

**51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Omni Commerce Corp. (the “Company”)
#1001 – 1185 West Georgia Street
Vancouver, BC V6E 4E6

Item 2 Date of Material Change

July 5, 2019

Item 3 News Release

The news release dated July 5, 2019 was disseminated via Accesswire.

Item 4 Summary of Material Change

The Company announced that it has entered into an amended binding letter of intent (the “LOI”) with DF Holdings Group LLC (“Dreamfields”) and 1204970 B.C. Ltd. (“Finco”), to acquire Dreamfields and Finco, whereby the parties have mutually agreed to extend, among other deadlines: (i) the deadline date for Omni to be reasonably satisfied with its due diligence investigation of Dreamfields, with written notice of such completion being delivered to Dreamfields, to July 31, 2019 and (ii) the deadline date for Dreamfields to be reasonably satisfied with its due diligence investigation of Omni, with written notice of such completion being delivered to Omni, to July 31, 2019.

None of the securities issued in connection with the proposed transaction will be registered under the *United States Securities Act* of 1933, as amended (the “1933 Act”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in the attached news release which has been filed on SEDAR.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Anthony Srdanovic, Chief Executive Officer
Telephone: (604) 506-0949

Item 9 Date of Report

July 5, 2019

OMNI COMMERCE CORP.

#1001 – 1185 West Georgia Street, Vancouver BC
Tel: 604-506-0949

NEWS RELEASE

TSX.V: OMNI

OMNI COMMERCE CORP. ANNOUNCES ENTRY INTO AMENDED AGREEMENT

July 5, 2019: Vancouver, BC – Omni Commerce Corp. (TSX-V: OMNI, FRA:0MZA) (“Omni” or the “Company”) is pleased to announce that it has entered into an amended binding letter of intent (the “LOI”) with DF Holdings Group LLC (“Dreamfields”) and 1204970 B.C. Ltd. (“Finco”), to acquire Dreamfields and Finco, whereby the parties have mutually agreed to extend, among other deadlines: (i) the deadline date for Omni to be reasonably satisfied with its due diligence investigation of Dreamfields, with written notice of such completion being delivered to Dreamfields, to July 31, 2019 and (ii) the deadline date for Dreamfields to be reasonably satisfied with its due diligence investigation of Omni, with written notice of such completion being delivered to Omni, to July 31, 2019.

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About Omni

Omni is a publicly listed company currently listed on the TSX Venture Exchange, trading under the symbol “OMNI”. Omni is headquartered in Vancouver, British Columbia and is a reporting issuer in British Columbia and Alberta.

ON BEHALF OF THE BOARD

OMNI COMMERCE CORP.

Per: “Anthony Srdanovic”

Anthony Srdanovic, CEO

For further information, please contact:

Anthony Srdanovic, CEO

Phone: (604) 506-0949

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Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this news release.