

Omni Commerce Corp. Announces Results of Annual and Special Meeting; Issues Stock Options

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VANCOUVER, Dec. 2, 2019 - Omni Commerce Corp. (TSXV:OMNI, FRA:0MZA) ("Omni" or the "Company") is pleased to announce the voting results from the Company's 2019 annual and special meeting of shareholders (the "Meeting") held on Thursday, November 28, 2019 in Vancouver, British Columbia. All resolutions proposed and voted on at the Meeting, as set out in the Company's notice of meeting and management information circular, dated October 28, 2019, were approved and passed by shareholders. Holders of 6,908,390 common shares (representing approximately 17.08% of the outstanding common shares of the Company) were present in person or by proxy and voted at the Meeting.

At the Meeting, shareholders approved resolutions: setting the number of directors at four (4) and electing Anthony Srdanovic, Alan Reynolds, Michael Hopkinson and Peter Clausi as directors of the Company for the ensuing year, appointing Smythe LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year, and ratifying and approving the existing stock option plan of the Company.

In connection with the Company's previously announced transaction (the "Dreamfields Transaction") with Dreamfields Brands, Inc. ("Dreamfields"), see news release dated September 18, 2019), shareholders also approved resolutions:

- approving a new omnibus incentive plan (the "New Incentive Plan");
- authorizing and approving the delisting (the "Delisting") of the Company's common shares from the TSX Venture Exchange (the "TSXV"); and
- authorizing and approving an amendment (the "Share Structure Amendment") of the notice of articles and articles of the Company to amend the rights and restrictions of the existing class of common shares and re-designating such class as "Class A subordinate voting shares", and to create a new class of "Class B proportionate voting shares".

The resolution approving the Delisting was approved by a majority of the minority of shareholders of the Company. Notwithstanding the approval of the New Incentive Plan, the Delisting and the Share Structure Amendment by shareholders of the Company, the board of directors of the Company may, without any further notice or approval of the shareholders of the Company, decide not to proceed with the adoption of the New Incentive Plan, the Delisting or the Share Structure Amendment.

The Company will now work with Dreamfields to close the Dreamfields Transaction, the next steps in which include, the application to the TSXV to complete the Delisting, the application to the Canadian Securities Exchange for the relisting of Company's shares thereon, the consolidation of the Company's issued and outstanding common shares on a 5:1 basis, and the closing of the merger between a wholly-owned California subsidiary of the Company and Dreamfields, resulting in the reverse takeover of Omni by Dreamfields.

The Company also announces that, subject to acceptance by the TSXV, it has granted stock options to certain directors and officers of the Company to purchase an aggregate of 200,000 common shares in the capital of the Company at an exercise price of \$0.19 per share for a period of two years from the date of grant.

About Omni

Omni is a publicly listed company currently listed on the TSXV, 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: "Anthony Srdanovic"

Anthony Srdanovic, CEO

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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.

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 Dreamfields Transaction, the Delisting, the Share Structure Amendment and the adoption of the New Incentive Plan. 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. Actual results could differ materially from those expressed or implied by the forward-looking information and statements and, accordingly, undue reliance should not be placed thereon. Risks and uncertainties that may cause actual results to vary include, but are not limited to, whether the Company proceeds with the Dreamfields Transaction, the Delisting, the Share Structure Amendment and the adoption of the New Incentive Plan, the inability of the Company to obtain regulatory approval of the TSXV for the Delisting or of the Canadian Securities Exchange for the proposed relisting the Company's shares thereon, the inability of the Company and/or Dreamfields to execute its proposed business plans and obtain the financing required to carry out planned future activities, 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 investments and operations in the cannabis sector in the United States, as well as the risk factors 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. 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.

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