FIRST FLOOR PLAN

project name

VINTAGE FOODS

350 NORTH CHERRY STREET EXTENSION, WALLINGFORD, CT

[redacted]

[redacted]

project name	drawings by	drawing title		drawing no.
VINTAGE FOODS 350 NORTH CHERRY STREET EXTENSION, WALLINGFORD, CT	TODD C. ORR DESIGN, LLC 3 GUARD HILL ROAD WESTPORT, CT	PLAN HIGHLIGHTS		A/4
		date 10-29-13	print size 11" x 17"	

NORTH CHERRY STREET EXTENSION

[redacted]

VINTAGE FOODS

350 NORTH CHERRY STREET EXTENSION, WALLINGFORD, CT

drawings by

TODD C. ORR DESIGN, LLC
3 GUARD HILL ROAD
WESTPORT, CT

drawing title

PROPOSED SITE IMPROVEMENTS

date	print size
10-30-13	11" x 17"

drawing no.

SP-1

SECOND FLOOR PLAN

project name	drawings by	drawing title		drawing no.
VINTAGE FOODS 350 NORTH CHERRY STREET EXTENSION, WALLINGFORD, CT	TODD C. ORR DESIGN, LLC 3 GUARD HILL ROAD WESTPORT, CT	PROPOSED RENOVATIONS		A-2
		date 10-21-13	print size 11" x 17"	

PHASE 3: SECOND FLOOR - 11,730 S.F.

PHASE 4: LOADING DOCK - 3,600 S.F.

project name

VINTAGE FOODS

350 NORTH CHERRY STREET EXTENSION, WALLINGFORD, CT

drawings by

TODD C. ORR DESIGN, LLC
3 GUARD HILL ROAD
WESTPORT, CT

drawing title

EXPANSION PHASES

date	print size
10-29-13	11" x 17"

drawing no.

A/5

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:32 AM 03/15/2010
FILED 10:20 AM 03/15/2010
SRV 100278219 - 4799265 FILE

CERTIFICATE OF INCORPORATION

FIRST: The name of this corporation shall be:

VINTAGE FOODS LTD

SECOND: Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, Delaware, 19808. The name of its registered agent at such address is Corporate Agents, Inc..

THIRD: The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock, which this corporation is authorized to issue, is One Thousand One Hundred (1,100) shares of common stock with no par value.

FIFTH: The name and address of the incorporator is as follows:

Corporate Agents, Inc.
2711 Centerville Road
Suite 400
Wilmington, Delaware 19808

SIXTH: The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

SEVENTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed signed and acknowledged this certificate of incorporation this 15th day of March, 2010.

Corporate Agents, Inc., Incorporator

By: /s/ Paul Pine
Name: Paul Pine
Assistant Secretary

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of
VINTAGE FOODS, LIMITED
resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Four (4)" so that, as amended, said Article shall be and read as follows:

The Corporation will increase the authorized shares to Two hundred million (200,000,000) Common Stock, par value $.0001 per share and to designate Two (2) Super A Preferred shares, par value $0.01, per share.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 1ST day of JUNE, 2011.

By: _____
Authorized Officer

Title: President

Name: David Kimmel
Print or Type

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of
Vintage Foods Ltd.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Four (4)" so that, as amended, said Article shall be and read as follows:

The corporation will decrease the Authorized Shares to Twenty Million (20,000,000) Common Stock, par value $0.0001 per share and to delete the Two (2) Super A Preferred shares, par value $0.01 per share leaving a total of 20,000,000 Authorized Common Stock shares.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 2nd day of January, 2013.

By: DK
Authorized Officer

Title: President

Name: David Kimmel
Print or Type

COPY

CERTIFICATE

INCORPORATED UNDER THE LAWS OF
THE STATE OF DELAWARE

SHARES

VINTAGE FOODS LTD

20,000,000 SHARES COMMON STOCK $0.0001 PAR VALUE

This Certifies that _____

is hereby issued _____

fully paid and non-assessable Shares of the Capital Stock of the above named Corporation transferable only on the books of the Corporation by the holder, hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, *the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this* _____ *day of* _____ *A.D. 20* _____

PRESIDENT

SECRETARY

ATLANTIC STAMP & KIT (800) 785-4278

SECTION E. FINANCIAL STATEMENTS AND ORGANIZATIONAL STRUCTURE

Sub-Section E.1. Private Offering Memorandum

This document is the instrument used for Vintage Foods Ltd. fundraising and sets out the terms for investment, corporate structure, dividend policy, corporate compensation and other investor specific issues.

Vintage Foods Ltd. Private Placement Disclaimer

The information contained in this Vintage Foods, Ltd. (the "Company") Private Placement Memorandum ("Memorandum") dated August 20, 2013 is confidential and is intended only for the persons to whom it is transmitted by the Company. Any reproduction of this Memorandum in whole or in part, or the divulgence of any of its contents, without the prior written consent of the Company, is prohibited.

The offering of the securities discussed in this Memorandum has not been registered with the Securities and Exchange Commission in reliance upon an exemption from registration under the Securities Act of 1933, as amended, pursuant to Section 3(b) and/or Section 4(2) thereof, and Regulation D adopted by the Securities and Exchange Commission.

No person has been authorized to give any information or to make representations other than those contained in this Memorandum in connection with the offering hereby, and, if given or made, such other information or representations must not be relied upon as having been authorized by the Company.

This Memorandum does not constitute an offer to sell or solicitation of an offer to buy any securities other than the securities offered hereby, nor does it constitute an offer to sell or solicitation of an offer to buy from any person in any state or other jurisdiction in which such an offer would be unlawful

Resale of the securities discussed in this Memorandum may not be made unless the securities are registered under the Securities Act of 1933, as amended, or unless the resale is exempt from the registration requirements of the Securities Act of 1933, as amended.

Neither the delivery of this Memorandum at any time, nor any sales hereunder, shall under any circumstances create an implication that the information contained herein is correct as of any time subsequent to its date.

Offers and sales will only be made to persons who have the knowledge and experience to evaluate the merits and risks of the investment and who have the economic means to afford the illiquidity of the securities offered hereby.

The information set forth herein is believed by the Company to be reliable. It must be recognized, however, that predictions and projections as to the company's future performance are necessarily subject to a high degree of uncertainty and no warranty of such projections is expressed or implied hereby.

All corporate documents relating to this investment will be made available to an Offeree and/or his or her Offeree representative upon written request to the Company.

The Company shall be under no obligation whatsoever to sell or issue any securities referred to in this Memorandum except pursuant to a duly executed purchase agreement between the Company and the purchaser thereof.

CONFIDENTIAL PRIVATE OFFERING MEMORANDUM

Confidential Number: _____

Vintage Foods Ltd.

$3,000,000

Six Million (6,000,000) shares of Common Stock ("Shares")
At Fifty ($0.50) cents per share no guarantees
Or
Four Million (4,000,000) shares of Common Stock (Shares)
At Seventy Five ($0.75) cents per share with a full refund guarantee –see REFUND
Or
Some combination of each totaling $3,000,000
See- OFFERING

Minimum Subscription: 10,000 shares

Maximum Offering Amount: 6,000,000 Shares

Vintage Foods Ltd. (the "Company"), a Delaware corporation is offering: Shares in the company for the express purpose of funding its proposed Cannabis grow facility in Connecticut when and if it is authorized to do so by the State.

The offering price per share has been arbitrarily determined by the Company - See Risk Factors: Offering Price.

THESE ARE SPECULATIVE SECURITIES AND INVOLVE A HIGH DEGREE OF RISK. ONLY THOSE INVESTORS WHO CAN BEAR THE LOSS OF THEIR ENTIRE INVESTMENT SHOULD INVEST IN THESE SHARES.

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), THE SECURITIES LAWS OF THE STATE OF NEW YORK OR UNDER THE SECURITIES LAWS OF ANY OTHER STATE OR JURISDICTION IN RELIANCE UPON THE EXEMPTIONS FROM REGISTRATION PROVIDED BY THE ACT AND REGULATION D RULE 506 PROMULGATED THEREUNDER, AND THE COMPARABLE EXEMPTIONS FROM REGISTRATION PROVIDED BY OTHER APPLICABLE SECURITIES LAWS.

Vintage Foods Ltd.
20 Mayer Drive, Montebello, NY 10901

The Date of this Memorandum is August 20th, 2013

The Company reserves the right to waive the 10,000 Share minimum subscription for any investor. The Shares are offered on a "best efforts" basis by the Company through its officers and directors. The Company has set a minimum offering amount of 10,000 Shares with minimum gross proceeds of $5,000 for this Offering. An investor may subscribe to either or both; the guaranteed ($0.75) seventy five cent common stock or the ($0.50) fifty cent common stock. Shares may also be sold by NASD members, brokers or dealers who enter into a Participating Dealer Agreement with the Company, who will receive commissions of up to ten (10%) percent of the price of the Shares sold. The Company reserves the right to pay expenses related to this Offering from three (3%) percent of the proceeds of the Offering. See "Plan of Placement".

The Offering will terminate on the earliest of: (a) the date the Company, in its discretion, elects to terminate, or (b) the date upon which all Shares have been sold, or (c) January 1st, 2014 or such date as may be extended from time to time by the Company, but not later than 180 days thereafter (the "Offering Period").

THE OFFERING PRICE HAS BEEN ARBITRARILY SET BY THE MANAGEMENT OF THE COMPANY. THERE CAN BE NO ASSURANCE THAT ANY OF THE SECURITIES WILL BE SOLD.

THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES AGENCY, NOR HAS ANY SUCH REGULATORY BODY REVIEWED THIS OFFERING MEMORANDUM FOR ACCURACY OR COMPLETENESS. BECAUSE THESE SECURITIES HAVE NOT BEEN SO REGISTERED, THERE MAY BE RESTRICTIONS ON THEIR TRANSFERABILITY OR RESALE BY AN INVESTOR. EACH PROSPECTIVE INVESTOR SHOULD PROCEED ON THE ASSUMPTION THAT HE MUST BEAR THE ECONOMIC RISKS OF THE INVESTMENT FOR AN INDEFINITE PERIOD, SINCE THE SECURITIES MAY NOT BE SOLD UNLESS, AMONG OTHER THINGS, THEY ARE SUBSEQUENTLY REGISTERED UNDER THE APPLICABLE SECURITIES ACTS OR AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE. THERE IS NO TRADING MARKET FOR THE COMPANY'S SHARES OF COMMON STOCK AND THERE CAN BE NO ASSURANCE THAT ANY MARKET WILL DEVELOP IN THE FUTURE OR THAT THE SHARES WILL BE ACCEPTED FOR INCLUSION ON NASDAQ OR ANY OTHER TRADING EXCHANGE AT ANY TIME IN THE FUTURE. THE COMPANY IS NOT OBLIGATED TO REGISTER FOR SALE UNDER EITHER FEDERAL OR STATE SECURITIES LAWS THE SHARES PURCHASED PURSUANT HERETO, AND THE ISSUANCE OF THE SHARES IS BEING UNDERTAKEN PURSUANT TO RULE 506 OF REGULATION D UNDER THE SECURITIES ACT. ACCORDINGLY, THE SALE, TRANSFER, OR OTHER DISPOSITION OF ANY OF THE SHARES WHICH ARE PURCHASED PURSUANT HERETO MAY BE RESTRICTED BY APPLICABLE FEDERAL OR STATE SECURITIES LAWS (DEPENDING ON THE RESIDENCY OF THE INVESTOR) AND BY THE PROVISIONS OF THE SUBSCRIPTION AGREEMENT REFERRED TO HEREIN. THE OFFERING PRICE OF THE SECURITIES TO WHICH THE CONFIDENTIAL TERM SHEET RELATES HAS BEEN ARBITRARILY ESTABLISHED

BY THE COMPANY AND DOES NOT NECESSARILY BEAR ANY SPECIFIC RELATION TO THE ASSETS, BOOK VALUE OR POTENTIAL EARNINGS OF THE COMPANY OR ANY OTHER RECOGNIZED CRITERIA OF VALUE.

No person is authorized to give any information or make any representation not contained in the Memorandum and any information or representation not contained herein must not be relied upon. Nothing in this Memorandum should be construed as legal or tax advice.

All of the information provided herein has been provided by the Management of the Company. The Company makes no express or implied representation or warranty as to the completeness of this information or, in the case of projections, estimates, future plans, or forward looking assumptions or statements, as to their attainability or the accuracy and completeness of the assumptions from which they are derived, and it is expected that each prospective investor will pursue his, her, or its own independent investigation. It must be recognized that estimates of the Company's performance are necessarily subject to a high degree of uncertainty and may vary materially from actual results.

No general solicitation or advertising in whatever form will or may be employed in the offering of the securities, except for this Memorandum (including any amendments and supplements hereto), the exhibits hereto and documents summarized herein, or as provided for under Regulation D, Rule 506 of the Securities Act of 1933. Other than the Company's management, no one has been authorized to give any information or to make any representation with respect to the Company or the Shares that is not contained in this Memorandum. Prospective investors should not rely on any information not contained in this Memorandum.

This Memorandum does not constitute an offer to sell or a solicitation of an offer to buy to anyone in any jurisdiction in which such offer or solicitation would be unlawful or is not authorized or in which the person making such offer or solicitation is not qualified to do so.

This Memorandum does not constitute an offer if the prospective investor is not qualified under applicable securities laws.

This offering is made subject to withdrawal, cancellation, or modification by the Company without notice and solely at the Company's discretion. The Company reserves the right to reject any subscription or to allot to any prospective investor less than the number of shares subscribed for by such prospective investor.

This Memorandum has been prepared solely for the information of the person to whom it has been delivered by or on behalf of the Company. Distribution of this Memorandum to any person other than the prospective investor to whom this Memorandum is delivered by the Company and those persons retained to advise them with respect thereto is unauthorized. Any reproduction of this Memorandum, in whole or in part, or the divulgence of any of the contents without the prior written consent of the Company is strictly prohibited. Each prospective investor, by accepting delivery of this Memorandum, agrees to return it and all other documents received by them to the Company if the prospective investor's subscription is not accepted or if the Offering is terminated.

By acceptance of this Memorandum, prospective investors recognize and accept the need to conduct their own thorough investigation and due diligence before considering a purchase of the Shares. The contents of this Memorandum should not be considered to be investment, tax, or legal advice and each prospective investor should consult with their own counsel and advisors as to all matters concerning an investment in this Offering.

NASAA LEGEND

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES MAY BE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER FEDERAL AND STATE SECURITIES LAWS. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

FOR FLORIDA RESIDENTS ONLY:

EACH FLORIDA RESIDENT WHO SUBSCRIBES FOR THE PURCHASE OF SECURITIES HEREIN HAS THE RIGHT, PURSUANT TO SECTION 517.061(11)(A)(5) OF THE FLORIDA SECURITIES ACT, TO WITHDRAW HIS SUBSCRIPTION FOR THE PURCHASE AND RECEIVE A FULL REFUND ON ALL MONIES PAID WITHIN THREE BUSINESS DAYS AFTER THE EXECUTION OF THE SUBSCRIPTION AGREEMENT OR PAYMENT FOR THE PURCHASE HAS BEEN MADE, WHICHEVER IS LATER. WITHDRAWAL WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH THIS WITHDRAWAL, A SUBSCRIBER NEED ONLY SEND A LETTER OR TELEGRAM TO THE COMPANY AT THE ADDRESS SET FORTH IN THIS CONFIDENTIAL TERM SHEET INDICATING HIS, HER, OR ITS INTENTION TO WITHDRAW.

SUCH LETTER OR TELEGRAM SHOULD BE SENT AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED THIRD BUSINESS DAY. IT IS ADVISABLE TO SEND SUCH LETTER BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ENSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME IT WAS MAILED. IF THE REQUEST IS MADE ORALLY, IN PERSON OR BY TELEPHONE TO AN OFFICER OF THE COMPANY, A WRITTEN CONFIRMATION THAT THE REQUEST HAS BEEN RECEIVED SHOULD BE REQUESTED.

FOR NEW JERSEY RESIDENTS ONLY:

THIS OFFERING IS MADE IN RELIANCE UPON NEW JERSEY STATE SECURITIES STATUTES. THE NAMES, ADDRESSES, AND NUMBER OF SHARES AND

AMOUNT PAID WILL BE FILED WITH THE STATE OF NEW JERSEY WITHIN 30 DAYS OF THE CLOSE OF THIS OFFERING. THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY FILING OF THIS OFFERING DOCUMENT WITH THE BUREAU OF SECURITIES DOES NOT CONSTITUTE APPROVAL OF THE ISSUE OR THE SALE THEREOF BY THE BUREAU OF SECURITIES OR THE DEPARTMENT OF LAW AND PUBLIC SAFETY OF THE STATE OF NEW JERSEY. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

FOR PENNSYLVANIA RESIDENTS ONLY:

PURSUANT TO SECTION 207(M) OF THE PENNSYLVANIA SECURITIES ACT OF 1972, "EACH PERSON WHO ACCEPTS AN OFFER TO PURCHASE SECURITIES EXEMPTED FROM REGISTRATION BY SECTION 209(D), DIRECTLY FROM THE ISSUER OR AFFILIATE OF THE ISSUER, SHALL HAVE THE RIGHT TO WITHDRAW HIS ACCEPTANCE WITHOUT INCURRING ANY LIABILITY TO THE SELLER, UNDERWRITER (IF ANY), OR ANY OTHER PERSON WITHIN TWO (2) BUSINESS DAYS AFTER THE ISSUER RECEIVES A SIGNED SUBSCRIPTION AGREEMENT." TO ACCOMPLISH THIS WITHDRAWAL, THE COMPANY RECOMMENDS THAT A SUBSCRIBER SEND A LETTER OR TELEGRAM INDICATING HIS OR HER INTENTION TO WITHDRAW TO THE COMPANY AT THE ADDRESS OF THE COMPANY SET FORTH IN THIS MEMORANDUM. SUCH A LETTER OR TELEGRAM SHOULD BE SENT AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED SECOND BUSINESS DAY. IF A SUBSCRIBER ELECTS TO SEND SUCH A LETTER, IT IS PRUDENT TO SEND IT BY CERTIFIED OR REGISTERED MAIL AND RETURN RECEIPT REQUESTED, TO INSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME WHEN IT WAS MAILED.

SHOULD A SUBSCRIBER MAKE THIS REQUEST ORALLY, THE COMPANY RECOMMENDS THAT HE/SHE REQUEST A WRITTEN CONFIRMATION FROM THE COMPANY THAT THE REQUEST HAS BEEN RECEIVED WITHIN THE PRESCRIBED TIME.

FOR CONNECTICUT RESIDENTS ONLY:

THE SECURITIES HAVE NOT BEEN REGISTERED UNDER SECTION 36-485 OF THE CONNECTICUT UNIFORM SECURITIES ACT AND THEREFORE CANNOT BE RESOLD UNLESS THEY ARE REGISTERED UNDER SUCH ACT OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE. THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE BANKING COMMISSIONER OF THE STATE OF CONNECTICUT NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

FOR NEW YORK RESIDENTS ONLY:

THIS OFFERING MEMORANDUM HAS NOT BEEN REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OF NEW YORK PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED ON OR ENDORSED THE MERITS OF THE OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

FOR COLORADO RESIDENTS ONLY:

THIS INFORMATION IS DISTRIBUTED PURSUANT TO AN EXEMPTION FOR SMALL OFFERINGS UNDER THE RULES OF THE COLORADO SECURITIES DIVISION.

THE SECURITIES DIVISION HAS NEITHER REVIEWED NOR APPROVED ITS FORM OR CONTENT. THE SECURITIES DESCRIBED MAY ONLY BE PURCHASED BY ACCREDITED INVESTORS IN THE STATE OF COLORADO AS DEFINED BY RULE 501 OF THE SECURITIES ACT.

FOR OKLAHOMA RESIDENTS ONLY:

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE OKLAHOMA SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE OKLAHOMA SECRETARY OF STATE OR WITH THE SECURITIES AND EXCHANGE COMMISSION. NEITHER THE SECRETARY OF STATE NOR THE SECURITIES AND EXCHANGE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, NOR HAS APPROVED OR DISAPPROVED OF THIS OFFERING. THE SECRETARY OF STATE DOES NOT RECOMMEND THE PURCHASE OF THESE OR ANY OTHER SECURITIES.

THERE IS NO ESTABLISHED MARKET FOR THESE SECURITIES AND THERE MAY NOT BE ANY MARKET FOR THESE SECURITIES IN THE FUTURE. THE SUBSCRIPTION PRICE OF THE SECURITIES HAS BEEN ARBITRARILY DETERMINED BY THE ISSUER AND MAY NOT BE AN ACCURATE INDICATION OF THE ACTUAL VALUE OF THE SECURITIES.

THE PURCHASER OF THESE SECURITIES MUST MEET CERTAIN SUITABILITY STANDARDS AND MUST BE ABLE TO BEAR AN ENTIRE LOSS OF HIS OR HER INVESTMENT. THESE SECURITIES MAY NOT BE TRANSFERRED FOR A PERIOD OF ONE YEAR EXCEPT IN A TRANSACTION THAT IS EXEMPT UNDER THE OKLAHOMA SECURITIES ACT OR IN A TRANSACTION THAT IS IN COMPLIANCE WITH THE OKLAHOMA SECURITIES ACT.

FOR CALIFORNIA RESIDENTS ONLY:

ANY OFFER OR SALE OF A SECURITY IN A TRANSACTION (OTHER THAN AN OFFER OR SALE TO A PENSION OR PROFIT SHARING TRUST OF THE ISSUER) WHICH MEETS EACH OF THE FOLLOWING CRITERIA: SALES ARE NOT MADE TO MORE THAN 35 PERSONS (EXCLUDING ANY OFFICER, DIRECTOR, OR AFFILIATE OF THE ISSUER AND ANY PURCHASER WHO THE COMMISSIONER DESIGNATES BY RULE); ALL PERSONS (NOT INCLUDING THOSE PURCHASERS DESCRIBED BELOW WHICH ARE EXCLUDED FROM THE COUNT OF 35) MUST EITHER HAVE A PRE-EXISTING RELATIONSHIP WITH THE OFFEROR OR ANY OF ITS PARTNERS, OFFICERS, DIRECTORS, OR CONTROLLING PERSONS, OR BY REASON OF THEIR BUSINESS OR FINANCIAL EXPERIENCE OR THE BUSINESS OR FINANCIAL EXPERIENCE OF THEIR PROFESSIONAL ADVISORS WHO ARE UNAFFILIATED WITH AND WHO ARE NOT COMPENSATED BY THE ISSUER OR

ANY AFFILIATE OR SELLING AGENT OF THE ISSUER, COULD BE REASONABLY ASSUMED TO HAVE THE CAPACITY TO PROTECT THEIR OWN INTERESTS IN CONNECTION WITH THE TRANSACTION. THE PURCHASER MUST REPRESENT THAT HE IS PURCHASING FOR HIS OWN ACCOUNT (OR A TRUST ACCOUNT IF HE IS A TRUSTEE) AND NOT WITH A VIEW TO OR FOR SALE IN CONNECTION WITH THE OFFER AND SALE OF THE SECURITY; AND NO ADVERTISING IS USED IN CONNECTION WITH THE OFFER AND SALE OF THE SECURITY. A NOTICE, CONSENT TO SERVICE OF PROCESS, AND A FILING FEE MUST BE FILED WITH THE COMMISSIONER NO LATER THAN 15 CALENDAR DAYS AFTER THE FIRST SALE OF A SECURITY IN THIS STATE. IF IN CONNECTION WITH THE TRANSACTION THE ISSUER IS FILING A NOTICE WITH THE SEC PURSUANT TO SECTION 4(6) OR REGULATION D, THE NOTICE TO CALIFORNIA MAY BE A COPY OF THE FORM FIRST FILED PURSUANT TO SECTION 4(6) OR REGULATION D. OTHERWISE, THE NOTICE SHALL BE IN THE FORM SPECIFIED IN RULE 260.102.14 OF THE CALIFORNIA CODE. NO NOTICE IS REQUIRED IF NONE OF THE SECURITIES ARE PURCHASED.

FOR NEVADA RESIDENTS ONLY:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE NEVADA UNIFORM SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LTD. AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

During the course of the Offering and prior to any sale, each potential investor of the Shares and his or her professional advisor(s), if any, are invited to ask questions concerning the terms and conditions of the Offering and to obtain any additional information necessary to verify the accuracy of the information set forth herein. Such information will be provided to the extent the Company possess such information or can acquire it without unreasonable effort or expense.

EACH PROSPECTIVE INVESTOR WILL BE GIVEN AN OPPORTUNITY TO ASK QUESTIONS OF, AND RECEIVE ANSWERS FROM, MANAGEMENT OF THE COMPANY CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING AND TO OBTAIN ANY ADDITIONAL INFORMATION, TO THE EXTENT THE COMPANY POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORTS OR EXPENSE, NECESSARY TO VERIFY THE ACCURACY OF THE INFORMATION CONTAINED IN THIS MEMORANDUM. IF YOU HAVE ANY QUESTIONS WHATSOEVER REGARDING THIS OFFERING, OR DESIRE ANY ADDITIONAL INFORMATION OR DOCUMENTS TO VERIFY OR SUPPLEMENT THE INFORMATION CONTAINED IN THIS MEMORANDUM, PLEASE WRITE OR CALL THE COMPANY AT THE ABOVE TELEPHONE NUMBER.

NOTICE

THIS DOCUMENT CONTAINS CONFIDENTIAL AND PROPRIETARY INFORMATION OF THE COMPANY. AS SUCH THIS DOCUMENT IS TO BE CONSTRUED AS A TRADE SECRET OF VINTAGE FOODS, LTD. (THE "COMPANY").

ANY DISSEMINATION, REPRODUCTION AND/OR SHARING OF THE INFORMATION CONTAINED HEREIN WITHOUT THE EXPRESS WRITTEN CONSENT OF THE DULY AUTHORIZED AND DESIGNATED OFFICER OF THE COMPANY TO GRANT SUCH EXPRESS CONSENT IS STRICTLY PROHIBITED.

THE COMPANY HAS GONE TO GREAT EXPENSE TO DEVELOP ITS TECHNOLOGY AND THIS OFFERING MEMORANDUM. THE DAMAGES IT WOULD SUSTAIN, SHOULD THIS CONFIDENTIALITY NOTICE BE VIOLATED, ARE INCALCULABLE AND WILL CAUSE IRREPARABLE HARM. THEREFORE, ANY VIOLATION THEREOF SHALL BE PROSECUTED BY THE COMPANY TO THE FULLEST EXTENT OF THE LAW, INCLUDING BUT NOT LIMITED TO A REQUEST FOR INJUNCTIVE RELIEF.

VINTAGE FOODS LTD. ("VFL" or the "COMPANY")

Table of Contents

Section		Page
Introduction		11
Section I	Executive Overview – The Company	15
Section II	Principals	20
	Board of Directors	21
	Advisors to Board of Directors	23
	Management Compensation	23
Section III	A Brief History of Medicinal Marijuana	24
Section IV	Product Development	26
	Medicinal Cannabis Technology	26
	Other Company Products	26
	Strategic Relationships	27
Section V	Risk Factors	27
Section VI	Dilution	36
Section VII	Financial Projections and Disclaimer	37
Section VIII	Assumptions	37
Section IX	Certain Transactions	43
Section X	Litigation	44
Section XI	Financing and Funding	44
	Use Of Proceeds	44
Section XII	Description of Shares	47
Section XIII	Plan of Offering	48
Section XIV	Additional Information	49
Subscription Documents		50
Purchaser Questionnaire		56

INTRODUCTION

SUMMARY OF THE OFFERING

The following material is intended to summarize information contained elsewhere in this Confidential Private Offering Memorandum (the "Memorandum"). This summary is qualified in its entirety by express reference to this Memorandum and the materials referred to and contained herein. Each prospective subscriber should carefully review the entire Memorandum and all materials referred to herein and conduct his or her own due diligence before subscribing for Shares.

THE COMPANY

Vintage Foods Ltd. (the "Company"), a Delaware corporation, was founded on March 15, 2010 for the purpose of exploiting the burgeoning trend in medicinal marijuana growing, processing, manufacturing and distribution.

THE OFFERING

The Company is offering up to six million (6,000,000) Shares of Common Stock at a price of fifty ($0.50) cents per Share, $0.0001 par value. These shares will have full voting rights but will not have a guaranteed return of capital if the state of Connecticut for any reason denies our application for a cannabis producer's permit. The entire investment will remain in the company for corporate use.

The company is also offering four million (4,000,000) shares of common stock at a price of seventy five ($0.75) cents per share $0.0001 par value. These shares will also have full voting rights when issued. These shares will not be issued until the state of Connecticut issues the company a cannabis producer's permit, and should the state deny the company a permit for any reason, the full investment will be returned to the investor. These funds will be held in trust at the law firm of Sanders/Ortoli/Vaughn-Flam/Rosenstadt LLP.

An investor may determine to subscribe to either or both of these shares at her/his own discretion and will fill out the appropriate subscription. Prior to this Offering, there are 5,375,277 Common Stock shares outstanding. Upon completion of the Offering, between 5 million and 11 million shares will be outstanding. The Company has an additional nine million shares of treasury Common Stock. Each purchaser must execute a Subscription Agreement making certain representations and warranties to the Company, including such purchaser's qualifications as an Accredited Investor as defined by the Securities and Exchange Commission in Rule 501(a) of Regulation D promulgated, or one of thirty five (35) Non-Accredited Investors that may be allowed to purchase Shares in this Offering. The shares of Common Stock comprise the only classes

of capital stock that the Company will have issued and outstanding upon close of the Offering. Shares of Common Stock are not redeemable and do not have conversion rights. The Shares currently outstanding are, and the Shares to be issued upon completion of this Offering will be, fully paid and non-assessable. In the event of the dissolution, liquidation or winding up of the Company, the assets then legally available for distribution to the holders of the Company's shares of stock will be distributed among such holders in proportion to their shareholdings. SEE "REQUIREMENTS FOR PURCHASERS" section.

USE OF PROCEEDS

Proceeds from the sale of Shares will be used to: Obtain medicinal permits to grow, process, manufacture and distribute medicinal marijuana products; retain local legal counsel; Identify grow and manufacturing location and rent building with expansion capabilities and option to buy; design and develop facility space plan with all blueprints and working drawings necessary for bid/price quoting; equip and furnish its office, computer equipment purchases, marketing, hiring employees, and for working capital and general corporate purposes. SEE "USE OF PROCEEDS" section.

OFFERING PROCEEDS - Escrow of Subscription Proceeds

The Company has established with the law firm of Sanders/Ortoli/Vaughn-Flam/Rosenstadt LLP an escrow account to hold the funds subscribed to by investors of the seventy five ($0.75) cent common stock. This account will be held in trust and no release to the company of these funds will be made until the company has received its cannabis grow permit from the state of Connecticut. Once such permit has been issued the law firm will break the escrow and purchase from the company for each subscriber his or hers, subscribed to common stock. In the event that no permit is issued to the company from the state of Connecticut the law firm will refund from this trust account all funds paid over to each subscriber. SEE "PLAN OF PLACEMENT - ESCROW ACCOUNT ARRANGEMENT."

PRINCIPAL STOCKHOLDER

Upon the sale of the maximum number of Shares from this Offering, the number of issued and outstanding shares of the Company's stock will be held as follows:

	Maximum
Present Shareholders	51.0%
New Shareholders	49.0%

SUBSCRIPTION PERIOD

The Offering will terminate on the earliest of: (a) the date the Company, in its discretion, elects to terminate, or (b) the date upon which all Shares have been sold, or (c) January 1st, 2014, or such date as may be extended from time to time by the Company, but not later than 180 days thereafter (the "Offering Period".)

REQUIREMENTS FOR PURCHASERS

Prospective purchasers of the Shares offered by this Memorandum should give careful consideration to certain risk factors described under the "RISK AND OTHER IMPORTANT FACTORS" section and especially to the speculative nature of this investment and the limitations described under that caption with respect to the lack of a readily available market for the Shares and the resulting long term nature of any investment in the Company. This Offering is available only to suitable "Accredited Investors", or thirty five (35) "Non-Accredited Investors" that may be allowed to purchase Shares, having adequate means to assume such risks and of otherwise providing for their current needs and contingencies should consider purchasing Shares.

GENERAL SUITABILITY STANDARDS

The Shares will not be sold to any person unless such prospective purchaser or his or her duly authorized representative shall have represented in writing to the Company in a Subscription Agreement that:

The prospective purchaser has adequate means of providing for his or her current needs and personal contingencies and has no need for liquidity in the investment of the Shares;

The prospective purchaser's overall commitment to investments which are not readily marketable is not disproportionate to his, her, or its net worth and the investment in the Shares will not cause such overall commitment to become excessive; and

The prospective purchaser is an "Accredited Investor" (as defined below) suitable for purchase in the Shares.

Each person acquiring Shares will be required to represent that he, she, or it is purchasing the Shares for his/her or its own account for investment purposes and not with a view to resale or distribution. See SUBSCRIPTION FOR SHARES.

ACCREDITED INVESTORS

The Company will conduct the Offering in such a manner that Shares may be sold only to "Accredited Investors" as that term is defined in Rule 501(a) of

Regulation D promulgated under the Securities Act of 1933 (the "Securities Act"), or to a maximum of thirty five (35) Non-Accredited Investors that may be allowed to purchase Shares in this offering. In summary, a prospective investor will qualify as an "Accredited Investor" if he, she or it meets any one of the following criteria:

(a) Any natural person whose individual net worth, or joint net worth with that persons' spouse, at the time of this purchase, exceeds $1,000,000;

(b) Any natural person who had an individual income in excess of $200,000 in each of the two most recent years or joint income with that person's spouse in excess of $300,000 in each of those years and who has a reasonable expectation of reaching the same income level in the current year;

(c) Any bank as defined in Section 3(a)(2) of the Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Securities and Exchange Act of 1934 (the "Exchange Act"); any insurance company as defined in Section 2(13) of the Exchange Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; any Small Business Investment Company (SBIC) licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of $5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment advisor, or if the employee benefit plan has total assets in excess of $5,000,000 or, if a self directed plan, with investment decisions made solely by persons who are Accredited Investors;

(d) Any private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940;

(e) Any organization described in Section 501(c)(3)(d) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of $5,000,000;

(f) Any director or executive officer, or general partner of the issuer of the securities being sold, or any director, executive officer, or general partner of a general partner of that issuer;

(g) Any trust, with total assets in excess of $5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Section 506(b)(2)(ii) of Regulation D adopted under the Act; and

(h) Any entity in which all the equity owners are Accredited Investors.

OTHER REQUIREMENTS

No subscription for the Shares will be accepted from any investor unless he is acquiring the Shares for his own account (or accounts as to which he has sole investment discretion), for investment and without any view to sale, distribution or disposition thereof. Each prospective purchaser of Shares may be required to furnish such information as the Company may require in order to determine whether any person or entity purchasing Shares is an Accredited Investor, or select Non-Accredited Investor who may purchase Shares.

FORWARD LOOKING INFORMATION

Some of the statements contained in this Memorandum, including information incorporated by reference, discuss future expectations, or state other forward-looking information. Those statements are subject to known and unknown risks, uncertainties and other factors, several of which are beyond the Company's control that could cause the actual results to differ materially from those contemplated by the statements. The forward-looking information is based on various factors and was derived using numerous assumptions. In light of the risks, assumptions, and uncertainties involved, there can be no assurance that the forward looking information contained in this Memorandum will in fact transpire or prove to be accurate.

Important factors that may cause the actual results to differ from those expressed within include, for example, the success or failure of the Company's efforts to successfully attract clients; the Company's ability to attract, build, and maintain a prospective base; the Company's ability to attract and retain quality employees and salespeople: the effect of changing economic conditions; and the ability of the Company to obtain adequate warehouse lines of credit financing if, only a fraction of this Offering is sold; and other risks which are described under "RISK FACTORS" and which may be described in future communications to shareholders. The Company makes no representation and undertakes no obligation to update the forward looking information to reflect actual results or changes in assumptions or other factors that could affect those statements.

I. EXECUTIVE OVERVIEW – THE COMPANY

A Delaware corporation established in 2010, Vintage Foods Ltd's mission is

to establish itself as a branded innovator and leader in the medicinal cannabis industry, initially commencing operations in Connecticut, followed by New York and ultimately with national and internationally distribution. The company specializes in the production of pharmaceutical grade cannabis material for oral, topical, trans-dermal, sublingual and vaporization delivery systems. In addition the company is focused on the research and development of non-psychotropic cannabis strains, cannabinoid and terpenoid isolation, metered unit dosing and standardization of whole plant material for state-specific disease treatments and safe, patient-friendly delivery systems. Vertically integrated is the company's hemp seed retail line for sales and distribution into the national health and wellness channels. This product line is targeted to include IP ingredient formulations, raising the bar on our wellness directed program.

The Company's Connecticut Program

Governor Malloy signed the state's medicinal cannabis legislation in June 2012 and the Department of Consumer Protection, charged with administering the program, is projecting to start of the licensing process by late summer/early fall 2013. Vintage Foods Ltd. will be applying for a production facility license under the operating name PharmaFarm.

PharmaFarm CT

- An indoor grow facility with a minimum of 25,000 square feet
- Propagation, grow, processing and unit dose medication manufacturing
- Oral, topical, transdermal, sublingual, vaporization/e-cig delivery systems
- Expansion capabilities to accommodate increased patient enrollment
- Strain development for disease-specific cannabis formulations
- Software management program for 24/7 plant management and care.
- Software based track, trace and accountability program.
- Solvent-free extraction research and development
- Cannabinoid and terpene isolation research and product development
- State disease-specific medication compounding
- Regulatory compliant interior and exterior security program
- Laboratory for in-house product analysis and development

New York

Vintage Foods Ltd. has been actively advocating in New York since 2010 and like Connecticut, the company has been constructing both a network of political and business relationships. On March 26, 2013 the Assembly and the Senate simultaneously introduced medicinal marijuana bills. The proposed legislation allows for more flexibility than Connecticut's program and specifically in the areas that have been detailed in Vintage Foods Ltd's research and development

focused mission statement. This includes a mandate for research and a broader spectrum of state specific disease treatments by legislation. While the legislation was approved by the Assembly however a vote was never brought to the Senate floor. Vintage Foods Ltd. is already pursuing an advocacy agenda for the 2014 legislative session.

- Meetings with Assemblyperson Richard Gottfried, Chair Assembly Health Committee, Sponsor of Bill A06357
- Meetings with Assemblyperson Ellen Jaffee, Co-Sponsor of Bill A06357
- Met with Assemblyperson Ken Zebrowski, Co-Sponsored Bill A06357
- Met with State Senator David Carlucci, Co-Sponsored Bill S04406 Meetings with MMJ Legislative Aids for Dean Skelos, Senate Majority Coalition Leader
- Meetings with MMJ Legislative Aids for Kemp Hannon, Senate Standing Committee on Health
- Presented program to Governor Cuomo's medicinal cannabis team.
- Meetings The NY State Commissioner of Labor, Mid-Hudson Valley Development Council and Empire State Corporation.

The introduction of a bill in the state of New York is a two year, that is to say a bill can remain under discussion and in committee for two years before having to be reintroduced. In Connecticut as example the legislative process is only one year. The push for New York passage in 2014 has already started. It appears that this beginning of a concerted effort to move the bill quickly through the Assembly in anticipation of a battle in the Senate. The governor has not publically commented on the pending legislation since early summer and is expected to comment before the start of the 2014 legislative session.

Public opinion for the passage of medicinal cannabis regulations in New York is over 58% and growing. This is furthered by the movement in states surrounding New York where medicinal cannabis legislation has already passed and has been implemented.

Many special interest groups are also pushing hard for passage of the legislation introduced by Assemblyperson Gottfried and State Senator Savino. Additionally a number of west coast growers and recreational supporters have lobbyists pushing for passage in Albany and are using fundraisers and direct mail to further promote passage as well as spending significant dollars in the media channels to do same. Many suggest that 2014 may be the year for passage but more are waiting for a sign from the federal government that they may help smooth over some of the issues facing industry growth into new states.

The Company's New York Program

PHARMAFARM, NY
A world-class research facility to include but not be limited to;

- An indoor grow facility with a minimum of 60,000 square feet
- Propagation, grow, processing and unit dose medication manufacturing
- Oral, topical, transdermal, sublingual, vaporization/e-cig delivery systems
- Strain development for disease-specific cannabis formulations
- Software management program for 24/7 plant management and care.
- Software based track, trace and accountability program.
- Solvent-free extraction research and development
- Cannabinoid and terpene isolation research and product development
- State disease-specific medication compounding
- Regulatory compliant interior and exterior security program
- Laboratory for in-house product analysis and development
- Standardized metered unit-dosing research and product development
- Titration research and development
- State disease specific nutritional programming
- Clinical Research and Patient Study Center
- Physician's Research Center
- Cannabis DNA data base for physician, patient and industry access
- Research and development of cutting-edge IP processing technology
- Manufacturing of delivery systems including oral, topical, transdermal, sublingual and other formats
- Certified Laboratory for purity, cannabinoid analysis, potency testing, research and DNA tagging

Hemp Seed Line

Vintages Foods Ltd. is in development of a hemp seed line of products for retail distribution. These products will be available for legal trade across all state lines and will not be impacted by either state or federal cannabis laws. Initial product sku's will include raw fresh flavored hemp seeds with high antioxidant functional super food ingredients, hemp seed extracts, hemp seed topical applications and hemp seed cookies. These products will be developed so that increased levels of the cannabinoids can be added as federal regulations allow. Products will be positioned in the health and wellness channels.

Our Canadian contact and industrial hemp seed supplier is Oilseed Works Inc., the oldest industrial hemp grower in Canada and a personal friend of David Kimmel.

Gross Sales Projections Overview

	YEAR 1	YEAR 2	YEAR 3
Connecticut			
PHARMAFARM	2,928,000	5,856,000	11,712,000
New York			
PHARMAFARM	3,575,000	7,955,000	5,675,000
Hemp Seed Retail Line	434,972	1,206,573	3,619,719

Team Associates

John Arnett, Ph.D.	Seven Hills Chemicals, NJ	Pharmaceutical Chemist
Ian Barringer	Rm3 Labs, CO	Cannabis Laboratory Specialist
Bruce Burke	Beyond Branding, CT	Brand Development
Richard Davis	Martinez & Ames, FL	Strategic Financial Planning
Paul Epstein, NA	Naturopathic Physician, CT	Mind-Body Health and Wellness
Tracey Gamer-Fanning	Brain Tumor Alliance, CT	Patient Advocate
Greg Herriott	Oilseed Works Inc., Canada	Hemp and Medicinal Grower
Sid H.	(Confidential)	Pharmaceutical Relations
Jeff Kelson, CPA	Eisner Amper, NJ	Accounting and Tax Planning
Steve Kushner	ALM R&D, FL	Nutriceuticals & Cosmeceuticals
Todd Orr	Todd Orr Design, CT	Architect and Design Services
Jeff Zimmerman	Center for Energy Healing, CT	Medical Qigong, Acupuncturist

Media

Record Journal, CT August 12, 2013
http://www.myrecordjournal.com/southington/southingtonnews/2057859-129/municipalities-wait-for-medical-marijuana-regs.html

Connecticut Post, CT July 21, 2013
http://www.ctpost.com/local/article/The-gold-rush-for-medical-marijuana-4677077.php

NPR Radio, CT, July 8, 2013
http://cptv.vo.llnwd.net/o2/ypmwebcontent/Samaia/Where We Live 07-08-2013.mp3

Connecticut Post, CT June 30, 2013
http://www.ctpost.com/local/article/High-hopes-for-new-pot-laws-4638342.php

State of Connecticut Public Hearing Testimony on the Palliative Use of Marijuana, April 22, 2013

CBS Channel 8 News, CT
http://www.wtnh.com/dpp/news/politics/Hearing-planned-on-Conn-medical-marijuana-rules_13759370

Connecticut Post, CT
http://www.ctpost.com/news/article/Public-hearing-on-medical-marijuana-regulations-4454021.php

CBS Sunday Evening News, National
featuring Board Director Tracey Gamer Fanning
http://www.cbsnews.com/8301-18563_162-57580651/conn-cancer-patient-fights-marijuana-loophole/

New Haven Advocate, May 2, 2012
Connecticut Post, March 18, 2012

The east coast medicinal cannabis industry and the national industry as a whole is poised for incredible expansion. With over three years in research and development, Vintage Foods Ltd. is in a premier position to access and penetrate this burgeoning market. As a patient-driven company and with some team members being patients themselves, the company is prepared to take full advantage of these opportunities. Cannabis whole plant medication in concert with the Vintage Foods Ltd. patient-driven program, professional methodology and overall vision, will change the lives of many of those who suffer from these devastating and life threatening diseases.

II. PRINCIPALS

David Kimmel is founder and President of the Company. Mr. Kimmel has spent his last thirty two (32) years working in the LOHAS (Lifestyles of Health and Sustainability) channels, a market segment focused on health and wellness, the environment, organic food and beverages, personal development and sustainable living. Mr. Kimmel has significant background in food and beverage concept development, product development and go-to-market strategic implementation. His services have been rendered to chain retailers (A&P, Whole Foods), domestic and international growers (Arakta pomegranate, Camaroza strawberries, heirloom tomatoes) corporations (Dick Clark Entertainment, Smart Juice Organics, General Mills), real estate developers (Taubman, Olympia & York, Rouse) and manufacturers (CoffeeCo, Goldstar.) Kimmel has been an adjunct professor at State University of New York since 2008, teaching credited courses in Purchasing & Marketing, Beverage Management and Food and Culture and is an ongoing guest lecturer at Fairleigh Dickinson University. Kimmel also is also co-author of Mommy Made and daddy too! (Doubleday, 1991 and revised in 2001.) and has made contributions to the Time Life Meals In

Minutes Series. He is a honor graduate from the Culinary Institute of America, where he has served as instructor, Member of the Board of Trustees and Chairman of the Long Range Planning Committee. Additionally Kimmel created and developed the Institute's American Bounty Restaurant. Kimmel has also served as Chairman of the Board, Meals on Wheels (Rockland County, NY) and Vice-Chairperson of the Hudson Valley Children's Museum and has received New York State Senate, Assembly and U.S. Congressional recognition.

BOARD OF DIRECTORS

The Company has established a Board of Directors, which will include highly qualified business and industry professionals. The Board of Directors will assist the Management team in making appropriate decisions and taking effective action; however, they will not be responsible for Management decisions.

RICHARD DAVIS
Director

Mr. Davis received a Bachelor of Science degree in economics from Florida State University in 1982. He joined the First Equity Corporation (First Equity) in Miami in that same year. First Equity operated as a regional full-service Brokerage and Investment Bank. Mr. Davis' duties included deal structure, as well as, brokerage related activities. After First Equity was acquired in 2001, Mr. Davis joined the corporate finance department of William R. Hough & Company, where he continued structuring equity finance and private acquisitions. William R. Hough & Company was acquired in 2004 by RBC Dain Rauscher, a global investment banking firm. RBC Dain Rauscher consolidated William R. Hough & Company's corporate finance activities into its New York offices. Mr. Davis elected to remain in Miami, FL and joined Martinez-Ayme Securities, Inc., assuming the newly created position of Managing Director of Corporate Finance.

Tracey Gamer-Fanning
Director

Ms. Gamer-Fanning has had a very successful career in Advertising & Marketing Sales with a business background in publishing since the early 90's where she led sales teams throughout her career for both Woman Magazine and Jewish Ledger with annual revenues of four million dollars annually. In 2006, Tracey was diagnosed with Brain Cancer. After surviving surgery, paralysis & radiation, she went on to be a Co-Founder of the Connecticut Brain Tumor Alliance. As President, she raised over a million dollars for patients and caregivers over the last six years, with high-profile events featuring celebrities such as Sports Center's Kevin Neghandi and NHL's Jack Edwards. Dubbed as the "New Face of Medical Marijuana," Tracey's story on how medicinal marijuana gave back her quality of life has been publicized on the CBS Evening News, WDRC's Mary Jones Show, Hartford Courant and other media outlets.

DAVID KIMMEL
Chairman of the Board

David Kimmel is founder and President of the Company. Mr. Kimmel has spent his last thirty two (32) years working in the LOHAS (Lifestyles of Health and Sustainability) channels, a market segment focused on health and wellness, the environment, organic food and beverages, personal development and sustainable living. Mr. Kimmel has significant background in food and beverage concept development, product development and go-to-market strategic implementation. His services have been rendered to chain retailers (A&P, Whole Foods), domestic and international growers (Arakta pomegranate, Camaroza strawberries, heirloom tomatoes) corporations (Dick Clark Entertainment, Smart Juice Organics, General Mills), real estate developers (Taubman, Olympia & York, Rouse) and manufacturers (CoffeeCo, Goldstar Electronics.) Kimmel has been an adjunct professor at State University of New York since 2008, teaching credited courses in Purchasing & Marketing, Beverage Management and Food and Culture and is an ongoing guest lecturer at Fairleigh Dickinson University. Kimmel also is also co-author of Mommy Made and daddy too! (Doubleday, 1991 and revised in 2001.) and has made contributions to the Time Life Meals In Minutes Series. He is a honor graduate from the Culinary Institute of America, where he has served as instructor, Member of the Board of Trustees and Chairman of the Long Range Planning Committee. Additionally Kimmel created and developed the Institute's American Bounty Restaurant. Kimmel has also served as Chairman of the Board, Meals on Wheels (Rockland County, NY) and Vice-Chairperson of the Hudson Valley Children's Museum and has received New York State Senate, Assembly and U.S. Congressional recognition.

Christian Tuck
Director

Mr. Tuck attended Northeastern University where he studied International Business and Marketing. Upon graduation he served as a sales associate for Walker's Apparel where in was responsible for working with buyers to bring new products to market. Mr. Tuck went on to spend fifteen years as a Senior Trading Assistant with LaBranche and Company where he was responsible for oversight of compliance with all NYSE and SEC rules, mentored junior employees and managed pilot stocks for the company. Currently Mr. Tuck serves as President of Stonehouse Partners Ltd, an international business development company with a focus on the development of industrial hemp in the State of Kentucky and throughout the Southeast. Tuck continues to work independently as a broker for select New York City artists where he provides clients with full services in auctions, listings and analysis of art worldwide.

Jeff Zimmerman
Director

For most of his life Jeffrey C. Zimmerman has been tuning instruments. The first half, starting at the age of 12, it was the upright bass; the second half, since his early 20s, the human body. Once on a career path to be a classical musician in a

symphony orchestra, over the past three decades Zimmerman's educational pursuits in music and health have earned him degrees from the Royal Academy of Music and the Royal College of Music, both in London, and the titles, Licensed Acupuncturist and Doctor of Oriental Medicine. In New York City in the late '80s early '90s, by day Jeff studied acupuncture at the University of Aruba's satellite program, financing his education by night playing bass guitar in the Broadway production of the Tony Award-winning musical, Les Misérables. After earning U.S. recognition from the National Certification Commission for Acupuncture and Oriental Medicine, Jeff traveled to China to earn acupuncture certification from the Academy of Traditional Chinese Medicine in Beijing. Jeff has also become a master practitioner in the ancient Chinese healing art of Qigong ("chee Kung"): "Qi" meaning "energy" or "chi," and "gong" meaning "work" or "practice" – one that is assiduous in nature, like the martial arts Daoist Tai Chi/Qigong and Shaolin Kung Fu (Wushu), which Jeff began studying in 1988 and continues today, part of his core training that grounds his Westport, Conn., practice. Ask him to describe his work, though, he says, "I put things in 'sync'" – and therein lays the symphony that Jeff performs.

ADVISORS TO THE BOARD OF DIRECTORS

John Arnett, Ph.D.	Seven Hills Chemicals, NJ	Pharmaceutical Chemist
Ian Barringer	Rm3 Labs, CO	Cannabis Laboratory Specialist
Bruce Burke	Beyond Branding, CT	Brand Development
Richard Davis	Martinez & Ames, FL	Strategic Financial Planning
Tracey Gamer-Fanning	Brain Tumor Alliance, CT	Patient Advocate
Richard H.	(Confidential)	Sales and Broker Relations
Greg Herriott	Oilseed Works Inc., Canada	Hemp and Medicinal Grower
Sid H.	(Confidential)	Pharmaceutical Relations
Jeff Kelson, CPA	Eisner Amper, NJ	Accounting and Tax Planning
Steve Kushner	ALM R&D, FL	Nutriceuticals & Cosmeceuticals
Todd Orr	Todd Orr Design, CT	Architect and Design Services
Mary Von Ohlen,BS,	Resonating Wellness, CT	Addiction Specialist
Christian Tuck	Stonehouse Partners, KY	Strategic Hemp Partner
Geri Zatcoff, C.N.S.	Certified Nutritionist, CT	Nutritional Support
Jeff Zimmerman	Center for Energy Healing, CT	Medical Qigong, Acupuncturist

In Memoriam
SHELDON S. HENDLER, Ph.D., M.D., FACP, FACN, FAIC (1936-2012)
Vintage Foods Ltd. Scientific and Nutritional Advisor (2010-2012)

MANAGEMENT COMPENSATION

There is no accrued compensation that is due any member of management. No directors who are members of Management will receive any director's fees. Each director will be entitled to reimbursement of expenses incurred while conducting Company business. Each director may also be a shareholder in the Company and as such will share in the profits of the Company

when and if dividends are paid. Management reserves the right to reasonably increase their salaries assuming the business is performing profitably and Company revenues are growing on schedule. Any augmentation of these salaries will be subject to the profitability of the Business and the effect on the Business cash flows.

Current and projected Key Management salaries for the next twelve (12) months are:

David Kimmel, President: Fulltime basis
Projected twelve (12) months: $120,000 annualized salary, payable monthly.

III. A BRIEF HISTORY OF MEDICINAL MARIJUANA

As early as 2737 BC, marijuana has been used medicinally world-wide. The mystical Emperor Shen Neng of China was prescribing marijuana tea for the treatment of gout, rheumatism, malaria and, oddly enough, poor memory. The drug's popularity as a "medicine" spread throughout Asia, the Middle East and down the eastern coast of Africa. Certain Hindu sects in India used marijuana for religious purposes and stress relief. Ancient physicians prescribed marijuana for everything from pain relief to earache to childbirth. Doctors also warned against overuse of marijuana, believing that too much consumption caused impotence, blindness and "seeing devils" (Time Magazine, October 2009).

By the late 18th century, early editions of American medical journals recommend hemp seeds and roots for the treatment of inflamed skin, incontinence and venereal disease. Irish doctor William O'Shaughnessy first popularized marijuana's medical use in England and America. As a physician with the British East India Company, he found marijuana eased the pain of rheumatism and was helpful against discomfort and nausea in cases of rabies, cholera and tetanus (Time Magazine, October 2009).

The primary change in American attitudes toward marijuana came at the end of the 19th century, when between 2% and 5% of the U.S. population was unknowingly addicted to morphine. Morphine was a popular secret ingredient in patent medicines with colorful names like "The People's Healing Liniment for Man or Beast" and "Dr. Fenner's Golden Relief" (Time Magazine, October 2009).

In order to prevent more of the United States from being washed over with a morphine-induced golden relief, the government introduced the Pure Food and Drug Act in 1906 ("PFD Act"), and ultimately, creating the Food and Drug Administration. While the PFD Act didn't apply directly to marijuana, the PFD Act brought the distribution of opium and morphine under physician's control and care. This governmental regulation of chemical substances was a major shift in American drug policy (Time Magazine, October 2009).

It wasn't until 1914, that 'drug use' was defined as a crime, under the Harrison Act. To get around states' rights issues, the PFD Act used a tax to regulate opium and coca-derived drugs. The PFD Act levied a tax on non-medical uses of the drugs that was much higher than the cost of the drugs themselves. It further punished anyone using the drugs without paying the tax (Time Magazine, October 2009).

By 1937, twenty three (23) states had outlawed marijuana. Some of the states wanted to prevent former morphine addicts from taking up a new drug, and some as a backlash against newly arrived Mexican immigrants, some of whom brought the drug with them. Additionally in 1937, the Federal Government passed the Marihuana Tax Act, which made non-medical use of marijuana illegal. Only the birdseed industry, which argued that hemp seeds gave birds' feathers a particularly shiny gloss, was exempted, and to this day birdseed producers are allowed to use imported hemp seeds treated so they don't sprout (Time Magazine, October 2009).

With an exception during World War II, when the government planted huge hemp crops to supply naval rope needs and make up for Asian hemp supplies controlled by the Japanese, marijuana was criminalized and harsher penalties were applied (Time Magazine, October 2009).

In the 1950's Congress passed the Boggs Act and the Narcotics Control Act, which laid down mandatory sentences for drug offenders, including marijuana possessors and distributors (Time Magazine, October 2009).

Despite an easing of marijuana laws in the 1970s, the Reagan Administration's 'get-tough' drug policies the following decade applied to marijuana as well. Still, the long-term trend has been toward relaxation. (Time Magazine, October 2009).

In 1996, the State of California became the first state to legalize medical marijuana. Since 1996, fifteen (15) states have followed (Time Magazine, October 2009).

On October 19, 2009, the U.S. Justice Department announced that federal prosecutors would not pursue medical-marijuana users and distributors who comply with state laws, formalizing a policy at which the Obama Administration hinted earlier that year (Time Magazine, October 2009).

Currently, 20 states and Washington D.C. allow doctors to prescribe medical marijuana to patients suffering from ailments ranging from AIDS to glaucoma and although the Justice Department's newly unveiled policy will keep authorities from cracking down on those with legitimate marijuana prescriptions, all other smokers still run the risk of prosecution.

IV. PRODUCT DEVELOPMENT

MEDICINAL CANNABIS TECHNOLOGY

The Company has been working for over 3 years in ideation, research and development on a number of cutting-edge technologies including but not limited to metered unit dose delivery systems, volatile oil extraction methodologies and endocannibinoid receptor reinforcement. Working internationally with industrial hemp and medicinal cannabis companies, source-origin ingredient suppliers, medical professionals and other professionals with industry and non-industry related expertise, Vintage Foods Ltd. anticipates the creation of IP and potentially patentable applications for the medicinal cannabis industry.

The Vintage Foods Ltd. staff has significant product development experience in a wide range of product formulations including but not limited to organic coffee and tea beverages, organic not-from-concentrate high antioxidant juice, organic fruit and vegetable purees, granola bars and other baked goods, heirloom tomato sauce and Bloody Mary mix, dietary supplements and a wide range of nutraceutical and cosmeceutical health and beauty products.

Currently the Company is in development on products based on the following criteria;

- Laboratory Certified Metered Unit Dose Standardization
- Non-Combustion Delivery Systems
- Disease-Specific Treatments
- Oral and Topical Applications
- Cannabinoid and Terpene Rich
- Increased Bio-Availability
- Clean Ingredient Label
- Nutritious and Wellness Directed
- Kosher and Halal Certified
- Visually Appealing, Great Tasting, Convenient
- Safe, Secure and Trusted

OTHER COMPANY'S PRODUCTS

Currently there are no companies in the Northeast and specifically Connecticut and New York manufacturing or marketing any medicinal marijuana products for distribution other than the Federal Government which markets Marinol and Sativex nationally through the pharmacy channels by prescription and separate the from individual state medicinal marijuana programs. While in early stage recognition as a superfood, there are some nationally branded companies manufacturing and marketing hemp seed products. They offer raw hemp seeds, hemp oil and hemp protein powder. The players in this channel include; Manitoba Harvest, Navatis Naturals, Chobani Yogurt, Vitacost, Swanson Health Products, The Body Shop, Nuvitas and Ziggy Marley.

STRATEGIC RELATIONSHIPS

OILSEED WORKS, INC.
Oilseed Works, Inc. is the oldest hemp grower and is a licensed medical grower in Canada. They are devoted to the progressive development of products made from renewable, environmentally responsible, agricultural oilseeds. From highly nutritious and safe foods to fuel bodies to renewable energy to fuel vehicles and heat homes; oilseeds provide pure, wholesale raw materials to produce a large selection of products. Oilseed Works, Inc. is Vintage Foods primary hemp seed material supplier and is working with the Company on cannabis strain development.

RM3 LABORATORIES
Vintage Foods Ltd. and Rm3 Laboratories are working together to develop and operate a medicinal marijuana laboratory as part of the Vintage Foods Ltd. grow and manufacturing facilities. Located in Colorado, Rm3 with its founder Ian Barringer, is regarded as one of the top medicinal marijuana labs in the state and they bring to the table extensive knowledge in strain identification, cannabinoid analysis, biological contaminants, extraction, separation and processing techniques, active ingredient standardization, new strain development, microbiological counts and shelf stability testing.

STONEHOUSE PARTNERS LTD.
Located in what was once the industrial hemp capital of the world, Kentucky, Stonehouse Partners Ltd. is in research and development of a hemp seed agricultural program and grower's co-operative. For over two years they have been educating farmers and cultivating relationships, sourcing and aligning processors for seed and oil production, organizing distribution centers and advocating for the legalization of industrial hemp. Currently they have over 500 acres of organic farming land at their disposal.

V. RISK FACTORS

INVESTING IN THE COMPANY'S SHARES IS VERY RISKY. YOU SHOULD BE ABLE TO BEAR A COMPLETE LOSS OF YOUR INVESTMENT. YOU SHOULD CAREFULLY CONSIDER THE FOLLOWING FACTORS, AMONG OTHERS:

WE DO NOT INTEND TO PAY DIVIDENDS

We do not anticipate paying cash dividends on our common stock in the foreseeable future. We may not have sufficient funds to legally pay dividends. Even if funds are legally available to pay dividends, we may nevertheless decide in our sole discretion not to pay dividends. The declaration, payment and amount of any future dividends will be made at the discretion of the board of directors, and will depend upon, among other things, the results of our operations, cash

flows and financial condition, operating and capital requirements, and other factors our board of directors may consider relevant. There is no assurance that we will pay any dividends in the future, and, if dividends are rapid, there is no assurance with respect to the amount of any such dividend.

COMPETITION

We experience competition across our market as our competitors continue to research and develop technologies. While we believe that our technology offers a breadth of products not currently attainable by our competitors, and that product portfolio offers a competitive advantage, many of our competitors have limited their research and technology to more narrow pursuits that may be more effective in devoting technical, marketing and financial resources to compete with us.

THE COMPANY'S BUSINESS RELIES HEAVILY ON MAINTAINING CURRENT MANAGEMENT AND ATTRACTING NEW TALENTED EMPLOYEES

The Offering is dependent on retaining current management and attracting skilled and talented employees. The market for highly skilled employees is extremely competitive. If we are not successful in retaining current management and recruiting highly skilled employees, our ability to develop and deliver products may be severely and adversely affected.

DELAYS IN THE COMPANY'S PRODUCT DEVELOPMENT MAY ADVERSELY AFFECT THE IMPLEMENTATION OF THIS OFFERING

The development of our products is complex and time consuming. They may require long testing and development periods. Significant delays in the release of our products may adversely affect our successful implementation of this Offering.

THE COMPANY PRODUCTS MAY NOT BE COMMERCIALLY PROFITABLE

The Company has invested and continues to invest significant sums in research and development of its products. Commercial success depends on many factors, including innovativeness, developer support, and effective marketing and distribution. Significant revenue from the Company's products may not realize significant revenues for years, if at all. Furthermore, management cannot guarantee that the Company's products will be profitable, and even if they are that the Company's operating margins will meet the expectations expressed in this Offering Memorandum.

ACQUISITIONS AND JOINT VENTURES MAY ADVERSELY AFFECT THE COMPANY'S BUSINESS

The Company recognizes it is a development stage company with technology that may be attractive to other larger more settled corporations. While management would expect that any merger or joint venture with any such corporation would generally be in the best interest of the Company and its shareholders, management cannot guarantee that any such merger or joint venture would not ultimately raise significant challenges to the success of its long term business strategy and plan. Management recognizes the integration of new business technology and systems may divert management's attention from its core business resulting in an adverse affect on the Company's revenue and operations.

THE COMPANY MAY BE UNABLE TO RAISE SUFFICIENT WORKING CAPITAL

The Company may be unable to raise that is sufficient to carry the Company's research and development. There are many factors outside the control of the Company, which may affect the ability to raise financing. The Company is relying upon private investment, which may or may not find its technology and products attractive.

ADDITIONAL RISK FACTORS

INVESTING IN THE COMPANY'S SHARES IS VERY RISKY. YOU SHOULD BE ABLE TO BEAR A COMPLETE LOSS OF YOUR INVESTMENT. YOU SHOULD CAREFULLY CONSIDER THE FOLLOWING FACTORS, AMONG OTHERS

Investment in the Common Stock offered hereby involves a high degree of risk, including the risks described below. Prospective purchasers should carefully consider the following risk factors inherent in and affecting the business of the Company and the Offering before making an investment decision.

NO HISTORY OF OPERATIONS ALLOWS FOR NO PRIOR PERFORMANCE AS AN INDICATOR OF FUTURE PERFORMANCE

The Company has not commenced operations and has a limited operating history, unlike other companies with longer and more established operating histories. In view of the Company's lack of performance data, it is extremely difficult to validate the Company's loss or assumptions at this time. Any material difference between these assumptions and actual performance could have a material adverse effect on the timing and/or receipt of the Company's future revenue, and the Company's future cash flow. Therefore, there can be no assurance that the Company will be profitable in the future or that any rate of growth will be sustainable or indicative of future results of operations.

DEPENDENCE ON KEY PERSONNEL AND SIGNIFICANT RECENT ADDITIONS TO SENIOR MANAGEMENT

The continued success of the Company is highly dependent on certain key personnel, particularly Mr. Kimmel, who is the driving force behind the introduction and implementation of all corporate policy and infrastructure growth, and will be responsible for developing the Company's long-term strategy. Nonetheless, the loss of Mr. Kimmel or any other key manager could have a material adverse effect on the Company's results of operations, financial condition and business prospects.

In light of its anticipated growth, the Company plans to expand its senior management by hiring a number of professionals. The Company's success will depend to a large extent upon the expertise and continuing contributions of these employees and will depend upon the ability of the Company to integrate and retain these new individuals or find suitable replacements. Furthermore, these new members of senior management have no prior operating experience at the Company. As a result, there can be no assurance that the Company's senior management team will be capable of successfully implementing the business strategy of the Company. A failure in the implementation of the Company's business strategy could have a material adverse effect on the Company's results of operations, financial condition and business prospects.

NO ASSURANCE OF PLANNED GROWTH; INABILITY TO GROW COULD ADVERSELY AFFECT OPERATING RESULTS

The Company has yet to experience rapid and substantial growth in company operations and revenue since it began operations. The Company intends to pursue a growth strategy for the foreseeable future and to broaden its product offerings to include new types of products that have little or no track record. There can be no assurance that the Company will be able to expand successfully and operate profitably. It is also expected that such expansion plans will require the Company to hire additional personnel, which will substantially increase its operating expenses in the short-run. Since management expects that there will be a time lag between the expenditure of funds and the receipt of any revenues from such expansion efforts, the Company's results of operations may be adversely affected in the short-run. There can be no assurance that the Company will anticipate and respond effectively to all of the changing demands that expanding operations will have on the Company's management and operating systems. The Company's failure to meet its anticipated hiring needs and to adapt its systems could have a material adverse effect on its results of operations, financial condition and business prospects. Further, there can be no assurance that the Company will ever achieve its planned growth or broaden its product offerings, and the failure to do either could have a material adverse effect on the Company's results of operations, financial condition and business prospects.

SUBSTANTIAL LEVERAGE CAN REDUCE NET INCOME AND CAUSE LOSSES

The Company's Certificate of Incorporation and Bylaws do not limit the amount of indebtedness the Company may incur. The Company may wish to leverage its assets through securitizations and other borrowings, generally through the use of warehouse lines of credit and reverse repurchase facilities. The percentage of leverage used varies depending on, among other things, the Company's estimate of the cash flow that its assets will generate, and the stability of that cash flow. There can be no assurance that the Company will be able to continue to meet its debt obligations resulting from leverage and, to the extent that it cannot, the Company risks the loss of some or all of its assets.

NO PRIOR PUBLIC MARKET; VOLATILITY OF STOCK MARKET

There can be no assurance that an active trading market will develop or that the purchasers of the Common Stock will be able to resell their Common Stock at prices equal to or greater than the Offering Price. The Offering Price of the Common Stock was determined arbitrarily within in the Company and may not reflect the market price of the Common Stock after the Offering.

ANTI-TAKEOVER EFFECT OF DELAWARE LAW

The Company is incorporated as a Delaware corporation and as such will be subject to the anti-takeover provisions of Section 203 of the Delaware General Corporation Law. In general, Section 203 prevents an "interested stockholder" (defined generally as a person owning more than 15% or more of the Company's outstanding voting stock) from engaging in a "business combination" with the Company for three years following the date that person became an interested stockholder unless the business combination is approved in a prescribed manner. This statute could make it more difficult for a third party to acquire control of the Company. See "Description of Capital Stock -- Certain Provisions of Delaware Law."

DEVELOPMENT STAGE BUSINESS

In March 15, 2010, Vintage Foods Ltd. was organized as a "C" corporation under the laws of the State of Delaware. Accordingly, the Company has not engaged in active operations and is in the developmental stage. The Company's proposed operations are subject to all business risks associated with new enterprises. The likelihood of the Company's success must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the expansion of a business, operation in a competitive industry, and the continued development of advertising, promotions and a corresponding prospective client base. There is a possibility that the Company could sustain losses in the future. There can be no assurances that

the Company will operate profitably.

INADEQUACY OF FUNDS

Management believes that the net proceeds from this offering will capitalize and sustain the Company sufficiently to allow for start up costs, the implementation of a marketing campaign and presentation of the Company's services for a certain period of time. If only a fraction of this Offering is sold, or if certain assumptions contained in the Company's Offering Memorandum prove to be incorrect, the Company may have inadequate funds to fully develop its business and may need debt financing or other capital investment to fully implement the Company's Offering Memorandum.

RISKS ASSOCIATED WITH EXPANSION

The Company plans on expanding its business through the introduction of a sophisticated marketing campaign. Any expansion of operations the Company may undertake will entail risk, such actions may involve specific operational activities that may negatively impact the profitability of the Company. Consequently, shareholders must assume the risk that (i) such expansion may ultimately involve expenditures of funds beyond the resources available to the Company at that time, and (ii) management of such expanded operations may divert Management's attention and resources away from its existing operations, all of which factors may have a material adverse effect on the Company's prospective business activities.

CLIENT BASE AND MARKET ACCEPTANCE

While the Company believes it can develop a prospective client base through the marketing and promotion of its services, the inability of the Company to further develop such a prospective client base could have a material adverse effect on the Company. Although the Company believes that its proposed services offer certain advantages over competitive companies and products, no assurance can be given that the Company will attain a degree of market acceptance on a sustained basis or that it will generate revenues sufficient for sustained profitable operations.

GENERAL ECONOMIC CONDITIONS

The financial success of the Company may be sensitive to adverse changes in general economic conditions in the United States, such as recession, inflation, unemployment, and interest rates. Such changing conditions could reduce demand in the marketplace for the Company's services.

POSSIBLE FLUCTUATIONS IN OPERATING RESULTS

The Company's operating results may fluctuate significantly from period to period as a result of a variety of factors, including the successes and failures of its employee base, operations, profit sharing results, seasonality, and general economic conditions. There is no assurance that the Company will be successful in marketing any of its services or that the revenues from such services will be significant. Consequently, the Company's revenues may vary by quarter, and the Company's operating results may experience fluctuations.

RISKS OF BORROWING

If the Company incurs indebtedness, a portion of its cash flow will have to be dedicated to the payment of principal and interest on such indebtedness. Typical loan agreements also might contain restrictive covenants that may impair the Company's operating flexibility. Such loan agreements would also provide for default under certain circumstances, such as failure to meet certain financial covenants. A default under a loan agreement could result in the loan becoming immediately due and payable and, if unpaid, a judgment in favor of such lender which would be senior to the rights of owners of Common Stock of the Company. A judgment creditor would have the right to foreclose on any of the Company's assets resulting in a material adverse effect on the Company's business, operating results or financial condition.

MANAGEMENT DISCRETION AS TO USE OF PROCEEDS

The net proceeds from this Offering will be used for the purposes described under "Use of Proceeds." The Company reserves the right to use the funds obtained from this Offering for other similar purposes not presently contemplated which it deems to be in the best interests of the Company and its shareholders in order to address changed circumstances or opportunities. As a result of the foregoing, the success of the Company will be substantially dependent upon the discretion and judgment of Management with respect to application and allocation of the net proceeds of this Offering. Investors for the Common Stock offered hereby will be entrusting their funds to the Company's Management, upon whose judgment and discretion the investors must depend.

CONTROL BY MANAGEMENT

As of August 14, 2011, the management of the Company owned approximately 100% of the Company's outstanding shares. Upon full completion of this Offering, the management of the Company will own approximately thirty five (35%) percent of then issued and outstanding shares, and will be unable to elect all of the directors and continue to control the Company. Investors will own a majority percentage of the Company's Common Stock. Investors will have the ability to control a vote of the Company's Shareholders or Board of Directors.

See "PRINCIPAL SHAREHOLDERS"

DIVIDEND POLICY

The Company intends to retain any initial future earnings to fund operations and expand the Company's business. A holder of Common Stock will be entitled to receive dividends only when, as, and if declared by the Board of Directors out of funds legally available therefore. The Company's Board of Directors will determine future dividend policy based upon the Company's results of operations, financial condition, capital requirements, and other circumstances.

NO ASSURANCES OF PROTECTION FOR PROPRIETARY RIGHTS; RELIANCE ON TRADE SECRETS

In certain cases, the Company may rely on trade secrets to protect proprietary technology and processes that the Company has developed or may develop in the future. There can be no assurances that secrecy obligations will be honored or that others will not independently develop similar or superior technology. The protection of proprietary technology through claims of trade secret status has been the subject of increasing claims and litigation by various companies both in order to protect proprietary rights as well as for competitive reasons even where proprietary claims are unsubstantiated. The prosecution of proprietary claims or the defense of such claims is costly and uncertain given the uncertainty and rapid development of the principles of law pertaining to this area. The Company, in common with other firms, may also be subject to claims by other parties with regard to the use of technology information and data, which may be deemed proprietary to others.

LIMITED TRANSFERABILITY AND LIQUIDITY

To satisfy the requirements of certain exemptions from registration under the Securities Act, and to conform with applicable state securities laws, each investor must acquire his Shares for investment purposes only and not with a view towards distribution. Consequently, certain conditions of the Securities Act may need to be satisfied prior to any sale, transfer, or other disposition of the Shares. Some of these conditions may include a minimum holding period, availability of certain reports, including financial statements from the Company limitations on the percentage of Shares sold and the manner in which they are sold. The Company can prohibit any sale, transfer or disposition unless it receives an opinion of counsel provided at the holder's expense, in a form satisfactory to the Company, stating that the proposed sale, transfer or other disposition will not result in a violation of applicable federal or state securities laws and regulations. No public market exists for the Shares and no market is expected to develop. Consequently, owners of the Shares may have to hold their investment indefinitely and may not be able to liquidate their investments in the Company or pledge them as collateral for a loan in the event of an emergency.

BROKER – DEALER SALES OF SHARES

The Company's Common Stock is not presently included for trading on any exchange, and there can be no assurances that the Company will ultimately be registered on any exchange. The NASDAQ Stock Market, Inc. has recently enacted certain changes to the entry and maintenance criteria for listing eligibility on the NASDAQ Small Cap Market. The entry standards require at least $4 million in net tangible assets or $750,000 net income in two of the last three years. The proposed entry standards would also require a public float of at least one (1) million shares, $5 million value of public float, a minimum bid price of $2.00 per share, at least three market makers, and at least 300 shareholders. The maintenance standards (as opposed to entry standards) require at least $2 million in net tangible assets or $500,000 in net income in two of the last three years, a public float of at least 500,000 shares, a $1 million market value of public float, a minimum bid price of $1.00 per share, at least two market makers, and at least 300 shareholders.

No assurance can be given that the Common Stock of the Company will ever qualify for inclusion on the NASDAQ System or any other trading market. As a result, the Company's Common Shares are covered by a Securities and Exchange Commission rule that opposes additional sales practice requirements on broker-dealers who sell such securities to persons other than established customers and accredited investors. For transactions covered by the rule, the broker-dealer must make a special suitability determination for the purchaser and receive the purchaser's written agreement to the transaction prior to the sale. Consequently, the rule may affect the ability of broker-dealers to sell the Company's securities and may also affect the ability of shareholders to sell their shares in the secondary market.

LONG TERM NATURE OF INVESTMENT

An investment in the Shares may be long term and illiquid. As discussed above, the offer and sale of the Shares will not be registered under the Securities Act or any foreign or state securities laws by reason of exemptions from such registration, which depends in part on the investment intent of the investors. Prospective investors will be required to represent in writing that they are purchasing the Shares for their own account for long-term investment and not with a view towards resale or distribution. Accordingly, purchasers of Shares must be willing and able to bear the economic risk of their investment for an indefinite period of time. It is likely that investors will not be able to liquidate their investment in the event of an emergency.

NO CURRENT MARKET FOR THE SHARES

There is no current market for the Shares offered in this Private Offering and no market is expected to develop in the near future.

COMPLIANCE WITH SECURITIES LAWS

The Shares are being offered for sale in reliance upon certain exemptions from the registration requirements of the Securities Act, applicable New York Securities Laws, and other applicable state securities laws. If the sale of Shares were to fail to qualify for these exemptions, purchasers may seek rescission of their purchases of Shares. If a number of purchasers were to obtain rescission, Vintage Foods Ltd. would face significant financial demands, which could adversely affect the Company as a whole, as well as any non-rescinding purchasers.

ARBITRARY OFFERING PRICE

The price of the Shares offered has been arbitrarily established by the Company based upon such matters as the state of the Company's business development and the general condition of the industry in which it operates. The Offering price bears little relationship to the assets, net worth, or any other objective criteria of value applicable to the Company.

PLACEMENT AGENT

The officers and directors of Vintage Foods Ltd., without compensation, offer the Shares on a "best efforts" basis, or the Offering maybe offered through a NASD registered broker-dealer which would entered into a Participating Broker-Dealer Agreement with the Company. Accordingly, there is no assurance that the Company, or any NASD broker-dealer, will sell the maximum Shares offered or any lesser amount.

VI. DILUTION

The net tangible book value of the Company as of December 2010 was $0.00 and as of the completion of this offering will be $0.26. Net tangible book value is the net tangible assets of the Company (total assets less total liabilities and intangible assets). As of December 31, 2010, there were 5 million shares of the Company's Common Stock outstanding, not including the Offering. Therefore, the net tangible book value of the Company's Common Stock as of August 2012, was approximately $0.00.

In the event that all Shares offered hereby are sold, the net tangible book value of the Common Stock would be $3,000,00,000 or approximately $0.26 per share. These figures give effect to the deduction of all of the estimated expenses of the offering, including the underwriter's compensation, filing, printing, legal, accounting, transfer agent and other fees. The net tangible book value of each share will have increased by approximately $0.26 per share to the present stockholders, and decreased by approximately $0.24 per share to the public investors.

Dilution represents the differences between the public offering price and the net tangible book value per share immediately after the completion of the public offering. Dilution arises mainly from the arbitrary decision by the Company as to the offering price per share. Dilution of the value of the shares purchased by the public in this offering will also be due, in part, to the lower book value of the shares presently outstanding, and in part, to expenses incurred in connection with the public offering.

VII. FINANCIAL PROJECTIONS AND DISCLAIMER

DISCLAIMER

Management has prepared projections based upon the anticipated performance of the Company. These projections are based on certain assumptions, including but not limited to the experience of the Company's scientific personnel in relation to the products currently available to the visually impaired and the assumed impact of a low cost, highly reliable, portable product to replace current technology. These projections are not based on historical performance since the Company is a "development stage company" and lacks sufficient financial history upon which to base financial projections. The projections herein are based on the estimated cost of research, development, production and manufacturing of the Company's product and a purchase point based on a reasonable mark-up of the Company's operating expenses in relation to the retail cost of the technology currently on the market. Additionally, these projections and the assumptions they are based upon have not been reviewed by independent accountants. Some or all of the assumptions used to determine these projections may ultimately fail for reasons beyond the control of the Company's management or due to changes in the economy, the market and other emerging technology. Therefore, the actual results of operations, including expenses and revenue, may be materially different from the projections set forth herein. While management firmly believes in the general accuracy of its projections, the results noted herein can not be guaranteed and may indeed be adversely affected by the Risk Factors stated earlier herein as well as other unforeseen events.

VIII. ASSUMPTIONS

The Pro-Forma Financial Statements contained herein below assume the Company will have:

PHARMAFARM CONNECTICUT
THREE YEAR FINANCIAL PROJECTIONS

	YEAR 1[1]	YEAR 2	YEAR 3
SALES[2]			
Flower	975,000	1,950,000	3,900,000
Oral	1,170,000	2,340,000	4,680,000
Concentrates	675,000	1,350,000	2,700,000
Topical	108,000	216,000	432,000
TOTAL SALES	**2,928,000**	**5,856,000**	**11,712,000**
COST OF GOODS			
Plants[3]	100,000	200,000	400,000
TOTAL COST OF GOODS	100,000	200,000	400,000
GROSS PROFIT	**2,828,000**	**5,656,000**	**11,312,000**
EXPENSES			
Labor			
Operations Manager/President	120,000	150,000	175,000
Master Grower	75,000	100,000	125,000
Assistant Master Grower[4] (PT)	39,000	80,000	100,000
Grow Assistants[5]	156,000	312,000	634,000
Extraction, Manufacturing, Lab[6]	65,000	75,000	85,000
Assistant Extraction, Manufacturing, Lab[6]	31,200	71,200	111,200
Security/Logistics[7]	65,000	75,000	85,000
Bookkeeping/Office Management	70,000	75,000	80,000
Assistant Bookkeeper	0	50,000	55,000
Energy Grow Sync	75,000	85,000	100,000
Human Resources	0	0	70,000
Educational Marketing	75,000	85,000	95,000
Total Labor	**771,200**	**1,158,200**	**1,715,200**
Employee Benefits			
Payroll Taxes[8]	192,800	289,550	428,800
Health Insurance[9]	90,000	180,000	290,000
Total Employee Benefits	**282,800**	**469,550**	**718,800**
Building Costs			
Rent[10]	115,000	200,000	300,000
Property Tax	7,274	9,274	11,274
Property Insurance	2,500	3,500	4,500
Ground Maintenance	6,100	6,600	7,100
Snow Removal	5,200	5,700	6,200
Total Building Costs	**136,074**	**225,074**	**329,074**
Utilities			
Electric[10]	220,125	352,250	533,500
Gas and Other	50,000	60,000	70,000
Water & Sewage	6,000	8,000	10,000
Total Utilities	**276,125**	**420,250**	**613,500**
Licenses & Permits			
CT Medicinal Cannabis License	75,000	100,000	125,000
CT Employee Registration	1,500	2,000	2,500
CT Facility Expansion Permit	6,500	8,500	10,500
CT Physical Change Permit Fee	1,500	2,000	2,500
CT Brand Registration	1,250	2,000	2,500
CT Producer Backer Registration Fee	2,000	3,000	4,000
Fire Inspection Permit Fee	500	500	750
Health Department Permit Fee	500	500	750

Weights & Measures Permit Fee	250	250	350
Fire Extinguisher Inspection Fee	250	250	350
Surety Bond For Performance[12]	300,000	225,000	150,000
Total Licenses & Permits	**389,250**	**344,000**	**299,200**
Operating Expenses			
Telephone/Internet/Fax	3,500	4,000	4,500
Security Monitoring	6,000	7,000	8,000
Packaging[13]	55,000	120,000	275,000
Refuse Removal	6,000	8,000	10,000
Insurance	23,000	28,000	34,000
Ingredients[14]	90,000	180,000	360,000
Supplies – Office & Cleaning	6,000	8,000	11,000
RFID Tracking System	3,000	6,000	8,000
Printing	7,000	9,000	12,000
Lab Supplies	2,500	3,500	5,000
Nitrogen Flush[15]	5,000	10,000	15,000
Uniforms[16]	10,000	18,000	25,000
Repairs & Maintenance[17]	15,000	25,000	40,000
Third Party Lab Analysis[18]	35,000	45,000	55,000
Lease Payments[19]	24,000	25,000	35,000
Bank Fees	2,500	5,000	10,000
Professional Services[20]	15,000	25,000	35,000
Research Consultants[21]	72,000	125,000	175,000
Patient Research[22]	100,000	200,000	300,000
Travel[23]	13,500	20,000	30,000
Entertainment[24]	10,000	15,000	30,000
Educational Presentations[25]	40,000	50,000	60,000
Dues, Subscriptions, Trade Fees	3,000	4,000	5,000
VETS Program[26]	75,000	125,000	200,000
Contingency	100,000	100,000	100,000
Waste/Loss	10,000	20,000	30,000
Grand Total Operating Expenses	**732,000**	**1,160,500**	**1,872,500**
GRAND TOTAL EXPENSES	**2,587,449**	**3,777,574**	**5,548,274**
PRE-TAX PROFIT/(LOSS)	**240,551**	**1,899,148**	**5,763,726**

FOOTNOTES

1). Year 1 represents from first harvest to last harvest. As of August 1, 2013 over 700 patients have registered or are being registered with the state. We project that when the program is operational (late spring 2014), patient enrollment will have increased to 2400. The law states that the maximum monthly patient allotment will be 2.5 ounces of material, although it is not clearly defined in what form of delivery system. Total number of patients we expect to initially serve is 800 each month.

2). Average Wholesale Pricing – Year 1

Flower Material	325 patients/month
Oral	250 patients/month
Concentrates	150 patients/month
Topical	75 patients/month

	Wholesale	Projected Retail
Flower Material (oz.)	125.00	225.00
Oral (ea.)	6.50	9.50
Concentrates (gr.)	25.00	35.00

Topical (unit)	25.00	35.00

3). Cost of goods represents pots, CO2, nutrients, posts, ties, supports, cloning materials, lady bugs, growing medium, trays and other agri-smallwares at $27.78 per plant.

4). Part-time in Year 1 (3 days per week), full time Year 2.

5). Grow assistants include helping the master grower in any and all aspects of growing, harvesting, drying, curing, trimming, processing and packaging. Projected salary is $15.00/hr. or $31,200 annually. Five grow assistants are initially forecasted.

6). The extraction and manufacturing manager and assistant will be responsible for all extraction processes, manufacturing requirements, specialty packaging and laboratory requirements.

7). Security will be used to oversee the safe operation of the production facility and to perform delivery services to the dispensaries.

8). Payroll taxes computed at 25% of gross payroll.

9). A co-pay program will be offered to all fulltime employees whereas the company will pay $500 each month per employee towards healthcare and this amount will increase annually by 20%.

10). Rent increase in Year 2 and 3 anticipates some form of facility expansion by square footage.

11). Lighting Costs
These costs are not region specific which may affect the cost per kWh. Additionally the company has not made a decision as of this date regarding 600 versus 1000 watt fixtures and lamps, which would lower the operating costs. Currently the company is opting for 600w lights although a larger operating cost is being used to account for the potential of additional costs incurred from our volatile oil extraction process.

	Vegetative Room	Bloom Room
Bulb wattage	1000	1000
Hours daily	18	12
Watts used daily	1800	1800
Cost per kWh in CT	$0.16	$0.16
Total lights	75	75
Daily cost per light	$2.88	$1.92
Annual cost per light	$1,1052	$709
Total annual cost	$131,500	$88,625

12). Two million dollars must be placed in either a surety bond or letter of credit to guarantee production performance. The company has chosen the surety bond option at a cost of 15% of $2,000,000 or $300,000. This requirement by the state is reduced in amount by $500,000 after the first year and each additional year thereafter until the fifth year when the state releases the production facility of this obligation.

13). Packaging (per unit)

Flower	Barrier proof zip log bag – 1 gr, 1/4oz, 1/2oz and 1oz	$0.15
	Label	$0.18
	Master Case (12 per case)	$0.15
	Total	$0.48

Oral	Depending on product	$0.15
	Label	$0.18
	Master Case (24 per case)	$0.08
	Total	$0.41
Concentrates	Barrier proof unit – 1 gr	$0.12
	Barrier proof zip-lock bag	$0.15
	Label	$0.18
	Master Case (24 per case)	$0.06
	Total	$0.51
	e-Vaporizer (future)	N/A
Topical	Depending on product	$2.50

14). Ingredients for baked goods are projected at $1.00 each in food cost. With 250 patients using medication seven days per week, an estimated $88,000 in cost of ingredients is projected with approximately 2.5% forecasted in waste/loss.

15). Nitrogen flush which will preserve the life of the medication when held in storage includes the cost of the nitrogen and the large barrier-proof bags.

16). Anytime any employee enters the any cannabis-specific area, a pocket-less white lab coat will be required to be worn.

17). Repairs and Maintenance includes;

Vehicle Upkeep	Steam Cleaning	Bulb Replacement
Air Vent Cleaning	Equipment Upkeep	Ballast Replacement
Water Filter Replacement	Batteries	Building Upkeep

18). Third party lab analysis is state required and is projected at $200 per test with a projected 180 tests required in Year 1.

19). Total monthly lease expense is projected at $1,250. This could include copier, automobile laboratory equipment and other.

20). Accounting - $10,000, Attorney - $5,000

21). Research Consultants

Steve Kushner, Nutriceutical and Cosmeceutical R&D - $24,000
John Arnett, Chemist - $24,000
Patent Research – $24,000

22). Cannabinoid and Terpene Based Patient Research

University Collaboration - $20,000
Patient Studies – $45,000
One-On-One Patient Interviews - $35,000

23). Travel

Gas	$7,500	Distribution @ $144.00/wk.
Tolls	$ 200	
Airline	$4,000	
Hotel	$2,000	

24). Entertainment

Meals	$2,500
Employee Incentives (Harvest Pizza Party)	$2,000

Employee Holiday Dinner $5,500

25). Educational Presentations

Disease-Specific Organizations, Associations and Support Groups
Round Table Physician's Discussions
Medical Programs at Universities and Colleges
Webinar Presentations

26). Veteran Efficacy Therapeutic Support

The VETS program will enable economically-distressed veterans suffering from state-specific medicinal cannabis treatable diseases to access PharmaFarm cannabis medication from their local dispensary at no or a reduced cost. PTSD is currently the state-specific disease with the highest patient enrollment in CT.

HEMP SEED LINE

			Year 1	Year 2	Year 3
Phase I			$	$	$
Sales	Year 1	Year 1			
Seeds	1 oz.	8 oz.			
Hulled, Flavored	54,251	54,558			
Hulled, Flavored	54,521	0			
Hulled & Shell-on, Flavored	54,521	54,558			
Shell-on, Flavored	54,250	0			
Shell-on, Flavored	54,250	54,558			
Total Seeds	271,253	163,674	434,927	1,206,573	3,619,719
Phase II	Year 2	Year 2			
Cookies	2.5 oz.	10 oz.			
Peanut Butter, Banana, Choco.	110,603	92,316			
Tart Cherry, Chocolate	110,603	92,316			
Almond Chocolate, Coconut	110,602	92,316			
Total Cookies	331,808	276,948	0	608,756	1,826,268
Total Sales			434,927	1,815,329	5,445,987
Cost of Goods					
Seed			151,200	435,600	1,260,800
Cookies			0	287,658	832,974
Total Cost of Goods			151,200	741,258	2,093,774
Gross Profit/(Loss)			283,727	1,074,071	3,352,213
Expenses					
Retailer Margin			123,920	518,665	1,555,996
Rent			0	24,000	24,000
Utilities			4,000	6,000	8,000
Insurance			9,000	12,000	16,000
Bookkeeper/Office Manager			50,000	60,000	70,000
Sales & Marketing (% in Year 2)			45,000	60,000	75,000
Other Labor			0	100,000	175,000
Employee Taxes			23,750	55,000	80,000
Sales and Marketing Expense			83,250	184,900	284,000
Postage			5,000	15,000	20,000
Bank Charges			250	750	1,250
Distribution and Logistics			6,500	120,314	360,942
Storage			3,000	10,000	24,000

Printing	2,000	5,000	7,000
Office Supplies	1,500	2,000	2,500
Telephone, Fax, Internet, Webhosting	5,000	5,500	7,000
Permits and Licenses	2,500	3,000	3,500
Health Insurance	0	0	0
Professional Services	3,000	7,000	12,000
Brokerage	0	% TBA	% TBA
Palletizing	0	3,000	8,000
Repairs and Maintenance	1,000	1,500	2,000
Kosher/Halal Certification	3,500	4,500	5,500
Total Expenses	372,170	679,464	2,741,688
Gross Profit/(Loss)	283,727	1,074,071	3,352,213
Pre-Tax Profit/Loss)	-88,443	394,607	610,525

PROJECTIONS: FORWARD LOOKING INFORMATION

Management has prepared projections regarding Vintage Foods Ltd. anticipated financial performance. The Company's projections are hypothetical and based upon the historical financial performance of the Company, the addition of a sophisticated and well funded marketing plan, and other factors influencing the business of Vintage Foods Ltd. The projections are based on Management's best estimate of the probable results of operations of the Company, based on present circumstances, and have not been reviewed by Vintage Foods Ltd. independent accountants. These projections are based on several assumptions, set forth therein, which Management believes are reasonable. Some assumptions upon which the projections are based, however, invariably will not materialize due the inevitable occurrence of unanticipated events and circumstances beyond Management's control. Therefore, actual results of operations will vary from the projections, and such variances may be material. Assumptions regarding future changes in sales and revenues are necessarily speculative in nature. In addition, projections do not and cannot take into account such factors as general economic conditions, unforeseen regulatory changes, the entry into the Company's market of additional competitors, the terms and conditions of future capitalization, and other risks inherent to the Company's business. While Management believes that the projections accurately reflect possible future results of the Company's operations, those results cannot be guaranteed.

IX. CERTAIN TRANSACTIONS

Stock Option Agreements

The Company has not entered into stock option agreements with any individuals or companies.

X. LITIGATION

The Company is not presently a party to any material litigation, nor to the knowledge of Management is any litigation threatened against the Company, which may materially affect the business of the Company or its assets.

XI. FINANCING and FUNDING

FUNDING

In order to secure sufficient funding, the Board of Directors has authorized a private sale of common voting stock equaling Forty Nine (49%) Percent of the total issued and outstanding shares of such stock in the Company. The purpose of this Private Placement Memorandum is to raise, on a "best efforts" basis, Three Million ($3,000,000.00) Dollars by selling six million (6,000,000) common shares at fifty ($0.50) cents per share. The Private Placement Memorandum is being offered pursuant to exemptions under the Regulation D, Rule 506 of the Securities and Exchange Act.

USE OF PROCEEDS

PROJECTED START-UP COSTS	$
Licenses & Permits	
Location Search	1,500
Blueprints for Permit Application	5,000
Rendering for Permit Application	5,000
Surety Bond (15% of Two Million Dollars)	300,000
CT. DCP Permit Application Fee	25,000
CT. DCP License Fee	75,000
Building Permits	15,000
Professional Fees/Zoning Attorney	15,000
Travel	1,000
Background Checks	5,000
Fire Department Permit	500
Department of Health Permit	500
Production Facility Employee Registration Fees	1,500
Production Facility Financial Backer Registration Fees	2,000
Weights & Measures Fees	250
Strain Brand Registration Fees	1,250
Fire Extinguisher Tag Fees	1,500
Other	3,000
Total Licenses & Permits Costs	458,000
Facilities Build-Out	
Architect	60,000
Electrical	140,000
Plumbing	40,000
HVAC	170,000
Deposits (Rent, Utilities, Other)	40,000
Rent (6 Months)	60,000
Utilities (6 Months Lights-on)	110,000

Utilities (3 Months Lights-off)		9,000
Refuse Removal		5,000
Construction		175,000
Reflective Wall, Ceiling and Floor Treatments		25,000
Vault		65,000
Furniture, Fixtures and Finishings		20,000
Security Requirements and Installation		150,000
Emergency Generator		70,000
Other Unforeseen Requirements		50,000
Total Facilities Build-Out Costs		1,189,000
Equipment		
Grow & Processing	CO2 Extraction, Scales, Drying Racks, Auto Trimmers, Palate Jacks, Phytochemical Isolation, Electric Cart	200,000
Laboratory	HPLC (Liquid Chromatography), Storage, Scales, Other Equipment	60,000
Packaging	Nitrogen Flush and Sealing, Encapsulation, Labeling, Other Equipment	35,000
Manufacturing	Tabletop Steam Jacketed Kettles, Floor Blender, Ovens, Refrigeration	55,000
Total Equipment Costs		350,000
Lighting		
Reflectors		90,000
In-Line Fans		25,000
Ducts		8,000
Hangers		9,000
Ballasts		90,000
Sockets		9,000
Lamps		21,000
Total Lighting Costs		252,000
Grow, Nutrient and Water		
Irrigation System		25,000
Water Filtration and Purification		30,000
Water Energizing		10,000
Nutrients		12,000
Seed/Seedling Purchase		5,000
CO2 Generators		13,000
Grow Medium		5,000
Pots, Stakes, Supports, Ties		2,000
Smallwares	(Thermometers, Hygrometers, Nutrient and pH Meters,) Pocket Scopes, Magnifying Glasses)	1,500
RFID Hardware and Software Program		28,000
Propagation, Mother Room Set-up		15,000
Total Grown Nutrient and Water Costs		145,000
Brand and Concept Development		
Logo Mark and Image Development		10,000
Packaging Design		10,000
Package Printing		5,000
Website Design		7,000
Website Hosting, Domain, Social Media		4,000
Exterior Signage		2,000
Total Brand and Concept Development		37,000

Facilities Management		
Office Furniture		8,000
Computers and Software		9,000
Telephone System and Smart Phones		3,000
Accountant		15,000
Accounting Program		1,500
Attorney		15,000
Property Taxes		7,300
Property Insurance		2,500
Ground Maintenance		6,500
Snow Removal		5,200
Management Fees		5,800
Total Facilities Management		78,800
Pre-Launch to First Harvest Labor		
Operations Manager	6 months	60,000
Master Grower	6 months	37,500
Assistant Master Grower (PT)		10,000
Grow Assistants	4 months	52,000
Extraction, Manufacturing, Lab	3 months	11,400
Assistant Extraction	1 month	6,000
Security/Logistics[7]	3 months	17,000
Bookkeeping/Office Management	4 months	23,500
Energy Grow Sync	4 months	25,000
Educational Marketing	3 months	18,750
Total Pre-Launch and Pre-Harvest Labor		261,150
Total Employee Benefits/Taxes		65,290
Production Start-up		
Outside Laboratory Work		10,000
Initial Ingredient Inventory		15,000
Equipment Hook-up and Start-up		4,000
Initial Packaging Supplies		6,000
Travel		8,500
Entertainment		2,500
Samples for Product Development		2,000
Supplies		1,000
Waste		2,000
Total Production Start-up		51,000
Marketing Start-Up		
Travel		2,000
Printed Materials		4,000
Educational Seminar Costs		5,000
Other		1,500
Total Marketing Start-Up		12,500
Contingency		100,000
TOTAL FUNDS REQUIRED		2,999,740

MARKET POTENTIAL

The Connecticut Department of Public Health reports in 2009 that there were 3,518,288 residents living within the State of CT. Of those residents, almost 2,000,000 were over 30 years of age.

Kaiser Family State Health Facts.org website reports that the age-adjusted invasive cancer incidence rate per 100,000 population in 2007 was 503.7 in the state of Connecticut. Based on a population of 2,000,000 that would equal 10,074 projected cancer patients as potential medicinal marijuana users not including those with AIDS, alzheimer's, arthritis, asthma, Crohn's/gastrointestinal disorders, epilepsy/seizures, glaucoma, multiple sclerosis and muscle spasms, nausea, PTSD, Tourette's Syndrome, cancer, wasting syndrome and the terminally ill whom would benefit from medicinal marijuana.

As of July 1,2013, ninety-four (94) physicians have registered with the state to issue marijuana eligibility certificates to patients, and 766 patients have filed certifications from their doctors with the Department of Consumer Protection, the first step in receiving a medical marijuana identification card to legally purchase the medication. "We expect the numbers to rise," said William Rubenstein, commissioner the DCP in all of his interviews on this subject.

XII. DESCRIPTION OF SHARES

The Shares offered hereby are six million (6,000,000) shares of Common Stock, $0.0001 par value at Fifty ($0.50) Cents per share without any return guarantee should the company for any reason not receive its Cannabis grow permit from the state of Connecticut and these funds would remain with the company and be used to further the companies other products. The company is also offering four million (4,000,000) shares of common stock $0.0001 par value at Seventy five ($0.75) cents per share with a guaranteed return of investment should the company not receive its permit to grow Cannabis in the state of Connecticut. A subscriber can choose to put his investment into either the non-guaranteed return of investment stock or the guaranteed return of investment stock or some combination of each. The company will close the offering once the necessary funds ($3,000,000) have been subscribed too. The Company's authorized capital consists of 20,000,000 shares of Common Stock, with par value $0.0001, of which 5,375,277 shares of Common Stock are currently issued and outstanding. Upon completion of the Offering, between 6,000,000 and 11,000,000 shares of Common Stock will be issued and outstanding.

The shares of Common Stock comprise the only class of capital stock that the Company will have issued and outstanding upon close of the Offering.

Shares of Common Stock are not redeemable and do not have conversion rights. The Shares currently outstanding are, and the Shares to be issued upon

completion of this Offering will be, fully paid and non-assessable.

In the event of the dissolution, liquidation or winding up of the Company, the assets then legally available for distribution to the holders of the Company's shares of stock will be distributed ratably among such holders in proportion to their shareholdings.

Holders of the Common Stock are only entitled to dividends when and if declared by the Board of Directors out of funds legally available thereof. The Company has never paid any such dividends. Future dividend policy is subject to the discretion of the Board of Directors and will depend upon a number of factors, including among other things, the capital requirements and the financial condition of the Company.

XIII. PLAN OF OFFERING

The Shares may be offered by an NASD member firm, and can be offered by officers and directors of the Company on the terms and conditions set forth in this Memorandum. The Shares may also be offered by NASD brokers and dealers. The Company is offering the Shares on a "best efforts" basis. The Company will use its best efforts to sell the Shares to investors. There can be no assurance that all or any of the Shares offered, will be sold.

Escrow of Subscription Funds

Commencing on the date of this Memorandum all funds received by the Company from subscribers to the seventy five ($0.75) cent shares will be deposited in an escrow account with the law firm of Sanders/Ortoli/Vaughn-Flam/Rosenstadt LLP. These funds will be held by the before named law firm in its client trust account until such time as it has been proven that the state of Connecticut has either approved or disapproved the company's application for a medicinal cannabis production license. In the event such license has been approved, the law firm will deliver the funds to the company's treasury for issue of shares to those subscribers. In the event that the application is denied all funds will be returned to subscribers. Subscriptions for Shares are subject to rejection by the Company at any time.

How to Subscribe for Shares

A purchaser of Shares must complete, date, execute, and deliver to the Company the following documents, as applicable:

1. An Investor Suitability Questionnaire;

2. An original signed copy of the appropriate Subscription Agreement. Specifying either non-guaranteed or guaranteed subscription; and

3. A check or wire payable to Vintage Foods Ltd. in the amount of fifty ($0.50) cents per Share for each Share purchased as called for in the non guaranteed Subscription Agreement (minimum purchase 10,000 Shares or $5,000) or a check payable to the law firm of Sanders/Ortoli/Vaughn-Flam/Rosenstadt LLP in the amount of seventy five ($0.75) cents per share for each share subscribed for.

Purchasers of Shares will receive an Investor Subscription Package containing an Investor Suitability Questionnaire and two copies of the Subscription Agreement.

Subscribers may not withdraw subscriptions that are tendered to the Company. (Florida and Pennsylvania Residents, see NASAA Legend in the front of this Memorandum for important information).

XIV. ADDITIONAL INFORMATION

Each prospective investor may ask questions and receive answers concerning the terms and conditions of this offering and obtain any additional information which the Company possesses, or can acquire without unreasonable effort or expense, to verify the accuracy of the information provided in this Memorandum. The principal executive offices of the Company have yet to be secured, however the current mailing address is

Vintage Foods Ltd.
20 Mayer Drive
Montebello, NY 10901
USA

Subscription Agreement
Vintage Foods Ltd.

Subscription Agreement for the Purchase of Shares

Vintage Foods Ltd.

Ladies and/or Gentlemen:

You have informed the undersigned (the "Purchaser") that Vintage Foods Ltd., a Delaware corporation, (the "Company") wishes to raise Three million ($3,000,000) Dollars from various persons by selling up to 6,000,000 shares of the Company's Common Stock, $0.0001 par value (the "Shares"), at a price of Fifty ($0.50) Cents per Share or up to 4,000,000 shares of the companies common stock,$0.0001 par value (with certain guarantees) at a price of Seventy Five ($0.75) Cents per share or some combination of each. I have received, read, and understand the Offering Memorandum dated August 20, 2013 (the "Memorandum"). I further understand that my rights and responsibilities as a Purchaser will be governed by the terms and conditions of this Subscription Agreement, the Memorandum and the Shares (the "Share Documents"). I understand that you will rely on the following information to confirm that I am an "Accredited Investor", as defined in Regulation D promulgated under the Securities Act of 1933, as amended (the "Securities Act"), or one of 35 Non-Accredited Investors that will be allowed to purchase Shares in this Offering (subject to Company approval), and that I am qualified to be a Purchaser.

This Subscription Agreement is one of a number of such subscriptions for Shares. By signing this Subscription Agreement, I offer to purchase and subscribe from the Company the number of Shares set forth below on the terms specified herein. The Company reserves the right, in its complete discretion, to reject any subscription offer or to reduce the number of Shares allotted to me. If this offer is accepted, the Company will execute a copy of this Subscription Agreement and return it to me..

1. Accredited Investor. I am an Accredited Investor because I qualify within one of the following categories;

   Please Check The Appropriate Category

_____ $1,000,000 Net Worth
A natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase exceeds $1,000,000.

_____ $200,000/$300,000 Income
A natural person who had an individual income in excess of $200,000 (including contributions to qualified employee benefit plans) or joint income with such person's spouse in excess of $300,000 per year in each of the two most recent years and who reasonably expects to attain the same individual or joint levels of income (including such contributions) in the current year.

_____ Director or Officer of Issuer
Any director or executive officer of the Company

_____
Purchaser's Initials

_____ All Equity Owners In Entity Are Accredited
An entity, (i.e. corporation, partnership, trust, IRA, etc.) in which all of the equity owners are Accredited Investors as defined herein.

_____ Corporation
A corporation not formed for the specific purpose of acquiring the Shares offered, with total assets in excess of $5,000,000.

_____ Other Accredited Investor
Any natural person or entity that qualifies as an Accredited Investor pursuant to Rule 501(a) of Regulation D promulgated under the Act; specify basis for qualification:

_____

_____

_____

_____ One of 35 Non-Accredited Investors that may be allowed to invest in the Offering

2. Representations and Warranties. I represent and warrant to the Company that:

(a) I (i) have adequate means of providing for my current needs and possible contingencies and I have no need for liquidity of my investment in the Shares, (ii) can bear the economic risk of losing the entire amount of my investment in Shares, and (iii) have such knowledge and experience that I am capable of evaluating the relative risks and merits of this investment; (iv) the purchase of Shares is consistent, in both nature and amount, with my overall investment program and financial condition.

The address set forth below is my true and correct residence, and I have no intention of becoming a resident of any other state or jurisdiction.

(b) I have not utilized the services of a "Purchaser Representative" (as defined in Regulation D promulgated under the Securities Act) because I am a sophisticated, experienced investor, capable of determining and understanding the risks and merits of this investment.

(c) I have received and read, and am familiar with the Share Documents, including the Memorandum and the forms of certificate for Shares. All documents, records and books pertaining to the Company and the Shares requested by me, including all pertinent records of the Company, financial and otherwise, have been made available or delivered to me.

(d) I have had the opportunity to ask questions of and receive answers from the Company's officers and representatives concerning the Company's affairs generally and the terms and conditions of my proposed investment in the Shares.

(e) I understand the risks implicit in the business of the Company. Among other things, I understand that there can be no assurance that the Company will be successful in obtaining the funds necessary for its success. If only a fraction of the maximum amount of the Offering is raised, the Company may not be able to expand as rapidly as anticipated, and proceeds from this Offering may not be sufficient for the Company's long term needs.

(f) Other than as set forth in the Memorandum, no person or entity has made any representation or warranty whatsoever with respect to any matter or thing concerning the Company and this Offering, and I am purchasing the Shares based solely upon my own investigation and evaluation.

_____
Purchaser's Initials

(g) I understand that no Shares have been registered under the Securities Act, nor have they been registered pursuant to the provisions of the securities or other laws of applicable jurisdictions.

(h) The Shares for which I subscribe are being acquired solely for my own account, for investment and are not being purchased with a view to or for their resale or distribution. In order to induce the Company to sell Shares to me, the Company will have no obligation to recognize the ownership, beneficial or otherwise, of the Shares by anyone but me.

(i) I am aware of the following:

(a) The Shares are a speculative investment, which involves a high degree of risk; and

(b) My investment in the Shares is not readily transferable; it may not be possible for me to liquidate my investment.

(c) The financial statements of the Company have merely been compiled, and have not been reviewed or audited.

(d) There are substantial restrictions on the transferability of the Shares registered under the Securities Act; and

(e) No federal or state agency has made any finding or determination as to the fairness of the Shares for public investment nor any recommendation or endorsement of the Shares;

(f) Except as set forth in the Memorandum, none of the following information has ever been represented, guaranteed, or warranted to me expressly or by implication, by any broker, the Company, or agents or employees of the foregoing, or by any other person:

(1) The appropriate or exact length of time that I will be required to hold the Shares;

(2) The percentage of profit and/or amount or type of consideration, profit, or loss to be realized, if any, as a result of an investment in the Shares; or

(3) That the past performance or experience of the Company, or associates, agents, affiliates, or employees of the Company or any other person, will in any way indicate or predict economic results in connection with the purchase of Shares;

(4) The amount of dividends or distributions that the Company will make;

(g) I have not distributed the Memorandum to anyone, no other person has used the Memorandum, and I have made no copies of the Memorandum; and

_____
Purchaser's Initials

(h) I hereby agree to indemnify and hold harmless the Company, its officers, directors, and representatives from and against any and all liability, damage, cost or expense, including reasonable attorneys fees, incurred on account of or arising out of:

(1) Any inaccuracy in the declarations, representations, and warranties set forth above;

(2) The disposition of any of the Shares by me which is contrary to the foregoing declarations, representations, and warranties; and

(3) Any action, suit or proceeding based upon (1) the claim that said declarations, representations, or warranties were inaccurate or misleading or otherwise cause for obtaining damages or redress from the Company; or (2) the disposition of any of the Shares.

(i) By entering into this Subscription Agreement, I acknowledge that the Company is relying on the truth and accuracy of my representations.

The foregoing representation and warranties are true and accurate as of the date hereof, shall be true and accurate as of the date of the delivery of the funds to the Company and shall survive such delivery. If, in any respect, such representations and warranties are not true and accurate prior to delivery of the funds, I will give written notice of the fact to the Company, specifying which representations and warranties are not true and accurate and the reasons therefore.

3. Transferability. I understand that I may sell or otherwise transfer my Shares only if registered under the Securities Act or I provide the Company with an opinion of counsel acceptable to the Company to the effect that such sale or other transfer may be made in absence of registration under the Securities Act. I have no right to cause the Company to register the Shares. Any certificates or other documents representing my Shares will contain a restrictive legend reflecting this restriction, and stop transfer instructions will apply to my Shares.

4. Indemnification. I understand the meaning and legal consequences of the representations and warranties contained in Paragraph 2 hereof, and I will indemnify and hold harmless the Company, its officers, directors, and representatives involved in the offer or sale of the Shares to me, as well as each of the managers and representatives, employees and agents and other controlling persons of each of them, from and against any and all loss, damage or liability due to or arising out of a breach of any representation or warranty of mine contained in this Agreement.

5. Revocation. I will not cancel, terminate or revoke this Subscription Agreement or any agreement made by me hereunder and this Subscription Agreement shall survive my death or disability.

6. Termination of Agreement. If this subscription is rejected by the Company, then this Subscription Agreement shall be null and void and of no further force and effect, no party shall have any rights against any other party hereunder, and the Company shall promptly return to me the funds delivered with this Subscription Agreement.

7. Miscellaneous.

(a) This Subscription Agreement shall be governed by and construed in accordance with the substantive law of the State of Delaware.

_____
Purchaser's Initials

(b) This Subscription Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and may be amended only in writing and executed by all parties.

8. Ownership Information. Please print here the total number of Shares to be purchased, and the exact name(s) in which the Shares will be registered.

Total Shares. At Fifty ($0.50) Cents per share with no guarantees.
Total Number of Shares _____

Total Shares, at Seventy Five ($0.75) Cents per share in escrow with full refund guarantee in the event of the company's failure to receive a medicinal cannabis production license from the state of Connecticut.
Total Number of Shares _____

Name(s): _____

_____ Single Person
_____ Husband and Wife, as community property
_____ Joint Tenants (with right of survivorship)
_____ Tenants in Common
_____ A Married Person as separate property
_____ Corporation or other organization
_____ A Partnership
_____ Trust
_____ IRA
_____ Tax-Qualified Retirement Plan
(i) Trustee(s)/ Custodian_____
(ii) Trust Date _____
(iii) Name of Trust _____
(iv) For the Benefit of_____
_____ Other (please explain)
_____

Social Security or Tax I.D.#: _____

Residence Address:

_____
Street Address

_____
City State Zip

Mailing Address: (Only if different from residence address)

_____
Street Address **(If P.O.Box, include address for surface delivery if different than residence)**

_____
City State Zip

_____
Purchaser's Initials

Contact Information

Home Phone: (_____)_____

Business Phone: (_____)_____

Cell Phone: (_____)_____

email: _____

Facsimile: (_____)_____

9. Date and Signatures.

Dated _____, 2013/14.

Signatures | Purchaser Name (Please Print)

_____ _____

_____ _____

(Each co-owner or joint owner must sign - Names must be signed exactly as listed under "Purchaser Name")

ACCEPTED BY:

Vintage Foods Ltd.

By: _____ Dated: _____, 2013/14

David Kimmel, President

_____

Purchaser's Initials

Investor Suitability Questionnaire
Vintage Foods Ltd.

To: Prospective purchasers of Shares of Common Stock (the "Shares") offered by Vintage Foods Ltd. (the "Company").

The Purpose of this Questionnaire is to solicit certain information regarding your financial status to determine whether you are an "Accredited Investor," as defined under applicable federal and state securities laws, and otherwise meet the suitability criteria established by the Company for purchasing Shares. ***This questionnaire is not an offer to sell securities.***

Your answers will be kept as confidential as possible. You agree, however, that this Questionnaire may be shown to such persons as the Company deems appropriate to determine your eligibility as an Accredited Investor or to ascertain your general suitability for investing in the Shares.

Please answer all questions completely and execute the signature page

A. Personal

1. Name: _____

2. Address of Principal Residence: _____

   _____ County: _____

3. Residence Telephone: (_____)_____

4. Where are you registered to vote? _____

5. Driver's license is issued by the following state: _____

6. Other Residences or Contacts: Please identify any other state where you own a residence, are registered to vote, pay income taxes, hold a driver's license or have any other contacts, and describe your connection with such state:

   _____

   _____

7. Please send all correspondence to:

   (a) _____ Residence Address (as set forth in item A-2)

   (b) _____ Business Address (as set forth in item B-1)

8. Date of Birth: _____

9. Citizenship: _____

10. Social Security or Tax I.D. #: _____

_____
Purchaser's Initial

B. Occupations and Income

1. Occupation: _____

   (a) Business Address: _____

   _____

   (b) Business Telephone Number: (_____)_____

2. Gross income during each of the last two years exceeded:

   (a) _____ $25,000 (c) _____ $50,000

   (b) _____ $100,000 (d) _____ $200,000

3. Joint gross income with spouse during each of the last two years exceeded $300,000

   (a) _____ Yes (b)_____ No

4. Estimated gross income during current year exceeds:

   (a) _____ $25,000 (b) _____ $50,000

   (c) _____ $100,000 (d) _____ $200,000

5. Estimated joint gross income with spouse during current year exceeds $300,000

   (a) _____ Yes (b) _____ No

C. Net Worth

1. Current net worth or joint net worth with spouse (note that "net worth" includes all of the assets owned by you and your spouse in excess of total liabilities, including the fair market value, less any mortgage, of your principal residence.)

(a) _____ $50,000-$100,000
(b) _____ $100,000-$250,000
(c) _____ $250,000-$500,000
(d) _____ $500,000-$750,000
(e) _____ $750,000-$1,000,000
(f) _____ Over $1,000,000

2. Current value of liquid assets (cash, freely marketable securities, cash surrender value of life insurance policies, and other items easily convertible into cash) is sufficient to provide for current needs and possible personal contingencies:

   (a) _____ Yes (b) _____ No

_____
Purchaser's Initial

D. Affiliation with the Company

Are you a director or executive officer of the Company?

(a) _____ Yes (b) _____ No

E. Investment Percentage of Net Worth

If you expect to invest at least $150,000 in Shares, does your total purchase price exceed 10% of your net worth at the time of sale, or joint net worth including your spouse.

(a) _____ Yes (b) _____ No

F. Consistent Investment Strategy

Is this investment consistent with your overall investment strategy?

(a) _____Yes (b) _____ No

G. Prospective Investor's Representations

The information contained in this Questionnaire is true and complete, and the undersigned understands that the Company and its counsel will rely on such information for the purpose of complying with all applicable securities laws as discussed above. The undersigned agrees to notify the Company promptly of any change in the foregoing information which may occur prior to any purchase by the undersigned of securities from the Company.

Prospective Investor:

_____ Date: _____, 2013/14

Signature

Signature (of joint purchase if purchase is to be made as joint tenants or as tenants in common)

_____

Purchaser's Initials

(END)

SECTION E. FINANCIAL STATEMENTS AND ORGANIZATIONAL STRUCTURE
Sub-Section E.2 Organizational Flow Chart

SECTION E. FINANCIAL STATEMENTS AND ORGANIZATIONAL STRUCTURE
Sub-Section E.3 Compensation Agreements

1). Michael Nevas, Lead Agronomist (Compensation agreement follows this document.)

2). David Kimmel, General Manager [redacted] as stated in the Company's Private Offering Memorandum.

VFL

To: Michael Nevas
From: David Kimmel, President
Date: August 26, 2013

Re: Offer of Employment
PharmaFarm Production Facility
Master Grower

This is a management position and the company expects the employee to represent the company with only the highest degree of professionalism, integrity and trustworthiness.

OVERVIEW OF EMPLOYMENT

1). Hours of Employment

Expected work hours are not in concrete. In simply terms the job has to to be completed and in the case of our crop, "they" always comes first.

Pre-Launch	45 hours plus or minus
Launch	50-60 hours
Post-Launch	45 hours plus or minus

2). Opening Hours

It is expected that you will open the facility in the AM hours. We can define an exact time based on your staffing desires of grow associates and others you will be interacting with. There will be an Opening Procedures document for all steps by security and other.

Vintage Foods Ltd.
93 Thomas Road, Ledyard, Connecticut 06339 20 Mayer Drive, Montebello, NY 10901 USA
845-629-5918 www.vintagefoodsltd.com

3). Closing Hours

It is expected that you will close the facility in the PM hours. We again will determine an exact time based on the facility's overall scheduling requirements. It is understood and previously identified that we will need to have coverage (a secondary and possibly third firewall person) for complete 7-day a week coverage. Same for opening and closing hours, that is to say while it will be a primary responsibility of your job function, there will be times when someone else will need to either open, close or do both.

4). Days Per Week

The plants must be checked on everyday. That responsibility will be primarily yours and your second in command. Scheduling and options are to be discussed.

5). National Holidays, Personal Days, Sick Days, Vacation Days

As management we collectively have one key responsibility, the care of our crop. A definitive program will be identified in our employee handbook for day's out however our management will have a different set of rules. For the moment trust that the company embraces the mentality that we work hard, we enjoy time off, we do have a personal life and our crops are king.

6). Health Insurance

Our Year 1 budget has a line item for a health insurance for co-pay plan of [redacted]per associate. We expect this program will begin in the 4th or 5th month of operation and the desire will be in increase the company's financial participation in Year 2 and going forward.

7). Chain of Command

You will answer only to the general manger and or president of the company. However you are expected to be a leader, coach and team player as it relates to your interaction with the entire company. A Chain of Command will produced soon for your review, understanding as it relates to the company.

8). Projected Start Date

We anticipate that the permit process to be completed sometime between the middle of December through the beginning of January 2014. You will be expected to be on-site and start work ideally ten (10) days after the company is awarded its permit.

SALARY AND BENEFITS

Year 1	Annual Salary	[redacted]
	Weekly Gross	
	Health Contributio	
Year 2*	Annual Salary	
	Weekly Gross	
	Health Contributio	

*Note that the Year 2 salary projection is in our budget as shown above and with that we also project to increase our production based on patient enrollment, the trigger for the former.

SHARES

Upon the beginning of work, you will be gifted 100,000 shares of Vintage Foods Ltd. stock, the owner of PharmFarm production facility. This will be Common stock, the identical stock that has been issued to all of the other shareholder's, of which I am one of.

MOVING COSTS

Compensation in the amount of $1500 towards your move to Connecticut will be paid upon the supply of receipts for accounting purposes.

Michael,

I attached the job description below that I previously have sent to you.

I look forward to hearing back from you. Needless to say the company and I personally are truly excited about working together with you.

Sincerely,
David

Lead/Master Grower

Responsible for all operational aspects of the grow area(s) including but not limited to the Nursery, Vegetative Room, Flower Room, Processing, Curing and Packaging. The Grower will also take a lead role in strain development, new product development for all delivery systems, extraction processes and concentrate formulations.

Working with Vintage Foods Ltd. Senior Management, duties will include but not be limited to;

- Develop and implement a cloning program in the Nursery for ongoing disease-targeted strain development.
- Work closely with the company's chemist and lab and other on any aspects of research and development.
- Work closely with the lab on all product testing, micro-bacterial and COA requirements.
- Develop and implement a program to track and analyze all crop data by strain, lot and batch.
- Develop and implement a Mothering Program by strain.
- Develop and implement grow techniques and methodologies for the Nursery, Vegetative Room and Flower Room. This will include all aspects of the grow process including but not limited setting standards for water composite, Co2 needs, temperature, light and humidity requirements, plant development, flower growth, yield, strain specific requirements and all other parameters relating to the growing of pharmaceutical grade cannabis.
- Maintain a clean-room environment in the Nursery and entire grow facility.
- Maintain a high level of sanitation and cleanliness in all grow areas.
- Train Grow Associates as required to achieve specific goals while insuring quality standards be maintained.
- Provide ongoing training for industry and growing development updates.
- Budget and schedule Grow Associates to satisfy the quality agricultural care and ongoing handling of the crops.
- Direct and manage Grow Associates on a day-to-day basis.
- Insure that all plants are tagged for tracking, inventor and accountability to the state.
- Insure all plants are correctly weighed and accounted for as required.
- Insure all plants are inventoried as required (daily, weekly, monthly)
- Organize all grow rooms to be strain specific by area with proper signage.
- Be sure proper lighting requirements and other plant requirements are correctly correlated by strain in all grow rooms at all times.
- Be sure humidity levels are properly maintained.
- Randomly check plants daily for mold, fungus, spider mites or other
- Direct the operational details on a daily basis.
- Manage the harvest, drying, curing and packaging by strain.

- Make final decision when to harvest, dry, cure and pack.
- Oversee the extraction programs for cannabis.
- Oversee the processing and manufacturing of all products.
- Check daily the software grow platform to insure it is set and operating correctly (if used).
- Check with security each day to insure the security program is operating correctly in the Grow Room areas when arriving for work and prior to departing work.
- Maintain a company cell phone 24 hours a day, seven days a week for all grow farm emergency requirements and to follow procedure on response.
- Maintain a par stock of grow supplies, nutrients and other materials sufficient to manage current production requirements plus.
- Assist in the projection of planting, harvest and yields on a on-going basis.
- Verify Grow Associate time cards before submitting them for payment.
- Assist in the creation of a synchronized energy grow environment for a higher grade and potentially more effective medication for the patient.
- Assist in the morning and afternoon qigong energy exercises with all grow associates.
- Attend trade shows, read trade magazines, Google the internet and mix with industry associates to keep current on new products, strains, trends, patient care, grow techniques, cloning, medical cannabis developments, etc.
- Attend management meetings as needed, prepared to discuss all grow related issues.
- Take a leadership position in new patient-product development.
- Complete understanding on all state employee-employer requirements by gender, race, ethnic, age, sexual preference and business practice.
- Complete understanding of all the state cannabis rules and to be sure they are followed to the exact letter of the law.

Education/Degree:	High School Diploma or equivalent.
Ideal Candidate:	Cannabis growing experience, strain development, understanding of phytochemicals and compounds in the plant. Budgeting experience, regulatory understanding, management experience, understanding of extraction processes, good people skills and ability to work with a wide cross-section of the culture. Understands what it is to be a patient.
Hours Required:	7 days weekly during initial start-up 5 days, 30 days thereafter On-call for harvest or other immediate requirements
Supervisor:	General Manager and/or President

E. FINANCIAL STATEMENTS AND ORGANIZATIONAL STRUCTURE
Sub-Section E.4 Outstanding Bonds, Loans, Mortgages.....

BONDS
There will be two (2) bonds anticipated in connection with the opening and operating of the proposed production facility. They will be the surety bond's as required by the state for the purpose of the build-out of the facility and the uninterrupted supply of cannabis medication.

PLEDGES
The company has pledges totally over $3,000,000 by investors if the company is awarded a license. This shareholder remuneration for these pledges will be satisfied according to the company's private offering memorandum.

There are no other outstanding bonds, loans, mortgages, trust deeds, pledges, lines of credit, notes, debentures or other forms of indebtedness issued or executed or to be issued or executed in connection with the opening or operating of the proposed production facility other then what is identified above.

SECTION E. FINANCIAL STATEMENTS and ORGANIZATIONAL STRUCTURE

Sub-Section E. 5 Audited Financial Statements

VINTAGE FOODS LTD
(A DEVELOPMENT STAGE COMPANY)

FINANCIAL STATEMENTS

AND SUPPLEMENTARY INFORMATION
AND
INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2012

VINTAGE FOODS LTD
(A DEVELOPMENT STAGE COMPANY)

CONTENTS

Independent Auditors' Report	1-2
Financial Statements	
Balance Sheet	3
Statement of Operations	4
Statement of Stockholders' Equity	5
Statement of Cash Flows	6
Notes to Financial Statements	7-9
Supplementary Information	
Schedule of Selling, General and Administrative Expenses	10

ACS

ACQUAVELLA, CHIARELLI, SHUSTER & CO., LLP
Certified Public Accountants and Advisors

517 Route One, Iselin, NJ 08830
732.855.9600
One Penn Plaza, 36th Floor, New York, NY
212.867.1319
www.acsaccounting.com

INDEPENDENT AUDITORS' REPORT

To the Stockholders and Board of Directors of
Vintage Foods LTD

Report on the Financial Statements

We have audited the accompanying balance sheet of **Vintage Foods LTD** (the "Company") as of December 31, 2012 and the related statements of operations, changes in stockholders' equity, and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

The information contained on page 10 is presented for the purpose of additional analysis and is not a required part of the basic financial statements of **Vintage Foods LTD.** Such information has not been subjected to the auditing procedures applied in the audit of the basic financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of **Vintage Foods LTD** as of December 31, 2012, and the results of its operations and its cash flows for the year ended in accordance with accounting principles generally accepted in the United States of America.

/S/ ACQUAVELLA, CHIARELLI, SHUSTER, & CO., LLP

Iselin, New Jersey
November 8, 2013

VINTAGE FOODS LTD
(A DEVELOPMENT STAGE COMPANY)

BALANCE SHEET

	December 31, 2012
ASSETS	
Current assets	
Cash	$ 10,368
Total assets	$ 10,368
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current liaibilities	
Accounts payable and accrued expenses	$ 2,000
Loans payable	6,093
Total liabilities	$ 8,093
Stockholders' equity	
Common stock, $0.0001 par value, 20,000,000 shares authorized, 1,911,000 shares issued and outstanding	$ 191
Paid-in capital	39,238
Accumulated deficit	(37,154)
Total stockholders' equity	2,275
Total liabilities and stockholders' equity	$ 10,368

The accompanying notes are an integral part of these financial statements.

VINTAGE FOODS LTD
(A DEVELOPMENT STAGE COMPANY)

STATEMENT OF OPERATIONS

	Year Ended December 31, 2012
Consulting Income	$ 1,000
Selling, general, and administrative expense	38,154
Loss before taxes	(37,154)
Provision for taxes	-
Net loss	$ (37,154)

The accompanying notes are an integral part of these financial statements.

VINTAGE FOODS LTD
(A DEVELOPMENT STAGE COMPANY)

STATEMENT OF STOCKHOLDERS' EQUITY

	Year Ended December 31, 2012				
	Common Stock				
	Shares	Amount	Additional Paid In Capital	Accumulated Deficit	Total
Balance, December 31, 2011	-	$ -	$ -	$ -	$ -
Issuance of common stock	1,911,000	191	39,238	-	39,429
Net loss	-	-	-	(37,154)	(37,154)
Balance, December 31, 2012	1,911,000	$ 191	$ 39,238	$ (37,154)	$ 2,275

The accompanying notes are an integral part of these financial statements.

VINTAGE FOODS LTD
(A DEVELOPMENT STAGE COMPANY)

STATEMENT OF CASH FLOWS

	Year Ended December 31, 2012
Cash flows from operating activities	
Net loss	$ (37,154)
Adjustments to reconcile to net cash cash provided by operating activities	
Increase (decrease) in:	
Accounts payable	2,000
Net cash used by operating activities	(35,154)
Net cash used in investing activities	-
Cash flows from financing activities	
Debt obtained during the year	6,093
Issuance of Common Stock	39,429
Net cash provided from financing activities	45,522
Net increase in cash	10,368
Cash, beginning of year	-
Cash, end of year	$ 10,368
Supplementary information paid during the year	
Interest	$ -
Taxes	$ -

The accompanying notes are an integral part of these financial statements.

1. Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

Vintage Foods LTD (the "Company") was incorporated under the laws of the State of Delaware on March 10, 2010 and is headquartered in Montebello, New York. Even though the Company was incorporated in 2010, operations did not commence until 2012.

Vintage Foods LTD is a development stage pharmaceutical company which is vested in the medical marijuana market. During 2012, the nature of the Company's operations consists of upper management soliciting potential investors and chemist to assist in the growth and development of the Company and future products.

The Company's plan in future years is to provide services including development of cannbinoid based health and wellness products, and the development of medical grade compounds.

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results may differ from those estimates. As of December 31, 2012, the Company did not incur such estimates.

New Accounting Pronouncements

No new account pronouncements issued, or effective during the year has had or is expected to have a material impact on the Company's financial statements.

Risks and Uncertainties

The Company is subject to various risks common to development stage pharmaceutical companies including, but not limited to, uncertainties related to licensing, funding, and development of products.

Income Taxes and Deferred Taxes

The Company is treated as a "C" corporation for Federal and State purposes, and as such is responsible for payment of income taxes on a corporate level. The Company has filed tax returns in New York State, and accordingly the Company is liable for all state and city income taxes.

Deferred income taxes arise as of the result of timing differences between income per books and income reported for tax purposes. As of December 31, 2012, the Company does not have such differences.

The Company classifies interest accrued on unrecognized tax benefits with interest expense. Penalties accrued on unrecognized tax benefits are classified with operating expenses. During the year ending December 31, 2012, the Company did not recognize any such interest or penalties. As such, there is no accrued interest or penalties as of December 31, 2012.

1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

Income Taxes and Deferred Taxes (Continued)

The Company follows the accounting guidance concerning provisions for uncertain income tax positions. This clarified the accounting for income taxes by prescribing a minimum probability threshold that an uncertain tax position must meet before a financial statement benefit is recognized. The minimum threshold is defined as a tax position that is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. There were no significant matters determined to be unrecognized tax benefits taken or expected to be taken in a tax return that have been recorded on the Company's financial statements for the fiscal year ended December 31, 2012.

The income tax returns of the Company for 2012 are subject to examination by the IRS and other various taxing authorities, generally for three years after they were filed.

Advertising

The Company expenses advertising costs as incurred. The Company did not incur advertising cost for the year ended December 31, 2012.

Revenue Recognition

The Company recognized the consulting revenue in the period in which the consulting services have been provided.

Common Stock Issuance

During 2012 the Company issued shares of common stock above par value. The Company allocated all proceeds, which were received over the par value of the stock, to additional paid in capital. See note 3 for additional information on the issuances.

2. Loans

During April, September, November, and December of 2012, the Company received additional financing from various individuals, at no stated interest rate. The Company was required to pay back these funds within the following year, at no stated repayment schedule. As of December 31, 2012, the balance due on the loans is approximately $6,000. During 2013, all of these loans were forgiven in exchange for approximately 958,000 shares of common stock. See footnote 8 for additional information.

3. Issuance of Common Stock

On April 18, 2012, the Company issued 960,000 shares of Common Stock, with a par value of $0.0001, to the CEO of the Company at par value. The total value of the issuance of the preferred stock was approximately $100.

On September 26, 2012, the Company issued 912,000 shares of Common Stock, with a par value of $0.0001, to the CEO of the Company at par value. The total value of the issuance of the preferred stock was approximately $100.

On September 26, 2012, the Company issued 15,000 shares of Common Stock, with a par value of $0.0001, to an unrelated third party investor at a purchase price of $1.00. The total value of the issuance of the preferred stock was approximately $ 15,000.

3. Issuance of Common Stock (Continued)

On November 9, 2012, the Company issued 4,000 shares of Common Stock, with a par value of $0.0001, to an unrelated third party investor at a purchase price of $1.00. The total value of the issuance of the preferred stock was approximately $ 4,000.

On November 9, 2012, the Company issued 10,000 shares of Common Stock, with a par value of $0.0001, to an unrelated third party investor at a purchase price of $1.00. The total value of the issuance of the preferred stock was approximately $ 10,000.

On November 19, 2012, the Company issued 10,000 shares of Common Stock, with a par value of $0.0001, to an unrelated third party investor at a purchase price of $1.00. The total value of the issuance of the preferred stock was approximately $ 10,000.

4. Contingencies

The Company is not currently involved in any litigation as of December 31, 2012. In the opinion of management there are will be no such by any outside party as of yearend, and as such, no provision has been made in the accompanying financial statements for these uncertainties.

5. Expense Reimbursement Cost

During the course of the fiscal year, the Company has reimbursed the CEO for various expenses relating to meetings with potential investors, and office expenses, that were paid by the CEO. These expenses include telephone charges, postage, gas, mileage, meals, office supplies, etc. As of December 31, 2012, the total amount of expenses that were reimbursed to the CEO was approximately $9,000.

6. Consulting Income

During January 2012, the Company performed consulting services for an unrelated third party. This was an isolated event, and the Company does not intend to provide consulting services in the future.

7. Related Party Transactions

The Company's office is located on the one of the CEO's personally owned properties, on a month-to-month lease. The rent is paid directly to the CEO, in the amount of $300 per month. The total amount of rent expense that was paid to the CEO was approximately $3,600.

The Company utilizes a consulting firm to assist in the solicitation of potential investors and business operations. The consulting firm is owned by one of the board members of the Company. Total consulting expenses that were paid to this consulting firm for the year ended December 31, 2012 was approximately $13,000.

8. Subsequent Events

The Company has evaluated events through November 8, 2013, the date that these financial statements were available to be issued.

During 2013, the Company issued approximately 958,000 shares of common stock, at par value, in exchange for the $6,093 loan balance as of December 31, 2012.

VINTAGE FOODS LTD
(A DEVELOPMENT STAGE COMPANY)

SCHEDULE OF SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

	December 31, 2012
Expense reimbursement (See note 5)	$ 9,000
Dues and subscriptions	195
Laboratory expenses	925
Licenses and permits	163
Meals and entertainment	1,491
Office expenses	1,530
Professional fees (See note 7)	13,115
Rent (See note 7)	3,600
Repairs and maintenance	1,097
Salaries and wages	1,300
Telephone	984
Travel	2,451
Miscellanous	196
Utilities	2,107
Total	$ 38,154

The accompanying notes are an integral part of these financial statements.

E. FINANCIAL STATEMENTS AND ORGANIZATIONAL STRUCTURE
Sub-Section E.6 Company Tax Returns

VINTAGE FOODS LTD.

TAX RETURNS
FOR THE YEAR ENDED DECEMBER 31, 2012
(CLIENT COPY)

Tax return information provided
but not subject to FOI.