

OMNI COMMERCE CORP.

1170 – 1040 West Georgia Street, Vancouver, BC

Tel: (604) 312-2425

NEWS RELEASE

TSXV: OMNI

OMNI PROVIDES UPDATE ON DREAMFIELDS TRANSACTION

February 12, 2020: Vancouver, BC – Omni Commerce Corp. (TSXV: OMNI, FRA: 0MZA) ("**Omni**" or the "**Company**") announces that it is in negotiations with Dreamfields Brands, Inc. ("**Dreamfields**") to further extend the outside closing date (the "**Outside Date**") of the previously announced Transaction Agreement (as defined below) with Dreamfields to an expected date of March 13, 2020, such that Dreamfields will have sufficient time to deliver its audited financial statements to the Company. The Company expects to have these negotiations concluded by February 14, 2020 and the Company has been informed that Dreamfields anticipates the audited financial statements will be delivered to the Company by the end of the first week of March, 2020.

On September 13, 2019, the Company entered into a definitive transaction agreement, as amended by an amending agreement dated as of December 30, 2019 and a second amending agreement dated as of January 30, 2020 with a wholly-owned subsidiary of Omni ("**Omni Subco**") and Dreamfields (as amended, the "**Transaction Agreement**"), whereby, among other things, the parties agreed that the securityholders of Dreamfields would exchange their Dreamfields shares for shares of Omni in connection with the merger of Dreamfields and Omni Subco, resulting in the reverse takeover of the Company (the "**Reverse Takeover**"), pursuant to which the business of Dreamfields would become the business of the Company.

Dreamfields – Corporate Update

For the 2019 calendar year, Dreamfields reported annual unaudited revenue from sales in California of CAD \$39.2 million, with CAD \$12.2 million in revenue generated in the final quarter of 2019.

Jeeter is Dreamfields' premier cannabis brand, with products including pre-rolls, infused pre-rolls, and vapes. Jeeter has increased its presence in the California pre-roll market and is quickly becoming a top selling brand in the State.

Puffy Delivery, a prominent delivery service in California, recently added Jeeter pre-rolls to their menu in November, 2019. Jeeter's pre-rolls have since become the top selling pre-roll on the Puffy Delivery menu, with demand outweighing supply.

The Syndicate, a chain of cannabis dispensaries located in California, recently entered into a supply agreement with Jeeter providing for Jeeter's infused pre-roll to be the exclusive infused pre-roll in all three of The Syndicate's current retail stores, along with two anticipated new retail locations opening in summer 2020. The supply agreement provides for a minimum order of CAD\$132,000 per month. The exclusive deal came after Jeeter established itself as a customer favourite, top selling pre-roll at The Syndicate's retail locations.

Jeeter will be launching its "Live Resin sauce joint" to the market on February 14, 2020, in collaboration with Cookies, a prominent cannabis retail store in California. It is anticipated that Jeeter will be taking over the Cookies flag ship store on Melrose Avenue this Friday, February 14, 2020, and will create an immersive pop-up experience.

About Dreamfields

Dreamfields' group of companies operates as a California-based "House of Brands" in which it operates as a State-licensed vertically-integrated cannabis manufacturing, distribution, branding, sales and events company.

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: "*Peter Clausi*"

Peter Clausi, President & CEO

For further information, please contact:

Anthony Balic, CFO

Phone: (604) 312-2425

Email: abalic@katunicapital.com

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.

All financial reporting contained in this news release with respect to Dreamfields was supplied by Dreamfields for inclusion herein and remains subject to Omni's ongoing due diligence. Neither Omni nor any of its respective directors or officers assumes any responsibility for the accuracy or completeness of such information or for any failure by Dreamfields to ensure disclosure of events or facts that may have occurred which may affect the significance or accuracy of any such information.

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 extension of the Outside Date, the closing of the Reverse Takeover, the performance of the obligations established under the supply agreement between Jeeter and The Syndicate and the launch of Jeeter's "Live Resin sauce joint" at Cookies. 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. 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.