

PUDO INC.

400 Brunel Road, Mississauga, Ontario L4Z 2C2

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

to be held on July 7, 2016

TO THE SHAREHOLDERS OF PUDO INC.

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of shareholders ("**Shareholders**") of common shares ("**Common Shares**") of PUDO Inc. ("**PUDO**", or the "**Corporation**") will be held at the offices of Weirfoulds LLP, counsel to the Corporation, at 4100-66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, M5K 1B7 at 10:30 a.m. (Toronto time) on July 7, 2016 for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial years ended May 31, 2015 and February 29, 2016, together with the auditor's reports thereon;
2. to appoint McGovern, Hurley, Cunningham, LLP as auditor of the Corporation for the ensuing year and authorize the directors to fix their remuneration;
3. to fix the number of directors of the Corporation for the ensuing year at six (6);
4. to elect the directors for the ensuing year;
5. to consider and, if thought advisable, pass a special resolution, empowering the directors of the Corporation to determine from time to time the number of directors of the Corporation and the number of directors of the Corporation to be elected at an annual meeting, the full text of which is set for in the accompanying management information circular of the Corporation (the "**Information Circular**");
6. to consider and, if thought advisable, to approve a special resolution, the full text of which is set for in the accompanying Information Circular, authorizing an amendment to the articles of the Corporation to authorize the board of directors of the Corporation to (i) amend the terms of the existing preference shares to permit the issuance at any time and from time to time of one or more series of preference shares, (ii) update the provisions attaching to the Common Shares to be consistent with current practice, and (iii) delete the existing objects of the Corporation and certain other items in article 10 of the Corporation's articles of amalgamation, as more fully set out in the Information Circular;
7. to consider and, if thought advisable, to pass an ordinary resolution ratifying By-Law No. 1-A of the Corporation which would require that certain corporate disputes be litigated in the Province of Ontario, Canada, and that Shareholders provide certain notice to the Corporation in connection with nominating directors for election, as more fully described in the Information Circular; and
8. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

The specific details of the matters to be put before the Meeting as identified above are set forth in the Information Circular of the Corporation accompanying and forming part of this notice. Shareholders should refer to the Information Circular for more detailed information with respect to the matters to be considered at the Meeting.

If you are a registered shareholder of the Corporation and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to TMX Equity Transfer Services, the registrar and transfer agent of the Corporation, at 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 by no later than 10:30 a.m. (Toronto time) on July 5, 2016, or in the case of any adjournment of the Meeting, not less than 48 hours prior to the time of such meeting.

If you are not a registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.

The directors of the Corporation have fixed the close of business on June 6, 2016 as the record date for the determination of the shareholders of the Corporation entitled to receive notice of the Meeting.

By order of the Board of Directors

"Richard Cooper"

Richard Cooper
Director

June 7, 2016