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

April 23, 2014

3. News Release

Pursuant to section 7.1 of National Instrument 51-102, the news release was disseminated by CNW Newswire and Stockwatch on March 23, 2014.

4. Summary of Material Change

Commerce Resources Corp. comments on recent Rockstone Research article on Comparative Evaluation of a Rare Earth Deposit

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

April 23, 2014

COMMERCE RESOURCES CORP.

SCHEDULE A

Commerce Resources Corp. Comments on Recent Rockstone Article on Comparative Evaluation of a Rare Earth Deposit

April 23, 2014 - Commerce Resources Corp. (TSXv: CCE, FSE: D7H) (the "Company" or "Commerce") would like to comment on the recently published article by Stephan Bogner of Rockstone Research Ltd. entitled "Rare Earth Deposits: A Simple Means of Comparative Evaluation", which is available in this following link: http://www.rockstone-research.de/research/RockstoneREEupdate3english.pdf

In addition to the article's stated disclosure, *"All information presented is sourced from each company's public disclosure and, as such, must be reviewed and signed-off by a Qualified Person, or equivalent, at the time of such disclosure…"*, the Company confirms that all technical information pertaining to the Company referred to in the Rockstone Report has been approved by Darren L. Smith, M.Sc., P.Geol., Dahrouge Geological Consulting Ltd., a Qualified Person as defined by National Instrument 43-101.

The Company is currently completing an infill drill program at Ashram, focused on the MHREO Zone, to upgrade in-pit inferred mineral resources to the indicated category.

The Ashram Deposit based on 57 holes and 16,868 metres drilled, has currently 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 (see news release dated May 24, 2012).

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 please visit the corporate website at http://www.commerceresources.com or contact Investor Relations at 1.866.484.2700 or info@commerceresources.com.

On Behalf of the Board of Directors
COMMERCE RESOURCES CORP.

"David Hodge"
David Hodge
President and Director
Tel: 604.484.2700
Email: dhodge@commerceresources.com

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 is 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 we are currently completing an infill drill program at Ashram, focused on the MHREO Zone, to upgrade in-pit inferred mineral resources to the indicated category. 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 changing costs for mining and processing; increased capital costs; availability of financing to carry out work and for working capital; 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 limited test work and by comparison to what are considered analogous deposits that with further test work may not be comparable; 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.

COMMERCE RESOURCES CORP.

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