

**Form 51-102F3**  
**Material Change Report**

**1. Name and Address of Company**

Omni Commerce Corp. (the "Company")  
#1470 – 1188 West Georgia Street  
Vancouver, British Columbia V6E 4E6

**2. Date of Material Change**

September 13, 2019.

**3. News Release**

A news release was disseminated on September 18, 2019 on Accesswire and was subsequently filed on SEDAR.

**4. Summary of Material Change**

The Company announced that it has entered into a definitive transaction agreement dated September 13, 2019 with Dreamfields Brands Inc. ("Dreamfields"), 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 Dreamfields, resulting in the reverse take-over of the Company by Dreamfields (the "Reverse Takeover"). The Reverse Takeover, which is subject to receipt of required corporate, regulatory and stock exchange approvals, as applicable, and other conditions, will represent the Company's entry into the cannabidiol (CBD) and cannabis sectors.

**5. Full Description of Material Change**

See attached news release dated September 18, 2019 and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**6. Reliance on subsection 7.12 of National Instrument 51-102**

Not Applicable.

**7. Omitted Information**

Not Applicable.

**8. Executive Officer**

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

**9. Date of Report**

September 19, 2019.

## OMNI COMMERCE CORP.

#1470 – 1188 West Georgia Street, Vancouver BC  
Tel: 604-506-0949

NEWS RELEASE

TSXV: OMNI

### OMNI ANNOUNCES DEFINITIVE TRANSACTION AGREEMENT WITH DREAMFIELDS BRANDS, INC.

**September 18, 2019: Vancouver, BC – Omni Commerce Corp. (TSXV: OMNI, FRA: 0MZA)** ("Omni" or the "Company") announces that, further to its news release dated August 13, 2019, it has entered into a definitive transaction agreement dated September 13, 2019 (the "**Definitive Agreement**") with Dreamfields Brands, Inc. ("**Dreamfields**"), a California-based vertically-integrated cannabis manufacturing, distribution, branding, sales and events company. The Definitive Agreement provides that, subject to the satisfaction of certain conditions precedent, including applicable regulatory and stock exchange approvals, at the Effective Time (as defined below) and concurrently with the Merger (as defined below), the securityholders of Dreamfields will exchange their Dreamfields Shares (as defined below) for Proportionate Voting Shares (as defined below) or Subordinate Voting Shares (as defined below), as applicable, resulting in the reverse takeover of the Company by Dreamfields (the "**Reverse Takeover**"), pursuant to which the business of Dreamfields will become the business of the Company (the "**Change of Business**"). The Reverse Takeover will represent the Company's entry into the cannabidiol (CBD) and cannabis sectors. In connection with the Reverse Takeover, the Company is expected to change its name to "Dreamfields Brands, Inc.", or such other name as determined by Dreamfields and that is acceptable to the regulatory authorities (the "**Name Change**"), and make application to the Canadian Securities Exchange (the "**CSE**") for the listing thereon of the Subordinate Voting Shares (the "**Relisting**").

#### *The Reverse Takeover*

Pursuant to the terms of the Definitive Agreement, at the time of the filing with the Secretary of State of the State of California of an agreement of merger between a wholly-owned California subsidiary of the Company ("**Omni Subco**") and Dreamfields (the "**Effective Time**"), Omni Subco will merge with and into Dreamfields (the "**Merger**"), with Dreamfields continuing as the surviving corporation governed by the Laws of the State of California as a wholly-owned subsidiary of the Company. In connection with the Merger, each share in the common stock of Dreamfields (each, a "**Dreamfields Share**"), other than those Dreamfields Shares held by a shareholder who demands and perfects dissenters' rights for such Dreamfields Shares, will be converted into and become a right to receive 0.1516 of a Proportionate Voting Share, provided that all Canadian and any other non-U.S. securityholders of Dreamfields will exchange each of their Dreamfields Shares for one (1) Subordinate Voting Share.

The closing of the Reverse Takeover (the "**Closing**") is anticipated to occur in Q4 of 2019, and will be subject to the satisfaction of various conditions precedent prior to the Effective Time,

including: (i) the Company effecting the Consolidation (as defined below); (ii) the Company completing the Share Structure Amendment (as defined below); (iii) the Company effecting the Name Change; (iv) Dreamfields completing the DF Holdings Acquisition (as defined below); (v) Dreamfields delivering to the Company financial statements for each of Dreamfields and DF Holdings Group LLC ("**DF Holdings**"); (vi) the reconstitution of management and the board of directors of the Company (the "**Omni Board**"); and (vii) the Company and Dreamfields obtaining all necessary consents, approvals and other authorizations of any regulatory authorities, shareholders or third parties required for the transactions contemplated by the Definitive Agreement, including, but not limited to, the approval of the TSX Venture Exchange (the "**TSXV**") and the majority of the Company's minority shareholders for the delisting (the "**Delisting**") of its common shares (each, a "**Common Share**"), the CSE for the Relisting, and the approval of the Company's shareholders, the Omni Board and the necessary corporate approvals of Dreamfields, as applicable, for various matters relating to the Reverse Takeover and Change of Business.

Subject to applicable regulatory and stock exchange approvals, finder's fees will be payable upon Closing to Star Jasmine LLC, an arm's length finder, in the amount of 1,000,000 post-Consolidation Common Shares, as exchanged for Subordinate Voting Shares (the "**Finder's Shares**"). The Finder's Shares will be subject to the applicable statutory hold period in Canada and such additional restrictions on transfer as determined by Omni and Dreamfields.

### ***Consolidation***

Prior to the Effective Time, Omni will complete a consolidation of its Common Shares on the basis of one (1) post-consolidation Common Share for each five (5) pre-consolidation Common Shares (the "**Consolidation**"). As there are presently 40,443,657 Common Shares outstanding, there are expected to be approximately 8,119,640 Common Shares outstanding following the completion of the Consolidation, but prior to giving effect to the completion of the Reverse Takeover and the Share Structure Amendment.

### ***Name Change and Share Structure Amendment***

In connection with the Reverse Takeover, the Company will also effect the Name Change and amend its articles and notice of articles (the "**Share Structure Amendment**") to: (i) amend the terms of the existing Common Shares such that they will be reclassified as Class A Subordinate Voting Shares (each, a "**Subordinate Voting Share**"), each of which Subordinate Voting Shares will entitle the holder to one (1) vote; and (ii) create a new class of shares consisting of an unlimited number of Class B Proportionate Voting Shares (each, a "**Proportionate Voting Share**"), each of which Proportionate Voting Shares will entitle the holder to 6.5952 votes and be convertible into 6.5952 Subordinate Voting Shares, all in accordance with the terms of the Definitive Agreement. Following Closing, it is estimated that an aggregate of 24,588,731 Subordinate Voting Shares and 10,538,028 Proportionate Voting Shares will be issued and outstanding.

The Company expects to mail a notice of meeting and management information circular to registered shareholders in October 2019 for an annual general and special meeting of shareholders to be held in November 2019 (the "**Omni AGSM**") to approve, among other matters, the Share Structure Amendment, along with any other necessary matters in connection with the Reverse

Takeover. A subsequent news release will be issued once the details of the Omni AGSM, including record and meeting dates, are confirmed.

### ***DF Holdings Acquisition***

Prior to the Effective Time, Dreamfields will have completed the acquisition of all of the securities of DF Holdings (the "**DF Holdings Acquisition**"), whereby:

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

None of the securities issued in connection with the Reverse Takeover and the transactions contemplated thereby, including the Merger, the Consolidation, the Share Structure Amendment and the DF Holdings Acquisition, 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.

### ***Management Changes***

Upon Closing, management of the Company and the Omni Board will be reconstituted to be comprised of nominees of Dreamfields who have the requisite industry, financing, accounting and public company experience. The officers of Omni will include Sebastian Solano as Chief Executive Officer and Chairman, Lukasz Tracz as President, Scot Garrambone as Chief Financial Officer, Treasurer and Secretary, and such other individuals as may be determined by Dreamfields. The Omni Board is expected to be initially comprised of three individuals nominated by Dreamfields and consented to by Omni, acting reasonably.

#### ***Sebastian Solano, Chief Executive Officer and Chairman***

Mr. Sebastian Solano is a visionary entrepreneur and has been involved in successfully building businesses in both Entertainment and Real Estate. Mr. Solano is best known for being the co-founder and CEO of Life In Color, one of the world's leading toured electronic music festivals with events in over 45 countries. He sold the business in 2012 to SFX Entertainment Inc (NASDAQ:SFXE) and played a key role in taking the company to its IPO in 2013. In 2015, he was appointed as CEO of ID&T North America and oversaw world renowned festival brands including Tomorrowland, Electric Zoo and Mysteryland with combined revenues exceeding USD \$150 million. Later in that same year, he was awarded for his industry success and was named to "Forbes 30 Under 30." Mr. Solano attended Florida State University and studied Business Administration.

*Lukasz Tracz, President*

Mr. Lukasz Tracz has a strong background of entrepreneurship and over 15 years of marketing experience. Mr. Tracz has successfully led the development of new and existing companies, helping establish brands world-wide and he was the co-founder and Chief Marketing Officer at Life In Color. Mr. Tracz handled the overall marketing and brand identity of Life In Color, helping sell out over 400 events and festivals in over 45 countries, making Life In Color one of the leading brands in the music & entertainment industry. In 2015, Mr. Tracz was named to Electronic Dance Music's Top 30 Under 30 by EDM.com.

*Scot Garrambone, Chief Financial Officer, Treasurer and Secretary*

Mr. Scot Garrambone is a financial expert and comes from an accomplished background across multiple industries including Real Estate, Construction, Music & Entertainment and Merchandise. Mr. Garrambone has worked in the capacity of CFO, COO and Fund Manager for over a decade and has successfully built, bought, operated and sold a number of multi-million-dollar companies both in the private and public sector. As CFO of Dreamfields for the past 3 years, Mr. Garrambone has developed a thorough understanding of the rigorousness and discipline that the cannabis industry demands. Mr. Garrambone is comfortable working with investment bankers, analysts, inventory cost accounting, has an understanding of financial reporting for both private and public companies as well as has been part of a number of Big 5 company audits. He is in the final stages of obtaining his Doctoral Degree in Education with a focus in Business Administration and Finance and holds a Masters in Management & International Business. His dissertation involves an empirical study of critical success factors in business. Mr. Garrambone has a keen focus on the company top-line and bottom-line and provides key leadership to the company ensuring all facets of the finance, accounting and functional operations meet the highest standards and support exponential company growth.

***About Dreamfields***

Dreamfields 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. Dreamfields is organized under the laws of the state of California and Dreamfields' assets, after the acquisition of DF Holdings, will include a 4.2-acre campus with a 12,000 square foot production and distribution facility located in Southern California. In the last trailing three months of 2019, DF Holdings reported unaudited revenues from sales in California of USD\$10.2 million. Dreamfields plans on entering new U.S. states through partnerships and licensing agreements as well as launching a proprietary direct-to-consumer CBD brand that will be legal to purchase worldwide.

The executive team of Dreamfields 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. Dreamfields, 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.

### **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  
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*Completion of the Reverse Takeover and Change of Business is subject to a number of conditions, including but not limited to, applicable regulatory and corporate approvals. There can be no assurance that the Reverse Takeover and Change of Business 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 Closing (and the transactions contemplated thereby, including the Merger, the Consolidation, the Share Structure Amendment, the Name Change, the Change of Business, the Delisting, the Relisting and the DF Holdings Acquisition), the members of the Omni Board and the Company's management at the Effective Time, the date of Closing and the commencement of trading of the Subordinate Voting Shares on the CSE, the anticipated business plans and timing of future activities of the Company after Closing and Dreamfields' 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 and Dreamfields will obtain TSXV and CSE acceptance, as applicable, and the required corporate approvals of the Consolidation, the Share Structure Amendment, the Name Change, the Change of Business, the Reverse Takeover, the Delisting 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 Dreamfields' 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 Dreamfields 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, close the Reverse Takeover (including if as a result of Dreamfields 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 Dreamfields to obtain the required regulatory and corporate approvals (including acceptance by the TSXV and the CSE, as applicable, of the Consolidation, the Share Structure Amendment, the Name Change, the Change of Business, the Reverse Takeover, the Delisting and the Relisting), execute its proposed business plans, and obtain the financing required to carry out planned future activities, and that Dreamfields 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 Dreamfields 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](http://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.*