

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Omni Commerce Corp. ("**Company**")
Unit 220, 333 Terminal Avenue
Vancouver, BC V6A 4C1

Item 2 Date of Material Change

November 23, 2020

Item 3 News Release

The news release dated November 25, 2020 was disseminated through Newsfile Corp.

Item 4 Summary of Material Change

On November 23, 2020, the Company affected a five for 1 share consolidation.

On November 25, 2020, the Company provided an update to the Company's previously announced business combination transaction (the "**Transaction**") with Ready Set Gold Corp. ("**Ready**") as well as Ready's non-brokered concurrent financings.

Item 5 Full Description of Material Change

5.1 *Full Description of Material Change*

Transaction

As previously announced by news release dated August 13, 2020, the Company, Ready and 1258952 B.C. Ltd., a wholly-owned subsidiary of the Company formed for the purpose of completing the Transaction ("**NewCo**"), have entered into an amalgamation agreement dated August 12, 2020 (the "**Amalgamation Agreement**"), pursuant to which Omni will acquire all of the issued and outstanding common shares of Ready. The Company, NewCo and Ready continue to work towards the closing of the Transaction (the "**Closing**") and, in connection therewith, Ready has set November 27, 2020 as the date of its special meeting of shareholders where it will seek approval for the Transaction.

Initial submissions, including the submission of a draft listing statement, have been made to the Canadian Securities Exchange ("**CSE**") and are currently under review. Following the Closing, the combined company resulting from the Transaction (hereinafter referred to as the "**Resulting Issuer**") will be renamed "Ready Set Gold Corp." (the "**Change of Name**") and the business of the Resulting Issuer will be a combination of the existing business of Omni as well as the business of Ready. It is intended that the common shares of the Resulting Issuer are listed for trading on the CSE either concurrent to, or soon after Closing under the ticker symbol "RDY" (the "**Listing**").

The Concurrent Financing

As of November 9, 2020, Ready issued an aggregate of 4,325,562 units (each, a "**NFT Unit**") at a price of \$0.60 per NFT Unit for gross aggregate proceeds of \$2,595,337.20 as well as 320,000 flow-through units (each, a "**FT Unit**" and, collectively with the NFT Units, the "**Units**") at a price of \$0.75 per FT Unit for gross aggregate proceeds of \$240,000 (together, the "**Concurrent Financings**"). The Units are comprised of one Class A common share (each, a "**Ready Share**") of

Ready and one Ready Share purchase warrant (each, a “**Ready Warrant**”). Each Ready Warrant is exercisable for 24 months from date of issue, provided that, if the 10-day volume weighted average price (“**VWAP**”) of the Ready Shares or Resulting Issuer common shares, as applicable, on any stock exchange or quotation system on which the shares are then listed is equal to or greater than \$1.30, Ready or the Resulting Issuer, as applicable, will have the right to accelerate the expiry of the Ready Warrants by giving notice to the holders by way of news release or other permitted form of notice that the Ready Warrants will expire at 4:30 p.m. (Vancouver time) on a date that is not less than 30 days from the date notice is given (the “**Acceleration Right**”).

The aggregate proceeds of the Concurrent Financings are expected to be used by the Resulting Issuer to incur exploration expenditures on the Resulting Issuer’s mineral properties and for general working capital purposes. In this regard, such applicable “flow-through” expenditures will constitute “Canadian Exploration Expenses” (as defined in the *Income Tax Act* (Canada)).

Ready paid cash finder’s fees of \$142,006.62 and issued an aggregate of 98,268 finder’s warrants to eligible finders in connection with the September 23rd and 29th closings of the Concurrent Financings. Each finder’s warrant entitles the holder to acquire one Ready Share at a price of \$0.60 per Ready Share for a period of 24 months from the date of issue, subject to the Acceleration Right.

In connection with the Closing, it is expected that the holders of the Ready Warrants and finder’s warrants outstanding immediately prior to the effective time of the amalgamation will be entitled to exchange their respective warrants for warrants of the Resulting Issuer all on the same terms and conditions as contained in the certificates representing such Ready Warrant or finder’s warrant, as applicable.

Share Consolidation

Under the terms of the Amalgamation Agreement, Omni has agreed to consolidate its total issued and outstanding common shares (each, an “**Omni Share**”) on the basis of five pre-consolidation Omni Shares for one post-consolidation Omni Share (the “**Consolidation**”). The Company has completed the Consolidation effective November 23, 2020. The new CUSIP number is 68217L208 and new ISIN is CA68217L2084.

Registered shareholders are advised not to mail in the certificate(s) representing their Omni Shares until they receive a letter of transmittal from Alliance Trust Company, the Company’s transfer agent, describing the process by which such shareholders may obtain new share certificates representing their post-Consolidation Omni Shares. Shareholders who hold their Omni Shares through a broker or other intermediary and do not have actual share certificates registered in their name will not be required to complete and return a letter of transmittal. Any pre-Consolidation Omni Shares owned by such shareholders will be automatically adjusted as a result of the Consolidation.

Closing of the Transaction

The Transaction remains subject to completion of certain conditions precedent, including without limitation: (i) the Change of Name, (ii) the appointments of Christian Scovenna and Jason Jessup to the management team of Omni, (iii) receipt of all requisite approvals, and (iv) other conditions customary for transactions of this nature.

5.2 *Disclosure for Restructuring Transactions*

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Contact: John Veltheer, CEO
Telephone: 604.562.6915

Item 9 Date of Report

November 27, 2020