



**NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR
DISSEMINATION IN THE UNITED STATES**

**EXPANDER CORRECTS MISLEADING DISCLOSURE
MADE BY OR ON BEHALF OF CIELO**

Calgary, Alberta, April 4, 2025 – Expander Energy Inc. (“**Expander**”), the largest shareholder of Cielo Waste Solutions Corp. (TSXV:CMC) (“**Cielo**”), wishes to correct misleading disclosure made by or on behalf of the Cielo board about Expander and its decision to requisition a shareholders’ meeting.

News Release of Cielo dated April 1, 2025

- **FICTION**: Cielo has notified Expander of its intention to initiate the dispute resolution procedures under the Technologies Licence Agreement dated November 9, 2023 (the “**Licence Agreement**”).
- **FACT**: On March 31, 2025, Cielo sent a notice to Expander purporting to initiate mediation under the Licence Agreement. However, the notice fails to comply with both the dispute resolution procedures set out in the Licence Agreement and the National Arbitration Rules of the ADR Institute of Canada, which govern those dispute resolution procedures.

Condensed Interim Consolidated Financial Statements of Cielo for the three and nine months ended January 31, 2025, and 2024 (the “Interim Financial Statements”), Amended Management’s Discussion and Analysis of Cielo for the three months ended January 31, 2025, and 2024 (the “Interim MD&A”), and Certifications of Interim Filings

- **FICTION**: Neither the Interim Financial Statements nor the Interim MD&A omit to state material facts required to be stated or that are necessary to make disclosure not misleading in light of the circumstances under which the disclosure was made.
- **FACT**:
 - The Interim Financial Statements do not contain disclosure concerning certain significant events (more particularly described below) that occurred after January 31, 2025. Although the condensed interim consolidated statements of financial position in the Interim Financial Statements refer to a Subsequent Event note, there is no Subsequent Events note to, or information about subsequent events contained in, the Interim Financial Statements.
 - In several cases, the Interim MD&A fails to identify, or distinguish between, significant events involving Expander that occurred on or before January 31, 2025, and significant events involving Expander that occurred after that date.

- FICTION: Cielo has initiated the dispute resolution process under the Amended and Restated Asset Purchase Agreement dated November 9, 2023 (the “**Asset Purchase Agreement**”).
- FACT: On March 31, 2025, Cielo sent a notice to Expander purporting to initiate mediation under the Licence Agreement, not the Asset Purchase Agreement. The Asset Purchase Agreement does not contain dispute resolution procedures, other than those contemplated in an indemnification clause.
- FICTION: Cielo initiated the dispute resolution process due to differences between Cielo and Expander in their strategic visions.
- FACT: In its notice dated March 31, 2025, Cielo failed to identify any matters in dispute. However, it would clearly be inappropriate of Cielo to use the dispute resolution procedures in the License Agreement to adjudicate differences in strategic vision.

News Release of Cielo dated April 2, 2025

- FICTION: Expander chose to requisition a shareholders’ meeting, rather than engage in constructive dialogue with Cielo.
- FACT: Expander or its legal counsel has written to Cielo or its counsel nine times since August 14, 2024, seeking a resolution of disputes between Expander and Cielo.
- FICTION: Expander chose to requisition a shareholders’ meeting, rather than engage in constructive dialogue with Cielo.
- FACT: Expander chose to requisition a shareholders’ meeting because the Cielo board has a recent track record of disenfranchising shareholders:
 - On August 23, 2024, the Cielo board scheduled a virtual-only shareholders’ meeting to be held on October 29, 2024 (the “**October Shareholders’ Meeting**”).
 - Between October 21, 2024, and October 29, 2024, Expander sought from Cielo assurances that the ability of shareholders to participate in the October Shareholders’ Meeting would be comparable to that which shareholders could reasonably expect if they were attending an in-person shareholders’ meeting. Cielo was unable to provide any such assurances.
 - On October 29, 2024, the Cielo board cancelled the October Meeting, approximately ten minutes after it was scheduled to begin, citing unspecified “technical difficulties”.
 - On November 1, 2024, the Cielo board called a shareholders’ meeting to be held on December 19, 2024 (the “**December Shareholders’ Meeting**”).
 - On November 22, 2024, the Cielo board cancelled the December Shareholders’ Meeting, citing the strike action against Canada Post and its inability to mail meeting materials to shareholders. Cielo has failed to reschedule the December Shareholders’ Meeting, despite the fact that Canadian Securities Administrators granted relief from the requirements to mail

meeting materials on November 28, 2024, and the strike action was suspended on December 17, 2024.

- FICTION: Expander attributed the decline in the market price of the Cielo shares solely to the Cielo board.
- FACT: Expander noted that the market price of the Cielo shares has declined approximately 88% during the past 18 months; it did not attribute the decline to any single person or group of persons or to any particular circumstance or event. However, the Cielo board is responsible for supervising the management of the business and affairs of Cielo and, therefore, bears at least partial responsibility for its abysmal operational and financial performance.

allAlberta Articles dated April 2, 2025, and April 3, 2025

- FICTION: The standoff between Expander and Cielo was ignited by the announcement that Cielo terminated its proposed acquisition of the Carseland Facility.
- FACT: The current standoff between Expander and Cielo was ignited by the following factors, among others:
 - The material misstatements made by Cielo in its Unaudited Condensed Consolidated Financial Statements for the three and six months ended October 31 2023, and 2022, and the year ended April 30, 2023;
 - The inability of Cielo to raise capital to finance the development of the projects contemplated by the Asset Purchase Agreement and the Licence Agreement;
 - The refusal of the Cielo board and senior management to constructively engage with Expander and other shareholders;
 - The decision by the Cielo board to call a virtual-only shareholders' meeting that failed to comply with the guidelines published by Canadian Securities Administrators;
 - The cancellation of the October Shareholders' Meeting;
 - The cancellation of the December Shareholders' Meeting;
 - The abysmal operational and financial performance of Cielo and the tendency of the Cielo board to blame that operational and financial performance solely on market conditions;
 - Material breaches by Cielo of the Asset Purchase Agreement, the Licence Agreement, and the Management Services Agreement dated November 9, 2024;
 - Spurious claims by Cielo, which were later retracted, that Cielo possesses ownership rights in Expander technologies that are unrelated to the Asset Purchase Agreement and the Licence Agreement; and

- Poor public disclosure, including a lack of publicly-disclosed information about the status of the proposed transaction between Cielo and Rocky Mountain Clean Fuels Inc.
- FICTION: James H. Ross is the Executive Chairman of Expander.
- FACT: James H. Ross is neither a director nor an officer of Expander.
- FICTION: John G. F. McLeod is the Chief Executive Officer of Blacksteel Energy Inc. and is a former director of Expander.
- FACT: James G. F. McLeod is the Chief Operating Officer of Blacksteel Energy Inc., which he joined in 2024 for the sole purpose of executing a corporate turnaround, and a current director of Expander.
- FICTION: The Asset Purchase Agreement entitled Expander to nominate Nick Lenstra, G. Steven Price, and James H. Ross to the Cielo board.
- FACT: The Asset Purchase Agreement entitles Expander to nominate John G. F. McLeod, G. Steven Price, and James H. Ross to the Cielo board.

Finally, if Ryan Jackson, the President and Chief Executive Officer of Cielo, wishes to make statements about Expander and its requisition, then Expander encourages him to do so in accordance with the disclosure standards established by Canadian Securities Administrators and the TSX Venture Exchange, rather than selectively making statements to “pay-to-play” or subscription-based news services, such as allAlberta.

About Expander

Expander Energy Inc. is a Calgary, Alberta-based energy technology company that has developed a patented suite of transportation fuel production technologies to convert biomass, captured carbon and low Carbon Intensity electricity into “fossil free” low life cycle carbon intensity synthetic diesel fuel (Bio-SynDiesel®) and synthetic kerosene jet fuel (Bio-SynJet®). Expander’s Bio-Energy Carbon Capture and Sequestration (BECCS) solution utilizes cellulosic biomass to produce next generation low CI synthetic fuels while efficiently capturing bio-carbon for geologic sequestration. Bio-SynDiesel®, Bio-SynJet®, BGTL™, ECTL™, BETL™, and CETL™ are trademarks of Expander Energy Inc.

Additional Information

The information contained in this news release does not and is not meant to constitute the solicitation of proxies within the meaning of corporate law or securities legislation. Although Expander has requisitioned a shareholders’ meeting, there is currently no record or meeting date set for the shareholders’ meeting and shareholders are not being asked at this time to execute a proxy in favour of any resolution set out in the requisition. For additional information, see the news release of Expander dated April 1, 2025.

A copy of this news release is available on the SEDAR+ profile of Cielo at www.sedarplus.ca.

Contact Information

Gord N. Crawford, P.Eng.
President and CEO
Expander Energy Inc.
(780) 966-4673
g.crawford@expanderenergy.com
www.expanderenergy.com