



COMMERCE RESOURCES CORP.

Commerce Resources Corp. Announces Non-Brokered Flow-through Private Placement

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November 24, 2015 - Commerce Resources Corp. (TSXv: CCE; FSE: D7H, OTCQX: CMRZF) (the “Company”) is pleased to announce a non-brokered flow-through private placement for up to 23,000,000 flow-through eligible common shares at a price of \$0.11 per common share for gross proceeds of up to \$2,530,000.

This announcement amends and replaces the previous news release dated September 2, 2015, where the Company announced a private placement of 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 for gross proceeds of up to \$1,500,000.

The Company intends to use the net proceeds from the private placement to incur qualified exploration expenditures on its Ashram Rare Earth Element Deposit in Quebec.

Finder’s Fees equal to 6% cash and 6% finder warrants may be issuable in connection with this private placement. The finder warrants will be exercisable at \$0.11 per common share for a period of 24 months from closing.

The private placement and the payment of finder’s fees are subject to approval of the TSX Venture Exchange.

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 please visit the corporate website at <http://www.commerceresources.com> or contact Investor Relations at 604.484.2700 or info@commerceresources.com.

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On Behalf of the Board of Directors
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“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 Private Placement and the use of proceeds from the 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.