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 15, 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 April 15, 2015.

4. Summary of Material Change

Commerce reports completion of 22 Drill Holes at 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

April 16, 2015

SCHEDULE A

Commerce Resources Corp. Completes 22 Drill Holes at the Ashram Rare Earth Deposit

April 15, 2015 - Commerce Resources Corp. (TSXv: CCE, FSE: D7H) (the "Company" or "Commerce") is pleased to provide an update on the drill program underway at its 100% owned Ashram Rare Earth Deposit located in northern Quebec. To date, a total of 22 drill holes, for approximately 2,650 m, have been completed, including both NQ and HQ drill core size.

The 2015 winter/spring field program is composed of resource infill drilling, geotechnical drilling and downhole surveying, as well as hydrogeological drill hole testing. The primary goals of the program are to increase the resource confidence from the current interred category to the indicated and/or measured categories with infill drilling, as well as to complete all geotechnical/geomechanical and hydrogeological work required for the ongoing Pre-feasibility Study (PFS).

Resource Drilling

The resource definition drilling is focused along the periphery of the deposit, as well as on the central MHREO Zone.

Out of an expected 30 holes, 10 holes (1,521 m) located along the eastern margin of the deposit, over Centre Pond, have been completed. These holes are NQ in diameter and range in depth from 82 to 223 m. An additional 4 holes (834 m) have been completed on land, including the first of HQ size (EC15-129).

A map showing the drill hole locations is available on the Company's website at http://www.commerceresources.com.

Sample batches from the first seven drill holes (EC15-110 through 117) have arrived at Activation Laboratories in Ancaster, ON and will be analyzed for rare earths by ICP-MS, as well as for fluorine by Fusion ISE. Results will be released as they are received.

Geotechnical Drilling (Dyke Holes)

The geotechnical drill program is primarily comprised of overburden sampling/testing at various drill hole locations along the deposit periphery, as well as at the proposed location of the dyke to the east of the deposit, with the additional objective of confirming depth to bedrock.

Drilling of six of the seven planned holes along the proposed dyke site have been completed (233 m of NQ size), with five of the holes ranging from 8 to 26 m. The first dyke hole (EC15-123A) was drilled to 167 m, to test a geophysical anomaly at depth.
Initial review of the results indicate the overburden depths (<5 m), and associated characteristics, are favourable for dyke construction at this location, so far being the preferred site out of the four options under consideration.

The geotechnical program also includes downhole surveying using optical-acoustic (OTV-ATV) televiewer equipment, and related probes, by DGI Geoscience Inc. The OTV-ATV crew mobilized to site in late March and have completed surveys on nine of twelve planned resource holes. The equipment will collect downhole information on fractures, faults, and geophysical properties, as

well as a high-resolution 360˚ digital image of the drill hole wall (see news release dated March 11, 2015, for additional survey details).

Hydrogeological Work

The hydrogeological field crew (Hydro-Ressources Inc.) will arrive on-site this week to begin downhole hydrogeological testing. This work will focus on packer testing to evaluate hydraulic properties of select intervals at depth. A total of 11 drill holes (7 NQ and 4 HQ) are targeted for this work and will utilize resource infill drill holes already completed.

In addition to the packer testing, the first of three dedicated HQ drill holes (60 m depth each), over three sites, has been completed for the installation of monitoring well equipment. These holes will be coupled with immediately adjacent HQ size resource holes (200 m depth) to create a monitoring well nest at each site, which is necessary for ongoing ground water evaluation throughout the deposit.

The first phase of the 2015 field program (winter/spring) is anticipated to be completed in May. The second phase is expected to begin in July and will focus on the remaining resource infill drilling, mine-site infrastructure assessment, and final hydrological test work required for the ongoing PFS.

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.

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

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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, the primary goals of the program being to increase the resource

confidence from inferred to indicated or measured; complete work required for the Pre-feasibility study; expectations of drilling 30 holes; proposed location of the dyke and that conditions for the dyke are favourable; hydrogeological work will commence; that the first phase will be completed in May and the second phase will commence in July. 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.