

Omni Commerce Corp. Provides Update on Proposed Business Combination Transaction with Ready Set Gold Corp.

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Vancouver, November 25, 2020 - [Omni Commerce Corp.](#) ("Omni" or the "Company") provides the following 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.

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.

About Ready Set Gold Corp.

Ready Set Gold Corp. is a private issuer existing under the laws of the Province of British Columbia. The capital structure of Ready currently consists of 9,745,563 Ready Shares (including those Ready Shares issued in connection with the Concurrent Financings). Ready currently owns a 100% undivided interest in two separate claim blocks totaling 4,453 hectares located 7 km east of Barrick's Hemlo Mine near Marathon, Ontario known as the Hemlo Eastern Flanks Project and holds an option (the "Option") to acquire a 100% undivided interest in 71 mineral claim cells comprising the Emmons Peak Project located 50 km south of Dryden, Ontario. Both the Hemlo Eastern Flanks Project and Emmons Peak Project are prospective gold properties. Of particular interest is Barrick Gold Corp.'s recent interest in Metalcorp Ltd.'s ("Metalcorp") Hemlo East property which is immediately adjacent to Ready's Hemlo Eastern Flanks Project. For further details see Metalcorp's news release of November 20, 2020.

For more information regarding the Transaction, Ready, the Hemlo Eastern Flanks Project, the Emmons Peak Project and the terms of the Option, please see the Company's news release dated August 13, 2020 filed under the Company's profile on SEDAR at www.sedar.com.

About Omni

Omni is a mineral exploration company headquartered in Vancouver, British Columbia and is a reporting issuer in British Columbia and Alberta. Omni owns the Northshore Gold Property located in the Schreiber-Hemlo Greenstone Belt near Thunder Bay, which is prospective for gold and silver mineralization. The Northshore Gold Property contains a historic mineral resource estimate within the Afric Deposit at a cut-off grade of 0.50 grams gold per tonne of 391,000 ounces gold in 12,360,000 tonnes at a grade of 0.99 g/t gold in the indicated category, and 824,000 ounces gold in 29,580,000 tonnes at a grade of 0.87 g/t gold in the inferred category.

ON BEHALF OF THE BOARD

[Omni Commerce Corp.](#)

Per: "John Veltheer"
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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 closing of the Transaction, the anticipated use of proceeds from the Concurrent Financings by the Resulting Issuer, the timing and approval of the Listing, the appointments of Messrs. Scovenna and Jessup to Omni management, and the 2020 Technical Report (as defined below) 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 it and Ready will obtain the required approvals for the Transaction and the Listing, as applicable, that market fundamentals will support the viability of gold mineral exploration, the availability of the financing required for the Company to carry out its planned future activities, and its ability to retain and attract qualified personnel.

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 close the Transaction (including as a result of the inability of the Company and Ready to obtain the required approvals), the inability of the Company and Ready to obtain CSE approval for the Listing, the Company's ability to execute its proposed business plans and carry out planned future activities, including the 2020 Technical Report. The novel coronavirus and COVID-19 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 mining industry, risks related to the Transaction 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.

All technical information in this news release is taken from a National Instrument 43-101 ("NI 43-101") technical report entitled "Technical Report on the Mineral Resources of the Northshore Property, Priske Township, Ontario Canada" dated June 30, 2014 (the "2014 Technical Report") which was prepared for GTA Financecorp Inc. (formerly GTA Mining and Resources Inc.) ("GTA") by Gary Giroux, P. Eng. of Giroux Consultants Ltd. and J. Douglas Blanchflower, P. Geo. of Minorex Consulting Limited and subsequent public

disclosures by prior owners of the Northshore Gold Property. All such disclosure was approved at the relevant times by a Qualified Person (as defined in NI 43-101). A copy of the 2014 Technical Report is available on SEDAR under GTA's profile.

Further information on the Northshore Gold Property and the particulars of the exploration and evaluation work conducted on the Northshore Gold Property by [CBLT Inc.](#) ("CBLT") and GTA are set out in CBLT's and GTA's respective public disclosure records. Details of the data verification procedures and limitations relating to: (i) the resource estimations are set out in the 2014 Technical Report, (ii) the open pit design evaluations are set out in GTA's news release dated June 17, 2015, and (iii) the results of GTA's 2018 drill program are set out in GTA's news release dated February 25, 2019. The results of GTA and CBLT's evaluations to date include inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the economic viability of this material will be realized in future studies. Omni intends to complete a current National Instrument 43-101 technical report on the Property in connection with the Transaction (the "2020 Technical Report").

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