



## Cielo Announces Execution and Closing of Amended Settlement Agreement

**CALGARY, Alberta, Canada (July 17, 2025)** – Cielo Waste Solutions Corp. (TSXV: CMC; OTC PINK: CWSFF) (“**Cielo**” or the “**Company**”) is pleased to announce that it has executed an amended and restated settlement agreement (the “**Amended Settlement Agreement**”) with Expander Energy Inc. (“**Expander**”) and certain directors, shareholders and related parties of Expander (collectively and together with Expander, the “**Settlement Parties**”), and closed the Unwinding (as defined below). The Amended Settlement Agreement replaces a settlement agreement that was executed among Cielo and the Settlement Parties on April 29, 2025, as previously announced, which was initially expected to close on June 13, 2025.

The Amended Settlement Agreement provides for the effective unwinding (the “**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 has closed with an effective date of July 16, 2025, subject to the approval of the TSX Venture Exchange (the “**Exchange**”) with respect to the Note (as defined below).

As part of the Amended Settlement Agreement:

- Approximately 40 million shares of Cielo (“**Common Shares**” and such shares, the “**Settlement Shares**”) have been surrendered by the Settlement Parties to the Company for cancellation. The Settlement Parties may, but will not be obligated to, surrender an additional approximately 20 million Settlement Shares on or before December 31, 2025 for cancellation.
- All agreements between Cielo and the applicable Settlement Parties, including Expander, including a license agreement (the “**License Agreement**”) dated November 9, 2023, between the Company and Expander and several service agreements (“**Service Agreements**”) between the Company and the applicable Settlement Parties, including Expander, have been terminated and the Company has relinquished its interest in those assets it had initially acquired under the APA.
- Cielo has issued a promissory note and general security agreement in favour of certain of the Settlement Parties, including Expander, in an aggregate amount of C\$748,208.79 (the “**Payment**”), in full and final satisfaction of all and any outstanding fees owing by the Company, the issuance and terms of which are subject to the approval of the Exchange.
- The Settlement Parties, including Expander, will continue to be bound by a customary 18-month standstill related to, among other things, soliciting proxies and voting of securities of Cielo.
- The applicable Settlement Parties, including Expander, have agreed to dismiss and/or discontinue all legal proceedings against Cielo.

The foregoing description of the Amended Settlement Agreement does not purport to be complete and is qualified in its entirety by reference to the Amended Settlement Agreement, a copy of which will be available under Cielo’s profile on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).

### 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.”

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

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

Forward-looking statements are subject to both known and unknown risks, uncertainties, and other factors, many of which are beyond the control of Cielo, that may cause the actual results, level of activity, performance, or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements. Forward-looking statements and information are based on plans, expectations and estimates of management at the date the information is provided and are subject to certain factors and assumptions. The Company is making forward-looking statements, including but not limited to, with respect to: the Amended Settlement Agreement and certain terms thereof, including but not limited to the Note, and the Company’s obligations thereunder.

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.***