



**Cielo Announces New Securities for Debt Transactions,
Replacing Previously Announced Transactions**

CALGARY, Alberta, Canada (May 16, 2025) – Cielo Waste Solutions Corp. (TSXV:CMC; OTC PINK:CWSFF) (“**Cielo**” or the “**Company**”) announces the anticipated settlement of an aggregate \$1,797,195 (the “**Aggregate Debt Amount**”) through the issuance of securities of the Company, subject to the approval of the TSX Venture Exchange (the “**Exchange**”).

As announced on January 21, 2025, the Company had entered into agreements with certain arm’s length creditors (the “**Creditors**”) to complete shares for debt transactions (the “**Prior Proposed Transactions**”). The Prior Proposed Transactions did not close, as announced on April 30, 2025, however the Company is focused on completing securities for debt transactions with the Creditors with respect to their outstanding balances under revised and commercially reasonable terms.

The Company intends to issue 35,943,847 units (each, a “**Repayment Unit**”, collectively the “**Repayment Units**”) in aggregate to the Creditors at a price of \$0.05 per Unit, to settle \$1,671,656.67 of the Aggregate Debt Amount (the “**Units for Debt Transactions**”). Each Unit is comprised of one common share of the Company (each, a “**Common Share**”) and one whole Common Share purchase warrant (each, a “**Warrant**”) of the Company, each Warrant entitling the holder thereof to purchase one Common Share at a price of \$0.15 per Common Share for a period of two (2) years from the date of issuance.

In addition, Cielo intends to settle the balance (\$125,535.79) of the Aggregate Debt Amount with an Insider of the Company (as that term is defined in the policies of the Exchange) by the issuance of 2,510,715 Common Shares (the “**Repayment Shares**”, together with the Repayment Units, collectively the “**Repayment Securities**”) at a price of \$0.05 per Repayment Share (the “**Shares for Debt Transaction**”). No Warrants will be issued to the Insider.

The Shares for Debt Transaction with the Insider (the “**Insider Transaction**”) is considered to be a “related party transaction” under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transaction* (“**MI 61-101**”). The Company will rely upon the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in section 5.5 (a) and 5.7(1) (a), as the fair market value of the Insider Transaction does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.

The Units for Debt Transactions and the Shares for Debt Transaction are subject to the approval of the Exchange. Upon approval and issuance, the Repayment Securities will be subject to a hold period of 4 months.

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

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

ABOUT CIELO

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

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

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

Forward-looking statements are subject to both known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company, that may cause the actual results, level of activity, performance, or achievements of the Company to be materially different from those expressed or implied by such forward looking statements. Forward-looking statements and information are based on plans, expectations and estimates of management at the date the information is provided and are subject to certain factors and assumptions. Cielo is making forward-looking statements, including but not limited to with respect to: the terms of the Units for Debt Transactions and Shares for Debt Transaction, including but not limited to the number of Repayment Shares and Repayment Units to be issued, the price, the MI 61-101 exemptions to be relied upon, and the execution of agreements with the creditors.

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

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