



Commerce Resources Corp. To Utilize Existing Shareholder Prospectus Exemption in \$3 M Private Placement

August 28, 2019 – Commerce Resources Corp. (TSXv: CCE, FSE: D7H) (the “Company” or “Commerce”) announces that, further to its News Release of August 27, 2019, the Company is encouraging existing shareholders in permitted jurisdictions to participate in the private placement of units (each, a “Unit”) at a price of \$0.26 per Unit (the “Offering”). Each Unit will consist of one common share of the Company (each, a “Share”) and one common share purchase warrant (each, a “Warrant”), with each Warrant entitling the holder to purchase one Share at a price of \$0.35 per Share for the first year, and \$0.50 for the second year following the closing of the Offering.

The aggregate gross proceeds from the sale of the Offering will be used to advance the developments of the Company’s Ashram Rare Earth Deposit in Quebec, including the re-start and completion of the pilot plant at Hazen Research in Golden, Colorado, for inclusion in the ongoing Pre-feasibility study, and for the production of representative samples of rare earth oxides for delivery to industry majors, as requested. Prior to the re-start of the pilot plant at Hazen, the Company expects the completion of the metallurgical reports from the previous operation of the pilot plant detailing the production of rare earth concentrate samples achieved. Currently, the upgrading of the fluorite concentrate, produced during the previous operation of the pilot plant at Hazen, is underway, with the intent of delivering an acid grade fluorspar sample, to Glencore and Norfalco Sales, as requested.

A portion or all of the Offering may be completed pursuant to *BC Instrument 45-534 – Exemption from Prospectus Requirement for Certain Trades to Existing Security Holders* (the “**Existing Security Holder Exemption**”). Under this exemption, existing shareholders resident in BC may purchase up to \$15,000 in securities from the Company without qualifying as an accredited investor or other prospectus exemption. Similar exemptions exist in certain other jurisdictions. The Company has set August 26, 2019 as the record date for the purpose of determining shareholders entitled to participate in the Offering in reliance on the Existing Shareholder Exemption. Existing shareholders who wish to participate in the Offering should contact the Company at the contact information set forth below. In the event that aggregate subscriptions for Units under the Offering exceed the maximum number of securities to be distributed, then Units will be sold to qualifying subscribers on a pro rata basis based on the number of Units subscribed for. In addition to conducting the Offering pursuant to the Existing Shareholder Exemption, the Offering will also be conducted pursuant to other available prospectus exemptions.

All securities issued in connection with the Offering will be subject to a statutory hold period expiring four months and one day after closing of the Offering. Completion of the Offering is subject to the approval of the TSX Venture Exchange (the “**Exchange**”).

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.



COMMERCE RESOURCES CORP.

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.

“Chris Grove”

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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 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.