



## Commerce Resources Corp. Announces Private Placement

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**April 21, 2017 - Commerce Resources Corp.** (TSXv: CCE; FSE: D7H) (the “Company”) is pleased to announce that, subject to regulatory approval, it has arranged a non-brokered private placement financing (the “Offering”) of up to 16,666,667 units (each, a “Unit”) at a price of \$0.06 per Unit. Each Unit consists of one common share of the Company (each, a “Share”) and one share purchase warrant (each, a “Warrant”). One Warrant entitles the holder thereof to purchase one additional Share of the Company at a price of \$0.075 per Share in the first year after issuance and at \$0.10 per Share in the second year after issuance.

Closing of the Offering remains subject to final acceptance of the TSX Venture Exchange. The Company may pay finder’s fees in connection with the issuance of the Units under the Offering. The Shares, the Warrants and the Shares issuable on exercise of the Warrants will be subject to a statutory hold period expiring on the date that is four months and one day after closing of the Offering. The Offering may be considered a related party transaction pursuant to applicable securities laws due to the fact that certain insiders of the Company may participate in the Offering.

The proceeds of the Financing will be used for working capital.

None of the securities issued in connection with the financing will be registered under the United States Securities Act of 1933, as amended (the “1933 Act”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

### **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 on Commerce Resources Corp., visit the corporate website at <http://www.commerceresources.com> or email [info@commerceresources.com](mailto:info@commerceresources.com).

On Behalf of the Board of Directors  
**COMMERCE RESOURCES CORP.**

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*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

**Disclaimer for Forward-Looking Information**

Certain statements in this press release related to the Offering and the securities issuable thereunder are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as "may", "should", "will", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. Forward-looking statements in this news release include statements regarding the proceeds to be raised pursuant to the Offering, resale restrictions relating to the securities to be issued, the use of proceeds of Offering and receipt of the approval of the TSX Venture Exchange. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding the Company's ability to complete the Offering, including the risk that the Offering may not be completed as expected or at all, that the proceeds of the Offering may be used other than as set out in this news release, that the TSX Venture Exchange may not approve the Offering and such other factors beyond the control of the Company. Such forward-looking statements should therefore be construed in light of such factors, and the Company is not under any obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.