

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Omni Commerce Corp. (the “**Company**”)
1170 – 1040 West Georgia Street
Vancouver, BC V6E 4E6

Item 2 Date of Material Change

June 1, 2020

Item 3 News Releases

The news release dated June 1, 2020 was disseminated through Accesswire

Item 4 Summary of Material Changes

On June 1, 2020, the Company announced it has entered into a mineral property purchase and sale agreement dated May 29, 2020 (the “**Agreement**”) with CBLT Inc. (TSXV: CBLT) (“**CBLT**”). Omni has agreed to acquire CBLT’s right, title and interest in and to its 56% joint venture interest (the “**JV**”) in the Northshore Gold Property (the “**Property**”), located in the Schreiber-Hemlo Greenstone Belt, 115 km west of Hemlo and 200 km east of Thunder Bay, on the terms in the Agreement (the “**Transaction**”). Omni will assume the role of operator of the JV on completion of the Transaction (the “**Closing**”). The remaining 44% of the JV is owned by Balmoral Resources Ltd., which company was recently acquired by Wallbridge Mining Company Limited (TSXV: WM).

Omni is also pleased to announce its engagement of Mine Management Partners Limited (“**MMP**”) to act as a technical advisor to the Company by providing assistance on the evaluation and due diligence of potential property acquisitions and other geological services. Mr. Jason Jessup, the founder and president of MMP, has 23 years of experience in the mining industry, the majority committed to mining operations management, corporate development and project evaluation.

Terms of the Agreement

The terms of the Agreement are consistent with the terms of the letter of intent which were announced on April 27, 2020. The total consideration payable by the Company in respect of the Transaction is \$1,450,000 (the “**Purchase Price**”), consisting of: (i) cash consideration of \$350,000 (the “**Cash Consideration**”), of which \$50,000 has already been paid by way of non-refundable cash deposits, and of which \$300,000 is payable by the Company on Closing; and (ii) stock consideration of \$1,100,000 payable by the issuance of post-Consolidation (as defined below) common shares in the capital of the Company on Closing (the “**Consideration Shares**”). Prior to the Closing, the Company will undertake a five-for-one consolidation of its issued and outstanding common shares (the “**Consolidation**”). The Company will also complete a private placement financing of subscription receipts, on a post-Consolidation basis, at a price of \$0.60 per subscription receipt, each consisting of one share and one common share purchase warrant of the Company, for gross total proceeds of not less than \$1.5 million (the “**Financing**”). The Consideration Shares to be issued on Closing on a post-Consolidation basis will be issued at a deemed price per share equal to the price of subscription receipts sold in the Financing. All of the Consideration Shares will be subject to the terms of a voluntary escrow agreement, to be entered by the parties prior to Closing, which terms include the release of 25% of the Consideration Shares from

escrow on each of the days which is four, six, eight and 12 months after the Closing. This voluntary escrow will be in addition to any escrow required by the policies of any applicable stock exchange and any hold restrictions under applicable securities laws. In addition, if CBLT, or any of its affiliates, stakes or otherwise acquires any rights (the “**Additional Rights**”) to minerals located wholly or partially within or contiguous to the area located within two (2) kilometers from any portion of the exterior boundaries of the Property, as such exterior boundaries exist on the Closing (the “**Area of Interest**”), CBLT must provide notice to the Company of such acquisition and the details thereof, and the Company will have the election, to be exercised within thirty (30) days of the receipt of the notice of such Additional Rights, whether to include the Additional Rights in the Property (whether such rights are contained wholly within the Area of Interest or only partially within the Area of Interest).

In connection with the Transaction, the Company entered into finder’s fee agreement dated March 2, 2020, as amended, with an arm’s length finder, Bello Capital Partners, for the payment of a finder’s fee equal to 3% of the value of the Consideration Shares, being \$33,000, payable by the issuance of 55,000 post-Consolidation common shares in the capital of the Company (the “**Omni Finder’s Shares**”), subject to the policies and the approval of any applicable stock exchange. When issued, the Omni Finder’s Shares will be subject to a restricted period of four months and one day.

Also in connection with the closing of the Transaction, CBLT entered into a finder’s fee agreement dated May 12, 2020 with two arm’s length finders, Calico Management Corporation and Kim W. Measor (the “**CBLT Finders**”) for the payment of finder’s fees to be paid at Closing by CBLT which include: (i) cash fees payable to each of the CBLT Finders by CBLT in the amount of 2.5% of the value of the Cash Consideration, and (ii) the transfer from CBLT to each of the CBLT Finders of 2.5% of the Consideration Shares (the “**CBLT Finder’s Shares**”), subject to the policies and the approval of any applicable stock exchange. When issued, the CBLT Finder’s Shares will be subject to a restricted period of four months and one day and the voluntary escrow referred to above.

Completion of the Transaction remains subject to a number of conditions, including satisfactory due diligence, Omni completing the Financing, Omni completing the Consolidation, Omni obtaining a technical report on the Property that is in compliance with National Instrument 43-101, Omni submitting an application to list its common shares on the Canadian Securities Exchange (the “**CSE**”), CBLT documenting sufficient and timely expenditures on the Property to meet the listing requirements of the CSE, Omni being satisfied that CBLT has completed the necessary consultation with any applicable indigenous peoples with respect to any matters pertaining to the Property, CBLT being in good standing in respect of its joint venture interest in the Property, receipt of all requisite approvals, and other conditions customary for transactions of this nature. The Agreement provides that the Closing shall be completed by August 31, 2020, or such earlier date as may be agreed to by the parties.

John Veltheer, Omni Commerce Corp. CEO and Director commented, “We look forward to getting OMNI publicly listed again. A property like Northshore which has an impressive 43-101 compliant resource and considerable exploration potential, puts OMNI and it's shareholders into a great position as the gold market continues gaining traction.”

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

A full description of the material change is described in Item 4 above and in the attached news release which has been filed on SEDAR.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

John Veltheer, Chief Executive Officer and Director, Telephone: 604.562.6915.

Item 9 Date of Report

June 1, 2020

OMNI COMMERCE CORP.

Suite 1201 – 1166 Alberni Street, Vancouver, BC V6E 3Z3

Tel: (604) 562-6915

NEWS RELEASE

OMNI ENTERS INTO MINERAL PROPERTY PURCHASE AND SALE AGREEMENT TO ACQUIRE MAJORITY OWNERSHIP INTEREST IN NORTHSORE GOLD PROPERTY AND ENGAGES MINE MANAGEMENT PARTNERS AS TECHNICAL ADVISOR

June 1, 2020: Vancouver, BC – Omni Commerce Corp. (“Omni” or the “Company”) announces that, further to the Company’s news release dated April 27, 2020, it has entered into a mineral property purchase and sale agreement dated May 29, 2020 (the “**Agreement**”) with CBLT Inc. (TSXV: CBLT) (“**CBLT**”). Omni has agreed to acquire CBLT’s right, title and interest in and to its 56% joint venture interest (the “**JV**”) in the Northshore Gold Property (the “**Property**”), located in the Schreiber-Hemlo Greenstone Belt, 115 km west of Hemlo and 200 km east of Thunder Bay, on the terms in the Agreement (the “**Transaction**”). Omni will assume the role of operator of the JV on completion of the Transaction (the “**Closing**”). The remaining 44% of the JV is owned by Balmoral Resources Ltd., which company was recently acquired by Wallbridge Mining Company Limited (TSXV: WM).

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About 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: "*John Veltheer*"
John Veltheer, CEO

For further information, please contact:

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Email: john@veltheer.com
Website: www.omnireset.com

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 Transaction and the transactions contemplated thereby, including the Consolidation, the Financing and the Company obtaining all necessary consents and approvals for Closing, 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 the Company and CBLT will obtain the required approvals for the Consolidation, the Financing and the Transaction, as applicable, market fundamentals will support the viability of gold mineral exploration, the receipt of any necessary permits, licenses and regulatory approvals in connection with the future exploration and/or development of the Property. 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 complete the Transaction (including as a result of the inability of the Company and CBLT, as applicable, to obtain the required approvals), the Consolidation and the Financing, execute its proposed business plans, and carry out planned future activities. The novel coronavirus and the COVID-19 pandemic pose new risks that are currently indescribable and immeasurable. 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 the interest in the Property and the Company's investment and operation in the mineral exploration sector in Northern Ontario, 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. 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.