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

May 25, 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 May 20, 2015.

4. Summary of Material Change

Commerce Resources Corp. Updates Infrastructure Development Plan 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

May 25, 2015

COMMERCE RESOURCES CORP.

SCHEDULE 'A'

Commerce Resources Corp. Updates Infrastructure Development Plan for the Ashram Rare Earth Deposit

May 25, 2015 - Commerce Resources Corp. (TSXv: CCE, FSE: D7H) (the "Company" or "Commerce") is pleased to provide an update on its Infrastructure Development Plan, as part of the ongoing Pre-feasibility Study (PFS) underway for the Ashram Rare Earth Deposit located in northern Quebec.

The Preliminary Economic Assessment (PEA) (effective date of July 5, 2012; revised January 7, 2015) assumed the mineral processing, as well as all downstream hydrometallurgical processing through to a mixed rare earth concentrate (REO or REC), would occur at the mine-site. However, trade-off analyses completed as part of the ongoing PFS have concluded that the hydrometallurgical processing would be more cost-effective if located closer to existing infrastructure, with the St Lawrence Seaway and Maritime regions targeted. Therefore, for the purposes of the PFS analysis, the Ashram Project is now divided into "North" and "South" project areas. The major project infrastructure components considered in each include:

North Project Area

- Open-pit mine and ancillary infrastructure
- Mine-site mill and beneficiation plant, accommodations, and ancillary structures
- Mine-site tailings management facility and ancillary infrastructure
- Mine-site airstrip
- Haul road to transport mineral concentrate from the mine north to the coast, or south to existing infrastructure
- Docking/Barge facility (if required)

South Project Area

- Hydrometallurgical facility and ancillary infrastructure
- Hydrometallurgical tailings management facility and ancillary infrastructure

All the remaining on-site data collection (geochemical, geotechnical, geomechanical, hydrogeological, and hydrological) for the open-pit mine and immediate area, as required to support the PFS, are anticipated to be completed by the end of the summer, with final engineering to PFS level to be completed shortly thereafter.

Favourable options for the location of either “dry stack” or “conventional” tailings management facilities have been identified within close proximity to the deposit and haul road. The option to select either dry stacking or conventional tailings management lends the project enhanced versatility through cost-benefit evaluation and contrasting of the technical merits of each design.

The details of the mine-site airstrip and haul road route north to the coast were first discussed in the news release dated June 19, 2013. Subsequently, a significant amount of data has now been collected from an on-site weather station, allowing for a final evaluation of the nine potential airstrip sites previously identified. An economic trade-off study is currently underway to evaluate the haul road route options (i.e. north to coast, or south to existing infrastructure).

Hydrometallurgical Facility

As noted above, a preliminary trade-off study compared a hydromet facility operating at the mine-site or coast (North Project Area), to a hydrometallurgical facility operating off-site (South Project Area) at 14 different locations, the majority situated throughout the St. Lawrence Seaway and Maritime regions. It was concluded that a South Project Area location would be more favourable than a North Project Area location through the lower overall costs as well as providing for year round operating cash flow.

Of the sites evaluated in the South Project Area, four have been identified as priority candidates for final selection. Community consultation and further evaluation, both from technical and economic as well as environmental and social standpoints, are underway.

Cautionary Statement

The Ashram Project’s Preliminary Economic Assessment (PEA) (effective date of July 5, 2015; revised January 7, 2015) is preliminary in nature, and 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 PEA will be realized. With respect to the ongoing Pre-feasibility Study (PFS), the results of the studies described in this news release, which support the Infrastructure Development Plan to be developed as part of the PFS, will be incorporated along with other necessary technical data, including geological and engineering studies, into the PFS with costs and benefits to be described in more detail therein.

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

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 that the South Project Area location would be more favourable than a North Project Area location through the lower overall costs, that the South Project Area location could provide for year round operating cash flow and any references to the PEA as they are preliminary in nature. 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.