

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: PUDO Inc. (the "Issuer").

Trading Symbol: PDO

Date: July 17, 2020

1. New Options Granted: 685,000

Date of Grant: July 17, 2020

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Tomas F. Bijou	Director	Yes	45,000	\$1.14	Jul 17, 2025	Nil
Murray Cooke	Director	Yes	45,000	\$1.14	Jul 17, 2025	Nil
Ian McDougall	Director	Yes	45,000	\$1.14	Jul 17, 2025	Nil
Howard Westerman	Director	Yes	45,000	\$1.14	Jul 17, 2025	Nil
Richard Cooper	Director	Yes	45,000	\$1.14	Jul 17, 2025	Nil
Gordon Cooper	Consultant	Yes	325,000	\$1.20	Jul 17, 2025	Nil
Kevin Dolan	Consultant	Yes	50,000	\$1.75	Jul 17, 2025	Nil
Laura Neubert	Consultant	No	25,000	\$1.75	Jul 17, 2025	Nil
Robert Coccia	Employee	No	30,000	\$1.75	Jul 17, 2025	Nil
Karen Speight	Employee	Yes	30,000	\$1.75	Jul 17, 2025	Nil

Total Number of optioned shares proposed for acceptance: **685,000.**

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Doug Baker	20,000	\$1.20	Jul 12, 2017	Aug 31, 2020

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Name of Optionee	No. of Optioned Shares⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Chris McMullen	55,000	\$1.20	Jul 12, 2017	Aug 31, 2020
Kurtis Arnold	60,000	\$1.20	Jul 12, 2017	Aug 31, 2020
Jess Turner	30,000	\$1.20	Jul 12, 2017	Aug 31, 2020
Karen Speight	5,000	\$1.20	Jul 12, 2017	Aug 31, 2020
Robert Coccia	5,000	\$1.20	Jul 12, 2017	Aug 31, 2020
Tomas F. Bijou	45,000	\$1.30	Oct 27, 2017	Oct 26, 2022
Murray Cooke	45,000	\$1.30	Oct 27, 2017	Oct 26, 2022
Ian McDougall	45,000	\$1.30	Oct 27, 2017	Oct 26, 2022
Howard Westerman	45,000	\$1.30	Oct 27, 2017	Oct 26, 2022
Richard Cooper	45,000	\$1.30	Oct 27, 2017	Oct 26, 2022
Kurtis Arnold	337,500	\$1.30	Oct 27, 2017	Oct 26, 2022
Frank Coccia	525,000	\$1.30	Oct 27, 2017	Oct 26, 2022
John Clarke	200,000	\$1.30	Oct 27, 2017	Oct 26, 2022
Chris McMullen	370,000	\$1.30	Oct 27, 2017	Oct 26, 2022
Douglas Baker	170,000	\$1.30	Oct 27, 2017	Oct 26, 2022
Stephen Tellavi	36,000	\$2.47	Jan 18, 2018	Jan 8, 2021
Gus Kokonas	36,000	\$2.47	Jan 18, 2018	Jan 8, 2021
My NonToxic Life Inc (Simon Rodrigue)	36,000	\$2.47	Jan 18, 2018	Jan 8, 2021

(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held. **August 22, 2018**
- (b) State the date of the news release announcing the grant of options.
July 20, 2020
- (c) State the total issued and outstanding share capital at the date of grant or amendment. **26,511,848**
- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to

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incentive stock options, including new options, amended options and other presently outstanding options. **10.5%**

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan. **1,069,250**
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

4. 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. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
- 3. 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).
- 4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated **July 17, 2020**.

Frank Coccia

Name of Director or Senior Officer

/s/ Frank Coccia

Signature

Founder-CEO

Official Capacity