



COMMERCE RESOURCES CORP.

Commerce Resources Corp. Announces Flow-through Private Placement Adjustment

August 20, 2019 – Commerce Resources Corp. (TSXv: CCE, FSE: D7H) (the “Company” or “Commerce”) is pleased to provide an update on the financing announced on August 12, 2019 of the non-brokered private placement consisting of the issuance of up to 7,272,727 units (each, a “Unit”) at a price of \$0.055 per Unit for gross proceeds of up to \$400,000 (the “Offering”).

This flow through offering has been adjusted according to the share consolidation announced by the Company on July 29, 2019 and which became effective on August 15, 2019. Therefore, this flow through offering now consists of the issuance of up to 727,272 units (each, a “Unit”) at a price of \$0.55 per Unit for gross proceeds of up to \$400,000 (the “Offering”).

As previously announced, insiders may participate in the Offering.

The aggregate gross proceeds from the sale of the Offering will be used to advance the developments of the Company’s Ashram REE Deposit in Quebec.

Each Unit will consist of one common share of the Company issued on a “flow-through” basis pursuant to the *Income Tax Act* (Canada) (each, a “Share”) and one common share purchase warrant (each, a “Warrant”), with each Warrant entitling the holder to purchase one Share (on a non-flow-through basis) at an adjusted price of \$0.75 per Share for a period of one year following the closing of the Offering (the “Closing”).

Finders’ fees may be payable in connection with the Offering in accordance with the policies of the TSX Venture Exchange (the “Exchange”).

All securities issued in connection with the Offering will be subject to a statutory hold period expiring four months and one day after Closing. Completion of the Offering is subject to the approval of the Exchange. Any participation by insiders in the Offering will constitute a related party transaction under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”) but is expected to be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101.

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.



COMMERCE RESOURCES CORP.

On Behalf of the Board of Directors
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.

Cautionary Statement Regarding Forward-Looking Statements

This news release includes certain “forward-looking statements” under applicable Canadian securities legislation that are not historical facts. Forward-looking statements involve risks, uncertainties, and other factors that could cause actual results, performance, prospects, and opportunities to differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements in this news release include, but are not limited to, statements with respect to the expectations of management regarding the proposed Offering, the expectations of management regarding the use of proceeds of the Offering, closing conditions for the Offering, the expiry of hold periods for securities distributed pursuant to the Offering, and Exchange approval of the proposed Offering. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements including that: the Company may not complete the Offering on terms favorable to the Company or at all; the Exchange may not approve the Offering; the proceeds of the Offering may not be used as stated in this news release; the funds raised from the sale of the Units may not be renounced in favour of the Unit holders; the Company may be unable to satisfy all of the conditions to the Closing; and those additional risks set out in the Company’s public documents filed on SEDAR at www.sedar.com. Although the Company believes that the assumptions and factors used in preparing the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Except where required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.