

## FORM 10

### **NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)<sup>1</sup>**

Name of Listed Issuer: **PUDO INC.** (the "Issuer").

Trading Symbol: **PDO**

Issued and Outstanding Securities of the Issuer Prior to Transaction: **18,925,633**

Date of News Release Fully Disclosing the Transaction: **November 23, 2017**

#### **1. Transaction**

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

**The Issuer intends to enter into an Investor Relations Agreement with Adtron Inc. (Stockpalooza.com) (collectively, the "Parties") dated November 23, 2017, whereby Adtron Inc. will provide investor relations services to the Issuer for an initial term of three months. The Parties may extend the agreement by mutual agreement and shall automatically renew every 3 months ("Consulting Period") until November 23, 2018, unless expressly terminated by either party. Compensation for the investor relations services will be a onetime non-refundable payment of \$15,000 US Dollars at the beginning of each 3-month consulting period. If the agreement is terminated early, fees already paid to Adtron Inc. are non-refundable.**

**Per terms of the agreement, during the Consulting Period, Adtron Inc. may use its reasonable and best efforts to perform those investor relations actions and responsibilities necessary to assist the Issuer with achieving the Issuer's objectives, as instructed by the Insurer in writing from time to time, including (i) assisting the Issuer in developing its**

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<sup>1</sup> If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

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corporate strategies and communications plans,(ii) facilitate introductions to potential investors and others interested in the Issuer's business (iii) connect the Issuer with opportunities to speak at events and conferences to potential investors or customers (iv) assist the Issuer in the implementation of its communications and marketing plan, in each case as requested by the Issuer (the "Services").

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars: **CAD\$19,167.00 (USD\$15,000) based on the Bank of Canada's exchange rate of 1.2778 on November 21, 2017.**

(b) Cash: **\$15,000 USD.**

(c) Other: **Not applicable.**

(d) Work commitments: **As necessary.**

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

**Arm's length negotiation.**

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer:

**Not applicable.**

5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

**Not applicable.**

6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):

**Not applicable.**

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If

a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): \_\_\_\_

(b) Cash \_\_\_\_\_ .

(c) Other \_\_\_\_\_ .

State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. .

**Not applicable.**

7. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months.

**Not applicable.**

## 2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

**Not applicable.**

## 3. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated **November 22, 2017**.

**Kurtis Arnold**

Name of Director or Senior  
Officer

**/s/ Kurtis Arnold**

Signature

**Director & CEO**

Official Capacity