COHO COLLECTIVE KITCHENS INC.

INITIAL PUBLIC OFFERING OF COMMON SHARES

MAY 2, 2022

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*An amended and restated preliminary prospectus dated April 29, 2022 (the "**prospectus**"), containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in all of the provinces of Canada, except Quebec. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. A copy of the prospectus, and any amendment, is required to be delivered with this document. The prospectus is still subject to completion. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final prospectus has been issued. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the prospectus and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.*

*The prospectus constitutes a public offering of securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities of the Company (as defined below) have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and are being offered and sold in the United States exclusively to qualified institutional buyers, as defined in Rule 144A under the U.S. Securities Act. Each offeree in the United States is hereby notified that the offer and sale of Offered Shares (as defined below) to it is being made in reliance upon the exemption from the registration requirements of the U.S. Securities Act provided by Rule 144A thereunder.*

Capitalized terms used but not otherwise defined herein shall have the respective meaning ascribed thereto in the prospectus. All references to "$" or "dollars" in this document are to Canadian dollars, unless otherwise stated.

Issuer:	Coho Collective Kitchens Inc. (the "**Company**")-to be listed on the TSX Venture Exchange ("**TSXV**") as "COHO".
Offering:	Initial Public Offering of 16,666,670 to 26,666,670 common shares from treasury (19,166,670 to 30,666,670, common shares from treasury assuming the Over-Allotment Option (as defined below) is exercised in full) (the "**Offered Shares**").
Offering Price:	$0.30 per Offered Share (the "**Offering Price**").
Issue Amount:	$5,000,001 to $8,000,001 ($5,750,001 to $9,200,001 assuming the Over-Allotment Option is exercised in full) (the "**Offering**").
Over-Allotment Option:	The Company has agreed to grant to the Underwriters the Over-Allotment Option exercisable, in whole or in part, at any time for a period of 30 days from the Closing Date, to purchase up to an additional 15% of the aggregate number of Offered Shares issued under the Offering (being equal to 2,500,000 to 4,000,000 additional Offered Shares) at the Offering Price to cover over-allocations, if any, and for market stabilization purposes (the "**Over-Allotment Option**").
Form of Offering:	Marketed initial public offering by way of a long form prospectus in all of the provinces of Canada, except Quebec. Private placement into the U.S. via Rule 144A and internationally as permitted.
Use of Proceeds:	The Company intends to use the net proceeds of the Offering for the build-out of up to six additional properties, future acquisitions, development of tech platform and for general corporate purposes.
Share Capital:	Prior to the Offering the Company has an aggregate of 67,351,224 common shares issued and outstanding (79,159,454 fully diluted) in the capital of the Company (the "**Common Shares**").
Escrow / Lock-Up Arrangements:	In connection with the completion of the Offering, each of the Company's shareholders owning greater than 10% of the issued and outstanding shares of the Company as well as the Company's directors and executive officers, and certain other shareholders will be subject to a 3-year escrow agreement with staged release from escrow every 6 months.

Canaccord Genuity Capital Markets

	75% of current shares outstanding will be subject to a three-year rolling release escrow resale restriction. Officers, directors and certain other shareholders will also be subject to a 180-day lock up.
Eligibility for Investment:	Eligible for RRSPs, RRIFs, RDSPs, DPSPs, RESPs, and TFSAs.
Listing:	The Company has applied to have the Common Shares listed on the TSXV under the symbol COHO Listing is subject to the approval of the TSXV in accordance with its initial listing requirements. The TSXV has not conditionally approved the listing application of the Common Shares and there is no assurance that the TSXV will approve the listing application.
Agent:	Canaccord Genuity Corp.
Cash Commission:	8% of the aggregate gross proceeds of the Offering payable in cash or common shares (at the Offering Price), or any combination of cash or common share at the option of the Agent.
Agent's Warrant:	The Agent will receive Agent's warrants (the "Agent's Warrants") exercisable at any time prior to the date that is twenty-four months from the date of Listing on the TSX Venture Exchange to acquire that number of common shares of the Company which is equal to 8% of the number of Offered Securities sold under the Offering, at the Offering Price.
Closing:	May 31, 2022 or such other date that the Agent and the Company shall agree.