COMMERCE RESOURCES CORP.

51-102F3 Material Change Report

1. Name and Address of Company

Commerce Resources Corp. (the "Company")
Suite 1450 – 789 West Pender Street
Vancouver, BC V6C 1H2

2. Date of Material Change

September 13, 2013

3. News Release

Pursuant to section 7.1 of National Instrument 51-102, the news release was disseminated by CNW Newswire and Stockwatch on September 13, 2013.

4. Summary of Material Change

Commerce Resources Corp. announced the completion of the 2013 summer field program at its 100% owned Ashram Rare Earth Element Deposit in northern Quebec.

5. Full Description of Material Change

Please see Schedule "A" attached.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable.

7. Omitted Information

Not Applicable.

8. Executive Officers

David Hodge, Director
Telephone: 604.484.2700

9. Date of Report

September 13, 2013

SCHEDULE "A"

News Release Attached.

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TSXv: CCE
FSE: D7H

COMMERCE RESOURCES CORP.

Commerce Resources Corp. Announces Completion of 2013 Summer Field Program at Ashram Rare Earth Element Deposit, Northern Quebec

September 13, 2013 - Commerce Resources Corp. (TSXv: CCE, FSE: D7H, OTCQX: CMRZF) (the "Company" or "Commerce") is pleased to announce the successful completion of the 2013 summer field program at its 100% owned Ashram Rare Earth Element (REE) Deposit located in northern Quebec.

The July-August field program consisted of twelve NQ size drill holes (1,177 m), as well as related geotechnical and hydrological work focused on the advancement of the Ashram Deposit. The objectives of the program were to:

1. Complete infill holes to increase the resource confidence from the current inferred category to the indicated and/or measured categories within the planned open-pit area,

2. Evaluate a northwestern extension to the deposit,

3. Complete Phase I (2013) geotechnical / hydrological work from which to base Phase II (2014), and

4. Complete additional baseline environmental work for year to year evaluation.

The summer's program was successful in achieving all four of its objectives. All drill holes were deliberately ended shortly below the base of the anticipated pit, with casing left in where practical to allow for easy access to deepen if required. Most holes ended in strongly mineralized material, and thus, the ability to deepen if required will be important as the pit is optimized for position and throughput per day.

The three most northeasterly drill holes (EC13-093, 094, and 095) collared in mineralization, thereby extending mineralization further northeast than had been anticipated. The presence of strongly mineralized material at surface in these locations indicates a lip or 'fanning' of the mineralized body near surface. As these holes were expected to collar in non-mineralized in-pit material, the mineralization encountered is anticipated to effectively lower the existing strip ratio as currently outlined in the Preliminary Economic Assessment (0.19:1, waste : mineralized material). The deposit remains open to the north, south, at depth, and is not fully constrained to the east and west.

All drill core samples are en route to Activation Laboratories Ltd. of Ancaster, Ontario for analysis with results to be reported when received.

Phase I of the geotechnical and hydrogeological program for the project was comprised of thermistor installation in two holes, as well as, site specific soil documentation in order to evaluate stability parameters of the open-pit and infrastructure sites. Hydrological work included falling head tests in several holes to evaluate ground water parameters and their potential influence on the open-pit.

Environmental work consisted of ongoing data collection from the weather station installed during Q1 of 2013, as well as, water sampling of various lakes/ponds in the area.

Metallurgical studies continue to advance at Hazen Research and UVR-FIA. An update will be released once the next phases of tests have been completed.

Darren L. Smith, M.Sc., P.Geol., of Dahrouge Geological Consulting Ltd., a Qualified Person as defined by National Instrument 43-101, supervised the preparation of the technical information in this news release.

About the Ashram Rare Earth Element Deposit

The Ashram Rare Earth Element (REE) Deposit is a carbonatite within the Eldor Property, located in north-eastern Quebec. The Deposit has a measured and indicated resource of 29.3 million tonnes at 1.90% TREO and an inferred resource of 219.8 million tonnes at 1.88% TREO. The deposit boasts a well-balanced distribution with enrichment in the light, middle and heavy rare earth elements including all five of the most critical elements (neodymium, europium, dysprosium, terbium, and yttrium).

The REEs at Ashram occur in simple and well-understood mineralogy, being primarily in the mineral monazite and to a lesser extent in bastnaesite and xenotime. These minerals dominate the currently known commercial extraction processes for rare earths.

A Preliminary Economic Assessment, completed in May 2012 by SGS-Geostat of Montreal (Blainville) (see news release dated May 24, 2012), outlines robust economics for the Ashram Deposit. The PEA is based on a 4,000 tonne per day open-pit operation with an initial 25-year mine life (300 years at economic cut-off if open-pit + underground development), a pre-tax and pre-finance Net Present Value (NPV) of $2.32 billion at a 10% discount rate, a pre-tax/pre-finance Internal Rate of Return (IRR) of 44%, and a pre-tax/pre-finance payback period of 2.25 years.

The Company continues to advance the Ashram Deposit with ongoing metallurgical programs at both UVR-FIA and Hazen Research.

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 Upper Fir Tantalum and Niobium Deposit in British Columbia and the Ashram Rare Earth Element Deposit in Quebec.

For more information on Commerce Resources Corp. visit the corporate website at http://www.commerceresources.com or email info@commerceresources.com.

On Behalf of the Board of Directors
COMMERCE RESOURCES CORP.

"David Hodge"
David Hodge
President and Director
Tel: 604.484.2700
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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.

Forward-Looking Statements
This news release contains forward-looking information which are 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 the REEs at Ashram occur in simple and well-understood mineralogy, the presence of strongly mineralized material, and that the Ashram deposit can be developed economically as an open-pit mine. These forward-looking statements are based on the opinions and estimates of management and its consultants at the date the information is disseminated. They 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 the ability to finance ongoing exploration, development and metallurgical programs, changing costs for mining and processing; changing forecasts of mine production rates; the timing and content of upcoming work programs; geological interpretations based on drilling that may change with more detailed information; potential process methods and mineral recoveries assumption based on test work; the availability of labour, equipment and markets for the products produced; market pricing for the products produced; and despite the current expected viability of the project, conditions changing such that the minerals on our property cannot be economically mined, or that the required permits to build and operate the envisaged mine can be obtained. 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.