



Cielo Provides Update on Settlement Agreement, Shareholder Meeting and Webinar, and Units for Debt Transactions

CALGARY, Alberta, Canada (June 23, 2025) – Cielo Waste Solutions Corp. (TSXV: CMC; OTC PINK: CWSFF) (“**Cielo**” or the “**Company**”) today provides an update on the Settlement Agreement, Securities for Debt Transactions, and Shareholder Meeting (each as defined below).

Settlement Agreement

Cielo had previously announced the execution of a settlement 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 “**Transactions**”) completed between Cielo and the applicable Settlement Parties, including Expander, pursuant to and in connection with an amended and restated asset purchase agreement dated November 8, 2023, as amended on September 16, 2024 (the “**APA**”). The unwinding was expected to take effect on June 13, 2025 (the “**Closing Date**”), subject to completion of certain closing conditions, including the payment of an aggregate amount of C\$748,208.79 (the “**Payment**”) to the applicable Settlement Parties, including Expander, in full and final satisfaction of all and any outstanding fees owing by the Company. Cielo was unable to make the Payment in accordance with the Settlement Agreement. Cielo has received a notice of breach of the Settlement Agreement from Expander as a result however Cielo continues to make efforts to make the Payment and is in discussions with Expander and the Settlement Parties with respect to the extension of the Closing Date on mutually agreeable terms.

Shareholder Meeting and Webinar

As previously disclosed, Cielo’s shareholder meeting (the “**Shareholder Meeting**”) will be held on Tuesday, June 24, 2025. As the Company has received no advance notice of any other nominations in accordance with Cielo’s Advance Notice Policy, only the incumbent directors of the Company, being Mr. Ryan Jackson, Ms. Sheila Leggett, Mr. Peter MacKay and Mr. Larry Schafran, will be considered, and are anticipated to be elected, at the Shareholder Meeting.

Details on the Shareholder Meeting are contained in a Notice of Meeting and Management Information Circular (the “**Meeting Materials**”) that was mailed to shareholders of Cielo as of the record date filed on SEDAR+, and are also available on the Company’s profile on www.sedarplus.ca.

The Shareholder Meeting will be held in person at 11am Mountain Time/1 pm Eastern Time. The formal portion of the Shareholder Meeting will be followed by a presentation and question answer period in person and by webcast (the “**Webinar**”). Shareholders who attend the Webinar will be able to hear the formal portion of the Shareholder Meeting but will not be able to vote at or otherwise participate. Once the formal portion of the Shareholder Meeting has concluded, those who attend the Webinar may view the presentation and participate in the question-and-answer period. Those who wish to attend the Webinar may register in advance of the Shareholder Meeting using the following link: [Cielo AGM Webinar](#)

Securities for Debt Transactions

In a news release issued on May 16, 2025 (the “**May 16 PR**”), Cielo announced the anticipated settlement of an aggregate \$1,797,195 (the “**Original Aggregate Debt Amount**”) through the issuance of securities of the Company (the “**Securities for Debt Transactions**”), subject to the approval of the TSX Venture Exchange (the “**Exchange**”). The Company would like to make a correction to the May 16 PR, which stated that the Company anticipated the issuance of 35,943,847 Repayment Units (as defined below), whereas the correct number of Repayment Units anticipated to be issued at the time of the May 16 PR was 33,433,120 Repayment Units.

The Company has also agreed to increase the Original Debt Amount to \$1,967,766 (the “**Aggregate Debt Amount**”). As a result of the increase, the Company intends to issue:

- 33,523,132 units of the Company (each, a “**Repayment Unit**”, collectively the “**Repayment Units**”) in aggregate to the Creditors at a price of \$0.05 per Unit, to settle \$1,676,167 of the Aggregate Debt Amount (the “**Units for Debt Transactions**”), the terms of which were described in the May 16 PR; and
- 5,832,180 common shares of the Company (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 Transactions**”) to two (2) Insiders of the Company (as that term is defined in the policies of the Exchange) to settle \$291,609 of the Aggregate Debt Amount owing to the Insiders. No warrants will be issued to the Insiders.

The Shares for Debt Transactions with the Insiders are considered to be “related party transactions” 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 Shares for Debt Transactions 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 Transactions 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.

ABOUT CIELO

Cielo Waste Solutions Corp. is a publicly traded company focused on transforming waste materials into high-value renewable fuels. Cielo seeks to address global waste challenges while contributing to the circular economy and reducing carbon emissions. Cielo is fueling renewable change with a mission to be a leader in the wood by-product-to-fuels industry by using environmentally friendly, economically sustainable and market-ready technologies. Cielo is committed to helping society ‘change the fuel, not the vehicle’, 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.”

For further information please contact:

Cielo Investor Relations

Ryan C. Jackson, CEO
Phone: (403) 348-2972
Email: investors@cielows.com

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

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

Forward-looking statements are subject to both known and unknown risks, uncertainties, and other factors, many of which are beyond the control of Cielo, that may cause the actual results, level of activity, performance, or achievements of the Company to be materially different from those expressed or implied by such forward looking statements. Forward-looking statements and information are based on plans, expectations and estimates of management at the

date the information is provided and are subject to certain factors and assumptions. The Company is making forward-looking statements, including but not limited to, with respect to: the Settlement Agreement, including any extension to the Closing Date and related terms; the Shareholder Meeting, including the date thereof, the re-election of incumbent directors, and the Webinar; and the Securities for Debt Transactions, including the amounts and other terms of the Units for Debt Transactions and Shares for Debt Transactions, including but not limited to the number of Repayment Shares and Repayment Units to be issued, the price, and the MI 61-101 exemptions to be relied upon.

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

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

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