

Omni Commerce Corp. Announces Extension of Dreamfields Transaction Closing Date

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[Omni Commerce Corp.](#) (TSXV:OMNI) (FRA:0MZA) ("Omni" or the "Company") announces that, further to its news release dated September 18, 2019, the Outside Date by which the Reverse Takeover (as defined below) with Dreamfields Brands, Inc. ("Dreamfields") must close has been extended from December 31, 2019 to February 7, 2020 (the "Extension").

On September 13, 2019, the Company entered into a definitive transaction agreement (the "Transaction Agreement") with its wholly-owned California subsidiary ("Omni Subco") and Dreamfields, 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.

The Extension was effected by way of two separate amending agreements to the Transaction Agreement. On December 30, 2019, the Company entered into an amending agreement with Omni Subco and Dreamfields to extend the Outside Date from December 31, 2019 to January 31, 2020. On January 30, 2020, the parties entered into a second amending agreement to further extend the Outside Date from January 31, 2020 to February 7, 2020. All other terms of the Transaction Agreement remain in full force and effect.

About Dreamfields

Dreamfields is a California-based 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

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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 closing of the Reverse Takeover and the anticipated business plans and timing of future activities of the Company. 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. In making the forward-looking statements in this news release, the Company has applied several material assumptions, including without limitation, the receipt of any necessary permits, licenses and regulatory approvals in connection with the Reverse Takeover and the future development of the Company and Dreamfields' business in a timely manner and the availability of the financing required for the Company to carry out its planned future activities. 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 Reverse Takeover, 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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