

OMNI COMMERCE CORP.

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NEWS RELEASE

TSXV: OMNI

OMNI ANNOUNCES BINDING LETTER OF INTENT WITH DREAMFIELDS BRANDS INC.

August 13, 2019: Vancouver, BC – Omni Commerce Corp. (TSXV: OMNI, FRA: 0MZA) ("Omni" or the "Company") is pleased to announce that it has entered into a binding letter of intent dated July 26, 2019 (the "**Letter Agreement**") with DreamFields Brands Inc. (the "**Target**"), a California-based vertically-integrated cannabis manufacturing, distribution, branding, sales and events company, whereby the Company has agreed to acquire all of the outstanding shares of the Target, resulting in the reverse take-over of the Company by the Target (the "**Reverse Takeover**").

The Letter Agreement replaces a previously announced binding letter of intent dated May 1, 2019, as amended, with DF Holdings Group LLC ("**DF Holdings**") and 1204970 B.C. Ltd., whereby the Company had agreed to acquire all of the outstanding membership interests of DF Holdings and all of the outstanding securities of 1204970 B.C. Ltd. In its prior news release dated May 21, 2019, the Company disclosed that DF Holdings and the Target are separate companies and advises that the acquisition by the Target of all of the outstanding securities of DF Holdings is a condition precedent to the closing of the Reverse Takeover (the "**Closing**") under the Letter Agreement. The Company confirms that 1204970 B.C. Ltd. is not a party to the Letter Agreement. The Company further confirms that it is not contemplating a concurrent financing in connection with the Reverse Takeover.

The Reverse Takeover, which is subject to receipt of required corporate and regulatory approvals, as applicable, and other conditions, will represent the Company's entry into the cannabidiol (CBD) and cannabis sectors in connection with its previously announced change of business (the "**Change of Business**").

In connection with the Closing, the Company intends to delist (the "**Delisting**") its common shares (each, a "**Share**") from the TSX Venture Exchange ("**TSXV**") and relist the Shares on the Canadian Securities Exchange (the "**CSE**") (the "**Relisting**").

In accordance with applicable TSXV policies, the Company will be required to obtain the approval of a majority of the Company's minority shareholders to effect the Delisting, and anticipates obtaining such approval by way of written consents of a majority of the minority of existing shareholders holding at least 50% plus one of the Company's currently outstanding common shares. Upon Closing, the Target will be a wholly-owned subsidiary of the Company and, following such time, the Company will carry on the business of the Target and DF Holdings (see disclosure under "DF Holdings Acquisition" below).

The Reverse Takeover

Pursuant to the terms of the Letter Agreement, the Company has agreed to acquire all of the outstanding shares of the Target (each, a "**Target Share**") in exchange for one (1) post-Consolidation (as defined below) Share for every one (1) Target Share outstanding at the Closing; provided that at the Closing the capital structure of the Target will consist of no more than 86,000,000 Target Shares (inclusive of Target Shares issued in connection with the DF Holdings Acquisition (as defined herein)) and no securities convertible into Target Shares or any other rights or options to acquire Target Shares will be outstanding at the Closing.

Completion of the Reverse Takeover will be subject to the satisfaction of various conditions precedent, including: (i) the Company effecting the Consolidation (as defined below); (ii) the Target completing the DF Holdings Acquisition; (iii) the Target delivering to the Company financial statements for each of the Target and DF Holdings, both audited and unaudited, as applicable, for the periods required pursuant to applicable securities legislation and stock exchange policies; (iv) the reconstitution of management and the board of directors of the Company (the "**Omni Board**"); and (v) the Company and the Target obtaining all necessary consents, approvals and other authorizations of any regulatory authorities, shareholders or third parties required for the transactions contemplated by the Letter Agreement, including, but not limited to, the approval of the TSXV for the Delisting, and the CSE for the Relisting, the approval of the shareholders and board of directors of the Company, as applicable, for the Consolidation, the Change of Business, the Delisting, the Relisting and the Reverse Takeover, and the necessary corporate approvals of the Target for the Reverse Takeover.

Pursuant to the terms of the Letter Agreement, the parties have agreed to negotiate in good faith a formal agreement in respect of the proposed Reverse Takeover (the "**Definitive Agreement**") based on the terms in the Letter Agreement and containing such other terms as are customary for a transaction of this nature. Upon execution, the Definitive Agreement will replace and supersede the Letter Agreement in its entirety. In the absence of a Definitive Agreement, the Letter Agreement will terminate on August 16, 2019.

At the option of the Target, the Company's Chief Executive Officer, Anthony Srdanovic, will resign from all roles held in the Company and be replaced with an interim Chief Executive Officer mutually agreeable to the Company and the Target, whose principle role shall be to assist with the Closing. If Mr. Srdanovic resigns as a director and/or officer of the Company in the future, a subsequent news release will be issued.

None of the securities issued in connection with the Reverse Takeover 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 news release does not constitute an offer to sell or a solicitation of an offer to buy nor will there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

The structure of the Reverse Takeover remains subject to negotiations between the parties and may be altered for tax, corporate, securities or regulatory reasons.

DF Holdings Acquisition

Prior to or concurrent with the Closing, it is expected that the Target will have completed the acquisition of all of the securities of DF Holdings (the "**DF Holdings Acquisition**"), whereby:

- (a) 12,000,000 Target Shares will be issued in consideration of the acquisition of all of the outstanding securities of DF Holdings; and
- (b) if prior to Closing, Target generates USD\$350,000 in sales of Jeeter-branded products in any fiscal month, then an additional 3,000,000 Target Shares will be issued to the former DF Holdings securityholders.

The controlling shareholders of each of the Target and DF Holdings (as to an aggregate 77% ownership interest) are Solano Investments LLC (Sebastian Solano -100%), Dayglow Luk LLC (Lukasz Tracz - 100%) and Garrambone International LLC (Scot Garrambone - 100%).

Management Changes

In connection with the Closing, the management and Omni Board will be reconstituted to be comprised of nominees to be appointed by the Target who have requisite industry, financing, accounting and public company experience. The officers of Omni are anticipated to include Sebastian Solano as Chief Executive Officer and Chairman, Lukasz Tracz as President, Scot Garrambone as Treasurer and Secretary, and such other individuals as may be determined by the Target. Omni Board is anticipated to be comprised of such members as may be determined by the Target. A subsequent news release setting out the names and backgrounds of all persons who will constitute principals or insiders of the Company at Closing will be issued once the details of the reconstitution of the Omni Board and management are confirmed and upon execution of a Definitive Agreement

Consolidation

Prior to the Closing, it is expected that Omni will complete a consolidation of its Shares on the basis of one post-consolidation Share for each five pre-consolidation Shares (the "**Consolidation**"). As there are presently 40,443,657 Shares outstanding, there are expected to be approximately 8,119,640 Shares outstanding following the completion of the Consolidation, but prior to giving effect to the completion of the Reverse Takeover.

About Target

The Target is a cannabis branding, sales and events company with a fully licensed production facility focused on manufacturing, fulfillment, distribution, wholesale and retail sales for white-label and its wholly-owned portfolio of cannabis and CBD brands. The Target is organized under the laws of the state of California and the Target's assets, after the acquisition of DF Holdings, will include a 4.2-acre campus with a 12,000 square foot facility located in Southern California. In the last trailing three months of 2019, DF Holdings reported unaudited revenues from sales in California of USD\$5.7 million. The Target plans on entering new U.S. states through partnerships and licensing agreements as well as launching a proprietary direct-to-consumer brand that will be legal to purchase online in most U.S. states.

The executive team of the Target has over 15 years of history and success working together in both the public and private sectors; building global brands including some of the largest and most prominent music festivals in over 45 countries and with more than 15 million in total attendees, producing marketing campaigns and creating unique, high demand experiences that influence and define the culture; captivating loyal customers and creating new social trends. The Target, through DF Holdings, has created a branded event platform and a diverse portfolio of premium retail brands focused on innovative products and an engaging customer cannabis and CBD experience.

Resignation of Director

The Company also announces the resignation of Gary Thompson as a director of the Company, effective July 26, 2019. The Company wishes to thank Mr. Thompson for his contributions to the Company and wishes him all the best in his future endeavours.

On May 31, 2018, trading in the Shares was halted in connection with the Company's announcement of the Change of Business and Shares are expected to remain halted until the Company begins trading on the CSE following the completion of the Reverse Takeover.

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

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Completion of the Change of Business and Reverse Takeover is subject to a number of conditions, including but not limited to, applicable regulatory and corporate approvals. There can be no assurance that the Change of Business or Reverse Takeover will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in regulatory filings prepared in connection with the Change of Business and Reverse Takeover, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

The TSXV has in no way passed upon the merits of the Change of Business and Reverse Takeover and has neither approved nor disapproved the contents of this news release. 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.

Forward-Looking Statements:

This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian legislation. All statements in this news release that are not purely historical are forward-looking statements and include statements regarding beliefs, plans, expectations and orientations regarding the future including, without limitation, the Company's expectation that it and the Target will be able to enter into the Definitive Agreement and the closing the Reverse Takeover (and the transactions contemplated thereby, including the Consolidation, the Change of Business, the Delisting, the Relisting and the DF Holdings Acquisition), the members of the Company's board and management upon Closing, the date of Closing and the re-commencement of trading of the Shares on the CSE, the anticipated business plans and timing of future activities of the Company after Closing and the Target's plans to enter the U.S. market through partnerships and license agreements, as well as to launch a proprietary direct-to-consumer brand, are forward-looking statements. Although the Company believes that such statements are reasonable and reflect expectations of future developments and other factors which management believes to be reasonable and relevant, the Company can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: "believes", "expects", "anticipates", "intends", "estimates", "plans", "may", "should", "would", "will", "potential", "scheduled" or variations of such words and phrases and similar expressions, which, by their nature, refer to future events or results that may, could, would, might or will occur or be taken or achieved. In making the forward-looking statements in this news release, the Company has applied several material assumptions, including without limitation, that it will be able to negotiate and enter into the Definitive Agreement, and that it and the Target will obtain TSXV and CSE acceptance, as applicable, and the required corporate approvals of the Consolidation, the Change of Business, the Reverse Takeover and the Relisting, market fundamentals will result in sustained cannabis demand and prices, the receipt of any necessary permits, licenses and regulatory approvals in connection with the future development of the Company and the Target's business in a timely manner, the availability of the financing required for the Company to carry out its planned future activities, retain and attract qualified personnel, and that the Target will succeed in its plans to enter the U.S. market through partnerships and license agreements, as well as to launch a proprietary direct-to-consumer brand.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. Such risks and other factors include the inability of the Company to, among other things, negotiate and enter into the Definitive Agreement, close the Reverse Takeover (including if as a result of the Target not being able to complete the DF Holdings Acquisition on the terms announced or at all) and complete the Delisting and the Relisting, including as a result of the inability of the Company and the Target to obtain the required regulatory and corporate approvals (including acceptance by the TSXV and the CSE, as applicable, of the Consolidation, the Change of Business, the Reverse Takeover and the Relisting), execute its proposed business plans, and obtain the financing required to carry out planned future activities, and that the Target will be unsuccessful in entering into the U.S. market through partnerships and license agreements, and/or unsuccessful in launching its proprietary direct-to-consumer brand. Other factors may also adversely affect the future results or performance of the Company, including general economic, market or business conditions, future prices of cannabis, changes in the financial markets and in the demand for cannabis, changes in laws, regulations and policies affecting the cannabis industry, risks related to the acquisition of the Target and the Company's investment and operation in the cannabis sector in the United States, as well as the risks and uncertainties which are more fully described in the Company's annual and quarterly management's discussion and analysis and in other filings made by the Company with Canadian securities

regulatory authorities under the Company's profile at www.sedar.com. Readers are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly, are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements.

These forward-looking statements are made as of the date of this news release and, unless required by applicable law, the Company assumes no obligation to update the forward-looking statements or to update the reasons why actual results could differ from those projected in these forward-looking statements.