



Commerce Resources Corp. Announces Filing of Preliminary Short Form Prospectus

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September 2, 2015 - Commerce Resources Corp. (TSXv: CCE; FSE: D7H) (the “Company”) has filed a preliminary short form prospectus with the securities regulatory authorities in the Provinces of British Columbia, Alberta and Ontario in connection with a best efforts offering of units (the “Units”) of the Company at a price of \$0.10 per Unit for gross proceeds of a minimum of \$1 million and up to a maximum of \$3 million (the “Public Offering”). The Public Offering is being conducted by Secutor Capital Management Corporation (the “Agent”). The Company has granted the Agent an over-allotment option to sell up to an additional 15% of the Public Offering on the same terms and conditions, exercisable at any time following the closing of the Public Offering for a period of 30 days.

Each Unit will consist of one common share of the Company and one common share purchase warrant (each, a “Warrant”) with each Warrant entitling the holder to acquire an additional common share of Commerce (a “Warrant Share”) at a price of \$0.12 per Warrant Share at any time before 4:30 p.m. (Vancouver time) on the date that is 24 months after the closing of the Public Offering.

Concurrently with the closing of the Public Offering, the Agent has also agreed to offer up to 13,636,364 flow-through common shares of the Company (“FT Shares”) on a brokered private placement basis at a price of \$0.11 per FT Share (the “Concurrent Private Placement”) for gross proceeds of up to \$1,500,000. The prospectus does not qualify the distribution of the FT Shares issued pursuant to the Concurrent Private Placement. The FT Shares purchased pursuant to the Concurrent Private Placement will be subject to a statutory hold period.

The Company intends to use the net proceeds from the Public Offering and the Concurrent Private Placement to advance the Company’s Ashram Rare Earth Element Deposit in Quebec and for general working capital purposes.

The Company has agreed to (i) pay the Agent a cash commission (the “Agent’s Fee”) equal to 7% of the gross proceeds of the Public Offering and the Concurrent Private Placement and a reduced cash commission of 2% on purchasers, if any, whose name appear on the list of purchasers to the Public Offering and the Concurrent Private Placement introduced to the Agent by insiders of the Company (the “President’s List”), and (ii) issue to the Agent share purchase warrants (each, an “Agent’s Warrant”) with each Agent’s Warrant entitling the Agent to acquire that number of common shares in the capital of Commerce equal to 7% of the number of Units and FT Shares sold under the Public Offering and Concurrent Private Placement, respectively, and a reduced number Agent’s Warrants equal to 2% on purchasers, if any, whose name appear on the President’s List.

The Public Offering and Concurrent Private Placement is subject to certain conditions including, but not limited to, the execution of a definitive agency agreement with the Agent and the receipt of all necessary approvals, including the approval of the TSX Venture Exchange and the applicable securities regulatory authorities.

About Commerce Resources Corp.

Commerce is an exploration and development company with a particular focus on deposits of rare metals and rare earth elements. The Company is focused on the development of its Ashram Rare Earth Element Deposit in Quebec and the Blue River Tantalum-Niobium Deposit in British Columbia.

For more information on Commerce Resources Corp., visit the corporate website at <http://www.commerceresources.com> or email info@commerceresources.com.

On Behalf of the Board of Directors
COMMERCE RESOURCES CORP.

“Chris Grove”

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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 release.

Legal Notice Regarding Forward-Looking Statements

This news release contains “forward-looking statements,” as that term is defined in Section 27A of the United States Securities Act of 1933, as amended, and Section 21E of the United States Securities Exchange Act of 1934, as amended. Statements in this news release which are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, expectations or intentions regarding the future. Such forward-looking statements include, among others, the expectations and/or claims, as applicable.

Forward-looking statements in this news release include current expectations on completion of the Public Offering and the Concurrent Private Placement and the use of proceeds from the Public Offering and Concurrent Private Placement. These forward-looking statements entail various risks and uncertainties that could cause actual results to differ materially from those reflected in these forward-looking statements. Such statements are based on current expectations, are subject to a number of uncertainties and risks, and actual results may differ materially from those contained in such statements. These uncertainties and risks include, but are not limited to, the strength of the Canadian economy; the price of tantalum and niobium and rare earth elements; operational, funding, and liquidity risks; the degree to which mineral resource estimates are reflective of actual mineral resources; the degree to which factors which would make a mineral deposit commercially viable are present; and the risks and hazards associated with exploration or development programs. Risks and uncertainties about the Company’s business are more fully discussed in the Company’s disclosure materials, including its annual information form and MD&A, filed with the securities regulatory authorities in Canada and available at www.sedar.com and readers are urged to read these materials. The Company assumes no obligation to update any forward-looking statement or to update the reasons why actual results could differ from such statements unless required by law.