

Omni Commerce Corp. Announces New Closing Date for Dreamfields Transaction

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VANCOUVER, February 18, 2020 - [Omni Commerce Corp.](#) (TSXV:OMNI) (FRA:OMZA) ("Omni" or the "Company") announces that, further to its news release of February 12, 2020, it has reached an agreement to extend the outside closing date (the "Outside Date") to March 13, 2020 (the "Extension") under the previously announced transaction agreement (the "Transaction Agreement") with a wholly-owned subsidiary of Omni ("Omni Subco") and Dreamfields Brands, Inc. ("Dreamfields").

"The further amendments to the Transaction Agreement demonstrate goodwill on the part of both Omni and Dreamfields to conclude the transaction," stated Peter M. Clausi, Omni's Interim CEO. "The extension to the closing date will allow Dreamfields to deliver its audited financial statements, and Omni's management continues to believe that its ongoing due diligence will ensure that this transaction benefits Omni shareholders. Progress has been constructive, with all parties putting forth strong efforts to close as soon as possible. Special thanks are owed to senior management of Dreamfields for efforts in moving the transaction forward."

The amendments to the Transaction Agreement were effected by way of a third amending agreement to the Transaction Agreement dated as of February 7, 2020, with Omni Subco and Dreamfields. The Transaction Agreement has been amended to provide that Dreamfields will pay a break fee to Omni in the amount of USD \$50,000 if Dreamfields terminates the Transaction Agreement prior to delivering the requisite financial statements to Omni. The break fee will become mutual after Dreamfields has delivered the requisite financial statements to Omni, such that the break fee will be payable by whichever party terminates the Transaction Agreement due to the closing of the transaction not having occurred on or before the Outside Date. All other terms of the Transaction Agreement remain in full force and effect.

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 M. Clausi"
Peter M. Clausi, President & CEO

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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 delivery of the Dreamfields financial statements and the payment of a break fee. 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, uncertainties and ongoing due diligence review by the Company. 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.

SOURCE: Omni Commerce Corp.

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