



**PUDO INC.**

6600 Goreway Drive, Unit D, Mississauga, Ontario L4V 1S6

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

to be held on August 22, 2018

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of shareholders ("**Shareholders**") of common shares ("**Common Shares**") of PUDO Inc. (the "**Corporation**") will be held at PUDO's head office, located at 6600 Goreway Drive, Unit D, Mississauga, Ontario L4V 1S6 at 1:00 p.m. (Toronto time) on August 22, 2018 for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended February 28, 2018 together with the auditor's report thereon;
2. to re-appoint Grant Thornton, LLP as auditor of the Corporation for the ensuing year and authorize the directors to fix their remuneration;
3. to elect the directors for the ensuing year;
4. to approve an amendment to the 2017 stock option plan of the Corporation to increase the number of Common Shares authorized and available for issuance thereunder to 3,864,750 Common Shares; and
5. 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 management 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 TSX Trust Company, the registrar and transfer agent of the Corporation, at 301 – 100 Adelaide St W, Toronto, Ontario M5H 4H1 by no later than 1:00 p.m. (Toronto time) on August 20, 2018, 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 July 16, 2018, as the record date for the determination of the shareholders of the Corporation entitled to receive notice of the Meeting.

Dated this 13<sup>th</sup> day of July, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS**

*/s/ "Kurtis Arnold"*

Kurtis Arnold  
Chief Executive Officer

