

## **OMNI COMMERCE CORP.**

Suite 1470 - 1188 West Georgia Street  
Vancouver, British Columbia, Canada, V6E 4E6  
Telephone: 604-484-7855

### **NOTICE OF ANNUAL AND SPECIAL MEETING**

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "Meeting") of the holders (the "Shareholders") of common shares (the "Omni Common Shares") in the capital of Omni Commerce Corp. (the "Company") will be held at the offices of Lotz & Company at Suite 1170 - 1040 West Georgia Street, Vancouver, British Columbia, Canada on November 28, 2019 at 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the fiscal years ended April 30, 2016, 2017, 2018 and 2019 (with comparative statements relating to the preceding fiscal period), together with the independent auditors' report thereon;
2. to appoint Smythe LLP, Chartered Professional Accountants as auditor of the Company for the fiscal year ending April 30, 2020 and to authorize the directors to fix the auditor's remuneration;
3. to fix the number of directors at four (4);
4. to elect the directors for the ensuing year;
5. 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;
6. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution approving a new omnibus incentive plan, as more particularly described in the accompanying management information circular;
7. to consider and, if thought advisable, to pass with or without variation, an ordinary resolution to authorize and approve the delisting of the Omni Common Shares from the TSX Venture Exchange, as more particularly described in the accompanying management information circular;
8. to consider, and if thought advisable, to pass, with or without variation a special resolution to authorize and approve an amendment of the notice of articles and articles of the Company to:
  - (a) amend the rights and restrictions of the existing class of Omni Common Shares and re-designate such class as Class A subordinate voting shares; and
  - (b) create a new class of Class B proportionate voting shares; and
9. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The details of all matters proposed to be put before Shareholders at the Meeting are set forth in the management information circular accompanying this Notice of Meeting. At the Meeting, Shareholders will be asked to approve each of the foregoing items.

The directors of the Company have fixed October 21, 2019, as the record date for the Meeting (the "Record Date"). Only Shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof.

If you are a registered Shareholder of the Company and unable to attend the Meeting in person, please exercise your right to vote by completing and returning the accompanying form of proxy and deposit it with Alliance Trust Company. Proxies must be completed, dated, signed and returned to Alliance Trust Company, at Suite 1010, 407 - 2nd Street SW, Calgary, Alberta, Canada, T2P 2Y3 by 5:00 p.m. (Calgary Time) on November 26, 2019, or if the Meeting is adjourned or postponed, not less than 48 hours

(excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. Fax votes can be sent to Alliance Trust Company at 403-237-6181 and Internet voting can be completed at [www.alliancetrust.ca/shareholders/](http://www.alliancetrust.ca/shareholders/).

Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice.

If you are a non-registered Shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to vote your shares.

DATED at Vancouver, British Columbia, this 28th day of October, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

*/s/ Anthony Srdanovic*

Anthony Srdanovic  
Chief Executive Officer, Chairman and Director