

**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@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 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