



Condensed Interim Financial Statements

For the Nine Months Ended July 31, 2022

(Unaudited - Expressed in Canadian Dollars)

The accompanying unaudited condensed interim financial statements of Commerce Resources Corp. for the nine months ended July 31, 2022, have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company. These condensed interim financial statements have not been reviewed by the Company's external auditor.

Commerce Resources Corp.

Condensed Interim Statements of Financial Position

As expressed in Canadian dollars

(Unaudited – prepared by management)

	July 31, 2022	October 31, 2021
Assets		
Current		
Cash	\$ 1,697,277	\$ 3,261,303
Marketable securities	15,724	29,878
Short term investment (Note 5)	23,000	23,000
Taxes and other receivables	323,508	307,145
Prepaid expenses	1,320,716	1,083,300
Right-of-use asset (Note 15)	187,459	-
	3,567,684	4,704,626
Equipment (Note 6)	305,138	327,219
Exploration and evaluation assets (Note 7 and Schedule I)	68,705,390	66,090,155
Reclamation bonds	80,000	80,000
	\$ 72,658,212	\$ 71,202,000
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 14)	\$ 483,790	\$ 917,705
Due to related parties (Note 11)	120,797	18,391
Lease liabilities (Note 15)	188,375	-
Liability for flow-through shares (Note 14)	409,523	46,439
	1,202,485	982,535
Shareholders' Equity		
Share capital (Note 8)	97,315,984	95,606,080
Reserves (Note 9)	10,363,592	10,073,808
Deficit	(36,223,849)	(35,460,423)
	71,455,727	70,219,465
	\$ 72,658,212	\$ 71,202,000

Approved and authorized by the Board of Directors on September 15, 2022:

“Christopher Grove”

Director

“David Hodge”

Director

The accompanying notes are an integral part of these condensed interim financial statements.

Commerce Resources Corp.

Condensed Interim Statements of Operations and Comprehensive Loss

As expressed in Canadian dollars

(Unaudited – prepared by management)

	Three months ended July 31,		Nine months ended July 31,	
	2022	2021	2022	2021
Expenses				
Administration fees and rent (Note 10 and 11)	\$ 37,500	\$ 37,500	\$ 112,500	\$ 149,500
Advertising and promotion (Note 10 and 11)	55,260	49,644	161,224	158,802
Consulting fees (Note 11)	66,259	72,907	192,726	320,457
Filing and transfer agent fees	30,839	19,588	58,951	53,669
Insurance	3,150	2,898	9,349	8,601
Investor relations	105	12,162	17,535	33,747
Lease interest (Note 15)	1,433	-	1,926	-
Office, telephone and miscellaneous	1,555	6,105	17,892	33,185
Professional fees	22,817	9,403	44,661	41,137
ROU asset depreciation (Note 15)	10,043	-	13,390	-
Share-based compensation (Note 9)	-	-	289,784	374,234
Travel expense (recovery)	13,087	(729)	28,325	247
Loss before other items	(242,048)	(209,478)	(948,263)	(1,173,579)
Other income (expense)				
Interest income	7,551	4,341	11,872	10,396
(Loss) on sale of marketable securities	(1,343)	-	(1,343)	-
Unrealized (loss) gain on marketable securities	(7,786)	(787)	(12,654)	10,970
Penalties	(2,252)	-	(4,837)	-
Gain (loss) on foreign exchange	(2,503)	4,568	(6,813)	1,205
	(6,333)	8,122	(13,775)	22,571
Net (loss) before income taxes	(248,381)	(201,356)	(962,038)	(1,151,008)
Deferred tax recovery (Note 14)	69,698	26,918	198,609	26,918
Net (loss) and comprehensive (loss)	\$ (178,683)	\$ (174,438)	\$ (763,429)	\$ (1,124,090)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.02)
Weighted average number of common shares outstanding – basic and diluted	91,654,630	81,177,841	88,269,084	66,896,512

The accompanying notes are an integral part of these condensed interim financial statements.

Commerce Resources Corp.

Condensed Interim Statements of Changes in Equity

For the nine months ended July 31, 2022 and 2021

As expressed in Canadian dollars

(Unaudited – prepared by management)

	Note	Number of Shares	Share Capital	Share subscriptions received	Reserves	Deficit	Total
Balance, October 31, 2020		50,890,293	\$ 87,860,843	\$ 231,412	\$ 9,649,991	\$ (35,009,317)	62,732,929
Shares issued for cash	8	23,407,898	5,856,058	(231,412)	-	-	5,624,646
Flow-through shares issued for cash	8	6,441,129	1,677,919	-	-	-	1,677,919
Warrants exercised	8	2,004,910	437,502	-	-	-	437,502
Broker warrants exercised	8	268,971	101,356	-	(36,803)	-	64,553
Share issuance costs		-	(323,459)	-	86,386	-	(237,073)
Share-based compensation	9	-	-	-	374,234	-	374,234
Net loss for the period		-	-	-	-	(1,124,090)	(1,124,090)
Balance, July 31, 2021		83,013,201	\$ 95,610,219	\$ -	\$ 10,073,808	\$ (36,133,407)	69,550,620
		Number of Shares	Share Capital	Share subscriptions received	Reserves	Deficit	Total
Balance, October 31, 2021		83,013,201	\$ 95,606,080	\$ -	\$ 10,073,808	\$ (35,460,423)	70,219,465
Flow-through shares issued for cash	8	8,641,429	1,857,908	-	-	-	1,857,908
Share issuance costs		-	(148,004)	-	-	-	(148,004)
Share-based compensation	9	-	-	-	289,784	-	289,784
Net loss for the period		-	-	-	-	(763,426)	(763,426)
Balance, July 31, 2022		91,654,630	\$ 97,315,984	\$ -	\$ 10,363,592	\$ (36,223,849)	71,455,727

The accompanying notes are an integral part of these condensed interim financial statements.

Commerce Resources Corp.

Condensed Interim Statements of Cash Flows

For the nine months ended July 31, 2022 and 2021

As expressed in Canadian dollars

(Unaudited – prepared by management)

	2022	2021
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES:		
Net (loss) for the period	\$ (763,426)	\$ (1,124,090)
Add (deduct) items not affecting cash:		
ROU asset depreciation	13,390	-
Lease interest	1,926	-
Unrealized loss (gain) on marketable securities	14,154	(10,970)
Deferred income taxes	(198,609)	(26,918)
Share-based compensation	289,784	374,234
	(642,781)	(787,744)
Changes in non-cash working capital items related to operations:		
Taxes and other receivables	(16,363)	(11,196)
Prepaid expenses	(237,416)	(1,019,908)
Due to related parties	(3,485)	(2,745)
Accounts payable and accrued liabilities	1,632	(257,916)
Net cash flows (used in) operating activities	(898,413)	(2,079,509)
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES:		
Share subscriptions receivable	-	(231,412)
Principal payments of lease liabilities	(14,400)	-
Issue of share capital	2,419,601	8,354,863
Share issuance costs	(148,004)	(237,073)
Net cash flows from financing activities	2,257,197	7,886,378
CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES:		
Deferred exploration and development costs, net of tax credits received	(2,922,810)	(944,899)
Net cash flows (used in) investing activities	(2,922,810)	(944,899)
Increase in cash and cash equivalents	(1,564,026)	4,861,970
Cash and cash equivalents, beginning of period	3,261,303	1,052,825
Cash and cash equivalents, end of period	\$ 1,697,277	\$ 5,914,795

Supplemental disclosure with respect to cash flows – Note 13

The accompanying notes are an integral part of these condensed interim financial statements.

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements

For the nine months ended July 31, 2022

Expressed in Canadian Dollars

(Unaudited – prepared by management)

1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

Commerce Resources Corp. (“Commerce” or the “Company”) was incorporated on May 19, 1999, under the Company Act of British Columbia and is in the business of acquiring, exploring, developing and evaluating mineral resource properties, and either joint venturing or developing these properties further or disposing of them when the evaluation is completed. The Company is in the exploration stage and has interests in properties located in British Columbia (“BC”) and Quebec, Canada. Commerce is a public company listed on Tier 1 of the TSX Venture Exchange in Canada (“CCE”), the Frankfurt Stock Exchange in Germany (“D7H”), and the OTCQX (“CMFZF”). The head office, principal address and registered and records office of the Company are located at 1450 – 789 West Pender, Vancouver, BC, Canada, V6C 1H2.

These financial statements were authorized for issue by the Audit Committee and Board of Directors on September 15, 2022.

The Company has no source of operating cash flows, has not yet achieved profitable operations, has a working capital of \$2,365,199 at July 31, 2022 (October 31, 2021 - \$3,722,091), has accumulated losses since its inception, expects to incur further losses in the development of its business, and has no assurance that sufficient funding will be available to conduct further exploration of its mineral properties. These material uncertainties cast significant doubt about the Company’s ability to continue as a going concern and, accordingly, the appropriateness of the use of generally accepted accounting principles applicable to a going concern. In recognition of these circumstances, management is pursuing various financial alternatives to fund the Company’s exploration and development programs. There is no assurance that these initiatives will be successful.

In the future, the Company may raise additional financing through the issuance of share capital or shareholder loans, however, there can be no assurance that it will be successful in its efforts to do so and that the terms will be favourable to the Company. These financial statements do not include any adjustments to the carrying values of assets and liabilities, the reported expenses and statement of financial position classifications that might be necessary should the Company be unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Management is actively seeking to raise the necessary capital to meet its funding requirements and has undertaken available cost-cutting measures. There can be no assurance that management’s plan will be successful. If the going concern assumption were not appropriate for these financial statements, then adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the statement of financial position classifications used. Such adjustments could be material.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company has no source of revenue, and has significant cash requirements to meet its administrative overhead and maintain its mineral interests.

2. BASIS OF PRESENTATION

Statement of Compliance

These condensed interim statements are prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”), applicable to the presentation of interim financial statements, including IAS 34, Interim Financial Reporting.

Basis of Measurement

These financial statements have been prepared on a historical costs basis except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, this financial statement has been prepared using the accrual basis of accounting.

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements

For the nine months ended July 31, 2022

Expressed in Canadian Dollars

(Unaudited – prepared by management)

2. BASIS OF PRESENTATION - continued

Basis of Measurement - continued

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

Estimates and assumptions

In particular, information about significant areas of estimation uncertainty considered by management in preparing the financial statements includes:

- The recoverability of the carrying value of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest;
- The inputs used in assessing the recoverability of deferred income tax assets to the extent that the deductible temporary differences will reverse in the foreseeable future and that the Company will have future taxable income;
- Management's assumption that there are currently no decommissioning liabilities is based on the facts and circumstances that have existed during the periods; and
- The fair value of share-based compensation are determined using the Black-Scholes option pricing model. Estimating fair value requires determining the most appropriate valuation model for a grant of equity instruments, which is dependent on the terms and conditions of the grant. Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, existing models do not necessarily provide reliable measurement of the fair value of the Company's stock options

Judgments

The critical judgments that the Company's management has made in the process of applying the Company's accounting policies from those involving estimations that have the most significant effect on the amounts recognized in the Company's financial statements are as follows:

- Economic recoverability and probability of future economic benefits of exploration, evaluation and development costs
Management has determined that exploratory drilling, evaluation, development and related costs incurred which have been capitalized are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geologic information, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.
- Production stage of a mine
The determination of the date on which a mine enters the production stage is a significant judgment since capitalization of certain costs ceases upon entering production.
- Provisions for reclamation
Management assesses its provision for reclamation on an annual basis or when new information becomes available. This assessment includes the estimation of the future rehabilitation costs, the timing of these expenditures, and the impact of changes in discount rates. The actual future expenditures may differ from the amounts currently provided if the estimates made are significantly different than actual results or if there are significant changes in environmental and/or regulatory requirements in the future.

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements

For the nine months ended July 31, 2022

Expressed in Canadian Dollars

(Unaudited – prepared by management)

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS - continued

Judgments - continued

- **Going concern**

The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its exploration projects and working capital requirements.

4. SIGNIFICANT ACCOUNTING POLICIES

The policies applied in these condensed interim financial statements are consistent with policies disclosed in Note 4 of the financial statements for the year ended October 31, 2021. Therefore, these condensed interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended October 31, 2021.

5. SHORT TERM INVESTMENTS

At July 31, 2022, the Company had a guaranteed investment certificate ("GIC's") valued at \$23,000 (October 31, 2021: \$23,000) with an interest rate of prime less 2.4% (October 31, 2021: 2.2%) and a maturity date of October 27, 2022 (October 31, 2021: October 21, 2021).

6. EQUIPMENT

	Field Equipment	Field Office Building	Leasehold Improvements	Land	Total
<u>Costs</u>					
October 31, 2021 and July 31, 2022	\$ 316,931	\$ 303,748	\$ 255,796	\$ 120,282	\$ 996,757
<u>Accumulated Amortization</u>					
October 31, 2020	316,931	132,669	190,068	-	639,668
Additions	-	8,554	21,316	-	29,870
October 31, 2021	316,931	141,223	211,384	-	669,538
Additions	-	6,094	15,987	-	22,081
July 31, 2022	\$ 316,931	\$ 147,317	\$ 227,371	\$ -	\$ 691,619
<u>Net Book Value</u>					
October 31, 2021	\$ -	\$ 162,525	\$ 44,412	\$ 120,282	\$ 327,219
July 31, 2022	\$ -	\$ 156,431	\$ 28,425	\$ 120,282	\$ 305,138

During the nine months ended July 31, 2022, \$22,081 (April 30, 2021: \$14,935) of amortization has been capitalized to Exploration and Evaluation Assets.

7. EXPLORATION AND EVALUATION ASSETS

The following is a description of the Company's most significant property interests and related spending commitments (see Schedule I for a detailed breakdown):

Blue River Claims – (formerly known as the Upper Fir, Verity and Fir Claims)

The Company has a 100% interest in its Blue River claims, located in the Blue River region of the Kamloops Mining District of B.C., Canada, all of which were acquired by staking.

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements

For the nine months ended July 31, 2022

Expressed in Canadian Dollars

(Unaudited – prepared by management)

7. EXPLORATION AND EVALUATION ASSETS - continued

Eldor Claims

The Company acquired, by staking and a purchase agreement, a 100% interest in the Eldor Carbonatite Complex, located in the Labrador Trough area of Quebec, Canada. During the year ended October 31, 2007, the Company purchased 8 mineral claims from Virginia Mines Inc. (“Virginia Mines”), which cover a portion of the Eldor Carbonatite. These claims are adjacent to the approximately 88 claims staked by the Company. The Company currently has 244 claims covering 11,475 hectares.

Virginia Mines retains a 1% net smelter royalty on the 8 claims purchased from them. As well, 5 of the 8 claims are subject to an underlying 5% net profit royalty, which can be purchased for \$500,000.

On January 11, 2018, the Company entered into an exploration earn-in agreement with Saville Resources Inc. (“Saville”) on the Eldor Niobium claims, known as the Niobium Claim Group Property. Under the exploration earn-in agreement, Saville has agreed to perform \$5,000,000 of work on the claims over a five-year period to earn a 75% interest in the claims. The Company received a cash payment of \$25,000 upon signing (received) and a cash payment of \$225,000 (received) following Exchange approval on October 11, 2018. The Company will retain a 2% Net Smelter Royalty (NSR) on production from some of the claims with a 1% NSR buyback for \$1,000,000, and a 1% NSR on the claims that are already subject to royalties.

8. SHARE CAPITAL

- a) Authorized: Unlimited common shares with no par value.
- b) Issued and outstanding: The total issued and outstanding shares of the Company total 91,654,630 as at July 31, 2022 (October 31, 2021: 83,013,201).

During the nine months ended July 31, 2022:

On December 21, 2021, the Company completed a non-brokered private placement issuing 8,641,429 common shares (each, a “Share”) issued on a “flow-through” basis pursuant to the Income Tax Act (Canada) at a price of \$0.28 per Share for gross proceeds of \$2,419,600 (the “Offering”). In connection with the closing of the Offering, the Company paid cash finder’s fees of \$126,500 to two finders.

During the year ended October 31, 2021:

On December 18, 2020, the Company completed a non-brokered private placement, issuing 15,571,241 units (each, a “Unit”) at a price of \$0.21 per Unit for gross proceeds of \$3,269,961. Each Unit consists of one common share in the capital of the Company (each, a “Share”) and one common share purchase warrant (each, a “Warrant”). Each Warrant is exercisable into one additional Share at a price of \$0.29 per Share for a period of five years from the closing date. The Company paid cash finder’s fees of \$44,116 and issued 187,250 finder’s warrants (each, a “Finder’s Warrant”) to certain finders in connection with the Offering. The Finder’s Warrants have the same terms and conditions as the Warrants. The securities issued under the Offering, and the shares that may be issuable on exercise of the Warrants and the Finder’s Warrants, were subject to a statutory hold period expiring four months and one day from the date of closing.

On December 23, 2020, the Company completed a first tranche (the “First Tranche”) of a non-brokered private placement, issuing 6,279,838 common shares (each, a “Share”) issued on a “flow-through” basis pursuant to the Income Tax Act (Canada) at a price of \$0.31 per Share for gross proceeds of \$1,946,750. In connection with the closing of the First Tranche, the Company paid cash finder’s fees of \$30,000 to one finder. The securities issued under the First Tranche were subject to a statutory hold period expiring four months and one day from the date of closing. Of the gross proceeds, \$313,992 was allocated to liability for flow-through shares (See Note 14).

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements

For the nine months ended July 31, 2022

Expressed in Canadian Dollars

(Unaudited – prepared by management)

8. SHARE CAPITAL - continued

During the year ended October 31, 2021: - continued

On December 30, 2020, the Company completed the second and final tranche of the non-brokered private placement, issuing 161,291 common shares (each, a “Share”) issued on a “flow-through” basis pursuant to the Income Tax Act (Canada) at a price of \$0.31 per Share for gross proceeds of \$50,000. The securities issued under the Offering were subject to a statutory hold period expiring four months and one day from the date of closing. Of the gross proceeds, \$4,839 was allocated to liability for flow-through shares (See Note 14).

On May 20, 2021, the Company closed a non-brokered private placement issuing 7,836,657 units (each, a “Unit”) at a price of \$0.33 per Unit for gross proceeds of \$2,586,097. Each Unit consists of one common share in the capital of the Company (each, a “Share”) and one common share purchase warrant (each, a “Warrant”). Each Warrant is exercisable into one additional Share at a price of \$0.44 per Share for a period of five years from the closing date. The Company paid cash finder’s fees of \$85,661 and issued 255,920 finder’s warrants (each, a “Finder’s Warrant”) to certain finders in connection with the Offering. The Finder’s Warrants have the same terms and conditions as the Warrants.

During the year ended October 31, 2021, 2,004,910 share purchase warrants have been exercised for gross proceeds of \$437,502 and 268,971 broker warrants were exercised for gross proceeds of \$64,553.

c) Share purchase warrants:

The following is a summary of share purchase warrant transactions for the nine months ended July 31, 2022 and the year ended October 31, 2021:

	July 31, 2022		October 31, 2021	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Balance, beginning of period	40,491,351	\$ 0.33	19,088,363	\$ 0.30
Issued	-	-	23,407,898	0.34
Exercised	-	-	(2,004,910)	0.22
Balance, end of period	40,491,351	\$ 0.33	40,491,351	\$ 0.33

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements

For the nine months ended July 31, 2022

Expressed in Canadian Dollars

(Unaudited – prepared by management)

8. SHARE CAPITAL - continued

c) Share purchase warrants - continued

The following share purchase warrants were outstanding and exercisable as at July 31, 2022 and October 31, 2021:

Expiry Date	Weighted Average Remaining Contractual Life (Years)	Original Exercise Price	Revised Exercised Price	July 31, 2022 Number of Warrants	October 31, 2021 Number of Warrants
October 11, 2024	2.20	\$0.50	\$0.285	3,124,450	3,124,450
October 11, 2024	2.20	\$0.50	\$0.50	5,903,550	5,903,550
October 31, 2024	2.25	\$0.50	\$0.285	646,153	646,153
May 5, 2025	2.76	\$0.15	\$0.15	2,241,982	2,241,982
June 25, 2025	2.90	\$0.24	\$0.24	5,167,318	5,167,318
December 18, 2025	3.39	\$0.29	\$0.29	15,571,241	15,571,241
May 20, 2026	3.81	\$0.44	\$0.44	7,836,657	7,836,657
Total Outstanding and Exercisable	3.09	\$0.36	\$0.33	40,491,351	40,491,351

On September 24, 2021, the Company applied to the TSX Venture Exchange (the “Exchange”) for an amendment to the terms of the 9,674,153 warrants (the “Warrants”) issued in connection with the Company’s private placement which held its first closing on October 11, 2019 and second closing on October 31, 2019. The Company proposed to extend the expiry date of the Warrants from October 11, 2021 to October 11, 2024 in respect of the first closing and October 31, 2021 to October 31, 2024 in respect of the second closing. In addition, the Company applied for an amendment of the Warrants’ exercise price from \$0.50 to \$0.285. All other terms of the Warrants will remain the same. The extension of the expiry date and repricing was approved by the Exchange on October 1, 2021. Only 10% of the placements held by insiders was eligible for repricing.

d) Agents’ warrants:

The following is a summary of agents’ warrant transactions for the nine months ended July 31, 2022 and the year ended October 31, 2021:

	July 31, 2022		October 31, 2021	
	Number of Agents’ Warrants	Weighted Average Exercise Price	Number of Agents’ Warrants	Weighted Average Exercise Price
Balance, beginning of period	467,741	\$ 0.37	293,542	\$ 0.24
Issued	-	-	443,170	0.38
Exercised	-	-	(268,971)	0.24
Balance, end of period	467,741	\$ 0.37	467,741	\$ 0.37

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements

For the nine months ended July 31, 2022

Expressed in Canadian Dollars

(Unaudited – prepared by management)

8. SHARE CAPITAL - continued

d) Agents' warrants - continued

The following Agents' warrants were outstanding and exercisable as at July 31, 2022 and October 31, 2021:

Expiry Date	Weighted Average Remaining Contractual Life (Years)	Exercise Price	July 31, 2022 Number of Warrants	October 31, 2021 Number of Warrants
May 5, 2025	2.76	\$0.15	2,871	2,871
June 25, 2025	2.90	\$0.24	21,700	21,700
December 18, 2025	3.39	\$0.29	187,250	187,250
May 20, 2026	3.81	\$0.44	255,920	255,920
Total Outstanding and Exercisable	3.59	\$0.37	467,741	467,741

The following assumptions were used for the Black-Scholes pricing model calculations:

	May 5, 2020	June 25, 2020	December 18, 2020	May 20, 2021
Risk-free interest rate	0.40%	0.37%	0.45%	0.94%
Expected stock price volatility	101.91%	102.44%	100.53%	100.21%
Expected option life in years	5 years	5 years	5 years	5 years
Dividend rate	Nil	Nil	Nil	Nil

9. SHARE-BASED PAYMENTS

The Company has a stock option plan for officers, directors, employees and consultants. Options are granted with an exercise price determined by the Board of Directors, which may not be less than 25% of the Company's stock price on the date of the grant. Options granted to directors, employees and consultants other than consultants engaged in investor relations activities will vest immediately. However, for options granted to employees and consultants engaged in investor relations activities will vest in stages over a minimum period of 12 months with no more than one-quarter of the options vesting in any three-month period.

The following is a summary of option transactions under the Company's stock option plan for the for the nine months ended July 31, 2022 and the year ended October 31, 2021:

	July 31, 2022		October 31, 2021	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance, beginning of period	4,409,732	\$ 0.45	2,709,732	\$ 0.50
Cancelled	(250,000)	0.31	-	-
Expired	(1,204,732)	0.65	-	-
Granted	2,500,000	0.23	1,700,000	0.38
Balance, end of period	5,455,000	\$ 0.32	4,409,732	\$ 0.45

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements

For the nine months ended July 31, 2022

Expressed in Canadian Dollars

(Unaudited – prepared by management)

9. SHARE-BASED PAYMENTS – continued

The following stock options were outstanding and exercisable as at July 31, 2022:

Expiry Date	Exercise Price	Number of Options	Contractual Life (Years)
April 12, 2023	\$0.75	100,000	0.70
August 27, 2024	\$0.35	1,140,000	2.08
August 27, 2024	\$0.35	190,000	2.08
March 5, 2023	\$0.38	1,625,000	0.59
December 8, 2023	\$0.23	2,400,000	1.36
Total Outstanding and exercisable		5,455,000	1.29

On December 8, 2021, the Company granted 2,500,000 stock options (each, an “Option”) to certain directors, officers, employees and consultants of the Company for the purchase of up to 2,500,000 common shares of the Company pursuant to its Stock Option Plan. Each Option is exercisable for a period of two (2) years at a price of \$0.23 per common share. Of these Options, 150,000 are being granted to persons providing investor relations services to the Company and, pursuant to the policies of the TSX Venture Exchange, must vest over 12 months from the issuance date, with 25% vesting in each three (3) month period after the grant of the Options. Subsequent to the issuance of the options, 100,000 were cancelled.

On March 5, 2021, the Company granted 1,700,000 stock options (each, an “Option”) to certain directors, officers, employees and consultants of the Company for the purchase of up to 1,700,000 common shares of the Company pursuant to its Stock Option Plan. Each Option is exercisable for a period of two (2) years at a price of \$0.38 per common share. Of these Options, 700,000 were granted to directors and officers of the Company and 100,000 were granted to persons providing investor relations to the Company and, pursuant to the policies of the TSX Venture Exchange, must vest over 12 months from the issuance date, with 25% vesting in each three (3) month period after the grant of the Options.

On June 6, 2022, 1,204,732 stock options priced at \$0.65 expired unexercised.

10. COMMITMENTS

On May 1, 2008, the Company entered into a Management & Administration Agreement (“Agreement”) with Zimtu Capital Corp. (“Zimtu”). Under the terms of the agreement, Zimtu will provide the Company with administrative and managerial services, including corporate maintenance, continuous disclosure services, rent, and office space, over a period of 12 months. The agreement has subsequently been renewed in prior years and on December 1, 2021, the Company renewed the agreement for another period of 12 months.

On November 16, 2020, the Company signed an agreement with Zimtu Capital Corp. whereas Zimtu will provide services under the ZimtuADVANTAGE program. The Company paid \$100,000 up front for the initial 12-month term and it expenses the cost on a monthly basis. On November 3, 2021, the Company announced it had re-signed the agreement for services under the ZimtuADVANTAGE program. Under the terms of the agreement, the Company will pay Zimtu \$12,500 per month for a period of twelve months.

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements

For the nine months ended July 31, 2022

Expressed in Canadian Dollars

(Unaudited – prepared by management)

11. RELATED PARTY TRANSACTIONS

During the nine months ended July 31, 2022 and 2021, the Company incurred the following transactions with officers or directors of the Company or companies with common directors:

Key management compensation*	Nine Months ended July 31,	
	2022	2021
	\$	\$
Geological services	320,353	140,749
Administrative fees, net of wage subsidy received	112,500	149,500
Consulting fees and salaries	116,252	133,494
Share-based payments	118,153	161,209
Advertising and promotion	112,500	75,000
Total	779,758	659,952

Amounts due to (from) related parties	July 31,	October 31,
	2022	2021
	\$	\$
Dahrouge Geological Consulting (a)	119,380	17,332
Zimtu Capital Corp. (b)	1,417	1,059
Due to related parties – Net total	120,797	18,391

- (a) Dahrouge Geological Consulting provides geological services to the Company. Dahrouge is controlled by a director of the Company, Jody Dahrouge.
- (b) Zimtu Capital Corp. is a company with common directors and management. Zimtu provides key management services to the Company.

* Key management includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including the Company's executive officers and certain members of its Board of Directors.

The terms and conditions of these transactions with key management and their related parties were no more favourable than those available, or which might reasonably be expected to be available, or similar transactions to non-key management related entities on an arm's length basis.

These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The amounts due to related parties are unsecured, non-interest bearing, and have no specific terms of repayment.

12. FINANCIAL INSTRUMENTS

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments. This note presents information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks. Further quantitative disclosures are included throughout these financial statements.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has implemented and monitors compliance with risk management policies as set out herein.

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements

For the nine months ended July 31, 2022

Expressed in Canadian Dollars

(Unaudited – prepared by management)

12. FINANCIAL INSTRUMENTS - continued

a) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash and short-term investments are subject to credit risk for a maximum of the amounts shown on the statements of financial position. The Company monitors its credit risk management practices continuously to evaluate their effectiveness.

At July 31, 2022, the Company held cash of \$1,697,277 (October 31, 2021: \$3,261,303) and short-term investments of \$23,000 (October 31, 2021: \$23,000) with Canadian chartered banks.

The Company mitigates credit risk on these financial instruments by adhering to its investment policy that outlines credit risk parameters and concentration limits.

b) Liquidity Risk

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation.

As at July 31, 2022, the Company has total current liabilities of \$1,202,485 (October 31, 2021: \$982,535). Management intends to meet these obligations by raising funds through future financings.

c) Market Risk

Market risk consists of currency risk, commodity price risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns. The Company's marketable securities and investment in asset-backed commercial paper are subject to market risk.

i) Currency Risk

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. Although the Company is in the exploration stage and has not yet developed commercial mineral interests, the underlying commodity price for minerals is impacted by changes in the exchange rate between the Canadian and United States dollar. As all of the Company's transactions are denominated in Canadian dollars, the Company is not significantly exposed to foreign currency exchange risk at this time.

ii) Commodity Price Risk

Commodity price risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and United States dollar, as outlined above. As the Company has not yet developed commercial mineral interests, it is not exposed to commodity price risk at this time.

iii) Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company invests part of the cash balance in a variable rate GIC. The exposure to interest rate risk, however, is limited due to the short-term nature of the GIC.

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements

For the nine months ended July 31, 2022

Expressed in Canadian Dollars

(Unaudited – prepared by management)

12. FINANCIAL INSTRUMENTS - continued

d) Fair Value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The following is an analysis of the Company's financial assets measured at fair value as at July 31, 2022 and October 31, 2021:

	As at July 31, 2022		
	Level 1	Level 2	Level 3
Short term investments	\$ 23,000	-	-
Marketable securities	15,724	-	-
	\$ 38,724	\$ -	\$ -

	As at October 31, 2021		
	Level 1	Level 2	Level 3
Short term investments	\$ 23,000	-	-
Marketable securities	29,878	-	-
	\$ 52,878	\$ -	\$ -

e) Capital Management

Capital is comprised of the Company's shareholders' equity and any debt it may issue. As at July 31, 2022, the Company's shareholders' equity was \$71,455,727 (October 31, 2021: \$70,219,465). The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the exploration of its mineral properties. Therefore, the Company monitors the level of risk incurred in its mineral property expenditures relative to its capital structure which is comprised of working capital and shareholders' equity.

The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to facilitate the management of capital and the exploration of its mineral properties, the Company prepares annual expenditure budgets which are updated as necessary and are reviewed and periodically approved by the Company's Board of Directors. To maintain or adjust the capital structure, the Company may issue new equity if available on favourable terms, option its mineral properties for cash and/or expenditure commitments from optionees, enter into joint venture arrangements, or dispose of mineral properties. The Company is not subject to any externally imposed capital requirements and there were no changes in the Company's approach to capital management during the year.

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements

For the nine months ended July 31, 2022

Expressed in Canadian Dollars

(Unaudited – prepared by management)

13. NON-CASH TRANSACTIONS

The following transactions have been excluded from the statement of cash flows:

During the nine months ended July 31, 2022:

- Exploration and evaluation assets of \$429,486 were included in accounts payable and \$119,380 were included in due to related parties.
- Amortization of \$22,081 relating to equipment was included in exploration and evaluation assets.

During the nine months ended July 31, 2021:

- Exploration and evaluation assets of \$231,568 were included in accounts payable and \$62,829 were included in due to related parties.
- Amortization of \$22,402 relating to equipment was included in exploration and evaluation assets.

14. LIABILITY AND INCOME TAX EFFECT ON FLOW-THROUGH SHARES

Funds raised through the issuance of flow-through shares are required to be expended on qualified Canadian mineral exploration expenditures, as defined pursuant to Canadian income tax legislation. The flow-through gross proceeds, less the qualified expenditures made to date, represent the funds received from flow-through share issuances that have not been spent.

On August 27, 2019, the Company issued 752,272 shares on a flow-through basis at \$0.55 per share for proceeds of \$413,750 and recognized a liability on flow-through shares of \$84,142. At December 31, 2021, the Company had incurred the \$413,750 in qualified expenditures.

On December 24, 2020, the Company issued 6,279,838 common shares on a “flow-through” basis at a price of \$0.31 per share for gross proceeds of \$1,946,750. At July 31, 2022, the Company has incurred \$1,946,750 qualified expenditures. The flow-through proceeds were renounced under the Look-back Rule on December 31, 2020.

On December 30, 2020, the Company issued 161,291 common shares on a “flow-through” basis at a price of \$0.31 per share for gross proceeds of \$50,000. At July 31, 2022, the Company has incurred \$50,000 qualified expenditures. The flow-through proceeds were renounced under the Look-back Rule on December 31, 2020.

On December 21, 2021, the Company issued 8,641,429 common shares on a “flow-through” basis at a price of \$0.28 per Share for gross proceeds of \$2,419,600. At July 31, 2022, the Company has incurred \$655,504 qualified expenditures. The flow-through proceeds were renounced under the Look-back Rule on December 31, 2021 and the expenditures will be incurred prior to December 31, 2022.

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements

For the nine months ended July 31, 2022

Expressed in Canadian Dollars

(Unaudited – prepared by management)

14. LIABILITY AND INCOME TAX EFFECT ON FLOW-THROUGH SHARES - continued

In total, at July 31, 2022, the Company is required to incur \$1,764,097 of flow-through qualified expenditures prior to December 31, 2022.

	Issued on December 23, 2020	Issued on December 30, 2020	Issued on December 21, 2021	Total
Balance, October 31, 2021	\$ 41,600	\$ 4,839	\$ -	\$ 46,439
Liability incurred on flow-through shares issued	-	-	561,693	561,693
Settlement of flow-through share liability on incurred expenses	(41,600)	(4,839)	(152,170)	(198,609)
Balance, July 31, 2022	\$ -	\$ -	\$ 409,523	\$ 409,523

15. LEASE

The Company has a lease for the rental of their office space. Upon adoption of IFRS 16, the Company recognized lease liabilities of \$200,849 in the statements of financial position. The liabilities were measured at the present value of the remaining lease payments discounted using an incremental borrowing rate of 3% for a 1-year term at the date of initial application, April 1, 2022. The Company has recorded the lease liability for the lease ending March 31, 2027.

A summary of the lease liabilities is listed below:

Balance, October 31, 2021	\$ -
New lease	200,849
Interest on lease liabilities	1,926
Payments of lease liabilities	(14,400)
Balance, July 31, 2022	\$ 188,375

The following table illustrates the right-of-use asset balances during the nine months ended July 31, 2022:

	Cost	Accumulated depreciation	Net book value
	\$	\$	\$
Balance at October 31, 2021	-	-	-
Addition	200,849	13,389	187,460
Balance at July 31, 2022	200,849	13,389	187,460

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements

For the nine months ended July 31, 2022

Expressed in Canadian Dollars

(Unaudited – prepared by management)

15. LEASE - continued

The following table illustrates the future lease payments under the lease obligations as at July 31, 2022:

	\$
Current (due on or before October 31, 2022)	
Total undiscounted lease payments	25,200
Less: imputed interest	(3,288)
Total current carry value of lease obligations	21,912
Non-Current (due on or before October 31, 2027)	
Total undiscounted lease payments	244,800
Less: imputed interest	(11,863)
Total non-current carry value of lease obligations	232,937

For the nine months ended July 31, 2022, the adoption of IFRS 16 resulted in an increase to amortization expense of \$13,390 (July 31, 2021 - \$nil) due to the recognition of ROU assets, an increase to interest expense of \$1,926 (July 31, 2021 - \$nil) from the unwinding of the discounted value of the lease liabilities, and a decrease to Other Exploration expenses of \$14,400 (July 31, 2021 - \$nil).

For the nine months ended July 31, 2022, due to the change in the presentation of former operating lease expenses, cash flow from operating activities increased by \$14,400 (July 31, 2021 - \$nil) due to the decrease in Other exploration expenses partially offset by increased financial costs. Cash flows from financing activities decreased by \$14,400 (July 31, 2021 - \$nil) due to the addition of the principal payments for former operating leases. The overall impact to cash flows for the Company was unchanged.

16. SUBSEQUENT EVENTS

On August 16, 2022, the Company announced a non-brokered private placement offering consisting of the issuance of up to 12,500,000 units (each, a “Unit”) at a price of \$0.16 per Unit for gross proceeds of up to \$2,000,000 (the “Offering”). Each Unit will consist of one common share of the Company (each, a “Share”) and one common share purchase warrant (each, a “Warrant”), with each Warrant entitling the holder to purchase one Share at a price of \$0.25 per Share for a period of three (3) years from closing of the Offering (the “Closing”). Insiders may participate in the Offering. Finders’ fees consisting of cash, securities or a combination thereof may be payable in connection with the Offering in accordance with the policies of the TSX Venture Exchange (the “Exchange”). All securities issued in connection with the Offering will be subject to a statutory hold period expiring four months and one day after closing of the Offering. Completion of the Offering is subject to the approval of the Exchange. The net proceeds from the sale of the Offering will be used towards continued work on the pre-feasibility study for the Company’s Ashram REE/ Fluorspar Deposit, the production of commercially marketable samples of Rare Earth concentrates as requested by industry majors and for general working capital purposes.

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements

For the nine months ended July 31, 2022

Expressed in Canadian Dollars

(Unaudited – prepared by management)

Schedule of Resource Properties

Schedule I

For the nine months ended July 31, 2022	Blue River Claims	Eldor Claims	Totals
Acquisition costs			
Balance, beginning of year	\$ 201,602	\$ 1,366,294	\$ 1,567,896
Staking and renewals	-	-	-
Balance, end of the period	201,602	1,366,294	1,567,896
Deferred exploration and development costs			
Balance, beginning of period	28,189,137	36,333,122	64,522,259
Amortization – field equipment and office	6,095	-	6,095
Assays and analytical	-	242,316	242,316
Environmental and permitting	-	1,076	1,076
Field equipment rental and supplies	15,987	78,987	94,974
Camp, food and accommodation	12,093	45,775	57,868
Fuel	-	156,983	156,983
Geology, mapping and drafting	266	222,124	222,390
Insurance	5,247	8,075	13,322
Lobbying and consulting	-	16,710	16,710
Metallurgy	-	1,626,094	1,626,094
Other	25,950	29,251	55,201
Travel and transport	-	87,206	87,206
	65,638	2,549,597	2,615,235
Balance, end of period	28,254,775	38,882,719	67,137,494
Total balance, end of period	\$ 28,456,377	\$ 40,249,013	\$ 68,705,390

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements

For the nine months ended July 31, 2022

Expressed in Canadian Dollars

(Unaudited – prepared by management)

Schedule of Resource Properties

Schedule I

For the year ended October 31, 2021	Blue River Claims	Eldor Claims	Totals
Acquisition costs			
Balance, beginning of year	\$ 201,602	\$ 1,366,294	\$ 1,567,896
Staking and renewals	-	-	-
Balance, end of the year	201,602	1,366,294	1,567,896
Deferred exploration and development costs			
Balance, beginning of year	28,093,424	32,334,503	60,427,927
Amortization – field equipment and office	8,554	-	8,554
Assays and analytical	-	23,322	23,322
Consulting	-	1,833	1,833
Drilling	-	438,541	438,541
Field equipment rental and supplies	21,316	525,134	546,450
Food and accommodation	11,929	169,848	181,777
Geology, mapping and drafting	-	571,787	571,787
Insurance	5,989	8,984	14,973
Lobbying and consulting	-	12,562	12,562
Metallurgy	-	1,725,335	1,725,335
Other	46,000	75,488	121,488
Permits and regulatory	-	21,735	21,735
Project management	1,925	-	1,925
Travel and transport	-	424,050	424,050
	95,713	3,998,619	4,094,332
Balance, end of year	28,189,137	36,333,122	64,522,259
Total balance, end of year	\$ 28,390,739	\$ 37,699,416	\$ 66,090,155