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

March 24, 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 March 24, 2015.

4. Summary of Material Change

Commerce reports reduction in consumption of key reagents in testwork for the Ashram 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 Officer**

Christopher Grove, Director
Telephone: 604.484.2700

Date of Report

March 24, 2015

COMMERCE RESOURCES CORP.

SCHEDULE A

Commerce Resources Corp. Reports 80% Reduction in Consumption of Key Reagents in Testwork for the Ashram Rare Earth Deposit

March 24, 2015 - Commerce Resources Corp. (TSXv: CCE, FSE: D7H) (the "Company" or "Commerce") is pleased to announce that a significant reduction in the consumption of three principal flotation reagents has been achieved in bench scale development testwork for the Ashram Rare Earth Deposit.

The flotation testwork discussed herein is part of a separate set of metallurgical development programs being conducted on the bench scale, and is in addition to the flotation piloting currently underway to demonstrate the entire flowsheet through to the production of several kilograms of mixed rare earth concentrate (REO and RECl).

Since the bench scale development program began in Q3 2014, three of the flotation circuit's principle reagent consumptions (carbonate depressants and pH modifier) have been reduced by ~80%, with flotation performance being maintained (<25% mass pull with >80% recovery). These reagents represent the vast majority of all flotation consumables. Therefore, their reduction has resulted in a considerable decrease in the circuit's anticipated reagent acquisition costs, as well as shipping, handling, and storage requirements.

Potential remains for additional optimization of the flotation reagent scheme and will be further assessed as part of the ongoing Pre-feasibility Study (PFS). Upon completion of the bench scale flotation development work, the intention will be to scale-up to the pilot level, using the refined reagent scheme, and continue to further optimize the downstream processes. The piloting will either be completed during the PFS or Feasibility (FS) study periods. In either case, such flowsheet improvements, including a reduced reagent dosage, may still form the baseline parameters for the PFS if considered robust and representative on the bench scale.

Bench scale development work will continue in other areas as the flowsheet demonstration is advanced, and will focus on key circuits where strong potential for optimization exists, and minimal testing is required. The work completed to date has resulted in reduced reagent consumption during flotation (as noted above), as well as a simplified HCl circuit with reduced retention time and neutralizing agent volumes required. The development work for the Wet High Intensity Magnetic Separation (WHIMS) circuit is underway in preparation for its pilot run.

NI 43-101 Disclosure

Darren L. Smith, M.Sc., P.Geol., 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.

Eric Larochelle, Eng., and Alain Dorval, Eng., Manager-Process, Mining and Mineral Processing, of Roche Ltd., Consulting Group, Qualified Persons as defined by National Instrument 43-101, reviewed the technical information presented in this news release.

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.

On Behalf of the Board of Directors
COMMERCE RESOURCES CORP.

"Chris Grove"
Chris Grove
President
Tel: 604.484.2700

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, but are not limited to; considerable decrease in anticipated reagent acquisition, shipping, handling and storage costs; references to completion of a Pre-feasibility or Feasibility studies; completion of bench scale flotation work; intentions to scale-up to pilot plant level; use of the refined reagent scheme; continuing to further optimize downstream processes and timing of the completion of the piloting. These forward-looking statements 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; the timing and content of upcoming work programs; geological interpretations based on current data 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; 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.