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

January 13, 2015

3. News Release

Pursuant to section 7.1 of National Instrument 51-102, the news release was disseminated by CNW Newswire and Stockwatch on January 13, 2015

4. Summary of Material Change

Commerce Clarifies and corrects disclosure as a result of a review by the British Columbia Securities Commission.

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

Christopher Grove, Director
Telephone: 604.484.2700

9. Date of Report

January 16, 201

COMMERCE RESOURCES CORP.

SCHEDULE A

Commerce Resources Corp. Clarifies and Corrects Disclosure

January 13, 2015 - Commerce Resources Corp. (TSXv: CCE, FSE: D7H) (the "Company" or "Commerce").

As a result of a review by the British Columbia Securities Commission, we are issuing the following news release to clarify our disclosure.

In Company news releases and corporate presentations, we have referred to the Preliminary Economic Assessments (PEA) on our Blue River property (effective date of September 29, 2011), and our Ashram Property (filed on July 5, 2012), as well as two technical reports on resource updates for the Blue River property (filed July 9, 2012 and July 17, 2013). Our news releases and corporate presentations did not prominently disclose that **the preliminary economic assessment is preliminary in nature, that it includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the preliminary economic assessment will be realized**.

All news releases issued by the Company since September 2013 that referred to a PEA of the Company's projects should be read to include the cautionary language above. The Company intends to include such language in all future news releases which are based on a PEA.

In addition, the Ashram Property preliminary economic assessment has now been amended to include consents of Qualified Persons that are compliant with NI 43-101, and the prominent cautionary language as required by NI 43-101 has been added. That amended PEA is now available on SEDAR.

Lastly, in a corporate presentation formerly on its website, the Company erroneously disclosed an increase in the net present value of the Blue River project from the base case reported in the technical report on its PEA, citing improved metallurgy. The Company unequivocally retracts that erroneous information, confirms that the technical report filed July 17, 2013 is current and has removed the erroneous information from its website. The Company has not received an updated PEA with better results.

NI 43-101 Disclosure
Ms. Jenna Hardy, M.Sc., P.Geo., a Qualified Person as defined by National Instrument 43-101, read and approved the disclosure of the technical information in this news release.

COMMERCE RESOURCES CORP.

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 and 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.

On Behalf of the Board of Directors
COMMERCE RESOURCES CORP.

"Chris Grove"
Chris Grove
President
Tel: 604.484.2700
Email: cgrove@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.