



Commerce Resources Corp. Share Consolidation

July 29, 2019 – Commerce Resources Corp. (TSXv: CCE, FSE: D7H) (the “Company” or “Commerce”) plans to complete a consolidation of its issued and outstanding common shares (the “Common Shares”) on the basis of one new common share (a “Consolidated Common Share”) for every ten currently-outstanding Common Shares (the “Share Consolidation”).

It is anticipated that the Share Consolidation will reduce the number of outstanding shares of the Company from 310,496,558 Common Shares to approximately **31,049,655** Consolidated Common Shares. The Board of Directors of the Company believes that the consolidation of the Common Shares will both enhance the marketability of the Company as an investment and better position the Company to raise the funds necessary to execute the Company’s business plan. The Share Consolidation is subject to approval by the TSX Venture Exchange (the “TSX-V”).

The Company does not intend to change its name or its current trading symbol in connection with the proposed Share Consolidation. The effective date of the Share Consolidation will be announced in a subsequent news release, anticipated within a few weeks.

No fractional Consolidated Common Shares will be issued as a result of the Share Consolidation. Shareholders who would otherwise be entitled to receive a fraction of a Consolidated Common Share will be rounded down to the nearest whole number of Consolidated Common Shares and no cash consideration will be paid in respect of fractional shares.

The exercise price and number of Common Shares of the Company, issuable upon the exercise of outstanding options and warrants, will be proportionally adjusted upon the implementation of the proposed Share Consolidation in accordance with the terms thereof.

About Commerce Resources Corp.

Commerce Resources Corp. 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 Upper Fir Tantalum-Niobium Deposit in British Columbia.

For more information, please visit the corporate website at www.commerceresources.com or email info@commerceresources.com.

On Behalf of the Board of Directors
COMMERCE RESOURCES CORP.



COMMERCE RESOURCES CORP.

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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward Looking Statements

This news release contains forward-looking information which is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ from those projected in the forward-looking statements. Forward looking statements in this press release include that we will consolidate our share capital. These forward-looking statements are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. Risks that could change or prevent these statements from coming to fruition include that we may not obtain regulatory approval for the consolidation. The forward-looking information contained herein is given as of the date hereof and the Company assumes no responsibility to update or revise such information to reflect new events or circumstances, except as required by law.