

# OMNI COMMERCE CORP.

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NEWS RELEASE

TSXV: OMNI

## OMNI ANNOUNCES APPOINTMENT OF NEW DIRECTOR ISSUES STOCK OPTIONS ANNOUNCES ANNUAL SPECIAL AND GENERAL MEETING

**October 29, 2019: Vancouver, BC – Omni Commerce Corp. (TSXV: OMNI, FRA: 0MZA)** ("Omni" or the "Company") is pleased to announce the appointment of Peter M. Clausi to the board of directors of the Company, effective immediately.

Mr. Clausi, B.A., J.D., is an experienced lawyer, investment banker, shareholder rights activist and public company executive. He is currently the Chief Executive Officer of GTA Financecorp Inc. (formerly, GTA Resources and Mining Inc.), Chief Executive Officer of CBLT Inc. (cobalt, gold and copper across Canada), an independent director and audit committee member of Camrova Resources Inc. (minority interest in producing copper and cobalt mine in Mexico) and an independent director of Searchlight Resources Inc. (polymetallic properties mostly in Saskatchewan and Ontario). Mr. Clausi has also been a guest lecturer at three Ontario MBA programs, and was an instructor at the Law Society of Upper Canada's bar admission course for over 10 years.

The Company also announces that it has granted stock options to certain directors of the Company to purchase an aggregate of 3,750,000 common shares in the capital of the Company at an exercise price of \$0.19 per share for a period of two years from the date of grant.

In connection with the Company's previously announced transaction (the "Dreamfields Transaction") with Dreamfields Brands, Inc. (see news release dated September 18, 2019), the Company also announces that it has called an annual and special meeting of shareholders (the "Meeting"). The Meeting is expected to be held at 10:00 a.m. (Pacific Time) on November 28, 2019 at the offices of Lotz & Company located at Suite 1170 - 1040 West Georgia Street, Vancouver, British Columbia, Canada for the purposes of, among other things:

- attending to annual maintenance matters;
- considering and, if thought advisable, passing an ordinary resolution approving a new omnibus incentive plan;
- considering and, if thought advisable, passing an ordinary resolution, on a "majority of the minority basis", to authorize and approve the delisting (the "Delisting") of the Company's common shares from the TSX Venture Exchange (the "TSXV"); and
- considering, and if thought advisable, passing a special resolution to authorize and approve an amendment (the "Share Capital Amendment") of the notice of articles and articles of the Company to amend the rights and restrictions of the existing class of common shares

and re-designate such class as "Class A subordinate voting shares", and to create a new class of "Class B proportionate voting shares".

The details of all matters proposed to be put before shareholders of the Company at the Meeting will be set forth in a management information circular to be sent to its shareholders and posted on SEDAR under the Company's profile. The directors of the Company have fixed October 21, 2019, as the record date for the Meeting. Only shareholders of the Company of record at the close of business on the record date are entitled to vote at the Meeting or any adjournment or postponement thereof.

### ***About Omni***

Omni is a publicly listed company currently listed on the TSXV, 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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### ***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 of the Dreamfields Transaction (and the transactions contemplated thereby, including the Delisting and the Share Capital Amendment). 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. These statements are based on current expectations and assumptions that are subject to risks and uncertainties. Actual results could differ materially from those expressed or implied by the forward-looking information and statements and, accordingly, undue reliance should not be placed thereon. Risks and uncertainties that may cause actual results to vary include, but are not limited to, the inability of the Company to obtain approval of the Company's shareholders for the Delisting and the Share Capital Amendment, the inability of the Company*

*to obtain regulatory approval of the TSXV for the Delisting or of the Canadian Securities Exchange for the proposed relisting the Company's shares thereon, the inability of the Company and/or Dreamfields to execute its proposed business plans and obtain the financing required to carry out planned future activities, 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 investments and operations in the cannabis sector in the United States, as well as the risk factors 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. Any 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.*