corp. (the "Company")

We have read the Notice of Change of Auditor of Cielo Waste Solutions Corp. dated May 13, 2024 (the "Notice"), which we understand will be filed pursuant to National Instrument 51-102.

Based on the information available to us, we agree with the statements set out in the Notice as it relates to our firm. We advise that we have no basis to agree or disagree with the comments in the Notice relating to KPMG LLP.

Yours truly,

A handwritten signature in black ink that reads 'MNP LLP'.

MNP LLP

Chartered Professional Accountants