

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities¹)

Please complete the following:

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

Trading Symbol: PDO.

Date: August 18, 2015.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Issuance: 14,494,802.

Date of News Release Announcing Private Placement: August 10, 2015.

Closing Market Price on Day Preceding the Issuance of the News Release: 0.375.

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased (Common Shares)	Purchase price per Security	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Don Buckroyd Dallas, Texas	50,000	CDN\$ 0.63	N/A	N/A	50,000 Common Shares	August 19, 2015	Arm's Length
John T. Anton Paradise Valley	50,000	CDN\$ 0.63	N/A	N/A	None	August 19, 2015	Arm's Length
Stark 2010 Family Trust Dallas, Texas	30,000	CDN\$ 0.63	N/A	N/A	198,815 Common Shares	August 19, 2015	Arm's Length

Joseph K. and Sharon E. Shobe Flint, Texas	20,000	CDN\$ 0.63	N/A	N/A	None	August 19, 2015	Arm's Length
J. Kevin Dolan Sarasota, Florida	100,000	CDN\$ 0.63	N/A	N/A	None	August 19, 2015	Arm's Length
Kenneth W. Biermacher Dallas, Texas	100,000	CDN\$ 0.63	N/A	N/A	198,815 Common Shares	August 19, 2015	Arm's Length
Jay Gillette Dallas, Texas	50,000	CDN\$ 0.63	N/A	N/A	None	August 19, 2015	Arm's Length
Tracy Bramlett Dallas, Texas	80,000	CDN\$ 0.63	N/A	N/A	None	August 19, 2015	Arm's Length
Howard Westerman Richardson, Texas	70,000	CDN\$ 0.63	N/A	N/A	796,849 Common Shares	August 19, 2015	Director
Goldrust LP, a Texas Limited Partnership Houston, Texas	250,000	CDN\$ 0.63	N/A	N/A	None	August 19, 2015	Arm's Length
Jess R. Turner Dallas, Texas	100,000	CDN\$ 0.63	N/A	N/A	531,123 Common Shares	August 19, 2015	Arm's Length
William P. Gavin Memphis, Tennessee	70,000	CDN\$ 0.63	N/A	N/A	None	August 19, 2015	Arm's Length
Thomas F. Bijou Sarasota, Florida	30,000	CDN\$ 0.63	N/A	N/A	250,000 Common Shares and 200,000 options	August 19, 2015	Director

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: First tranche of \$630,000 of an aggregate offering of up to \$693,000 .
2. Provide full details of the use of the proceeds. 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 will use the

net proceeds from the private placement to fund working capital. .

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: Not applicable .
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. Not applicable .
5. Description of securities to be issued:
 - (a) Class Common Shares in the capital of the Issuer (a "Common share") .
 - (b) Number 1,000,000 Common Shares in the first tranche of an offering for up to 1,100,000 Common Shares .
 - (c) Price per security \$0.63 .
 - (d) Voting rights: Yes, each Common Share is entitled to one vote at meetings of shareholders. .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number N/A .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____ .
 - (c) Exercise price _____ .
 - (d) Expiry date _____ .
7. Provide the following information if debt securities are to be issued: N/A .
 - (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .
 - (e) Default provisions _____ .
8. 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 placement (including warrants, options, etc.): _____ .

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (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): Jess R. Turner (Dallas, Texas) will receive 40,000 finder warrants and Lisa Gremillion (Houston Texas) will receive 50,000 finder warrants.
- (b) Cash None.
- (c) Securities 90,000 finders' warrants to acquire 90,000 Common Shares.
- (d) Other N/A.
- (e) Expiry date of any options, warrants etc. 40,000 finders' warrants expire 2 years from the date of issue and 50,000 expire 6 months from the date of issue.
- (f) Exercise price of any options, warrants etc. \$0.63.
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship Not Related Persons.
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
N/A.
11. State whether the private placement will result in a change of control.
No.
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A.
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102.

2. Acquisition

N/A.

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 on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated August 18, 2015.

Frank Coccia
Name of Director or Senior
Officer

"Frank Coccia"
Signature

Chief Executive Officer
Official Capacity