



## **Commerce Resources Corp. Announces Proceeding with Second Tranche Closing of Short-Form Prospectus Offering and a Concurrent Non-Brokered Flow-Through Private Placement**

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**August 3, 2016 - Commerce Resources Corp.** (TSXv: CCE; FSE: D7H, OTCQX: CMRZF) (the “Company” or “Commerce”) is pleased to announce that it is proceeding with the second tranche closing of its previously announced short-form prospectus offering (the “Public Offering”) and the addition of a concurrent non-brokered flow-through private placement for up to 5,263,158 flow-through eligible common shares at a price of \$0.095 per common share for gross proceeds of up to \$500,000 (the “Concurrent Private Placement”).

The Company closed the first tranche of the Public Offering on June 30, 2016, raising gross proceeds of approximately \$1.1 million. The Public Offering is a best efforts prospectus offering of units (the “Units”) of the Company at a price of \$0.075 per Unit for gross proceeds of a minimum of \$1 million (achieved) and up to a maximum of \$3 million 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 final closing of the Public Offering for a period of 30 days. Each Unit consists of one common share of Commerce and one common share purchase warrant (each, a “Warrant”) with each Warrant entitling holders to purchase one additional common share for a price of \$0.10 per share for 24 months after the respective closing.

The Concurrent Private Placement is not qualified by the Public Offering prospectus and therefore, the flow-through eligible common shares will be subject to a statutory hold period. The Concurrent Private Placement is non-brokered; however, finder’s Fees equal to 7% cash and 7% warrants may be issuable in connection with the Concurrent Private Placement. The finder warrants would be exercisable at \$0.095 for a period of 24 months from closing.

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

Closing of the second tranche of the Public Offering and the Concurrent Private Placement are both expected to occur on or about August 12, 2016, or on such other date as the Company and the Agent may agree. Both offerings are subject to customary conditions and regulatory approval, including that 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](mailto: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 second tranche of the Public Offering and completion of the Concurrent Private Placement, the finder warrant terms and the use of proceeds from the 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](http://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.*