

# OMNI COMMERCE CORP.

Security Class: Common Shares

## FORM OF PROXY

**Annual and Special Meeting to be held on Thursday November 28, 2019 (the "Meeting")**

**This Form of Proxy is solicited by and on behalf of Management.**

### Notes to proxy

Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the Meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided.

If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.

This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.

If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.

**If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**

This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting or any adjournment or postponement thereof.

This proxy should be read in conjunction with the accompanying documentation provided by Management.

**Proxies submitted must be received by 5:00 p.m., Calgary Time, on Tuesday November 26, 2019, or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed Meeting.**

VOTING METHODS	
MAIL or HAND DELIVERY	Alliance Trust Company Suite 1010, 407 - 2nd Street SW Calgary, Alberta T2P 2Y3
FACSIMILE – 24 Hours a Day	403-237-6181
ONLINE	<a href="http://www.alliancetrust.ca/shareholders/">www.alliancetrust.ca/shareholders/</a>

**If you vote by FACSIMILE or ONLINE, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

**Voting by mail, facsimile or online** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy.

### Appointment of Proxyholder

I/We, being holder(s) of OMNI  
COMMERCE CORP. hereby appoint:  
ANTHONY SRDANOVIC, Chief  
Executive Officer & Chairman, or, failing  
him, ALAN REYNOLDS, Director

OR  
Print the name of the person you are appointing  
if this person is someone other than the  
Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General Meeting of shareholders of OMNI COMMERCE CORP. (the "Company") to be held at Suite 1170 - 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1 on Thursday November 28, 2019 at 10:00 a.m. Pacific Time, and at any adjournment or postponement thereof.

# OMNI COMMERCE CORP.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

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|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|---------------------------------------------------|
| <b>1. Appointment of Auditor</b><br>To appoint <b>Smythe LLP, Chartered Professional Accountants</b> , as auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration.                                                                                                                                                                                                                                                                                                                     | <b>For</b><br><input type="checkbox"/> | <b>Withheld</b><br><input type="checkbox"/>       |
| <b>2. Number of Directors</b><br>To set the number of Directors at four (4).                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>For</b><br><input type="checkbox"/> | <b>Against</b><br><input type="checkbox"/>        |
| <b>3. Election of Directors</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>For</b>                             | <b>Withheld</b>                                   |
| i) <b>ANTHONY SRDANOVIC</b> <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <input type="checkbox"/>               | ii) <b>ALAN REYNOLDS</b> <input type="checkbox"/> |
| iii) <b>MICHAEL HOPKINSON</b> <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/>               | iv) <b>PETER CLAUSI</b> <input type="checkbox"/>  |
| <b>4. Ratification and Approval of Stock Option Plan</b><br>To consider and, if thought advisable, to pass an ordinary resolution ratifying and approving the Company's Stock Option Plan, as more particularly described in the accompanying management information circular.                                                                                                                                                                                                                                                      | <b>For</b><br><input type="checkbox"/> | <b>Against</b><br><input type="checkbox"/>        |
| <b>5. Approval of New Omnibus Incentive Plan</b><br>To consider and, if thought advisable, to pass an ordinary resolution approving a new omnibus incentive plan, as more particularly described in the accompanying management information circular.                                                                                                                                                                                                                                                                               | <b>For</b><br><input type="checkbox"/> | <b>Against</b><br><input type="checkbox"/>        |
| <b>6. Delisting from TSX Venture Exchange</b><br>To consider and, if thought advisable, to pass an ordinary resolution authorizing and approving the delisting of the Company's common shares from the TSX Venture Exchange, as more particularly described in the accompanying management information circular.                                                                                                                                                                                                                    | <b>For</b><br><input type="checkbox"/> | <b>Against</b><br><input type="checkbox"/>        |
| <b>7. Share Structure Amendment</b><br>To consider and, if thought advisable, to pass a special resolution authorizing and approving the amendment of the notice of articles and articles of the Company to:<br><br>(a) amend the rights and restrictions of the existing class of common shares and re-designate such class as Class A subordinate voting shares; and<br>(b) create a new class of Class B proportionate voting shares,<br><br>as more particularly described in the accompanying management information circular. | <b>For</b><br><input type="checkbox"/> | <b>Against</b><br><input type="checkbox"/>        |

**Authorized Signature(s) – This section must be completed for your instructions to be executed.**

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

**Signature(s)**

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**Print Name(s) & Signing Capacity(ies), if applicable**

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**Date (MM-DD-YY)**

**THIS PROXY MUST BE DATED**

**OMNI COMMERCE CORP.**

## **INTERIM FINANCIAL STATEMENTS**

☐ Mark this box if you would like to receive Interim Financial Statements with MD&A by mail.

## **ANNUAL FINANCIAL STATEMENTS**

☐ Mark this box if you would like to receive Annual Financial Statements with MD&A by mail.

# Financial Statements Request Form

Under securities regulations, a reporting issuer must send annually a form to holders to request the Interim Financial Statements and MD&A and/or the Annual Financial Statements and MD&A. If you would like to receive the report(s) by mail, please make your selection and return to Suite 1470 - 1188 West Georgia Street, Vancouver, British Columbia, Canada, V6E 4E6.

Alternatively, you may choose to access the report(s) online at [www.sedar.com](http://www.sedar.com)

OMNI COMMERCE CORP. will use information collected solely for the mailing of such financial statements.

If you wish to receive the financial statements by email, please provide your email address below.

Email Address

[illegible]

- OR -

Please place my name on your financial statement mailing list.

Name

[illegible]

Apt.

Street Number

Street Name

[illegible]

City

[illegible]

Prov. / State

[illegible]

Postal / Zip Code

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