

CANARC RESOURCE CORP  
Form 20-F/A  
April 18, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM 20-F/A**

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**
- OR**
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For fiscal year ended December 31, 2006**
- OR**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from \_\_\_\_ to \_\_\_\_**
- OR**
- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of event requiring this shell company report:**

**Commission file number: 0-18860**

>

**CANARC RESOURCE CORP.**

(Exact name of Registrant as specified in its charter)

**Province of British Columbia, Canada**

(Jurisdiction of incorporation or organization)

**Suite #301 - 700 West Pender Street, Vancouver, British Columbia, Canada, V6C 1G8**

(Address of principal executive offices)

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act: **Common Stock, without par value**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

Indicate the number of outstanding shares of each of the Registrant's classes of capital or common stock as of the close of the period covered by the annual report: **68,470,476 common shares as at December 31, 2006**

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

If this report is an annual or transition report, indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which financial statement item the registrant has elected to follow:

Item 17

Item 18

If this is an annual report, indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No



### EXPLANATORY NOTE

The Company has restated certain technical disclosure relating to its New Polaris Gold Project and has removed certain estimates of inferred, indicated and measured resources because the Company was unable to verify if the independent third party that had reported on these issues had established a reasonable basis for estimating economic extraction to the range of cutoff grades previously indicated. See *Material Mineral Projects - New Polaris Gold Project, British Columbia, Canada*

The Company restated its consolidated cash flow statement for the year ended December 31, 2005 to reflect the reconciling account of Aztec Metals Corp. ( Aztec ) used to determine the cash flows of the Company.

In accordance with Canadian GAAP, this effectively reduced cash outflow from operating activities from US\$725,000 to US\$633,000 and cash inflow from financing activities from US\$41,000 to US\$38,000, and cash inflow from investing activities from US\$458,000 to US\$369,000.

For Canadian GAAP, when a subsidiary issues its shares to interests outside the consolidated entity, the effect on any change in the parent's interest as a result of the share issue by the subsidiary is recognized in the determination of consolidated net income (or loss). Under U.S. GAAP, changes in a parent company's proportionate share of subsidiary equity resulting from additional equity raised by the subsidiary should be accounted for as an equity transaction in consolidation particularly when the subsidiary is a development stage enterprise. The Company has restated its previous presentation of the gain in 2005 to be consistent with the SEC's interpretation.

Consequently in the reconciliation of Canadian and U.S. GAAP, Note 12 to the Consolidated Financial Statements as included the 2006 Form 20-F includes the following restatements for the 2005 comparative figures:

-

loss for 2005 under U.S. GAAP increased from \$374,000 to \$995,000;

-

loss per share under U.S. GAAP increased from \$0.01 to \$0.02; and

-

cash used for operating activities under U.S. GAAP increased from \$1,502,000 to \$1,553,000

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**CAUTION FORWARD LOOKING STATEMENTS**

This annual report on Form 20-F and the exhibits attached hereto contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward looking statements concern the Registrant's anticipated results and developments in the Registrant's operations in future periods, planned exploration and development of its properties, plans related to its business and other matters that may occur in the future. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as expects or does not expect, is expected, anticipates or does not anticipate, plans, estimates or stating that certain actions, events or results may, could, would, might or will be taken, occur or be achieved) statements of historical fact and may be forward-looking statements. Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking statements, including, without limitation:

- .  
risks related to our exploration and development activities;
- .  
risks related to the ongoing financing of our planned operations;
- .  
risks related estimates of mineral deposits;
- .  
risks related to fluctuations in mineral prices;
- .  
risks related to the title of our properties;
- .  
risks related to the highly competitive mineral exploration and mining industry;
- .  
risks related to potential conflicts of interest with our officers and directors;

·  
risks related to environmental and regulatory requirements;

·  
risks related to foreign currency fluctuations;

·  
risks related to the Registrant's possible status as a passive foreign investment company;

·  
risks related to the volatility of our common stock; and

·  
risks related to the possible dilution of our common stock.

This list is not exhaustive of the factors that may affect our forward-looking statements. Some of the important risks and uncertainties that could affect forward-looking statements are described further under the sections titled "Risk Factors" and "Information on the Company" of this annual report. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, believed, estimated or expected. We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

We qualify all the forward-looking statements contained in this annual report by the foregoing cautionary statements.





## GLOSSARY OF MINING TERMS

The following is a glossary of some of the terms used in the mining industry and referenced herein:

**1933 Act** - means the United States Securities Act of 1933, as amended.

**adit** a horizontal tunnel in an underground mine driven from a hillside surface.

**Ag** silver.

**alluvial mining** - mining of gold bearing stream gravels using gravity methods to recover the gold, also known as placer mining.

**andesite** - a volcanic rock of intermediate composition, the extrusive equivalent of diorite.

**arsenopyrite** an ore mineral of arsenic, iron, and sulphur, often containing gold.

**assay** a precise and accurate analysis of the metal contents in an ore or rock sample.

**Au** - gold.

**auger drill** a handheld machine that produces small, continuous core samples in unconsolidated materials.

**autoclave** a mineral processing vessel operated at high temperature and pressure in order to oxidize sulfide and carbon compounds, so the contained metals can be leached and concentrated.

**Banka drilling** - a hand operated drill specifically designed for sampling alluvial deposits. The drill rods (10-12 centimetres in diameter) are forced into the gravel and then the core sample is extracted from the rods.

**Commission** - United States Securities and Exchange Commission, or S.E.C.

**concentrate** a concentrate of minerals produced by crushing, grinding and processing methods such as gravity or flotation.

**contained gold** total measurable gold in grams or ounces estimated to be contained within a mineral deposit. Makes no allowance for economic criteria, mining dilution or recovery losses.

**Cu** copper.

**cut-off grade** deemed grade of mineralization, established by reference to economic factors, above which material is considered ore and below which is considered waste.

**diamond drill** a large machine that produces a continuous core sample of the rock or material being drilled.

**diorite** – a plutonic rock of intermediate composition, the intrusive equivalent of andesite.

**doré** – bullion of gold, with minor silver and copper produced by smelting, prior to refining.

**epithermal** – used to describe hydrothermal mineral deposits, typically in veins, formed at lower temperatures and pressures within 1 km of the earth surface.

**Exchange Act** means the United States Securities Exchange Act of 1934, as amended.

**feasibility study** a detailed report assessing the feasibility, economics and engineering of placing a mineral deposit into commercial production.

**flotation** a mineral recovery process using soapy compounds to float finely ground metallic minerals into a concentrate.

**garimpeiros** a Brazilian term used in South America referring to small scale, artisanal miners and prospectors.

**gold deposit** - means a mineral deposit mineralised with gold.

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**gold equivalent** - a method of presenting combined gold and silver concentrations or weights for comparison purposes. Commonly involves expressing silver as its proportionate value in gold based on the relative values of the two metals.

**gold resource** see mineral resource.

**gpt** - grams per tonne.

**grams per cubic meter** - alluvial mineralisation measured by grams of gold contained per cubic meter of material, a measure of gold content by volume not by weight.

**greenstone** - a field term for any compact dark-green altered or metamorphosed basic igneous rock that owes its colour to green minerals such as chlorite, actinolite or epidote.

**indicated resource** - means that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics, can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed.

**inferred resource** - means that part of a mineral resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.

**laterite** - highly weathered residual superficial soils and decomposed rocks, rich in iron and aluminum oxides, that are characteristically developed in tropical climates.

**lode mining** mining of ore, typically in the form of veins or stockworks.

**measured resource** means that part of a mineral resource for which quantity, grade or quality, densities, shape, physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity.

**mesothermal** used to describe hydrothermal mineral deposits, typically in veins, formed at higher temperatures and pressures deeper than 1 km of the earth's surface.

**mineral reserve** means the economically mineable part of a measured or indicated resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A mineral reserve includes diluting materials and allowances for losses that may occur when the material is mined.

**mineral resource** a body of mineralized material which has not yet been determined to be ore, and the potential for mining of which has not yet been determined; categorized as possible, probable and proven, according to the degree of certainty with which their grade and tonnage are known; sometimes referred to as a geological resource or mineral inventory.

**net profits interest or NPI** a royalty based on the net profits generated after recovery of all costs.

**net smelter royalty or NSR** - a royalty based on the gross proceeds received from the sale of minerals less the cost of smelting, refining, freight and other related costs.

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**nugget effect** an effect of high variability of gold assays, due to the gold occurring in discreet coarse grains such that their content in any given sample is highly variable.

**ore** a naturally occurring rock or material from which economic minerals can be extracted at a profit.

**ounce or oz.** - a troy ounce or 20 pennyweights or 480 grains or 31.103 grams.

**opt** troy ounces per ton.

**porknockers** - a local term used in Guyana and Suriname to refer to small scale artisanal miners and prospectors.

**porphyry** an igneous rock containing coarser crystals in a finer matrix.

**probable reserve** - the economically mineable part of an indicated, and in some circumstances a measured resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.

**professional association**, for the purposes of the definition of a Qualified Person below, means a self-regulatory organization of engineers, geoscientists or both engineers and geoscientists that (a) has been given authority or recognition by statute; (b) admits members primarily on the basis of their academic qualifications and experience; (c) requires compliance with the professional standards of competence and ethics established by the organization; and (d) has disciplinary powers, including the power to suspend or expel a member.

**prospect** an area prospective for economic minerals based on geological, geophysical, geochemical and other criteria

**proven reserve** means the economically mineable part of a measured resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction is justified.

**pyrite** an ore mineral of iron and sulphur.

**Qualified Person** means an individual who (a) is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these; (b) has experience relevant to the subject matter of the mineral project and the technical report; and (c) is a member in good standing of a professional association.

**quartz** a rock-forming mineral of silica and oxygen, often found in veins also.

**raise** a vertical or inclined tunnel in an underground mine driven upwards from below.

**ramp** an inclined tunnel in an underground mine driven downwards from surface.

**reverse circulation drill** a large machine that produces a continuous chip sample of the rock or material being drilled.

**saprolite** - a soft, earthy, clay rich and thoroughly decomposed rock with its original textures intact, formed in place by chemical weathering of igneous, sedimentary or metamorphic rocks.

**scoping study** a conceptual report assessing the scope, economics and engineering of placing a mineral deposit into commercial production.

**shaft** a vertical or inclined tunnel in an underground mine driven downward from surface.

**shear** a tabular zone of faulting within which the rocks are crushed and flattened.

**stibnite** an ore mineral of antimony and sulphur.

**stock or pluton** a body of intrusive rock that covers less than 40 square miles, has steep dips and is discordant with surrounding rock.

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**stockwork** multiple small veins of mineralisation that have so penetrated a rock mass that the whole rock mass can be considered mineralised.

**strike length** - the longest horizontal dimensions of a body or zone of mineralisation.

**stripping ratio** - the ratio of waste material to ore that is estimated for or experienced in mining an ore body.

**sulphide** an ore mineral compound linking sulphur with one or more metals.

**ton** - short ton (2,000 pounds).

**tonne** - metric tonne (2,204.6 pounds).

**trenching** the surface excavation of a linear trench to expose mineralization for sampling.

**vein** a tabular body of rock typically of narrow thickness and often mineralized occupying a fault, shear, fissure or fracture crosscutting another pre-existing rock.

**winze** an internal shaft in an underground mine.

**For ease of reference, the following conversion factors are provided:**

1 mile	= 1.609 kilometres	1 pound	= 0.4535 kilogram
1 yard	= 0.9144 meter	2,000 pounds/1 short ton	= 0.907 tonne
1 acre	= 0.405 hectare	1 troy ounce	= 31.103 grams

### CAUTIONARY NOTE TO U.S. INVESTORS

This annual report on Form 20-F has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of United States securities laws. The terms mineral reserve, proven mineral reserve and probable mineral reserve are Canadian mining terms as defined in accordance with Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects ( NI 43-101 ) and the Canadian Institute of Mining, Metallurgy and Petroleum (the CIM) - *CIM Definition Standards on Mineral Resources and Mineral Reserves*, adopted by the CIM Council, as amended. These definitions differ from the definitions in the United States Securities and Exchange Commission ( SEC ) Industry Guide 7 ( SEC Industry Guide 7 ) under the United States *Securities Act of 1933*, as amended. Under SEC Industry Guide 7 standards, a final or bankable feasibility study is required to report reserves, the three-year historical average price is used in any reserve or cash flow analysis to designate reserves and the primary environmental analysis or report must be filed with the appropriate governmental authority.

In addition, the terms mineral resource , measured mineral resource , indicated mineral resource and inferred mineral resource are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under SEC Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. Inferred mineral resources have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an inferred

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mineral resource exists or is economically or legally mineable. Disclosure of contained ounces in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute reserves by SEC standards as in place tonnage and grade without reference to unit measures.

Accordingly, information contained in this report and the documents incorporated by reference herein containing descriptions of our mineral deposits may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

**Unless the context otherwise requires, all references to the Registrant or the Company or Canarc refer to Canarc Resource Corp. and/or its subsidiaries. All monetary figures are in terms of United States dollars unless otherwise indicated.**

**PART I**

**ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**ITEM 3. KEY INFORMATION**

**3.A Selected Financial Data**

The following financial information with respect to the last five fiscal years ended December 31, 2006 (stated in United States dollars) has been derived from Canarc's audited consolidated financial statements prepared in accordance with Canadian generally accepted accounting principles ( CAD GAAP ) and reconciled to United States generally accepted accounting principles ( U.S. GAAP ). A reconciliation of certain material measurement differences in the financial information from that which would be provided if the financial statements were prepared in accordance with U.S. GAAP is provided in Item 8.A and in Note 12 to the audited Consolidated Financial Statements for the year ended December 31, 2006 included in Item 17.

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Selected Financial Information (stated in thousands of U.S. dollars, except per share amounts)		As at and for the years ended December 31				
		2006	2005	2004	2003	2002
(a) Total revenues:						
Canadian GAAP	1,679	1,227	680	162	246	
U.S. GAAP	1,679	1,227	680	162	246	
Income (loss) before extraordinary items:						
Total:						
Canadian GAAP	433	315	(4,013)	(876)	(7,477)	
U.S. GAAP	(4,875)	(995)	(3,088)	(1,751)	(374)	
Basic earnings (loss) per share:						
Canadian GAAP	0.01	0.01	(0.07)	(0.02)	(0.17)	
U.S. GAAP	(0.08)	(0.02)	(0.06)	(0.04)	(0.01)	
(c) Net income (loss):						
Total:						
Canadian GAAP	433	315	(4,013)	(876)	(7,477)	
U.S. GAAP	(4,875)	(995)	(3,088)	(1,751)	(374)	
Basic earnings (loss) per share:						
Canadian GAAP	0.01	0.01	(0.07)	(0.02)	(0.17)	
U.S. GAAP	(0.08)	(0.02)	(0.06)	(0.04)	(0.01)	
Diluted earnings (loss) per share:						
Canadian GAAP	0.01	0.01	(0.07)	(0.02)	(0.17)	
U.S. GAAP	(0.08)	(0.02)	(0.06)	(0.04)	(0.01)	
(d) Total assets:						
Canadian GAAP	18,447	11,182	10,777	12,882	10,217	
U.S. GAAP	7,966	7,101	7,215	8,395	6,605	
(e) Total long-term debt <sup>(1)</sup> :						
Canadian GAAP	-	-	-	-	-	
U.S. GAAP	-	-	-	-	-	
(f) Shareholders' equity (net assets):						
Canadian GAAP	18,212	10,947	10,302	12,423	10,058	
U.S. GAAP	7,731	6,866	6,740	7,936	6,446	
(g) Dividends per shares:						
Canadian GAAP	No dividends declared in any of these periods					

U.S. GAAP	No dividends declared in any of these periods				
(h) Shares:					
Diluted number of common shares	79,528,276	65,879,115	66,666,198	64,356,198	55,843,444
Number of common shares	68,470,476	58,545,115	58,318,448	53,058,448	47,159,444

(1) The Registrant has no preferred shares.

Canarc has had no long-term debt and has not paid any cash or share dividends over the last five years.

On June 15, 2007, the Bank of Canada closing rate for the conversion of one United States dollar into Canadian dollars was CAD\$1.0683.

The following table reflects the monthly high and low exchange rates for U.S.\$1.00 to the Canadian dollar for the following periods:

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<b>Month</b>	<b>Year</b>	<b>High (CAD\$)</b>	<b>Low (CAD\$)</b>
December	2006	1.1654	1.1403
January	2007	1.1827	1.1636
February	2007	1.1855	1.1591
March	2007	1.1806	1.1546
April	2007	1.1596	1.1101
May	2007	1.1122	1.0794

The following table lists the high, low, average and closing exchange rates for U.S.\$1.00 to the Canadian dollar for the last five years:

<b>Year</b>	<b>High (CAD\$)</b>	<b>Low (CAD\$)</b>	<b>Average Rate (CAD\$)</b>	<b>Close (CAD\$)</b>
2002	1.6184	1.5028	1.5702	1.5776
2003	1.5777	1.2839	1.4009	1.2965
2004	1.4003	1.1746	1.3013	1.2020
2005	1.2734	1.1427	1.2116	1.1630
2006	1.1794	1.0948	1.1342	1.1654

### **3.B Capitalization and Indebtedness**

Not applicable.

### **3.C Reasons for the Offer and Use of Proceeds**

Not applicable.

### **3.D Risk Factors**

The following is a brief discussion of those distinctive or special characteristics of the Registrant's operations and industry that may have a material impact on, or constitute risk factors in respect of, the Registrant's future financial performance.

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**Risks Related to the Registrant's Business**

***The Registrant's exploration activities may not be commercially successful, which could lead it to abandon its plans to develop its properties and its investments in exploration and there is no assurance given by the Registrant that its exploration and development programs and properties will result in the discovery, development or production of a commercially viable ore body.***

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that the Registrant's mineral exploration and development activities will result in any discoveries of bodies of commercial ore. Unusual or unexpected geological structures or formations, fires, power outages, labour disruptions, floods, explosions, cave-ins, land slides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs. The Registrant has relied and may continue to rely upon consultants and others for construction and operating expertise. The economics of developing gold and other mineral properties are affected by many factors including capital and operating costs, variations of the grade of ore mined, fluctuating mineral markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Depending on the price of gold or other minerals produced, the Registrant may determine that it is impractical to commence or continue commercial production. Substantial expenditures are required to establish reserves through drilling, to develop metallurgical processes to extract metal from ore, and to develop the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that funds required for development can be obtained on a timely basis. The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Registrant's control and which cannot be accurately foreseen or predicted, such as market fluctuations, the global marketing conditions for precious and base metals, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection. In order to commence exploitation of certain properties presently held under exploration concessions, it is necessary for the Registrant to apply for an exploitation concession. There can be no guarantee that such a concession will be granted.

***The Registrant's planned operations will require future financing and there is no assurance given by the Registrant that it will be able to secure the financing necessary to explore, develop and produce its mineral properties.***

The Registrant does not presently have sufficient financial resources or operating cash-flow to undertake by itself all of its planned exploration and development programs. The development of the Registrant's properties may therefore depend on the Registrant's joint venture partners and on the Registrant's ability to obtain additional required financing. There is no assurance the Registrant will be successful in obtaining the required financing, the lack of which could result in the loss or substantial dilution of its interests (as existing or as proposed to be acquired) in its properties as



disclosed herein. In addition, the Registrant has no experience in developing mining properties into production and its ability to do so will be dependent upon securing the

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services of appropriately experienced personnel or entering into agreements with other major mining companies which can provide such expertise.

As noted in its audited consolidated financial statements for the year ended December 31, 2006, the Registrant has incurred significant operating losses and has an accumulated deficit of \$39,272,000 at December 31, 2006. Furthermore, the Registrant has working capital of \$2,709,000 as at December 31, 2006, which is not sufficient to achieve the Registrant's planned business objectives. The Registrant's ability to continue as a going concern is dependent on continued financial support from its shareholders and other related parties, the ability of the Registrant to raise equity financing, and the attainment of profitable operations, external financings and further share issuances to meet the Registrant's liabilities as they become payable.

The report of our independent registered public accounting firm on the December 31, 2006 consolidated financial statements includes an additional paragraph that states that conditions exist that raise substantial doubt about the Registrant's ability to continue as a going concern. The consolidated financial statements do not include adjustments that might result from the outcome of this uncertainty.

***The figures for the Registrant's reserves and resources are estimates based on interpretation and assumptions and may yield less mineral production under actual conditions than is currently estimated and there is no assurance given by the Registrant that any estimates of mineral deposits herein will not change.***

Although all figures with respect to the size and grade of mineralized deposits included herein have been carefully prepared by the Registrant, or, in some instances have been prepared, reviewed or verified by independent mining experts, these amounts are estimates only and no assurance can be given that any identified mineralized deposit will ever qualify as a commercially viable mineable ore body that can be legally and economically exploited. Estimates regarding mineralized deposits can also be affected by many factors such as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results. There can be no assurance that gold recovered in small-scale laboratory tests will be duplicated in large-scale tests under on-site conditions. Material changes in mineralized tonnages, grades, stripping ratios or recovery rates may affect the economic viability of projects. The existence of mineralized deposits should not be interpreted as assurances of the future delineation of ore reserves or the profitability of future operations. The presence of clay in the mineralized material may adversely affect the economic recovery of gold from the mining operations planned at properties in Suriname. The refractory nature of gold mineralization at New Polaris may adversely affect the economic recovery of gold from mining operations.

***Changes in the market price of gold, silver and other metals, which in the past has fluctuated widely, will affect the profitability of the Registrant's planned operations and financial condition and there is no assurance given by the***

***Registrant that mineral prices will not change.***

The mining industry is competitive and mineral prices fluctuate so that there is no assurance, even if commercial quantities of a mineral resource are discovered, that a profitable market will exist for the sale of same. Factors beyond the control of the Registrant may affect the marketability of any substances discovered. The prices of

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precious and base metals fluctuate on a daily basis, have experienced volatile and significant price movements over short periods of time, and are affected by numerous factors beyond the control of the Registrant, including international economic and political trends, expectations of inflation, currency exchange fluctuations (specifically, the U.S. dollar relative to other currencies), interest rates, central bank transactions, world supply for precious and base metals, international investments, monetary systems, and global or regional consumption patterns (such as the development of gold coin programs), speculative activities and increased production due to improved mining and production methods. The supply of and demand for gold are affected by various factors, including political events, economic conditions and production costs in major gold producing regions including South Africa and the former Soviet Union, and governmental policies with respect to gold holdings by a nation or its citizens. The exact effect of these factors cannot be accurately predicted, and the combination of these factors may result in the Registrant not receiving adequate returns on invested capital or the investments retaining their respective values. There is no assurance that the prices of gold and other precious and base metals will be such that the Registrant's properties can be mined at a profit.

***There is no assurance given by the Registrant that it owns legal title to its mineral properties.***

The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to any of the Registrant's mining concessions may come under dispute. While the Registrant has diligently investigated title considerations to its mineral properties, in certain circumstances, the Registrant has only relied upon representations of property partners and government agencies. There is no guarantee of title to any of the Registrant's properties. The properties may be subject to prior unregistered agreements or transfers, and title may be affected by unidentified and undetected defects. In British Columbia and elsewhere, native land claims or claims of aboriginal title may be asserted over areas in which the Registrant's properties are located. To the best of the knowledge of the Registrant, although the Registrant understands that comprehensive land claims submissions have been received by Indian and Northern Affairs Canada from the Taku Tlingit (Atlin) Band (which encompasses the New Polaris property) and from the Association of United Tahltans and the Nisga'a Tribal Council (which may encompass the Eskay Creek property), no legal actions have been formally served on the Registrant to date asserting such rights with respect to mining properties in which the Registrant has an interest.

***The Registrant competes with larger, better capitalized competitors in the mining industry and there is no assurance given by the Registrant that it can compete for mineral properties, future financings and technical expertise.***

Significant and increasing competition exists for the limited number of gold acquisition opportunities available in North, South and Central America and elsewhere in the world. As a result of this competition, some of which is with large established mining companies which have greater financial and technical resources than the Registrant, the Registrant may be unable to acquire additional attractive gold mining properties on terms it considers acceptable. Accordingly, there can be no assurance that the Registrant's exploration and acquisition programs will yield any new reserves or result in any commercial mining operation.

The Registrant may also encounter increasing competition from other mining companies in its efforts to hire experienced mining professionals. Competition for exploration resources at all levels is currently very intense,

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particularly affecting the availability of manpower, drill rigs, mining equipment and production equipment. Increased competition could adversely affect the Registrants ability to attract necessary capital funding or acquire suitable producing properties or prospects for mineral exploration in the future.

***The Registrant's directors and officers may have conflicts of interest as a result of their relationships with other companies and there is no assurance given by the Registrant that its directors and officers will not have conflicts of interest from time to time.***

The Registrant's directors and officers may serve as directors or officers of other public resource companies or have significant shareholdings in other public resource companies and, to the extent that such other companies may participate in ventures in which the Registrant may participate, the directors of the Registrant may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In particular, Bradford Cooke is a Director of Endeavour Silver Corp. and Aztec Metals Corp., both companies in which the Registrant owns shares.

The interests of these companies may differ from time to time. In the event that such a conflict of interest arises at a meeting of the Registrant's directors, a director who has such a conflict will abstain from voting for or against any resolution involving any such conflict. From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another company due to the financial position of the company making the assignment. In accordance with the laws of the Province of British Columbia, Canada, the directors of the Registrant are required to act honestly, in good faith and in the best interests of the Registrant. In determining whether or not the Registrant will participate in any particular exploration or mining project at any given time, the directors will primarily consider the upside potential for the project to be accretive to shareholders, the degree of risk to which the Registrant may be exposed and its financial position at that time.

***The Registrant does not insure against all risks which we may be subject to in our planned operations and there is no assurance given by the Registrant that it is adequately insured against all risks.***

The Registrant may become subject to liability for cave-ins, pollution or other hazards against which it cannot insure or against which it has elected not to insure because of high premium costs or other reasons. The payment of such liabilities would reduce the funds available for exploration and mining activities.

***The Registrant is subject to significant governmental and environmental regulations and there is no assurance given by the Registrant that it has met all environmental or regulatory requirements.***

The current or future operations of the Registrant, including exploration and development activities and commencement of production on its properties, require permits from various foreign, federal, state and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies

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engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required in order for the Registrant to commence production on its various properties will be obtained. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, are necessary prior to operation of the other properties in which the Registrant has interests and there can be no assurance that the Registrant will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. New laws or regulations or amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation of current laws, regulations or permits, could have a material adverse impact on the Registrant and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

As a prior holder of an interest in a U.S. mineral property, the Registrant may be subject to the Comprehensive Environmental Response Compensation and Liability Act of 1980, as amended ( CERCLA ). CERCLA, along with analogous statutes in certain states, imposes strict, joint and several liability on owners and operators of facilities which release hazardous substances into the environment. CERCLA imposes similar liability upon generators and transporters of hazardous substances disposed of at an off-site facility from which a release has occurred or is threatened. Under CERCLA's strict joint and several liability provisions, the Registrant could potentially be liable for all remedial costs associated with property that it owned or operated regardless of whether the Registrant's activities are the actual cause of the release of hazardous substances. Such liability could include the cost of removal or remediation of the release and damages for injury to the natural resources. The Registrant's one prior property is located in a historic mining district and may include abandoned mining facilities (including waste piles, tailings, portals and associated underground and surface workings). Releases from such facilities or from any of the Registrant's prior U.S. properties due to past or current activities could form the basis for liability under CERCLA and its analogs. In addition, off-site disposal of hazardous substances, including hazardous mining wastes, may subject the Registrant to CERCLA liability. The Registrant's prior U.S. property is not, to the Registrant's knowledge, currently listed or proposed for listing on the National Priority List and the Registrant is not aware of pending or threatened CERCLA litigation which names the Registrant as a defendant or concerns any of its prior U.S. properties or operations. The Registrant cannot predict the potential for future CERCLA liability with respect to its prior U.S. property, nor can it predict the potential impact or future direction of CERCLA litigation in the area surrounding its prior property.

To the best of the Registrant's knowledge, the Registrant is operating in compliance with all applicable environmental and regulatory regulations.



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***Land reclamation requirements for the Registrant's properties may be burdensome.***

There is a risk that monies allotted for land reclamation may not be sufficient to cover all risks, due to changes in the nature of the waste rock or tailings and/or revisions to government regulations. Therefore additional funds, or reclamation bonds or other forms of financial assurance may be required over the tenure of the project to cover potential risks. These additional costs may have material adverse impact on the financial condition and results of the Registrant.

***Mining is inherently dangerous and subject to conditions or events beyond the Registrant's control, which could have a material adverse effect on the Registrant's business.***

Mining involves various types of risks and hazards, including:

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environmental hazards;

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power outages;

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metallurgical and other processing problems;

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unusual or unexpected geological formations;

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structural cave-ins or slides;

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flooding, fire, explosions, cave-ins, landslides and rock-bursts;

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inability to obtain suitable or adequate machinery, equipment, or labor;

metals losses; and

periodic interruptions due to inclement or hazardous weather conditions.

These risks could result in damage to, or destruction of, mineral properties, production facilities or other properties, personal injury, environmental damage, delays in mining, increased production costs, monetary losses and possible legal liability. The Registrant may not be able to obtain insurance to cover these risks at economically feasible premiums. Insurance against certain environmental risks, including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from production, is not generally available to the Registrant or to other companies within the mining industry. The Registrant may suffer a material adverse effect on its business if it incurs losses related to any significant events that are not covered by its insurance policies.

*The Registrant will be required to locate mineral reserves for its long-term success.*

Because mines have limited lives based on proven and probable mineral reserves, the Registrant will have to continually replace and expand its mineral reserves. The Registrant's ability to maintain or increase its annual production of gold and other base or precious metals once its current properties are producing, if at all, will be

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dependent almost entirely on its ability to acquire, explore, and develop new properties and bring new mines into production.

***The Registrant's properties are located in foreign countries and political instability or changes in the regulations in these countries may adversely affect the Registrant's ability to carry on its business.***

Many of the Registrant's properties are located in countries outside of Canada, and mineral exploration and mining activities may be affected in varying degrees by political stability and government regulations relating to the mining industry. Any changes in regulations or shifts in political attitudes may vary from country to country and are beyond the control of the Registrant and may adversely affect its business. Such changes have, in the past, included nationalization of foreign owned businesses and properties. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income and other taxes and duties, expropriation of property, environmental legislation and mine safety. These uncertainties may make it more difficult for the Registrant and its joint venture partners to obtain any required production financing for its mineral properties.

***Fluctuations in foreign currency exchange rates may adversely affect the Registrant's future profitability.***

In addition to CAD dollar currency accounts, the Registrant maintains a portion of its funds in U.S. dollar denominated accounts. The majority of the Registrant's property and related contracts are denominated in U.S. dollars. Accordingly, the Registrant has taken some steps to reduce its risk to foreign currency fluctuations. However, the Registrant's operations in countries other than Canada are normally carried out in the currency of that country and make the Registrant subject to foreign currency fluctuations and such fluctuations may materially affect the Registrant's financial position and results. In addition future contracts may not be denominated in U.S. dollars and may expose the Registrant to foreign currency fluctuations and such fluctuations may materially affect the Registrant's financial position and results. In addition, the Registrant is or may become subject to foreign exchange restrictions which may severely limit or restrict its ability to repatriate capital or profits from its properties outside of Canada to Canada. Such restrictions have existed in the past in countries in which the Registrant holds property interests and future impositions of such restrictions could have a materially adverse effect on the Registrant's future profitability or ability to pay dividends.

***The Registrant is reliant on third parties.***

The Registrant's rights to acquire interests in certain mineral properties have been granted by third parties who themselves hold only an option to acquire such properties. As a result, the Registrant may have no direct contractual relationship with the underlying property holder.

*Jurisdiction and Enforcement in U.S. and Canadian Courts.*

The enforcement of civil liabilities under the U.S. federal and state securities laws may be affected adversely by the fact that the Registrant is incorporated under the laws of a foreign country, that certain of its officers and

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directors are residents of a foreign country, that the independent registered public accounting firm and some or all of the experts named in this report may be residents of a foreign country and that all or a substantial portion of the assets of the Registrant and said persons may be located outside the U.S. In particular, uncertainty exists as to whether Canadian courts would entertain claims or enforce judgments based on the civil liability provisions of the U.S. federal and state securities laws.

***The Registrant's possible PFIC status may have possible adverse tax consequences for United States Investors.***

Potential investors who are United States taxpayers should be aware that Canarc may be classified for United States tax purposes as a passive foreign investment company ( PFIC ) for the current fiscal year and may also have been a PFIC in prior years, and may also be a PFIC in subsequent years. This status arises due to the fact that Canarc's excess exploration funds are invested in interest bearing securities creating passive income which, while modest and ancillary to the exploration business, has been Canarc's only substantive source of income. If Canarc is a PFIC for any year during a United States taxpayer's holding period, then such a United States taxpayer, generally, will be required to treat any so-called excess distribution received on its common shares, or any gain realized upon a disposition of common shares, as ordinary income and to pay an interest charge on a portion of such distribution or gain, unless the taxpayer makes a qualified electing fund ( QEF ) election or a mark-to-market election with respect to the shares of Canarc. In certain circumstances, the sum of the tax and the interest charge may exceed the amount of the excess distribution received, or the amount of proceeds of disposition realized, by the taxpayer. A United States taxpayer who makes a QEF election generally must report on a current basis its share of Canarc's net capital gain and ordinary earnings for any year in which Canarc is a PFIC, whether or not Canarc distributes any amounts to its shareholders. A United States taxpayer who makes the mark-to-market election generally must include as ordinary income each year the excess of the fair market value of the common shares over the taxpayer's tax basis therein. Item 10.E provides further details.

### **Risks Related to the Registrant's Common Shares**

***The volatility of the Registrant's common shares could cause investor loss.***

The market price of a publicly traded stock, especially a junior resource issuer like Canarc, is affected by many variables in addition to those directly related to exploration successes or failures. Such factors include the general condition of the market for junior resource stocks, the strength of the economy generally, the availability and attractiveness of alternative investments, and the breadth of the public market for the stock. The effect of these and other factors on the market price of the common shares on the TSX and NASD-OTC suggests that Canarc's shares will

continue to be volatile. Therefore, investors could suffer significant losses if Canarc's shares are depressed or illiquid when an investor seeks liquidity and needs to sell Canarc's shares.

*Penny stock classification could affect the marketability of the Registrant's common stock and shareholders could find it difficult to sell their stock.*

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The Registrant's stock may be subject to "penny stock" rules as defined in the Exchange Act rule 3a51-1. The Securities and Exchange Commission has adopted rules which regulate broker-dealer practices in connection with transactions in penny stocks. The Registrant's common shares may be subject to these penny stock rules. Transaction costs associated with purchases and sales of penny stocks are likely to be higher than those for other securities. Penny stocks generally are equity securities with a price of less than U.S.\$5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system).

The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation.

Further, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from such rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the Registrant's common shares in the United States and shareholders may find it more difficult to sell their shares.

***Possible dilution to current shareholders based on outstanding options and warrants.***

At June 15, 2007, Canarc had 68,738,893 common shares and 8,869,000 share purchase options and 2,747,800 warrants outstanding. The resale of outstanding shares from the exercise of dilutive securities could have a depressing effect on the market for Canarc's shares. At June 15, 2007, dilutive securities represented approximately 7.47% of Canarc's issued shares. Certain of these dilutive securities are exercisable at prices below the June 15, 2007 closing market price of CAD\$0.58 for Canarc's shares and, accordingly, will result in dilution to existing shareholders if exercised.

**ITEM 4. INFORMATION ON THE COMPANY**



The Registrant is a Canadian mineral exploration company and is subject to NI 43-101, a National Instrument adopted by all of the Securities Commissions in Canada that deals with standards of disclosure for mineral projects. It applies to all oral statements and written disclosure of scientific or technical information, including disclosure of a mineral resource or mineral reserve, made by or on behalf of a company in respect of its material mineral projects. In addition to other matters, it sets out strict guidelines for the classification of and use of the terms mineral resource and mineral reserve and it requires all technical disclosure on all material properties to be subject to review by a senior engineer or geoscientist in good standing with a relevant professional

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association. The full text of NI 43-101 can be found at <http://www.bccsc.bc.ca/policy.asp?id=2884&scat=4&title=4%20-%20Distribution%20Requirements>. While the Registrant believes that its technical disclosure, when made, was accurate, technical disclosure prepared by the Registrant before NI 43-101 came into force in February 2001 has not been updated by the Registrant to be compliant with NI 43-101 other than as specifically disclosed herein.

#### **4.A History and Development of the Company**

##### ***Incorporation and Reporting Status***

The Registrant was incorporated under the laws of British Columbia, Canada, on January 22, 1987 under the name, Canarc Resource Corp. , by registration of its Memorandum and Articles with the British Columbia Registrar of Companies.

The Company was originally incorporated under the previous Company Act (British Columbia) and transitioned to the Business Corporations Act (British Columbia) in 2005; the Business Corporations Act (British Columbia) replaced the Company Act (British Columbia) on March 29, 2004.

The Registrant is a reporting company in British Columbia, Alberta, Saskatchewan, Ontario and Nova Scotia. The Registrant became a reporting company under the United States Securities Act of 1934 upon filing its registration statement on Form 20-F dated October 9, 1990.

##### ***Current Business Address***

Suite #301, 700 West Pender Street, Vancouver, British Columbia, Canada, V6C 1G8, tel. no.: (604) 685 9700.

##### ***Introduction***

The Registrant commenced operations in 1987 and, since inception, has been engaged in the business of the acquisition, exploration and, if warranted, development of precious metal properties. The Registrant currently owns or holds, directly or indirectly, interests in several precious metal properties, as follows:

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New Polaris property in British Columbia, Canada,

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Benzdorp property in Suriname,

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Eskay Creek property in British Columbia, Canada,

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Bellavista property in Costa Rica, and

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Los Arrastres, Providencia and Santiago properties in Mexico,

of which the New Polaris and Benzdorp properties could be viewed as the material properties of the Registrant.

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In its consolidated financial statements prepared in accordance with CAD GAAP, the Registrant has capitalized costs, net of recoveries and write-downs, of \$15,224,000 in connection with the acquisition, exploration and development on its currently held properties as at December 31, 2006 and are summarized as follows for the past three fiscal years:

(in terms of \$000s)	2006			2005			2004		
	Acquisition Costs	Exploration/ Development	Total	Acquisition Costs	Exploration/ Development	Total	Acquisition Costs	Exploration/ Development	Total
British Columbia:									
New Polaris	\$ 3,605	\$ 6,077	\$ 9,682	\$ 3,605	\$ 1,229	\$ 4,834	\$ 3,605	\$ 749	\$ 4,354
Eskay Creek	-	-	-	-	-	-	188	14	202
Costa Rica:									
Bellavista	-	-	-	-	-	-	89	-	89
Suriname:									
Sara Kreek	-	-	-	100	-	100	100	-	100
Benzdorp	301	5,241	5,542	301	4,423	4,724	301	3,983	4,284
Mexico:									
Sonia II	-	-	-	-	-	-	10	19	29
Other	-	-	-	-	-	-	-	8	8
	\$ 3,906	\$ 11,318	\$ 15,224	\$ 4,006	\$ 5,652	\$ 9,658	\$ 4,293	\$ 4,773	\$ 9,066

Further information and details regarding Canarc's properties are provided in Item 4.D.

For the three-month period ended March 31, 2007, Canarc incurred further exploration expenditures of \$903,000 for New Polaris and \$167,000 for Benzdorp, and made an initial payment of \$50,000 upon signing the option agreement for the Los Arrastres property.

***Developments over the Last Three Financial Years***

Over the course of the past three years ended December 31, 2006, the Registrant has been engaged in natural resource exploration and development in Canada, Costa Rica, Mexico, and Suriname. The major events in the development of the Registrant's business over the last three years are set out below. Information and details regarding the Registrant's properties are provided in Item 4.D.

In October 2004, the Registrant closed a private placement for 750,000 flow-through common shares at CAD\$0.65 per share for total proceeds of CAD\$487,500.

In July 2004, Minera Aztec SA de CV ( *Minera Aztec* ), a wholly-owned subsidiary of Aztec Metals Corp. ( *Aztec Metals*) which was a subsidiary of the Registrant but now an affiliated company of the Registrant, entered into two option agreements to acquire up to a 100% interest in two properties in Mexico, namely the Dona Rica and the Mina La Patilla properties. Exploration expenditures of \$69,469 were incurred for these properties which were written off by the end of fiscal 2004.

In 2004, the Registrant granted the following stock options:

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600,000 options were granted in February 2004 with an exercise price of CAD\$1.00 and an expiry date of February 17, 2009;

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800,000 options were granted in September 2004 with an exercise price of CAD\$0.70 and an expiry date of September 7, 2009; and

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100,000 options were granted in October 2004 with an exercise price of CAD\$0.70 and an expiry date of October 25, 2009.

No equity financings from private placements occurred in fiscal 2005.

At the Registrant's annual and extraordinary general meeting held in May 2005, the following items were transacted and approved:

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The increase in the maximum aggregate number of common shares which may be reserved under Canarc's stock option plan ( Stock Option Plan ) from 5,696,450 shares to 11,696,450 shares. The increase in the amount of shares reserved for issuance under the Stock Option Plan totaled 6,000,000 shares;

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Shareholder Rights Plan Agreement dated April 30, 2005 between Canarc and Computershare Investor Services Inc. Items 5.E and 10.B provide a summary of the Shareholder Rights Plan;

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The Notice of Articles is altered to remove the application of the Pre-Existing Company Provisions as set forth in Table 3 of the Business Corporations Regulations under the Business Corporations Act (British Columbia). Item 10.B provides further details;

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The authorized capital was increased from 100,000,000 common shares without par value to an unlimited number of common shares without par value; and

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The replacement of the Articles with a new set of Articles which comply with the Business Corporations Act (British Columbia). Item 10.B provides further details.

In 2005, the Registrant granted the following stock options:

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2,100,000 options were granted in June 2005 with an exercise price of CAD\$0.35 and an expiry date of June 30, 2010; and

-  
295,000 options were granted in December 2005 with an exercise price of CAD\$0.40 and an expiry date of December 5, 2010.

In 2005, the Registrant agreed to settle debts of CAD\$100,000 owed by Aztec Metals by the issuance of 1,000,000 units of Aztec Metals at a deemed price of CAD\$0.10 per unit. Each unit was comprised of one common share and one-half of a share purchase warrant with each whole warrant exercisable to acquire one common share at an exercise price of CAD\$0.12 until November 25, 2006 which was extended to May 28, 2007. The remaining debt of \$542,051 owed by Aztec Metals was written off.

In November 2005, Aztec Metals closed a private placement for 6,190,000 units at CAD\$0.10 per unit with each unit comprised of one common share and one-half of a share purchase warrant. The Registrant did not participate in the financing, and its interest in Aztec Metals was diluted from 63% to 27%.

In March 2006, the Registrant closed brokered and non-brokered private placements. The brokered private placement was for 3,850,000 flow-through common shares at CAD\$0.82 per share for gross proceeds of CAD\$3,157,000. The non-brokered private placement was for 449,511 flow-through common shares at CAD\$0.82 per share for gross proceeds of CAD\$368,599.

In October 2006, the Registrant closed two non-brokered private placements. The flow-through private placement was for 4,300,000 units at CAD\$0.82 per unit for gross proceeds of CAD\$3,526,000. Each unit was comprised of one flow-through common share and one-half of a share purchase warrant; each whole share purchase warrant is exercisable to acquire one non-flow through common share at an exercise price of CAD\$1.25 until October 18, 2007. The non-flow through private placement was for 700,000 non-flow through units at CAD\$0.75 per unit for gross proceeds of CAD\$525,000. Each unit was comprised of one non-flow through common share and one-half of a share purchase warrant; each whole share purchase warrant is exercisable to acquire one common share at an exercise price of CAD\$0.95 until October 18, 2007.

In 2006, the Registrant granted the following stock options:

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50,000 options were granted in February 2006 with an exercise price of CAD\$0.67 and an expiry date of February 13, 2008;

-

20,000 options were granted in April 2006 with an exercise price of CAD\$0.82 and an expiry date of April 3, 2007;

-

1,400,000 options were granted in June 2006 with an exercise price of CAD\$0.69 and an expiry date of June 29, 2011;  
and

-

20,000 options were granted in September 2006 with an exercise price of CAD\$0.71 and an expiry date of September 11, 2008.

Mr. John McClintock was appointed as president of the Registrant as of January 1, 2006. In February 2007, Mr. Bruce Bried replaced Mr. John McClintock as President and Chief Operating Officer.



In March 2006, Aztec Metals closed a private placement for 3,675,000 units at CAD\$0.30 per unit with each unit comprised of one common share and one-half of a share purchase warrant, which diluted the Registrant's interest in Aztec Metals from 27% to 19%.

On April 15, 2006, the Registrant entered into a Settlement and Termination Agreement with Suriname Wylap Development Company N.V. ( Wylap Development ) to transfer its interest in Sara Kreek Resource Corporation N.V. ( Sara Kreek Resource ) to Wylap Development. The Registrant received a cash payment of \$400,000, and shall receive the greater of \$50,000 per year, payable semi-annually, or 1.5% royalty on annual gross production from the Sara Kreek property until December 31, 2011, in settlement of all claims, loans and advances owed to the Registrant, of which \$50,000 was received in 2006.

## **4.B Business Overview**

### *Nature of operations and principal activities*

The Registrant's principal business activities are the acquisition, exploration and development of mineral resource properties. The Registrant is in the process of exploring and developing its mineral resource properties and has not yet determined whether these properties contain reserves. The recoverability of amounts capitalized for mineral properties is dependent upon the existence of economically recoverable reserves in its mineral resource properties, the ability of the Registrant to arrange appropriate financing to complete further work on its properties, confirmation of the Registrant's interest in the underlying properties, the receipt of necessary permitting and upon future profitable activities on the Registrant's properties or proceeds from the disposition thereof. The Registrant has incurred significant operating losses and currently has no significant source of revenue. The Registrant has financed its activities principally by the issuance of equity securities. The Registrant's ability to continue as a going concern is dependent on continued financial support from its shareholders and other related parties, the ability of the Registrant to raise equity financing, and the attainment of profitable operations to fund its operations.

The Registrant and its management group have previously been actively involved in the evaluation, acquisition and exploration of mineral properties in Canada, U.S.A., and Central and South America. Starting with grass roots exploration prospects, it progressed to more advanced properties. To date, the Registrant has not received significant revenues from its property interests. The Registrant plans to continue exploring and developing its properties and, if appropriate, the Registrant intends to seek partners or buyers to purchase or to assist in further advancement (by way of joint venture or otherwise) of its properties. The Registrant seeks to identify properties with significant potential and to acquire those properties on the basis of an option agreement relying on the representations and warranties of the vendor as to the state of title, with limited or no title work being performed by the Registrant. Detailed title work is only undertaken once it has been determined that the property is likely to host a significant body of ore, which may not occur. Consequently, there is a significant risk that adverse claims may arise or be asserted with respect to certain of the Registrant's properties. Items 3.D and 4.A provide further details.

Further information and details regarding the Registrant's properties are provided in Item 4.D.

### *Sales and revenue distribution, sources and availability of raw materials, and marketing channels*

As of the date of this annual report, the Registrant has not generated any significant operating revenues from its mineral properties.

*Competitive conditions*

Canarc has no particular competitive advantage in Canada, Mexico and Costa Rica, but it enjoys an advantage in Suriname because there are only a few other gold mining companies which are active in the country. However this advantageous position is partly offset by the increased political risk in Suriname as compared to the other jurisdictions in which Canarc is active. Canarc's agreement on the Benzdorp property in Suriname

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was breached by its partner, the state mining company, Grasshopper Aluminum Company N.V. ( Grassalco ), in 1997 for failure to incorporate a local joint venture company, to transfer the Benzdorp concession titles to that joint venture company and to issue Canarc its 40% of that joint venture company s shares. However, after lengthy and repeated discussions with Grassalco, the breach was resolved and the agreement was returned to good standing in 2002, and in 2004, the final transfer of the Benzdorp property exploration concessions from Grassalco to Benzdorp Gold N.V., 40% of which is owned by Canarc, was completed.

Significant competition exists for natural resource acquisition opportunities. As a result of this competition, some of which is with large, well established mining companies with substantial capabilities and significant financial and technical resources, the Registrant may be unable to compete for nor acquire rights to exploit additional attractive mining properties on terms it considers acceptable. Accordingly, there can be no assurance that the Registrant will be able to acquire any interest in additional projects that would yield reserves or results for commercial mining operations.

### ***Government regulations***

The Registrant s operations are subject to various governmental regulations in Canada, Costa Rica, Mexico and Suriname, where the Registrant has interests in mineral properties.

The current and anticipated future operations of the Registrant, including further exploration and/or production activities may require additional permits from governmental authorities. Such operations are subject to various laws governing land use, the protection of the environment, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, mine safety and other matters. Unfavorable amendments to current laws, regulations and permits governing operations and activities of resource exploration companies, or more stringent implementation thereof, could have a materially adverse impact on the Registrant and could cause increases in capital expenditures which could result in a cessation of operations by the Registrant. To the best of its knowledge, the Registrant is operating in compliance with applicable laws.

### ***Trends***

In January 2004, the price of gold was at an average of \$414 and over the past three years has slowly but steadily climbed 52% to an average of \$630 in December 2006, and then to \$667 in May 2007 but declined nominally to \$653 by mid-June 2007. Not only has this trend made the gold mining business more profitable, it has attracted investors into the gold equities, driving up the share prices of gold companies and providing a market for capital financing to the gold industry.

During the same period from January 2004 to December 2006, the closing monthly market price for the Registrant's shares decreased from CAD\$0.85 to CAD\$0.77 a nominal decrease of 9%, and reached a high of CAD\$1.04 in February 2004. In May 2007, the closing monthly market share price was CAD\$0.60. Management continues to foresee greater opportunities to finance the mineral exploration and development efforts on Canarc's gold properties, and also to evaluate and consider new acquisitions in the gold arena as a result of rising gold prices.

The Registrant has determined that the policies of the current provincial government in British Columbia has led to increased incentives for mineral resource development in the province. In addition, the price of gold bullion

has continued to increase, reflecting in part the continued weakening United States dollar. These factors should make gold exploration in British Columbia increasingly attractive and should increase the opportunities for its New Polaris property.

Risk factors in Item 3.D provides further details regarding competition and government regulations.

#### **4.C Organizational Structure**

The Registrant carries on its business in large part through its subsidiaries. The Registrant has a number of direct or indirect wholly or majority owned subsidiaries as follows:

Benzdorp Gold N.V. was incorporated under the laws of Suriname on February 4, 2004 when Suriname presidential assent was received. The Registrant owns 40% of the voting shares of this company with the right to acquire an additional 40%.

Canarc (Barbados) Mining Ltd. is a company duly incorporated under the laws of Barbados on July 26, 1993. The Registrant owns 100% of the issued and outstanding shares.

Canarc Suriname (Barbados) Ltd. is a company duly incorporated under the laws of Barbados on January 26, 1994. The Registrant owns 100% of the issued and outstanding shares.

Canarc van Suriname N.V. is a company duly incorporated under the laws of Suriname on November 10, 1995. The Registrant owns 100% of the issued and outstanding shares.

Carib Industries Ltd. is a company duly incorporated under the laws of the Cayman Islands, B.V.I. on January 17, 1990, originally under the name of Rayrock Zar. A name change was approved by Special Resolution dated May 15, 1992 and registered May 26, 1992. The Registrant owns 78.5% of the issued and outstanding Class C shares.

Aztec Metals Corp. ( Aztec Metals ) (formerly, Minera Aztec Silver Corporation, Aztec Silver Corporation, IndoAsia Gold Ltd. and Atec (Barbados) Ltd., name changes on November 22, 2005, January 7, 2000, March 27, 1998 and March 12, 1997) is a company duly incorporated under the Laws of Barbados on February 2, 1996 and continued into the province of British Columbia on January 7, 2000. Aztec Metals was previously a 63% owned subsidiary of Canarc, which interest was diluted to 27% in November 2005 and then to 19% in March 2006.

Minera Aztec S.A. de C.V. ( Minera Aztec ), a company duly incorporated under the Laws of Mexico on May 28, 1998. Because Minera Aztec is a wholly-owned subsidiary of Aztec Metals, the Registrant previously held a 63% interest which was diluted to 27% in November 2005 and then to 19% in March 2006 resulting from the Registrant's dilution in Aztec Metals.

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New Polaris Gold Mines Ltd. ( New Polaris ) (formerly Golden Angus Mines Ltd. - name change effective April 21, 1997) is a corporation formed through the amalgamation of 2820684 Canada Inc. ( 2820684 ), a former wholly-owned subsidiary of the Registrant incorporated under the Canada Business Corporation Act on May 13, 1992, and Suntac Minerals Inc. The Registrant owns 100% of the issued and outstanding shares.

Sara Kreek Resource Corporation N.V. ( Sara Kreek Resource ) is a company duly incorporated under the laws of Suriname on January 9, 1995. The Registrant previously owned 80% of the issued and outstanding shares until April 2006 when the Registrant reached an agreement to transfer its interest in the Sara Kreek property to its partner, Wylap Development. In exchange, the Registrant received a cash payment of \$400,000, and shall receive the greater of \$50,000 per year, payable semi-annually, or 1.5% royalty on annual gross production from the Sara Kreek property until December 31, 2011, in settlement of all claims, loans and advances owed to the Registrant.

#### 4.D Property, Plants and Equipment

##### *Description Of Properties*

Property Summary Chart (as of December 31, 2006):

Property Name	Location	Maximum <sup>1</sup> % Interest held (or to be earned)	Capitalized Acquisition Expenditures <sup>3</sup>	Capitalized Exploration Expenditures <sup>3</sup>
New Polaris <sup>2</sup>	BC, Canada	100%	\$3,605,000	\$6,077,000
Benzdorp	Suriname	80%	\$301,000	\$5,241,000
Eskay Creek	BC, Canada	33 1/3%	Nil	Nil
Bellavista	Costa Rica	18.3%	Nil	Nil

<sup>1</sup> Subject to any royalties or other interests as disclosed below.

<sup>2</sup> Previously known as Polaris-Taku .

<sup>3</sup> After recoveries and write-downs.



*NOTE: All references to U.S.\$ unless otherwise noted. See below for further details on each property. Refer to Note 12 of the consolidated financial statements as of December 31, 2006 as included herein, for disclosure of differences between US GAAP and CAD GAAP.*

The following is a more detailed description of some of the more material properties listed above in which the Registrant has an interest.

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**Material Mineral Projects**

***Cautionary Note to U.S. Investors concerning estimates of Measured and Indicated Resources.*** This section and certain related exhibits may use the terms measured and indicated resources. We advise U.S. investors that while those terms are recognized and required by Canadian regulations, the U.S. Securities and Exchange Commission does not recognize them. U.S. investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. See Cautionary Note to U.S. Investors at the beginning of this annual report.

***Cautionary Note to U.S. Investors concerning estimates of Inferred Resources.*** This section and certain related exhibits may use the term inferred resources. We advise U.S. investors that while this term is recognized and required by Canadian regulations, the U.S. Securities and Exchange Commission does not recognize it. Inferred resources have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an Inferred Mineral Resource will ever be upgraded to a higher category. Under Canadian rules, estimates of Inferred Mineral Resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. U.S. investors are cautioned not to assume that part or all of an inferred resource exists, or is economically or legally minable. See Cautionary Note to U.S. Investors at the beginning of this annual report.

***New Polaris Gold Project, British Columbia, Canada***

Discovered by prospectors in 1929, the original mine was constructed in 1936 and operated from 1937 to 1942 and again from 1946 to 1951. A total of 232,000 oz. of gold was produced. Flotation concentrates were shipped seasonally for refining to the smelter in Tacoma, Washington. The first barge load in 1951 sank in a storm off the B.C. coast, causing the mine to shut down. Cominco upgraded the mill in 1952 and used it to process the nearby Tulsequah Chief ores from 1953 to 1957. New Polaris was then dormant for 30 years until exploration resumed in 1988. Canarc acquired New Polaris in 1992 and has partially cleaned up the original mill site and infrastructure, which had been previously abandoned. Canarc constructed a new office complex at the New Polaris mine site and the camp is now capable of supporting 35 people. The machinery from the mill was removed from the site by previous owners in the 1970's. No remaining equipment from the mine operation was salvaged as it was all inoperable. The only original buildings remaining are one large shed (the former machine shop), and 3 small houses. These existing buildings have been refurbished and serve as both sleeping quarters and the kitchen facility. The former machine shop has also been maintained as a maintenance facility. Current fixed equipment include 10,000 and 25,000 gallon Terra Tanks, and mobile equipment on the property include a D6 Cat, backhoe, grader, electric Alimak machine, pumping equipment, welding machines and several generators. The existing underground workings are accessible, although dewatering is required to access those workings below the 50 foot level. Power to the site is currently supplied by diesel generators.

In 2007, Canarc completed a pre-feasibility program for the New Polaris gold mine project, including dewatering of the underground mine workings, mapping and sampling of the lower mine levels, optimizing metallurgical recoveries, continuing site-related environmental studies, developing a conceptual mine plan and completing a preliminary economic assessment for the project. No additional work is being carried out at this

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time as the Company is seeking a strategic partner to advance the project to final feasibility and, if positive, to production.

The New Polaris Gold Project consists of 61 contiguous Crown-granted mineral claims and one modified grid claim covering 2,100 acres. All claims are 100% owned and held by New Polaris Gold Mines Ltd., a wholly owned subsidiary of Canarc Resource Corp. subject to a 15% net profit interest held by Rembrandt Gold Mines Ltd. Canarc can reduce this net profit interest to a 10% net profit. A Table of the claims is set out below.

Table 1 - LIST OF CLAIMS

Claim Name	Lot No.	Folio #	Claim Name	Lot No.	Folio #
Polaris No.1	6109	4472	Snow	3497	4545
Polaris No.2	6140	5223	Snow #2	3495	5088
Polaris No.3	6141	5223	Snow #3	3494	5495
Polaris No.4	3498	4545	Snow #4	3499	5495
Polaris No.5	6143	5223	Snow #5	6105	4472
Polaris No.6	6144	5223	Snow #8	6107	4472
Polaris No.7	6145	5223	Snow #7	3500	4472
Polaris No.8	6146	5223	Snow #6	6106	4472
Polaris No.9	6147	5223	Snow #9	6108	4472
Polaris No.10	6148	5290	Black Diamond	3491	4472
Polaris No.11	6149	5290	Black Diamond No.3	6030	4944
Polaris No.12 Fr	6150	5290	Blue Bird No.1	5708	4545
Polaris No.13 Fr	6151	5290	Blue Bird No.2	5707	4545
Polaris No.14	6152	5290	Lloyd	6035	5010
Polaris No.15	6153	5290	Lloyd No.2	6036	5010
Silver King No.1	5489	4804	Rand No.1	6039	5010
Silver King No.2	5490	4804	Rand No.2	6040	5010
Silver King No.3	5493	4804	Minto No.2	6033	4944
Silver King No.4	5494	4804	Minto No.3	6034	4944
Silver King No.5	5491	4804	Jumbo No.5	6031	4944
Silver King No.6	5492	4804	Ready Bullion	6032	4944
Silver King No.7	5495	4804	Roy	6042	5088
Silver King No.8	5717	4545	Frances	6041	5010
Sliver Queen No 1	6026	4545	Eve Fraction	6170	5495
Sliver Queen No 2	6027	4545	Eve No.1 Fraction	6171	5495
Sliver Queen No 3	6028	4944	P.T. Fraction	3493	5495
Sliver Queen No 4	6029	4944	Ant Fraction	3492	5088
Silver Strand	6037	5010	Atlin Fraction	3496	5088

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Silver Strand No.2	6038	5010	Powder Fraction	6043	5088
F.M Fraction	6044	5088	Jay Fraction	6045	5088
Par Fraction	6154	5290			

James Moors, P.Geo, Vice President Exploration is the Qualified Person for the purposes of the foregoing technical disclosure on the New Polaris Gold Project. The information in the following summary on the New Polaris Gold Project has been derived in part from and is partially based on the assumptions, qualifications and procedures set out in the Technical Report titled Resource Potential, New Polaris Project (the New Polaris

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Technical Report ) dated March 14, 2007 and prepared by R.J. Morris, MSc, PGeo, of Moose Mountain Technical Services and G.H. Giroux, MASc, PEng, of Giroux Consultants Limited, who are independent Qualified Persons as defined by National Instrument 43-101 ( NI 43-101 ) and was prepared in compliance with NI 43-101, to the best of the Company s knowledge.

The following extracted from, or are accurate paraphrasings of, the executive summary, or other sections as indicated from the New Polaris Technical Report, the full copy of which is available online at [www.sedar.com](http://www.sedar.com) as filed on March 16, 2007. Defined terms and abbreviations used herein and not otherwise defined shall have the meanings ascribed to such terms in the New Polaris Technical Report.

### *Summary*

New Polaris (formerly Polaris-Taku) is an early Tertiary mesothermal gold mineralized body located in northwestern British Columbia about 100 kilometres south of Atlin, BC and 60 kilometres northeast of Juneau, Alaska. The nearest roads in the area terminate twenty kilometers due south of Atlin and 10 kilometres southeast of Juneau. Access at the present time is by aircraft. A short airstrip for light aircraft exists on the property.

The deposit was mined by underground methods from 1938 to 1942, and from 1946 to early 1951, producing a total of 740,000 tonnes of ore at an average grade of 10.3g/t gold.

The property consists of 61 contiguous Crown-granted mineral claims and one modified grid claim covering 2,100 acres. All claims are 100% owned and held by New Polaris Gold Mines Ltd., a wholly owned subsidiary of Canarc Resource Corp., subject to a 15% net profit interest held by Rembrandt Gold Mines Ltd. Canarc can reduce this net profit interest to a 10% net profit.

The deposit is composed of three sets of veins (quartz-carbonate stringers in altered rock), the AB veins are northwest striking and southwest dipping, the Y veins are north striking and dipping steeply east and finally the C veins are east-west striking and dipping to the south to southeast at 65° to vertical. The C veins appear to hook around to the north and south into the other two sets of veins so that their junctions form an arc. The gold is refractory and occurs dominantly in finely disseminated arsenopyrite grains that mineralize the altered wallrock and stockwork veins. The next most abundant mineral is pyrite, followed by minor stibnite and a trace of sphalerite. The zones of mineralization range from 15 to 250 metres in length and 0.3 to 14 metres in width.

Canarc explored the C vein system between 1988 and 1997, and carried out infill drilling in 2003 through 2006, to better define the continuity and grade of the vein systems.

The total New Polaris database consists of 1,056 diamond drillholes with a total of 31,514 sample intervals.

The geologic continuity of the C vein has been well established through historic mining and diamond drilling. Grade continuity was quantified using a geostatistical method called the semivariogram, which measures distances (ranges) and directions of maximum continuity. The four principle veins in the semivariogram model produced ranges between 50 and 90 metres, along strike and down plunge.

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*Sample Method and Approach, Sample Preparation, Analyses and Security, and Data Verification*

Sampling of the vein was done by a wire line diamond drills using NQ-size rods. Drill collar locations were surveyed in by total station surveying method. Drilling azimuth and dip were set using a brunton compass and clinometer. Routine down hole measurements of azimuth and dip were not done on the three holes drilled in 2003 and prior. In 2004, three different down hole survey systems were tried before settling on a Reflex system. The Reflex system was also used in 2005. The down hole surveying was operated by the Hytech s drill crew. This information was entered into a GEMCOM program to plot the location of the collar and the pierce point of the veins.

Core recovery was very good and ranged from the low 90% to nearly 100% and is a fair sampling of the mineralization at the point where the drill hole pierced the vein.

The vein mineralization has well marked contacts with the wall rock. The transition from mineralized to non mineralized rock occurs over a few centimeters. Free gold is extremely rare and to the end of 2005 had not been recognized in core samples. The majority of the gold occurs in arsenopyrite and to a lesser extent in pyrite and stibnite. Because there is no visible gold and the host sulphides are very fine grained and disseminated there is little nugget effect and gold values even over short intervals rarely exceed 1 opt. Out of 4700 samples with greater than .03 opt gold collected from core and the underground workings, only 185 samples had a value greater than 1 opt, the highest being 3.69 opt. For this reason, no cutting of assays has not been done in calculating composites or are there many cases where a composite sample is carried by a single assay.

Determining intervals of core for sampling was done by the geologist during logging of the core. The mineralized vein structures were marked out. Selections of core intervals for sampling were based in the presences of veining and sulphide mineralization particularly arsenopyrite. Within the defined vein structure sample interval ranged from 1 foot to 5 feet. Divisions were based on intensity of mineralization and veining. Sampling of the core for 10s of feet either side of the mineralized vein structures was also done to the point where hydrothermal alteration disappeared. No sampling of core from the unaltered rock was done.

The core was logged and stored in the camp. Access to be core was only available to the geologists and the core sampler. The core was brought from the drill set up to the logging facility by the geologist at the end of each shift. The core was geologically logged, recoveries calculated and samples marked out in intervals of 0.5 to 1 metre. The core was handed to the sample cutter who cut it with a diamond saw. Each sample was individually wrapped in plastic bags for shipment. The sample intervals were easily identified and correlate well with the drill logs.

The 2006 Quality Assurance, Quality Control program was similar to the previous programs in that samples were collected by employees of Canarc on site and shipped to ALS Chemex in Vancouver. For quality control and quality assurance, core samples were regularly mixed with blanks, duplicates, and standards. The program in the field was run in an efficient and proper manner following accepted engineering standards.



Mr. Morris, one of the authors, spent two days on the New Polaris property. While on the property, he examined underground workings to confirm the nature of mineralization, dimensions and extent of the vein system. He also viewed a selection of core from key holes drilled from the early 1990 s to the end of 2006 and compared his observations with those documented in the drill logs. In both the case of the underground workings and the core,

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the author found that his observations confirmed that recorded in logs and sections. He also confirmed that core had been properly cut and stored. In addition to the site visit, a detailed review of the database was completed. Forty-one drill holes were selected from the C vein area, and the drill logs and assay sheets were compared with the database. Only minor differences were observed between the hard copy material and the database. As well, the input of the database into the modeling program was also checked. The procedures used in the development of the database follow accepted engineering standards.

*Location Map*

*Benzdorp Property, Suriname*

Gold production was first recorded from Benzdorp in the late 1800s when English and Dutch companies exploited the alluvial deposits. The Jungle Queen dredge produced over 500,000 oz. alone over a 40-year period. In more recent times, hundreds of illegal small-scale miners typically produce up to 10,000 oz. gold each year by reprocessing the river gravels. The property is located in southeastern Suriname, 300 km southeast of Parimaribo, the capital city, accessible by charter aircraft to the nearby Tabiki airstrip or by boat up the Marowijne River, then by ATV on the property roads. Power to the site is currently supplied by diesel

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generators. The exploration concessions for the Benzdorp property are due to expire in July 2007. An extension is available at the discretion of the Suriname Minister of Mines and the Company is currently awaiting a decision from them.

In 2007, Canarc completed the geochemical soil and porknokker pit sampling program over the prospective greenstone belt that hosts most of the historic, small scale placer and vein mines and prospects on the property. The Company ceased all work in June 2007 and applied to the government of Suriname for three year extensions to the concession titles. These applications are currently being processed by the government and no additional work is planned until such extensions have been received.

James Moors, P.Geo, Vice President Exploration is the Qualified Person for the purposes of the foregoing technical disclosure on the Benzdorp Property. The information in the following summary on the property has been derived from and is based on the assumptions, qualifications and procedures set out in the Technical Report titled Summary Report on the Benzdorp Project Suriname dated March 22, 2007, prepared by James G. Moors, PGeo (BC), Vice-President, Exploration, of the Registrant (the Benzdorp Technical Report ).

The following extracted from, or are accurate paraphrasings of, the executive summary, or other sections as indicated, from the Benzdorp Technical Report, the full copy of which is available online at [www.sedar.com](http://www.sedar.com) as filed on March 30, 2007. Defined terms and abbreviations used herein and not otherwise defined shall have the meanings ascribed to such terms in the Benzdorp Technical Report.

#### *Property Description*

The property is defined by 4 exploration concessions covering 138,000 hectares. The status of these claims is summarized in the table below. The concessions were granted on July 15, 2000 by The Minister of Natural Resources of Suriname. The boundary of the concessions is defined by latitude and longitude as shown on figure 2. Contained with in concession 764/97, are two alluvial mining rights held by Grassalco.

#### **Concession Name**

764/97 (formerly 596)

094/99 (formerly 594)

629/98 (formerly 596)

631/98 (formerly 597)

The Exploration Concessions grant the right for Benzdorp Gold NV to carry out exploration within the area of the concessions. The exploration concessions are convertible to a Mining Concession on or before the expiry date by providing a feasibility study and production schedule. If a feasibility study has not been completed by the expiry date, the Suriname Mining Act allows for the term of the exploration concession to be extended at the discretion of the Mines Minister. However, there is no guarantee that an extension of the exploration concessions will be granted by the Mines Minister.

The exploration concessions are registered in the name of Benzdorp Gold NV, a company held 60% by Grassalco and 40% by Canarc Resource Corp.

In April 1996, Canarc Resource Corp. entered into an option agreement with Grasshopper Aluminum Company NV ( Grassalco ) to earn up to an 80% interest in the Benzdorp property by making cash payments of US \$750,000 and property expenditures totaling US \$5 million over a four year period. In August 2002, Canarc

Resource Corp. amended its option agreement. Cash prior to commercial production were reduced to US \$300,000 and the period to incur exploration expenditures totaling US \$5 million was extended to April 2005, which was then extended to December 2005 pursuant to amendments in April 2005, subject to a payment of US \$40,000, which was paid in April 2005. Also, Canarc Resource Corp. will owe Grassalco an additional US \$250,000 payable on or before 30 days after the commencement of commercial production if a feasibility study has not been completed by October 6, 2005. Each year thereafter, Canarc Resource Corp. will owe an additional US \$250,000 payable on or before 30 days after the commencement of commercial production. However, if a feasibility study has not been completed by October 6, 2008, then the additional annual cash payments of US \$250,000 will increase at that time to US \$500,000. These additional cash payments shall be treated as advanced payments against the Grassalco's shareholder ownership interest - 9 - and shall be deductible from Grassalco's net profit share or net smelter profit from exploiting the deposits. In 2004, Canarc Resource Corp. earned a 40% interest in the Benzdorp property. At the end of December 2005, Canarc Resource Corp. notified Grassalco it had met the US \$5 million expenditure. Grassalco is currently reviewing the expenditure statement to confirm the US \$5 million expenditure was met and therefore an 80% interest was earned.

There are alluvial gold deposits in many of the drainages of the eastern most part of the property. This area is subject to two alluvial mining concessions. Rights to any gold deposit found within 5 metres of surface within the area of these two mining concessions belong to Grassalco and are excluded from the Grassalco-Canarc Joint Venture. Past and current surface mining created extensive surface disturbances along the creek drainages Canarc Resource Corp. s responsibility for reclamation on the property is limited to disturbances created by exploration and exploitation of under surface deposits. At the date of this report, with the exception of several bulldozer trenches, there is no reclamation of under surface exploration or exploitation disturbances required.

### *Summary*

The 138,000-hectare Benzdorp property is situated in Southeastern Suriname approximately 250 km south-southeast of Paramaribo. Canarc has an option to earn up to 80% in the property by spending US \$5 million on exploration and making US\$ 300,000 in payments to the Grasshopper Aluminum Company (Grassalco).

Since 1996, Canarc has spent over US \$5 million exploring the Benzdorp property for porphyry gold-copper and shear-hosted vein deposits. Nearly all of the expenditure has been on the Precambrian sequence of mafic to intermediate volcanic and intrusive rocks located in the eastern most part of the property named The Eastern Greenstone Belt . The work on the property was grid auger sampling, geological mapping, airborne magnetics and radiometric surveys, trenching and diamond drilling. Grid auger sampling has been completed over most of the Eastern Greenstone Belt. Trenching and drilling, with the exception of a few holes, focused on the JQA target.

The JQA target covers an elliptical shaped stock of quartz diorite intruding older andesitic volcanic rocks. The mineralization is dominantly chalcopyrite with lesser pyrite as disseminations and in a quartz vein stockwork. Gold occurs with the copper mineralization. Tropical weathering of the mineralization resulted in laterization and

saprolitization of the upper 30 to 70 metres of the mineralized body. In this part of the mineralization, all of the copper minerals were removed leaving only gold. Based on drilling to date, the average grade of the mineralization is 0.45 gpt gold and 0.13% copper. One of the two southernmost drill-holes intersected 0.55 gpt Au over a core length of 185 metres. Airborne geophysical data indicates a western continuation to the

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associated quartz diorite body below Pointu Kreek. In the writer's opinion, these observations indicate the JQA zone may still be expanded to the south and west. Lesser potential exists for an improvement in grade relative to that outlined thus far.

Grid soil sampling has highlighted a number of partially tested and untested gold-in-soil anomalies. These include: the VHA and VHB anomalies on the Van Heemstra grid; anomalies in the Rufin and Botho grids and several anomalies on the Pichevin Grid. The size of these anomalies suggests their sources are likely to be shear-hosted veins and not porphyry gold-copper mineralization.

Sampling of Poknokker pits has outlined numerous gold bearing quartz veins, particularly within the southern portion of the Eastern Greenstone Belt where the majority of this activity is located.

It is recommended that exploration continue with the objective of locating high-grade vein-type mineralization in addition to low-grade gold-copper bodies. Building upon the JQA zone, these higher grade targets would incrementally increase the economic viability of the property. This multiple-deposit scenario is analogous to that which contributes to the economic viability of gold deposits in Suriname with similar geology.

Exploration should comprise of additional geochemical soil sampling, shallow bulldozer trenching of anomalies identified by recent soil sampling, including the VHA, VHB, JQB and Rufin Grid anomalies, and further sampling of Poknokker pits in the Eureka Kreek, Rufin Kreek, Pichevin Kreek and Roche Kreek areas. Further extensive sampling of ongoing Poknokker workings should be of a higher priority as they offer just opportunities for mapping and sampling of the saprolite mineralization.

A preliminary program of 3,000 m of diamond drilling should be completed on these targets once they have been defined and prioritised by the shallow trenching and pit sampling program. The cost of this drilling program is estimated at US \$725,000.

*Location Map*





**Other Mineral Projects**

The following projects are considered not material by the Registrant and are not compliant with NI 43-101. There are currently no ongoing or proposed exploration or development programs for the properties set out below, other than has been specifically stated.

***Bellavista Gold Mine, Costa Rica***

**Introduction:** Bellavista is a large, low-grade development-stage gold deposit located in Costa Rica. Glencairn Gold Corp. ( Glencairn ), the operator, has identified a smaller, higher grade, mineable reserve suitable for low cost open pit, heap leach gold production; Canarc's property agreement is with Wheaton River Minerals Inc. ( Wheaton River ) which sold the property to Glencairn in 2002. Canarc owns up to a 20% carried interest (after payback).

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The Registrant has a net profit interest in Bellavista in which the Registrant is entitled to 5.67% of the net profits during the first payback period, then increasing to 10.40% during the second payback period and then to 20.24% of net profits thereafter, once commercial production commences. Thirty-five percent of this net profit interest will reduce the net profit interest to be received from Glencairn until \$317,741 in advance royalty payments are repaid.

**Current Status:** Canarc received pre-production advance royalty payments totaling \$117,750 annually up to and including the year commercial production commenced. Due to heightened gold prices, Canarc received an advance royalty payment of \$120,546 in January 2005. Glencairn declared commercial production in December 2005. Canarc is currently assessing when its royalty interest in Bellavista will start generating income. For more detailed information on the Bellavista project, readers are referred to Glencairn's website: [www.glencairngold.com](http://www.glencairngold.com) or [www.sedar.com](http://www.sedar.com).

#### ***Eskay Creek Property, British Columbia, Canada***

The Registrant has a one-third carried interest in the Eskay Creek property which is located in the Skeena Mining Division, British Columbia, Canada. In fiscal 2005, Canarc elected to write-off the associated property costs, but continues to have a one-third carried interest in the Eskay Creek property.

#### ***Sara Kreek Property, Suriname***

The Registrant held an 80% interest in the shares of Sara Kreek Resource, the company which holds the Sara Kreek concession. In April 2006, the Registrant agreed to transfer all its interest in Sara Kreek Resource to Wylap Development in exchange for a cash payment of \$400,000 and the greater of \$50,000 per year or 1.5% royalty on annual gross production until December 31, 2011 in settlement of any claims, loans and advances owed to the Registrant.

#### ***Mexican Properties***

*Sonia II:*

In July 2004, Minera Aztec entered into an option agreement to earn up to a 100% interest in the Sonia II property by making cumulative cash payments of \$250,000 over a four-year period subject to financing, of which \$10,000 was paid. During fiscal 2004, the Minera Aztec expended \$19,303 in exploration related costs on the property.

In November 2005 and March 2006, the Registrant's interest in Aztec Metals was diluted to levels which result in no further consolidation of the financial statements of Aztec Metals with those of the Registrant.

*Providencia:*

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In March 2007, the Registrant entered into a preliminary option agreement to acquire a 100% interest in the Providencia gold/silver properties by issuing 30,000 common shares to the vendors on signing a formal agreement within 30 days and making \$2 million in cash payments over a 2 ½ year period, including \$30,000 on signing. The vendors will retain a 2 ½ % net smelter return royalty ( NSR ), and the Registrant has the right to reduce the royalty to 1 ½ % at any time by paying \$750,000 and issuing an option to the vendors to purchase 250,000 common shares of the Issuer at the five day closing share price average on the Toronto Stock Exchange prior to the royalty reduction. No exploration work is being carried out at this time as the Company is currently seeking to finance these projects without direct equity participation or dilution by the Company.

*Los Arrastres:*

In February 2007, the Registrant entered into an option agreement to acquire a 100% interest in the Los Arrastres gold/silver property by making \$2.5 million in cash payments and spending \$2 million on exploration over a 3 year period. The vendor will retain a 2% NSR and the Registrant has the right to reduce the NSR to 1% by paying \$1 million at any time. An initial payment of \$50,000 was made upon signing of the option agreement. In 2007, Canarc completed Phase 1 geological mapping and geochemical sampling programs on the Los Arrastres property. No additional work is being carried out at this time as the Company is currently seeking to finance these projects without direct equity participation or dilution by the Company.

*Santiago:*

In May 2007, the Registrant entered into an option agreement to acquire a 100% interest in the Santiago gold property by making \$2 million in cash payments over a 5 year period and spending \$200,000 on exploration within 2 year period. The vendor will retain a 2% NSR. An initial payment of \$30,000 was made upon signing of the option agreement. The exploration strategy for the Santiago claims involved baseline geological and geochemical surveys of the property as there has been no previous work on the property. In 2007, Canarc completed Phase 1 geological mapping and geochemical sampling programs on the Santiago property. The necessity for further exploration programs, such as geophysics and diamond drilling, will be formulated based on the results of these initial surveys. No additional work is being carried out at this time as the Company is currently seeking to finance these projects without direct equity participation or dilution by the Company.

## **ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

Management's discussion and analysis in this Item 5 are intended to provide the reader with a review of factors that affected the Registrant's performance during the years presented and factors reasonably expected to impact on future operations and results. The following discussion of the financial condition, changes in financial condition and results

of operations of the Registrant for the three fiscal years ended December 31, 2006, 2005 and 2004 should be read in conjunction with the consolidated financial statements of the Registrant and related notes included herein. The Registrant's financial statements are stated in United States dollars and are prepared in accordance with CAD GAAP. Reference is made to Note 12 of the consolidated financial statements for the year ended December 31, 2006 of the Registrant as included herein for discussion of the material differences between CAD GAAP and U.S. GAAP and their effect on the Registrant's financial statements.

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**Canadian and United States Generally Accepted Accounting Principles:** The audited consolidated financial statements of the Registrant are prepared in accordance with CAD GAAP. Accounting practices under CAD GAAP and U.S. GAAP, as they affect the Registrant, are substantially the same, except for the following:

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U.S. GAAP requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In performing the review for recoverability, the Registrant is to estimate the future cash flows expected to result from the use of the asset and its eventual disposition. If the sum of the expected future cash flows (undiscounted and without interest charges) is less than the carrying amount of the asset, an impairment loss is recognized. Pursuant to the SEC's Industry Guide 7, an entity can only disclose proven and probable reserves, as defined within the Guide, in its reserve calculations. As a result, the Company has interpreted U.S. GAAP to require mineral property exploration costs to be expensed as incurred until commercially mineable deposits are determined to exist within a particular property as cash flows cannot be reasonably estimated prior to such determination and the Company cannot pass an impairment test made under SFAS 144 for U.S. GAAP purposes.. Accordingly, for all periods presented, the Registrant has expensed all mineral property exploration costs for U.S. GAAP purposes.

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Under U.S. GAAP, marketable securities considered trading securities would be recorded at market value with any unrealized gains being recorded in operations.

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Under U.S. GAAP, loss before undernoted would be calculated inclusive of write-off of equipment and write-down of mineral properties.

-

Under U.S. GAAP, employee and director remuneration would include the stock-based compensation expense reported separately for CAD GAAP.

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The Company raises cash from time-to-time through the issuance of flow-through shares where the funds received are to be used for mining purposes and the related tax benefits are assigned to the investor. For US GAAP purposes, the Company has interpreted SFAS 94 and FRC 203.02 to require that funds raised through the issuance of flow-through shares be shown as restricted cash until expended and should not be considered to be a component of cash and cash equivalents. In addition, the amount of restricted cash would be excluded from cash and cash equivalents in the statement of cash flows and shown as an item within financing activities.



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For CAD GAAP, cash flows relating to mineral property exploration costs are reported as investing activities. For U.S. GAAP, these costs would be characterized as operating activities.

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During 2004, the Registrant considered the effects of Statement of Financial Accounting Standards No. 143 ( SFAS 143 ) in the U.S. for asset retirement obligations and determined that it had no significant impact on the Registrant's financial statements, based on the current stage of the Registrant's mineral properties.

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For CAD GAAP, a provision is recognized at the date of the actual renunciation, by a reduction in the amount included in share capital relating to the flow-through shares, for the future income taxes related to the deductions foregone by the Registrant. For US GAAP, no such provision is recognized.

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For CAD GAAP, when a subsidiary issues its shares to interests outside the consolidated entity, the effect on any change in the parent's interest as a result of the share issue by the subsidiary is recognized in the determination of consolidated net income (or loss). Pursuant to Staff Accounting Bulletin Topic

5.H, changes in a parent company's proportionate share of subsidiary's equity resulting from additional equity raised by the subsidiary should be accounted for as an equity transaction in consolidation particularly when the subsidiary is a development stage enterprise.

Further details are provided in Note 12 of the audited consolidated financial statements for the year ended December 31, 2006.

## 5.A Operating Results

In accordance with an acceptable accounting policy under CAD GAAP, all costs related to investments in mineral properties are capitalized on a property-by-property basis. Such costs include mineral property acquisition costs and exploration expenditures, net of any recoveries and write-downs.

The Registrant's ability to continue as a going concern is dependent on continued financial support from its shareholders and other related parties, the ability of the Registrant to raise equity financing, and the attainment of profitable operations, external financings and further share issuances to meet the Registrant's liabilities as they become payable and for settlement of expenditures.

The Registrant is not aware of any seasonality in the business that have a material effect upon its financial condition, results of operations or cash flows other than those normally encountered by public reporting junior resource companies. The Registrant is not aware of any changes in the results of its operations that are other than those normally encountered in its ongoing business.

### ***Fiscal Year 2006*** *Year ended December 31, 2006 compared with December 31, 2005*

Canarc realized a nominally higher net income of \$433,000 for the year ended December 31, 2006 in comparison to a net income of \$315,000 for the year ended December 31, 2005. The principal contributing factor to the net incomes for both fiscal years is the gains of approximately \$1.6 million and \$1.2 million in 2006 and 2005, respectively, which were realized mainly from the disposition of shares of Endeavour Silver Corp. ( Endeavour ), a company with two common directors. In 2006, Canarc also realized a gain of \$600,000 from the disposition of its interest in Sara Kreek Resource and the settlement arrangement with Wylap Development. In fiscal 2005, the net income was also attributable to the dilution gain of \$621,000 from Canarc's investment in Aztec Metals and the recognition of a future

income tax recovery of \$143,000 from the renunciation of exploration expenditures for the New Polaris property, which were renounced in February 2005, but such gains were reduced by the write-off of property costs related to the Eskay Creek property which Canarc continues to hold a one-third carried interest and by the write-off of amounts owed by Aztec Metals.

Canarc has no sources of operating revenues.

Overall operating expenses in 2006 almost doubled relative to 2005, reflecting the commensurate heightened operating activities of Canarc as management focused greater efforts on the planning, detailing and implementation of the drilling and de-watering programs for the New Polaris property and the exploration

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program for the Benzdorp property, which included additional personnel. Expenses for corporate development increased in the 2006 fiscal year to reflect active due diligence and property evaluations currently underway for Mexico and Peru to identify properties of merit for possible acquisitions. Given that certain accounts of Canarc are stated in Canadian dollars, the appreciation of the Canadian dollar relative to the U.S. dollar during the first half of 2006 caused the recognition of foreign exchange gains for US\$ stated financial information, although the Canadian dollar depreciated in the latter half of 2006. Stock-based compensation results from the granting of stock options. General and administrative expenses and salaries continue to account for a significant portion of operating expenses, but were lower in the 2005 fiscal year.

Significant gains of approximately \$1.6 million were realized during 2006 from the disposition of marketable securities, primarily from Canarc's shareholdings in Endeavour. Disposition of marketable securities provided proceeds of about \$2.45 million which financed the working capital needs of Canarc.

In 2005, Aztec Metals, previously a subsidiary of Canarc and now only an affiliated company, proceeded with a reorganization involving a change of name, a five-to-one share consolidation, shares-for-debt settlements, and a private placement. Aztec Metals' private placement in November 2005 diluted Canarc's interest from 63% to 27% which was then further diluted to 19% in March 2006 by the closing of another private placement by Aztec.

The future income tax recovery in 2005 was for flow-through shares pursuant to the guidelines issued by the Emerging Issues Committee of the Canadian Institute of Chartered Accountants under EIC 146. EIC 146 requires the recognition of a provision at the date of the actual renunciation being February 25, 2005, by a reduction in the amount included in share capital relating to the flow-through shares, for the future income taxes related to the deductions foregone by Canarc. As a result of EIC 146, Canarc realized an income tax recovery of \$143,321 in February 2005 when it renounced exploration expenditures which were financed and incurred in fiscal 2004.

As at December 31, 2006, Canarc has mineral properties which are comprised of the following:

(in \$000s)	December 31, 2006		
	Acquisition Costs	Exploration/ Development	Total
British Columbia:			
New Polaris	\$ 3,605	\$ 6,077	\$ 9,682
Suriname:			

Benzdorp	301	5,241	5,542
	\$ 3,906	\$ 11,318	\$ 15,224

Expenditures of US\$4.8 million were incurred for New Polaris in 2006. The Phase 3 in-fill drilling program for the New Polaris property was financed from the CAD\$3.5 million flow-through private placements which closed in March 2006, and the de-watering program which was implemented in October 2006 was financed by the CAD\$3.5 million flow-through private placement which closed in that same month. As for the Benzdorp

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property, expenditures of \$818,000 were incurred which were financed in part from the proceeds from the settlement agreement for the Sara Kreek property.

At December 31, 2006, to maintain its interest and to fully exercise the options under various property agreements covering the properties located in British Columbia (Canada) and Suriname, Canarc must incur exploration expenditures on the properties and/or make payments in the form of cash and/or shares to the optionors as follows:

	Option/Advance Royalty Payments (in \$000s)	Shares
Benzdorp:		
On commercial production <sup>(i)</sup>	\$ 450	-
New Polaris:		
Net profit interest buyout	-	150,000
	\$ 450	150,000

(i)

Payable on or before 30 days after the commencement of commercial production.

These amounts may be reduced in the future as Canarc determines which properties to continue to explore and which to abandon.

***Fiscal Year 2005*** Year ended December 31, 2005 compared with December 31, 2004

Canarc realized a net income of \$315,447 for the year ended December 31, 2005 in contrast to a net loss of over \$4 million for the year ended December 31, 2004. The net income in 2005 was attributable to the combined effects of lower operating costs, gain from disposition of marketable securities, gain from dilution of its long term investment,

future income tax recovery from the renunciation of exploration expenditures, and lower write-off of mineral properties.

Canarc has no sources of operating revenues.

Overall operating expense were reduced, reflecting the commensurate fall in operating activities of Canarc as management refocused efforts on exploration programs for the New Polaris and Benzdorp properties. Expenses for corporate development decreased slightly and reflected efforts in developing strategic partnerships and alliances for Canarc's properties. Given that certain accounts of Canarc are stated in Canadian dollars, the continued appreciation of the Canadian dollar relative to the U.S. dollar caused the recognition of foreign exchange gains, although the appreciation of the Canadian dollar was not as significant as in prior years. The Canadian dollar exchange rate relative to the US dollar is slowly strengthening to the levels in the early 1990s. Stock-based compensation results from the granting of stock options. In 2005, stock options for 2,395,000 common shares were granted whereas stock options for 1,500,000 common shares were granted in the prior year. Lower rates of returns and lower volatility of Canarc's shares would yield reduced fair values of the stock options granted. General and administrative expenses and salaries continue to account for a significant portion of operating expenses, but operating losses fell relative to the prior year.

Significant gains of over \$1.2 million were realized in 2005 from the disposition of marketable securities primarily from Canarc's shareholdings in Endeavour. Disposition of Endeavour shares provided proceeds of about \$1.98 million which financed the operations of Canarc in 2005 as minimal financing was provided from equity sources during the year.

In 2005, Aztec Metals proceeded with a reorganization involving a change of name, a five-to-one share consolidation, shares-for-debt settlements, and a private placement. Aztec Metals' private placement involved the issuance of 6,190,000 common shares and diluted Canarc's interest from 63% to 27% resulting in the recognition of a dilution gain of \$621,390. Canarc also wrote-off a debt of \$542,051 owed by Aztec Metals.

The future income tax recovery in 2005 was for flow-through shares pursuant to EIC 146. EIC 146 requires the recognition of a provision at the date of the actual renunciation being February 25, 2005, by a reduction in the amount included in share capital relating to the flow-through shares, for the future income taxes related to the deductions foregone by Canarc. As a result of EIC 146, Canarc realized an income tax recovery of \$143,321 in February 2005 when it renounced exploration expenditures which were financed and incurred in fiscal 2004.

In 2005, there was no exploration work conducted on the Eskay Creek property, so Canarc wrote-off its book value of \$201,656. In 2004, Canarc wrote-down the Sara Kreek property by \$3,184,000 to a nominal value of \$100,000 which substantially increased the net loss.

### ***Environmental Liabilities***

The Registrant's policy is to maintain all operations at North American standards, notwithstanding that certain of the countries within which it operates have not yet fully developed such standards in respect to environmental concerns.

In accordance with government requirements in Canada, refundable deposits of CAD\$249,000 have been placed with regulatory agencies in respect to the Registrant's major property in British Columbia. There are no known environmental contingencies in respect to these or any of the other Registrant's mineral property interests.

### ***Critical Accounting Policies***

For the Registrant's exploration activities, there is no product, sales or inventory in the conventional sense. The recoverability of costs capitalized to mineral properties and the Registrant's future financial success are dependent upon the extent to which it can discover mineralization and the economic viability of advancing such properties



beyond the exploration stage. Such activities may take years to complete and the amount of resulting income, if any, is difficult to determine with any certainty. Many of the key factors are outside of the Registrant's control. The sales value of any mineralization discovered by the Registrant is largely dependent upon factors beyond the Registrant's control such as the market value of the metals.

As the carrying value and amortization of mineral properties and capital assets are, in part, related to the Registrant's mineral reserves, the estimation of such reserves is significant to the Registrant's position and results of operations. As of the date of this annual report, the Registrant has not established any reserves on its property interests.

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In accordance with an acceptable accounting policy under CAD GAAP, all costs related to investments in mineral properties are capitalized on a property-by-property basis. Such costs include mineral property acquisition costs and exploration and development expenditures, net of any recoveries. The costs related to a property from which there is production, together with the costs of mining equipment, will be amortized using the unit-of-production method. When there is little prospect of further work on a property being carried out by the Registrant or its partners or when a property is abandoned or when the capitalized costs are not considered to be economically recoverable, the related property costs are written down to the amount recoverable. The amounts for mineral properties as shown in the Registrant's consolidated financial statements represent costs incurred to date, less write-downs, and are not intended to reflect present or future values.

## **5.B Liquidity and Capital Resources**

The Registrant is in the exploration stage and has not yet determined whether its mineral properties contain reserves. The recoverability of amounts capitalized for mineral properties is entirely dependent upon the existence of economically recoverable reserves, the ability of the Registrant to obtain the necessary financing to advance the properties beyond the exploration stage and future profitability of the properties.

Material increases or decreases in the Registrant's ability to obtain financing are substantially determined by the success or failure of the Registrant's exploration programs and overall market conditions for smaller resource companies.

Since its incorporation in 1987, the Registrant has endeavored to secure valuable mineral properties that in due course could provide the Registrant with cash flow which would be used to undertake work programs on other projects. To that end, the Registrant has expended its funds on mineral properties which it believes has merit. As a result, the Registrant has incurred losses during each of its fiscal years since incorporation. This result is typical of smaller exploration companies and will continue unless positive cash flow is achieved.

Canarc has incurred significant operating losses and has an accumulated deficit of \$39,272,000 at December 31, 2006. Furthermore, Canarc has working capital of \$2,709,000 as at December 31, 2006, which is not sufficient to achieve Canarc's planned business objectives. Canarc's ability to continue as a going concern is dependent on the continued financial support from its shareholders and other related parties, the ability of Canarc to raise equity financing, and the attainment of profitable operations, external financings and further share issuances to meet Canarc's liabilities as they become payable. Although it currently has sufficient capital to satisfy existing operating and administrative expenses in the short term, Canarc will continue to depend upon equity capital to finance its existing projects. There are no assurances that capital requirements will be met by this means of financing as inherent risks are attached therein including commodity prices, financial market conditions, and general economic factors. Canarc does not expect to

realize any operating revenues from its properties in the foreseeable future.

The following table contains selected financial information of Canarc's liquidity:

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(in \$000s)	December 31,	
	2006	2005
Cash and cash equivalents	\$ 2,267	\$ 489
Working capital	\$ 2,709	\$ 1,201

Ongoing operating expenses continue to reduce Canarc's cash resources. The only source of equity financings in fiscal 2005 was from the exercise of stock options which provided proceeds of only CAD\$41,000 whereas the exercise of stock options in 2006 provided proceeds of CAD\$200,500.

In March 2006, Canarc closed brokered and non-brokered private placements. The brokered private placement with Dundee Securities Corporation (the Agent) was for 3,850,000 flow-through common shares at CAD\$0.82 per share for gross proceeds of CAD\$3,157,000. Agent's fees of CAD\$189,420 were comprised of CAD\$123,123 in cash and CAD\$66,297 in non-flow-through common shares, totalling 80,850 shares, at a deemed price of CAD\$0.82 per share. The Agent also received a compensation warrant exercisable for 231,000 non-flow-through common shares at an exercise price of CAD\$0.82 and with an expiry date of March 17, 2007. The non-brokered private placement was for 449,511 flow-through common shares at CAD\$0.82 per share for gross proceeds of CAD\$368,599. Finders' fees totalling CAD\$20,316 were paid.

Then in October 2006, Canarc closed two non-brokered private placements. The flow-through private placement was for 4,300,000 units at CAD\$0.82 per unit for gross proceeds of CAD\$3,526,000. Each unit was comprised of one flow-through common share and one-half of a share purchase warrant; each whole share purchase warrant is exercisable to acquire one non-flow through common share at an exercise price of CAD\$1.25 until October 18, 2007. Finders' fees comprised of CAD\$208,196 in cash and 247,800 warrants were issued; each warrant is exercisable to acquire one non-flow through common share at CAD\$0.82 until October 18, 2007. The non-flow through private placement was for 700,000 non-flow through units at CAD\$0.75 per unit for gross proceeds of CAD\$525,000. Each unit was comprised of one non-flow through common share and one-half of a share purchase warrant; each whole share purchase warrant is exercisable to acquire one common share at an exercise price of CAD\$0.95 until October 18, 2007. A finder's fee of CAD\$5,850 was paid.

Glencairn declared commercial production for the Bellavista property in December 2005, and therefore Canarc no longer receives any pre-production payments.

Proceeds from the disposition of marketable securities provided another source of cash flows for Canarc in which it realized proceeds of \$2.45 million in 2006 and \$2 million in 2005, primarily from the disposition of shares of Endeavour. At December 30, 2005, shares of Endeavour have a market price of CAD\$2.69 and at December 29, 2006 the market price was CAD\$4.53. As at June 15, 2007, the market price of Endeavour shares closed at CAD\$5.04 per share.

In 2006, the flow-through private placements financed the drilling and de-watering programs in the New Polaris property, and the non-flow-through private placement and proceeds from the disposition of marketable securities financed the operating and working capital needs of Canarc. The settlement and disposition of Sara Kreek Resource helped finance part of the exploration expenditures for the Benzdorp property.

In March 2006, Aztec Metals closed a private placement for 3,675,000 units at CAD\$0.30 per unit with each unit comprised of one common share and one-half of a share purchase warrant, which diluted Canarc's interest in Aztec from 27% to 19%.

As at March 31, 2007, Canarc has cash and cash equivalents of \$1,092,000 and a working capital of \$2,270,000.

Canarc has entered into a number of option agreements for mineral properties that involve payments in the form of cash and/or shares of Canarc as well as minimum exploration expenditure requirements. Item 5.F provides details of contractual obligations. Canarc will continue to rely upon equity financing as its principal source of financing its projects.

#### **5.C Research and Development, Patents and Licenses, etc.**

The Registrant does not currently carry out research and development activities.

Items 4.A, 4.D, 5.A and 5.F provide details of the Registrant's mineral property exploration activities, acquisitions and write-downs.

#### **5.D Trend Information**

The Registrant knows of no trends, demand, commitments, events or uncertainties that are reasonably likely to have a material effect on the Registrant's net sales or revenues, income from continuing operations, profitability, liquidity or capital resources or that would cause financial information not necessarily to be indicative of future operating results or financial condition.

The Registrant currently has no active business operations that would be affected by recent trends in productions, sales, etc. The Registrant has no material net sales or revenues that would be affected by recent trends other than the general effect of mineral prices on its ability to raise capital and those other general economic items as set out in Item 3.D.

**5.E Off-Balance Sheet Arrangements**

There are no known significant or material off-balance sheet arrangements other than those disclosed in this Form 20-F and in the Registrant's audited consolidated financial statements for the year ended December 31, 2006.

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*Shareholder Rights Plan*

On May 31, 2005, the shareholders of the Registrant approved a shareholder rights plan (the Plan), that became effective on April 30, 2005. The Plan is intended to ensure that any entity seeking to acquire control of the Registrant makes an offer that represents fair value to all shareholders and provides the board of directors with sufficient time to assess and evaluate the offer, to permit competing bids to emerge, and, as appropriate, to explore and develop alternatives to maximize value for shareholders. Under the Plan, each shareholder at the time of the Plan's adoption was issued one Right for each common share of the Registrant held. Each Right entitles the registered holder thereof, except for certain Acquiring Persons (as defined in the Plan), to purchase from treasury one common share at a 50% discount to the prevailing market price, subject to certain adjustments intended to prevent dilution. The Rights are exercisable after the occurrence of specified events set out in the Plan generally related to when a person, together with affiliated or associated persons, acquires, or makes a take-over bid to acquire, beneficial ownership of 20% or more of the outstanding common shares of the Registrant. The Rights expire on April 30, 2015. Item 10.B provides further details.

*Share Appreciation Rights*

At the discretion of the Board, certain option grants provide the option holder the right to receive the number of common shares, valued at the quoted market price at the time of exercise of the stock options, that represent the share appreciation since granting the options.

**5.F Tabular Disclosure of Contractual Obligations**

As the Registrant performs exploration on its properties, it decides which ones to proceed with and which ones to abandon. Accordingly, the minimum expenditure commitments are reduced as the Registrant narrows its interests. To fully exercise the options under various agreements for the acquisition of interests in properties located in Canada and Suriname, the Registrant must incur exploration expenditures on the properties and make payments to the optionors as follows as at December 31, 2006:

Payments  
Due by

Others



	Total	Period				Amount	Number of Shares
		Less than 1 year	1-3 years	3-5 years	More than 5 years		
<b>Benzdorp:</b>							
Expenditure commitment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	-
On commercial production (1)	-	-	-	-	-	450,000	-
<b>Net Polaris:</b>							
Net profit interest reduction or buydown	-	-	-	-	-	-	150,000
<b>Total</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 450,000</b>	<b>150,000</b>

(1)

Paid on or before 30 days after the commencement of commercial production.

These amounts may be reduced in the future as the Registrant determines which properties continue to be of merit and abandons those with which it does not intend to proceed.

## 5.G Safe Harbor

This document may contain forward-looking statements. See **Caution Forward-Looking Statements** at the beginning of this annual report. The Registrant desires to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and is including this statement for the express purpose of availing itself of the protections of the safe harbor with respect to all forward-looking statements. Several important factors, in addition to the specific factors discussed in connection with such forward-looking statements individually, could affect the future results of the Registrant and could cause those results to differ materially from those expressed in the forward-looking statements contained herein.

The Registrant's estimated or anticipated future results or other non-historical facts are forward-looking and reflect the Registrant's current perspective of existing trends and information. These statements involve risks and uncertainties that cannot be predicted or quantified, and consequently actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, among others:

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risks related to our exploration and development activities;

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risks related to the ongoing financing of our planned operations;

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risks related estimates of mineral deposits;

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risks related to fluctuations in mineral prices;

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risks related to the title of our properties;

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risks related to the highly competitive mineral exploration and mining industry;

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risks related to potential conflicts of interest with our officers and directors;

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risks related to environmental and regulatory requirements;

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risks related to foreign currency fluctuations;

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risks related to the Registrant's possible status as a passive foreign investment company;

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risks related to the volatility of our common stock; and

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risks related to the possible dilution of our common stock,

as well as other risks and uncertainties detailed in this report and from time to time in the Registrant's other Securities and Exchange Commission (SEC) filings.

Therefore, the Registrant cautions each reader of this document to consider carefully these factors as well as the specific factors that may be discussed with each forward-looking statement in this document or disclosed in the

Registrant's filings with the SEC as such factors, in some cases, could affect the ability of the Registrant to implement its business strategy and may cause actual results to differ materially from those contemplated by the statements expressed therein. Forward-looking statements are subject to a variety of risks and uncertainties including, but not limited to, the risks referred under the section "Risk Factors" under Item 3.D above.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

**6.A Directors and Senior Management**

In accordance with the provisions of the *Business Corporations Act (British Columbia)* the overall control of the business and affairs of the Registrant is vested in its board of directors. The board of directors of the Registrant currently consists of five members elected by the shareholders of the Registrant at each annual meeting of shareholders of the Registrant.

The directors and senior management of the Registrant as of June 15, 2007 are:

<i>Name and Province/State and Country of Residence</i>	<i>Principal Occupation and Occupation during the Past 5 Years <sup>(1)</sup></i>	<i>Current Position with the Registrant and Period of Service</i>
<b>COOKE, Bradford</b>	President and CEO of Canarc Resource Corp.	President  (from January 22, 1987 to January 1, 2006);  Chief Executive Officer and Director  (since January 22, 1987);  Chairman  (since January 1, 2006)
British Columbia, Canada		
<b>BULLOCK, Derek <sup>(2)</sup></b>	Mining Consultant	Director

Ontario, Canada		(since March 12, 1996)
<b>HARRIS, Leonard</b> <sup>(2)</sup>	Retired	Director
Colorado, U.S.A.		(since June 5, 2001)
<b>PRICE, William</b> <sup>(2)</sup>	Retired; Chairman of William L. Price Charitable Foundation; Formerly Chairman, CEO and Chief Investment Officer of RCM Capital Management LLC (formerly Dresdner RCM Global Investors LLC); Formerly Global Equity Chief Investment Officer of Allianz Global Investors AG	Director
California, U.S.A.		(since May 31, 2005)
<b>McCLINTOCK, John</b>	Exploration Manager of BHP Billiton	President and Chief Operating Officer
British Columbia, Canada	(2004 to 2005);	(from January 1, 2006 to February 15, 2007)
	Global Search Leader Base Metals, BHP Billiton	
	(2001 to 2004);	
	Exploration Manager North America of Rio Algom Exploration Inc.	
	(1992 to 2000)	

<b>BRIED, Bruce</b>	Vice-President, Mining, for Endeavour Silver President and Chief Operating Corp. from March 2005 to February 2007; Officer	
British Columbia, Canada	General Manager for Kinross Gold USA Inc. (since February 15, 2007) from January 2004 to February 2005;	
	Consultant from January 2002 to January 2004	
<b>BILES, Garry</b>	General Manager of Glencairn Gold Corp. from April 2005 to January 2007;	Vice-President, Mining
British Columbia, Canada		(since March 1, 2007)
	General Manager of Procon Mining & Tunnelling from July 2002 to April 2005;	
	General Manager of Homestake Mining from July 1994 to April 2002	
<b>MOORS, James</b>	Exploration Manager for Canarc Resource Corp.	Vice-President, Exploration
British Columbia, Canada	(April 2002 to May 2005);	(since June 2005)
	Director of Information for BC Yukon of Mines	
	(1999 to 2002)	
<b>LOCKWOOD, Stewart</b>	Barrister & Solicitor, Vector Corporate Finance Lawyers	Secretary
British Columbia, Canada		(since 1994)
<b>YEE, Philip</b>	Chief Financial Officer, Finance Manager and/or Controller for Canarc Resource Corp.;	Chief Financial Officer, Finance Manager and/or Controller
British Columbia, Canada	Controller for Augusta Group from 1996 to 2003	(since May 2003)

(1)

Unless otherwise stated above, each of the above-named persons has held the principal occupation or employment indicated for at least five years.

(2)

Members of the Audit Committee.

No director or officer has any family relationship with any other director or officer. The term of office of each of the directors will continue until the next annual general meeting, or until his successor is duly elected, unless his office is vacated in accordance with the articles of the Registrant. Officers hold office at the pleasure of the directors.

To the best of the Registrant's knowledge, there are no arrangements or understandings with major shareholders, customers, suppliers or others, pursuant to which any of the Registrant's officers or directors was selected as an officer or director of the Registrant.

## **6.B Compensation**

### *Statement Of Executive Compensation*

The Registrant is required, under applicable securities legislation in Canada, to disclose to its shareholders details of compensation paid to its directors and officers. The following fairly reflects all material information regarding compensation paid to the Registrant's directors and officers that has been disclosed to the Registrant's shareholders under applicable Canadian law.

During the fiscal period ended December 31, 2006, the aggregate cash compensation incurred by the Registrant to all individuals who were directors and officers in all capacities as a group was CAD\$534,200.

The table below discloses information with respect to executive compensation paid by the Registrant to its directors for the fiscal years ended December 31, 2006, 2005 and 2004. The following table sets forth, for the periods indicated, the compensation of the directors and officers.

### SUMMARY OF COMPENSATION

#### PAID TO DIRECTORS AND OFFICERS

(in terms of Canadian dollars)

<i>Name and Principal Position</i>	<i>Year ended Dec. 31</i>	<i>Annual Compensation <sup>(1)</sup></i>			<i>Long Term Compensation</i>			<i>All Other Compensation (CAD\$)</i>
		<i>Salary (CAD\$)</i>	<i>Bonus (CAD\$)</i>	<i>Compensation (CAD\$)<sup>(2)</sup></i>	<i>Other Compensation (CAD\$)</i>	<i>Awards Securities Options/ SARs</i>	<i>Payouts Restricted Shares or LTIP Units (CAD\$)</i>	
<i>(a)</i>	<i>(b)</i>	<i>(c)</i>	<i>(d)</i>	<i>(e)</i>	<i>(f)</i>	<i>(g)</i>	<i>(h)</i>	<i>(i)</i>
<b>Bradford J. Cooke</b> <sup>(3)</sup>	2006	198,000	0	8,000	175,000	0	0	0
	2005	180,000	0	8,000	300,000	0	0	0
Chief Executive Officer and Director	2004	181,000	0	8,000	200,000	0	0	0
(since January 22, 1987);  Chairman  (since January 1, 2006);								



President

(from January 22,  
1987 to January 1,  
2006)

<b>Chris Theodoropoulos</b>	2006	0	0	8,000	125,000	0	0	0
	2005	0	0	8,000	200,000	0	0	0
Director	2004	0	0	8,000	150,000	0	0	0

(from March 12,  
1996 to June 12,  
2007)

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<b>Derek Bullock</b> Director	2006	0	0	8,000	125,000	0	0	0
	2005	0	0	8,000	200,000	0	0	0
	2004	0	0	8,000	150,000	0	0	0
<b>Leonard Harris</b> Director	2006	0	0	8,000	125,000	0	0	0
	2005	0	0	8,000	200,000	0	0	0
	2004	0	0	8,000	150,000	0	0	0
<b>William Price</b> Director (since May 31, 2005)	2006	0	0	8,000	125,000	0	0	0
	2005	0	0	4,667	200,000	0	0	0
	2004	n/a	n/a	n/a	n/a	n/a	n/a	n/a
<b>Stephen Macklem</b> Former Director (from September 7, 2004 to May 10, 2005)	2006	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	2005	0	0	3,333	100,000	0	0	0
	2004	0	0	2,500	500,000 <sup>(4)</sup>	0	0	0
<b>John McClintock</b> President (from January 1, 2006 to February 15, 2007)	2006	180,000	0	0	75,000	0	0	0
	2005	n/a	n/a	n/a	250,000	n/a	n/a	n/a
	2004	n/a	n/a	n/a	n/a	n/a	n/a	n/a
<b>Bruce Bried</b> President	2006	n/a	n/a	n/a	75,000	n/a	n/a	n/a
	2005	n/a	n/a	n/a	100,000	n/a	n/a	n/a

(since February 15, 2007)	2004	n/a	n/a	n/a	n/a	n/a	n/a	n/a
<b>James Moors</b>	2006	94,500	0	0	100,000	0	0	0
Vice-President, Exploration	2005	80,000	0	0	150,000	0	0	0
	2004	78,000	0	0	50,000	0	0	0

<b>Stewart Lockwood</b>	2006	0	0	0	0	0	0	0
Secretary	2005	0	0	0	100,000	0	0	0
	2004	0	0	0	0	0	0	0
<b>Philip Yee</b>	2006	21,700	0	0	100,000	0	0	0
Chief Financial Officer	2005	24,411	0	0	150,000	0	0	0
	2004	37,721	0	0	50,000	0	0	0

(1)

An Incentive Stock Option Plan was created by the Registrant in June 1993 and revised in October 1994, May 1996, May 1998 and May 2005. Full-time employees of the Registrant are eligible for stock options and share appreciation rights (SAR s) at the sole discretion of the Board of Directors. The Registrant does not currently have a pension plan.

(2)

Effective fiscal 2004, all directors are paid CAD\$2,000 per quarter in their capacity as Directors of the Registrant.

(3)

Salaries for Bradford Cooke represent the gross amounts shared by the Registrant and Endeavour.

(4)

Options for 250,000 shares were not exercisable until the market price of the Registrant s shares closes above CAD\$1.25 per share on the Toronto Stock Exchange for 30 consecutive trading days.

The following table sets forth information concerning grants of stock options under the Registrant's Stock Option Plan during the fiscal period ended December 31, 2006 to each of director and officer of the Registrant. No SARs were outstanding.

*Options and Stock Appreciation Rights ( SARs )*

The following table discloses incentive stock options which were granted to directors and officers during the fiscal year ended December 31, 2006:

**SUMMARY OF STOCK OPTIONS  
GRANTED TO DIRECTORS AND OFFICERS**

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**From January 1, 2006 to December 31, 2006**

<i>Name and Principal Position</i>	<i>Date of Grant</i>	<i>Title of Underlying Security</i>	<i>Number of Underlying Security</i>	<i>Exercise Price per Share (CAD\$)</i>	<i>Expiry Date</i>
<b>Bradford J. Cooke</b>  Chief Executive Officer and Director  (since January 22, 1987);  Chairman  (since January 1, 2006);  President  (from January 22, 1987 to January 1, 2006)	June 29, 2006	Common shares	175,000	\$0.69	June 29, 2011
<b>Chris Theodoropoulos</b>  Director  (from March 12, 1996 to June 12, 2007)	June 29, 2006	Common shares	125,000	\$0.69	June 29, 2011
<b>Derek Bullock</b>  Director	June 29, 2006	Common shares	125,000	\$0.69	June 29, 2011
<b>Leonard Harris</b>  Director	June 29, 2006	Common shares	125,000	\$0.69	June 29, 2011
<b>William Price</b>  Director	June 29, 2006	Common shares	125,000	\$0.69	June 29, 2011
<b>John McClintock</b>  President  (from January 1, 2006 to February 15, 2007)	June 29, 2006	Common shares	75,000	\$0.69	June 29, 2011

<b>Bruce Bried</b>	June 29, 2006	Common shares	75,000	\$0.69	June 29, 2011
President					
(since February 15, 2007)					
<b>James Moors</b>	June 29, 2006	Common shares	100,000	\$0.69	June 29, 2011
Vice-President, Exploration					
<b>Philip Yee</b>	June 29, 2006	Common shares	100,000	\$0.69	June 29, 2011
Chief Financial Officer					

At the discretion of the directors, certain option grants provide the holder with the right to receive the number of common shares, valued at the quoted market price at the time of exercise of the stock options, that represent the share appreciation since granting the options. For the 2006 fiscal year, there were no exercise of share appreciation rights by directors and officers.

***Pension Plan***

The Registrant does not have any pension plan arrangements in place.

***Report on Executive Compensation***

The Registrant's executive compensation program is administered by the board of directors (the Board).





### *Compensation of Directors*

Prior to fiscal 2004, the Registrant did not compensate its directors in their capacities as such. Bradford J. Cooke, the President and Chief Executive Officer, receives a cash compensation as consideration for his duties as an operating officer of the Registrant as disclosed in the Summary Compensation Table above. Previously, all other directors of the Registrant received no cash compensation from the Registrant other than reimbursement for out-of-pocket expenses incurred on behalf of the Registrant.

However at a Board of Directors meeting held on June 17, 2004, it was resolved that each director shall earn a remuneration of CAD\$2,000 per quarter as compensation in his capacity as a director effective January 1, 2004.

During the fiscal year ended December 31, 2006, the Registrant granted stock options to directors for up to 675,000 common shares with an exercise price of CAD\$0.69 and an expiry date of June 29, 2011.

No funds were set aside or accrued by the Registrant or its subsidiaries during the year ended December 31, 2006 to provide pension, retirement or similar benefits for directors or officers of the Registrant pursuant to any existing plan provided or contributed to by the Registrant or its subsidiaries under applicable Canadian laws.

### *Executive Compensation Program*

The Registrant's executive compensation program is based on a pay for performance philosophy. The executive compensation program is designed to encourage, compensate and reward employees on the basis of individual and corporate performance, both in the short and the long term. Base salaries are set at levels which are competitive with the base salaries paid by companies within the mining industry having comparable capitalization to that of the Registrant, thereby enabling the Registrant to compete for and retain executives critical to the Registrant's long term success. Incentive compensation is directly tied to corporate and individual performance. Share ownership opportunities are provided to align the interests of executive officers with the longer term interests of shareholders.

Compensation for directors and officers, as well as for executive officers as a whole, consists of a base salary, along with annual incentive compensation in the form of an annual bonus, and a longer term incentive in the form of stock options. As an executive officer's level of responsibility increases, a greater percentage of total compensation is based on performance (as opposed to base salary and standard employee benefits) and the mix of total compensation shifts towards stock options, thereby increasing the mutuality of interest between executive officers and shareholders.

*Base Salary*

The Board approves ranges for base salaries for employees at all levels of the Registrant based on reviews of market data from peer groups and industry in general. The level of base salary for each employee within a specified range is determined by the level of past performance, as well as by the level of responsibility and the importance of the position to the Registrant.

The Registrant's Chief Executive Officer prepares recommendations for the Board with respect to the base salary to be paid to the CEO and other senior executive officers. The CEO's recommendations for base salaries for the

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senior executive officers, including the CEO and the Chief Financial Officer, are then submitted for approval by the Board.

#### *Bonus*

The Board annually evaluates performance and allocates an amount for payment of bonuses to executive officers and senior management. The aggregate amount for bonuses to be paid will vary with the degree to which targeted corporate performance was achieved for the year. The individual performance factor allows the Registrant effectively to recognize and reward those individuals whose efforts have assisted the Registrant to attain its corporate performance objective.

The CEO prepares recommendations for the Board with respect to the bonuses to be paid to the executive officers and to senior management.

#### *Stock Options*

A Stock Option Plan is administered by the Board. The Stock Option Plan is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Registrant to attract and retain individuals with experience and ability, and to reward individuals for current performance and expected future performance. The Board considers stock option grants when reviewing executive officer compensation packages as a whole.

#### *Other Compensation*

For the fiscal period ending December 31, 2006, the Board has an employment agreement with the Registrant's Chief Executive Officer. The employment agreement also provides certain severance benefits to the executive officer in the event of termination of the agreement or in the case of a change of control where the executive officer does not continue in the employ of the Registrant. The Chief Executive Officer is entitled to receive, as severance compensation, the equivalent of three years' salary.

#### *Directors and Officers Liability Insurance*

In fiscal 2006, the Registrant acquired an insurance policy for itself and its directors and officers against liability incurred by them in the performance of their duties as directors and officers of the Registrant. The policy has a \$1,000,000 limit of liability, retentions ranging from \$nil to \$50,000, and a policy period from October 29, 2006 to October 29, 2007.

***Performance Graph***

*Shareholder Return Performance Graph*

The charts below compare the yearly percentage change in the cumulative total shareholder return on the Registrant's common shares against the cumulative total shareholder return of the Toronto Stock Exchange 300

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Total Return Index for the period commencing December 31, 2001 and ending December 31, 2006.

Comparison of Total Shareholder Return on Common Shares  
of the Registrant and the Toronto Stock Exchange Indice  
(in term of Canadian dollars)

The graphs assume that the initial value of the investment on the stock exchange in the Registrant's common shares and in the indice was CAD\$100 on the initial date.

**6.C Board Practices**

*Statement Of Corporate Governance Practices*

The Registrant is required to report annually to its shareholders on its corporate governance practices and policies with

reference to National Policy 58-201, *Corporate Governance Guidelines* (the Policy ) and National Instrument 58-101, *Disclosure of Corporate Governance Practices*, as adopted by the Canadian Securities Administrators, and effective June 30, 2005.

#### The Board of Directors

The Board currently consists of four directors, of which three directors (Derek Bullock, Leonard Harris and William Price) are currently independent in the context of the Policy. Bradford J. Cooke is not independent because he is the Chairman of the Board and CEO of the Registrant. Chris Theodoropoulos performed certain legal services for the Registrant during fiscal 2006 at market rates. Chris Theodoropoulos has advised the Registrant that he does not intend to stand for re-election as a director at the 2007 Annual General Meeting.

Certain directors of the Registrant are presently directors of other issuers that are reporting issuers (or the equivalent) in any jurisdiction including foreign jurisdictions, as follows:

<b>Director</b>	<b>Other Reporting Issuers</b>
Bradford Cooke	Pinnacle Mines Ltd. Endeavour Silver Corp. Radius Gold Inc.
Chris Theodoropoulos	Novra Technologies Corp. Peer 1 Network Enterprises, Inc. GoldQuest Mining Corp. Africo Resources Ltd.
Derek Bullock	Iamgold Corporation Absolut Resources Corp. Goldcrest Resources Ltd.
Leonard Harris	Alamos Gold Inc. Cardero Resource Corp. Solitario Resources Corporation Sulliden Exploration Inc. Endeavour Silver Corp. IMA Exploration Inc. Morgain Minerals Inc.
William Price	Indico Technologies Limited. N/a

The independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. However, during the course of a directors' meeting, if a matter is more effectively dealt with without the presence of members of management, the independent directors ask members of management to leave the meeting, and the independent directors then meet *in camera*.

Bradford J. Cooke is the Chair of the board of directors of the Registrant. William Price, as an independent director, was appointed the Lead Director of the Board, with the mandate to ensure that the Board's Agenda will enable it to successfully carry out its duties and to do so without interference from the Chairman of the Board that could result from potential conflicts from his status as a non-independent Board member.

Since January 1, 2006, the Registrant has held three board meetings. Director Derek Bullock missed one board meeting and otherwise, all of the directors attended each of the meetings, either in person or by telephone conference call, during the time in which they were directors of the Registrant.

Board Mandate

The Board of Directors is responsible for supervising management in carrying on the business and affairs of the Registrant. Directors are required to act and exercise their powers with reasonable prudence in the best interests of the Registrant. The Board agrees with and confirms its responsibility for overseeing management's performance in the following particular areas:

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.  
the strategic planning process of the Registrant;

.  
identification and management of the principal risks associates with the business of the Registrant;

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planning for succession of management;

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the Registrant's policies regarding communications with its shareholders and others; and

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the integrity of the internal controls and management information systems of the Registrant.

In carrying out its mandate, the Board relies primarily on management to provide it with regular detailed reports on the operations of the Registrant and its financial position. The Board reviews and assesses these reports and other information provided to it at meetings of the full Board and of its committees. The Chairman and CEO is a member of the Board, giving the Board direct access to information in his areas of responsibility. Other management personnel regularly attend Board meetings to provide information and answer questions. Directors also consult from time to time with management and have, on occasion, visited the properties of the Registrant. The reports and information provided to the Board include details concerning the monitoring and management of the risks associated with the Registrant's activities, such as compliance with safety standards and legal requirements, environmental issues and the financial position and liquidity of the Registrant. At least annually, the Board reviews management's report on its business and strategic plan and any changes with respect to risk management and succession planning.

#### Position Descriptions

The Board of Directors has not yet developed written position descriptions for the Chairman, the chairman of any Board committees, the CEO, the President or the CFO, but is currently in the process of developing such written descriptions. The Board is of the view that given the size of the Registrant, the relatively frequent discussions between Board members, the CEO, the President and the CFO and the experience of the individual members of the Board, the responsibilities of such individuals are known and understood without position descriptions being reduced to writing. The Board will evaluate this position from time to time, and if written position descriptions appear to be justified, they will be prepared.

#### Orientation and Continuing Education

The Board does not have a formal policy relating to the orientation of new directors and continuing education for directors. The appointment of a new director is a relatively infrequent event in the Registrant's affairs, and each situation is addressed on its merits on a case-by-case basis. The Registrant has a relatively restricted scope of operations, and most candidates for Board positions will likely have past experience in the mining business; they will likely be familiar therefore with the operations of a resource company of the size and complexity of the Registrant. The Board, with the assistance of counsel, keeps itself apprised of changes in the duties and responsibilities of

directors and deals with material changes of those duties and responsibilities as and when the circumstances warrant. The Board will evaluate these positions, and if changes appear to be justified, formal policies will be developed and followed.

Ethical Business Conduct

The Registrant has adopted a whistle blower policy, which is set out in its Charter of the Audit Committee which is available for viewing on SEDAR as a schedule to the Registrant's 2005 Management Information Circular.

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### Nomination of Directors

The Board has neither a formal policy for identifying new candidates for Board nomination nor a permanent nominating committee. If and when the Board determines that its size should be increased or if a director needs to be replaced, a nomination committee comprised entirely of independent directors will be struck. The terms of reference of such a committee will be determined when it is created, but are expected to include the determination of the independence of the candidate, his or her experience in the mining business and compatibility with the other directors.

### Compensation

Taking into account the Registrant's present status as an exploration-stage enterprise, the Board of Directors reviews the adequacy and form of compensation provided to Directors on a periodic basis to ensure that the compensation is commensurate with the responsibilities and risks undertaken by an effective director.

### Other Board Committees

At present, the Board has established an Audit Committee. The Board of Directors is of the view that the decision to not set up various committees such as a Nominating, Human Resources, Governance, or Compensation Committee is appropriate having regard to cost and time issues and the size of the Registrant.

### Assessments

The Board has no formal process for the assessment of the effectiveness and contribution of the individual directors. Each director has extensive public company experience and is familiar with what is required of him. Frequency of attendance at Board and committee meetings and the quality of participation in such meetings are two of the criteria by which the performance of a director will be assessed.

## **6.D Employees**

The Registrant's business is administered principally from its head office in Vancouver, British Columbia, Canada, and, with respect to its Central and South American activities, from offices in Barbados and Suriname. As of June 15, 2007, the Registrant had a staff of ten employees based in Vancouver, BC, Canada, five seasonal employees based at the site of the New Polaris project in BC, Canada, and two employees based in Suriname.

## **6.E Share Ownership**

As at June 15, 2007, the share ownership and number of stock options of the directors and officers of the Registrant are as follows:

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Name and Principal Position	Share Ownership		Number of Stock Options		
	Number of Shares	Percentage <sup>(1)</sup>	Number of Underlying Security <sup>(2)</sup>	Exercise Prices per Share (CAD\$)	Expiry Dates
<b>Bradford J. Cooke</b>	855,480	1.24%	200,000	\$0.54	June 15, 2012
Chairman, Chief Executive Officer and Director			700,000	\$0.69	Oct. 3, 2007
			50,000	\$0.25	Apr. 20, 2009
			200,000	\$0.26	Sept. 30, 2009
			750,000	\$0.27	June 23, 2010
			250,000	\$0.52	June 9, 2008
			250,000	\$0.52	June 12, 2008
			100,000	\$1.00	Feb. 17, 2009
			100,000	\$0.70	Oct. 25, 2009
			300,000	\$0.35	June 30, 2010
			175,000	\$0.69	June 29, 2011
<b>Derek Bullock</b>	5	0.00%	100,000	\$0.54	June 15, 2012
Director			25,000	\$0.92	July 4, 2007
			25,000	\$0.65	Aug. 22, 2007
			100,000	\$0.83	Nov. 10, 2007
			50,000	\$1.00	Feb. 17, 2009
			100,000	\$0.70	Sept. 7, 2009
<b>Leonard Harris</b>	200,000	0.29%	125,000	\$0.69	June 29, 2011
			100,000	\$0.54	June 15, 2012

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Director			200,000	\$0.52	June 9, 2008
			50,000	\$1.00	Feb. 17, 2009
			100,000	\$0.70	Sept. 7, 2009
			200,000	\$0.35	June 30, 2010
			125,000	\$0.69	June 29, 2011
<b>William Price</b>	5,556,000	8.08%	100,000	\$0.54	June 15, 2012
Director			200,000	\$0.35	June 30, 2010
			125,000	\$0.69	June 29, 2011
<b>Bruce Bried</b>	Nil	Nil	100,000	\$0.54	June 15, 2012
President			75,000	\$0.69	June 29, 2011
(since February 15, 2007)			125,000	\$0.74	Jan 26, 2012
<b>Garry Biles</b>	Nil	Nil	50,000	\$0.54	June 15, 2012
Vice-President, Mining			200,000	\$0.74	Jan 26, 2012
(since March 1, 2007)					
<b>James Moors</b>	Nil	Nil	100,000	\$0.54	June 15, 2012
Vice-President, Exploration			100,000	\$0.34	Aug. 28, 2007
			50,000	\$0.52	June 9, 2008
			50,000	\$1.00	Feb. 17, 2009
			150,000	\$0.35	June 30, 2010
			100,000	\$0.69	June 29, 2011
<b>Stewart Lockwood</b>	20,174	0.03%	50,000	\$0.54	June 15, 2012
Secretary			45,500	\$0.92	July 4, 2007
			100,000	\$0.65	Jan. 29, 2008
			100,000	\$0.52	June 9, 2008
			100,000	\$0.35	June 30, 2010

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<b>Philip Yee</b>	Nil	Nil	100,000	\$0.54	June 15, 2012
Chief Financial Officer			150,000	\$0.52	June 9, 2008
			50,000	\$1.00	Feb. 17, 2009
			150,000	\$0.35	June 30, 2010
			100,000	\$0.69	June 29, 2011

(1)

As at June 15, 2007, the Registrant had 68,738,893 common shares issued and outstanding.

(2)

Common shares.

All of the Registrant's shareholders have the same voting rights.

Details of all total outstanding options, warrants and other rights to purchase securities of the Registrant and its subsidiaries as at June 15, 2007 unless otherwise stated, are set forth below:

***Stock Option Summary***

<b>Amount Outstanding</b>	<b>Exercise Prices</b>	<b>Dates Granted</b>	<b>Expiry Dates</b>
	<b>(CAD\$)</b>		
85,500	\$0.92	July 4, 1997	July 4, 2007
39,500	\$0.65	August 22, 1997	August 22, 2007
750,000	\$0.69	October 3, 1997	October 3, 2007
100,000	\$0.83	November 10, 1997	November 10, 2007
100,000	\$0.65	January 29, 1998	January 29, 2008



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54,000	\$0.25	April 20, 1999	April 20, 2009
200,000	\$0.26	September 30, 1999	September 30, 2009
750,000	\$0.27	June 23, 2000	June 23, 2010
150,000	\$0.34	August 28, 2002	August 28, 2007
20,000	\$0.51	February 10, 2003	February 10, 2008
1,000,000	\$0.52	June 9, 2003	June 9, 2008
250,000	\$0.52	June 12, 2003	June 12, 2008
540,000	\$1.00	February 17, 2004	February 17, 2009
300,000	\$0.70	September 7, 2004	September 7, 2009
100,000	\$0.70	October 25, 2004	October 25, 2009
1,590,000	\$0.35	June 30, 2005	June 30, 2010
20,000	\$0.40	December 5, 2005	December 5, 2010
50,000	\$0.67	February 13, 2006	February 13, 2008
1,325,000	\$0.69	June 29, 2006	June 29, 2011
20,000	\$0.71	September 11, 2006	September 11, 2008

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325,000	\$0.74	January 26, 2007	January 26, 2012
1,100,000	\$0.54	June 15, 2007	June 15, 2012
<b>8,869,000</b>	<b>TOTAL</b>		

*Warrant Summary Chart*

<b>Amount Outstanding</b>	<b>Exercise Price</b>	<b>Date Issued</b>	<b>Expiry Dates</b>
	<b>(CAD\$)</b>		
2,150,000	\$1.25	October 18, 2006	October 18, 2007
247,800	\$0.82	October 18, 2006	October 18, 2007
350,000	\$0.95	October 18, 2006	October 18, 2007
<b>2,747,800</b>	<b>TOTAL</b>		

*Stock Option/Share Incentive Plan*

The Registrant's directors and shareholders have approved a Share Incentive Plan (the "Plan"). The Plan was approved by the TSX in 1996. The principal purposes of the Plan are to promote a proprietary interest in the Registrant among its directors and employees; to retain, attract and motivate the qualified managers of the Registrant; to provide a long-term incentive element in overall compensation; and to promote the long-term profitability of the Registrant.

Incentives to participate under the Plan may be provided by the granting of share options or share appreciation rights (SARs). The share appreciation right entitles the participant in the Plan to elect, subject to approval by the Board of Directors, in lieu of exercising an outstanding share option, to receive the number of common shares of the Registrant equivalent in value to the difference between the option exercise price and the net existing market price of the Registrant's common shares multiplied by the number of common shares over which he could otherwise exercise his option.

Under the Plan, the Board of Directors of the Registrant or its Executive Committee may from time to time grant to directors, officers, consultants and full and part time employees of the Registrant and its associated, affiliated, controlled and subsidiary companies, as the Board or its Executive Committee shall designate, the option to purchase from the Registrant such number of its common shares as the Board or its Executive Committee may designate. The Registrant's Plan allows it to grant options to its employees, directors and consultants to acquire up to 18,374,095

common shares, of which options for 7,929,000 common shares are outstanding as at December 31, 2006, provided that the total number of common shares to be optioned to any one optionee shall not exceed 5% of the issued common shares of the Registrant at the time of grant. The purchase price per common share for any option granted under the Plan shall not be less than the 5-day average of the high and low trading prices of the Registrant's shares on the Toronto Stock Exchange on the trading day immediately preceding the date of grant. Pursuant to the Plan, options shall be granted pursuant to an option agreement in a form that complies with the rules and policies of the Toronto Stock Exchange, which provide as follows:

(a)

all options granted shall be non-assignable;

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(b) an option must be exercisable during a period not extending beyond 10 years from the time of grant; and

(c) no financial assistance will be provided with respect to the exercise of stock options.

At the Registrant's annual general meeting held on May 31, 2005, shareholder approval was provided for the increase of 6,000,000 shares in the maximum aggregate number of common shares which may be reserved for issuance under the Plan from 5,696,450 shares to 11,696,450 shares at that time.

## ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

### 7.A Major Shareholders

To the best of the Registrant's knowledge, the Registrant is not directly or indirectly owned or controlled by another company or by any foreign government or by any other natural or legal person(s) severally or jointly. There are no arrangements, known to the Registrant, the operation of which may at a subsequent date result in a change in its control.

As at June 15, 2007, the only persons or groups known to the Registrant to beneficially own 5% or more of the Registrant's issued and outstanding common shares and the number of common shares owned, directly or indirectly, by officers and directors of the Registrant as a group are as follows:

<b>Title of Class</b>	<b>Identity of Person or Group</b>	<b>Shares Owned <sup>(2)</sup></b>	<b>Percentage of Class <sup>(1)</sup></b>
Common Shares	CDS & Co. Toronto, Ontario	32,717,294 <sup>(3), (4)</sup>	47.60%
Common Shares	CEDE & Co. New York, New York, U.S.A.	28,486,264 <sup>(3), (4)</sup>	41.44%
Common Shares	William Price <sup>(5)</sup> Redwood City, California, U.S.A.	5,556,000 <sup>(6)</sup>	8.08%

Common Shares	Officers and Directors as a group	6,631,659 <sup>(6)</sup>	9.65%
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(1)

As at June 15, 2007, the Registrant had 68,738,893 common shares issued and outstanding.

(2)

Common shares.

(3)

Owners of record only. CDS & Co. is a clearing agency through which Canadian brokers and dealers hold their securities. CEDE & Co. is a U.S. clearing agency. The Registrant believes that all of these shares are held by the registered holder in a fiduciary, trustee, or nominee capacity, and the identities of the beneficial owners of such shares are not known to the Registrant and, except for named individuals and the officers and directors as a group, the Registrant is not aware of any person or group of persons which beneficially owns more than 5% of the Registrant's outstanding common shares.

(4)

Certain of these shares may be held in street form and may be included in the shares registered in the name of CDS & Co. or CEDE & Co.

(5)

As at June 15, 2007, William Price controlled, either directly or indirectly, 5,556,000 common shares of the Registrant, representing 8.08% of the Registrant at that time; William Price directly controls 4,556,000 common shares and indirectly controls 1,000,000 common shares through The William L Price Charitable Foundation.

William Price became a director of the Registrant at May 31, 2005, but exerts no direct control over any board member and is unrelated to any board member and is not active in the operations of the Registrant.

(6)

William Price was elected to the Board of Directors at the Registrant's annual general meeting held on May 31, 2005, and as at June 15, 2007, his shareholdings of 5,556,000 common shares are included in the 6,631,659 common shares held by officers and directors as a group.

In August 2002, Prudent Bear Funds Inc. ( Prudent Bear ) participated in the Registrant's private placement and subscribed to 500,000 units at CAD\$0.40 per unit. Each unit was comprised of one common share and one-half of one non-transferable share purchase warrant; each full warrant entitled the holder to purchase one common share at CAD\$0.50 for a period of two years. In February 2003, Prudent Bear announced it had acquired control and direction, through Prudent Bear Fund, of over 8,662,000 common shares and warrants to purchase an additional 250,000 common shares of the Registrant, representing 18.77% of the issued and outstanding shares of the Registrant at that time. As at June 19, 2003, Prudent Bear owned 8,662,000 common shares of the Registrant, representing 17.66% of the Registrant at that time. Prudent Bear had no board nominee and exerted no direct control over any board member.

As at June 11, 2004 and to the best of the Registrant's knowledge, Prudent Bear does not own more than 5%, if any, shares of the Registrant.

All shares of the Registrant, including all those held by any major shareholders, are common shares with similar voting rights. As of May 31, 2007 there were 68,738,893 common shares of the Registrant issued and outstanding.

Based on the records of the Registrant's registrar and transfer agent, Computershare Investor Services Inc., of 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada, as at such date there were 426 registered holders of the Registrant's common shares resident in the United States (71% of all registered holders) holding 35,082,901 common shares. This number represents approximately 51% of the total issued and outstanding common shares of the Registrant at that date.

#### ***Control by Another Corporation, Foreign Government or Other Persons***

To the best of the Registrant's knowledge, the Registrant is not directly or indirectly owned or controlled by another corporation(s), by any foreign government or by any other natural or legal person(s) severally or jointly.

#### ***Change of Control***

As of the date of this Form 20-F, there is no arrangement known to the Registrant which may at a subsequent date result in a change of control of the Registrant.

## **7.B Related Party Transactions**

For the fiscal year ended December 31, 2006, the Company had transactions with related parties.

General and administrative costs during 2006 include CAD\$38,000 (2005 - CAD\$Nil and 2004 - CAD\$Nil) in consulting fees charged by a company controlled by a director of the Registrant for services related to the

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disposition of Sara Kreek Resource, and CAD\$99,208 (2005 - CAD\$59,385 and 2004 - CAD\$86,438) in salaries paid to a director. A law firm in which a senior officer is a partner charged legal fees totalling CAD\$159,594 (2005 - CAD\$65,496 and 2004 - CAD\$66,197) in 2006 for corporate securities matters. Also, in fiscal 2006, the Registrant paid a total of CAD\$40,000 (2005 - CAD\$40,000 and 2004 - CAD\$34,500) to all directors in their capacity as Directors of the Registrant.

In each case the transactions described below were, in the Registrant's view, completed on terms no less favourable to the Registrant than if they had been entered into with unaffiliated parties.

### *Compensation to Directors and Senior Officers and Options to Purchase Securities*

Item 6 provides further details of compensation paid to, and options granted to and held by, directors and senior officers of the Registrant.

### *Indebtedness of Directors and Senior Officers*

At any time during the Registrant's last completed financial year, no director, executive officer or senior officer of the Registrant, proposed management nominee for election as a director of the Registrant or each associate or affiliate of any such director, executive or senior officer or proposed nominee is or has been indebted to the Registrant or any of its subsidiaries or is and has been indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Registrant or any of its subsidiaries, other than routine indebtedness and other than as disclosed in the Registrant's audited financial statements.

### *Interest of Insiders in Material Transactions*

Other than as set forth below and in the Form 20-F and in the Registrant's audited financial statements and other than transactions carried out in the ordinary course of business of the Registrant or any of its subsidiaries, none of the directors or senior officers of the Registrant, a proposed management nominee for election as a director of the Registrant, any member beneficially owning shares carrying more than 5% of the voting rights attached to the shares of the Registrant nor an associate or affiliate of any of the foregoing persons had since January 1, 2006 (being the commencement of the Registrant's last audited fiscal period) any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Registrant or any of its subsidiaries.



The Registrant's directors and officers may serve as directors or officers of other public resource companies or have significant shareholdings in other public resource companies and, to the extent that such other companies may participate in ventures in which the Registrant may participate, the directors of the Registrant may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In particular, Bradford Cooke and Bradley Aelicks (Mr. Aelicks resigned as a director on February 15, 2001) of the Registrant were directors of Rembrandt. Patricio Varas, a Director of Aztec Metals, is also a Director and Officer of Far West Mining Ltd., Aztec Metals' prior joint venture partner on the Lobo properties in Mexico. Also, some of the other directors and officers of Canarc Resource Corp. are directors, officers or employees of Aztec Metals. The interests of these companies may differ from time to time. Item 4.D provides further details.

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**7.C Interests of Experts and Counsel**

Not applicable.

**ITEM 8. FINANCIAL INFORMATION**

**8.A Consolidated Statements and Other Financial Information**

Consolidated financial statements audited by an independent registered public accounting firm and accompanied by an audit report are comprised of the following, which are attached hereto and form a part hereof.

(a)

Consolidated Balance Sheets as of December 31, 2006 and 2005;

(b)

Consolidated Statements of Operations and Deficit for each of the years ended December 31, 2006, 2005, and 2004;

(c)

Consolidated Statements of Cash Flows for each of the years ended December 31, 2006, 2005, and 2004; and

(d)

Notes to the consolidated financial statements.

The Registrant is not involved and has not been involved in the recent past in any legal or arbitration proceedings which may have, or had in the recent past, significant effects on the Registrant's financial position or profitability, including governmental proceedings pending or known to be contemplated.

***Dividend Policy***

The Registrant has not, during its last five completed financial years, declared or paid any dividends on its common shares and does not currently intend to pay dividends. Management intends for earnings, if any, to be retained to finance further growth and activities relating to the business of the Registrant. Dividends will, in all probability, only be paid in the event the Registrant successfully brings one of its properties into production.

The Directors of the Registrant may from time to time declare and authorize payment of such dividends, if any, as they may deem advisable and need not give notice of such declaration to any shareholder. No dividend shall be paid otherwise than out of funds and/or assets properly available for the payment of dividends and a declaration by the Directors as to the amount of such funds or assets available for dividends shall be conclusive. The Registrant may pay any such dividend wholly or in part by the distribution of specific assets and in particular by paid up shares, bonds, debentures or other securities of the Registrant or any other corporation or in any one or more such ways as may be authorized by the Registrant or the Directors and where any difficulty arises with regard to such a distribution the Directors may settle the same as they think expedient, and in particular may fix the value for distribution of such specific assets or any part thereof, and may determine that

cash payments in substitution for all or any part of the specific assets to which any shareholders are entitled shall be made to any shareholders on the basis of other value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees for the persons entitled to the dividend as may seem expedient to the Directors.

Any dividend declared on shares of any class by the Directors may be made payable on such date as is fixed by the Directors.

Subject to the rights of shareholders (if any) holding shares with special rights as to dividends, all dividends on shares of any class shall be declared and paid according to the number of such shares held.

The Directors may, before declaring any dividend, set aside out of the funds properly available for the payment of dividends such sums as they think proper as a reserve or reserves, which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalizing dividends, or for any other purpose to which such funds of the Registrant may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Registrant or be invested in such investments as the Directors may from time to time think fit. The Directors may also, without placing the same in reserve, carry forward such funds, which they think prudent not to divide.

If several persons are registered as joint holders of any share, any one of them may give an effective receipt for any dividend, bonuses or other moneys payable in respect of the share.

No dividend shall bear interest against the Registrant. Where the dividend to which a shareholder is entitled includes a fraction of a cent, such fraction shall be disregarded in making payment thereof and such payment shall be deemed to be payment in full.

Any dividend, bonuses or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder, or in the case of joint holders, to the registered address of that one of the joint holders who is first named in the register, or to such person and to such address as the holder or joint holders may direct in writing. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The mailing of such cheque or warrant shall, to the extent of the sum represented thereby (plus the amount of any tax required by law to be deducted) discharge all liability for the dividend, unless such cheque or warrant shall not be paid on presentation or the amount of tax so deducted shall not be paid to the appropriate taxing authority.

Notwithstanding anything contained in the Registrant's Articles of Incorporation, the Directors may from time to time capitalize any undistributed surplus on hand of the Registrant and may from time to time issue as fully paid and non-assessable any unissued shares, or any bonds, debentures or debt obligations of the Registrant as a dividend

representing such undistributed surplus on hand or any part thereof.

***Legal Proceedings***

The Registrant is not involved in any legal or arbitration proceedings which have, or may have had in the recent past, significant effects on the Registrant's financial position or profitability.

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## 8.B Significant Changes

There has been no significant change in the financial condition of the Registrant since December 31, 2006 other than as disclosed in this Form 20-F.

## ITEM 9. THE OFFER AND LISTING

### 9.A Offer and Listing Details

This Form 20-F is being filed as an annual report under the Exchange Act and does not relate to a new offer of securities, and accordingly, the information called for is not required other than the price history information below.

The Registrant's common shares are traded on The Toronto Stock Exchange in Canada (the TSX) under the symbol CCM. The following prices are stated in terms of Canadian dollars.

The following tables set forth the high and low prices of the common shares for the periods indicated.

(Stated in terms of Canadian dollars)

<b>Fiscal Year</b>	<b>High (CAD\$)</b>	<b>Low (CAD\$)</b>
2006	\$0.95	\$0.55
2005	\$0.62	\$0.31

2004	\$1.10	\$0.49
2003	\$1.34	\$0.35
2002	\$0.60	\$0.11

<b>Quarter</b>	<b>High (CAD\$)</b>	<b>Low (CAD\$)</b>
2007		
1st Quarter	\$0.83	\$0.62
2006		
4th Quarter	\$0.90	\$0.70
3rd Quarter	\$0.87	\$0.61
2nd Quarter	\$0.95	\$0.59

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1st Quarter 2005	\$0.88	\$0.55
4th Quarter	\$0.58	\$0.34
3rd Quarter	\$0.52	\$0.35
2nd Quarter	\$0.52	\$0.31
1st Quarter	\$0.62	\$0.49

<b>Month</b>	<b>High (CAD\$)</b>	<b>Low (CAD\$)</b>
2007		
May	\$0.66	\$0.55
April	\$0.78	\$0.63
March	\$0.72	\$0.62
February	\$0.83	\$0.68
January	\$0.80	\$0.63
2006		
December	\$0.90	\$0.75

## **9.B Plan of Distribution**

Not applicable.

## **9.C Markets**

Since November 2, 1994, the Registrant's common shares have traded on the TSX. From March 16, 1988 to June 2, 1995 and from September 1996 to February 12, 1999, the Registrant's common shares traded on the Vancouver Stock Exchange ( VSE ) (the VSE merged with the Alberta Stock Exchange in 2000, which became known as the Canadian Venture Exchange, and then the Toronto Stock Exchange acquired the Canadian Venture Exchange to form the TSX Venture Exchange). In February 1997, the Registrant was listed for trading on the Berlin Stock Exchanges and has



since voluntarily delisted from the exchange. On August 3, 1998, the Registrant was listed on the Frankfurt Exchange. Management of the Registrant is not aware of any trading market for the Registrant's common shares in the United States apart from the United States OTC Bulletin Board, on which the Registrant trades under the symbol CRCUF.

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**9.D Selling Shareholders**

Not applicable.

**9.E Dilution**

Not applicable.

**9.F Expenses of the Issue**

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

**10.A Share Capital**

Not applicable.

**10.B Notice of Articles and Articles of Association**

As at June 16, 2006, the Registrant's Notice of Articles and articles of association, and related matters, are summarized below.

1.

The Registrant was incorporated under the laws of British Columbia on January 22, 1987 under the name, Canarc Resource Corp. by registration of its Memorandum and Articles with the British Columbia Registrar of Companies.

At the Registrant's annual and extraordinary general meeting held in May 2005, the shareholders approved the Notice of Articles be altered to remove the application of the Pre-Existing Company Provisions as set forth in Table 3 of the Business Corporations Regulations under the B.C. *Business*

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*Corporations Act*, S.B.C. 2002 (the BCBCA ) and the replacement of the Articles with a new set of Articles which comply with the BCBCA. The Registrant no longer has a Memorandum, which has been replaced by, in part, its Notice of Articles.

The Registrant's Memorandum and Articles do not provide for any specific objects or purposes.

2.

Set forth below is a summary of provisions contained in the Registrant's Articles with respect to:

(a)

Director's power to vote on a proposal, arrangement or contract in which the director is materially interested:

A director who holds a disclosable interest in a contract or transaction into which the Registrant has entered or proposes to enter is not entitled to vote on any directors' resolution to approve that contract or transaction, unless all the directors have a disclosable interest in that contract or transaction, in which case any or all of those directors may vote on such resolution.

(b)

Directors' power, in the absence of an independent quorum, to vote compensation to themselves or any members of their body:

See (a), above. A director does not hold a disclosable interest in a contract or transaction merely because the contract or transaction relates to the remuneration of the director in that person's capacity as director, officer, employee or agent of the Registrant or of an affiliate of the Registrant.

(c)

Borrowing powers exercisable by the directors and how such borrowing powers can be varied:

The Registrant, if authorized by the directors, may:

(i)

borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that they consider appropriate;

(ii)

issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Registrant or any other person and at such discounts or premiums and on such other terms as they consider appropriate;

(iii)

guarantee the repayment of money by any other person or the performance of any obligation of any other person; and

(iv)

mortgage, charge, whether by way of specific or floating charge, grant a security interest in, or give other security on, the whole or any part of the present and future assets and undertaking of the Registrant.

(d)

Retirement or non-retirement of directors under an age limit requirement:

The directors are not required to retire upon reaching a specific age.

(e)

Number of shares, if any, required for director's qualification:

A director is not required to hold any shares of the Registrant.

3.

All common shares of the Registrant rank equally as to dividends, voting powers and participation in assets (in the event of liquidation) and in all other respects. Dividend entitlement is set by way of the shareholders status as a shareholder on the chosen record date and does not lapse over time. Each share carries one vote per share at meetings of the shareholders of the Registrant. Directors do not stand for re-election on staggered terms at present. There are no indentures or agreements limiting the payment of dividends and there are no conversion rights, special liquidation rights, pre-emptive rights or subscription rights attached to the common shares. The shares presently issued are not subject to any calls or assessments. There is a Shareholders Right Plan as detailed in Item 10.B under Summary of Shareholders Rights Plan.

4.

The rights of holders of common shares may not be modified other than by vote of 2/3 of the common shares voting on such modification. The quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the meeting. Due to the quorum requirements, the rights of holders of common shares may be modified by the votes of less than a majority of the issued common shares of the Registrant.

5.

The directors of the Registrant call all annual general meetings and extraordinary general meetings. The directors may set a date as the record date for the purpose of determining shareholders entitled to notice of any meeting of shareholders. The directors, the president (if any), the secretary (if any), the assistant secretary (if any), any solicitor for the Registrant, the auditor of the Registrant and any other persons invited by the directors are entitled to attend any meeting of shareholders, but if any of those persons does attend a meeting of shareholders, that person is not to be counted in the quorum and is not entitled to vote at the meeting unless that person is a shareholder or proxy holder entitled to vote at the meeting.

6.

There are no limitations on the rights to own securities.

7.

There are no provisions in the Registrant's Articles that would have an effect on delaying, deferring or preventing a change of control other than that the Registrant may remove any director before the expiration of his or her term of office only by way of special resolution. In addition, there is a Shareholders Right Plan as detailed in Item 10.B under Summary of Shareholders Rights Plan.

8.

There are no by-law provisions governing the ownership threshold above which shareholder ownership must be disclosed.

9.

The law of British Columbia, Canada, relating to Items 2-8 is not significantly different from the law of the United States.

10.

There are no conditions in the Memorandum and Articles governing changes in capital that are more stringent than is required by law.

*For further information, refer to the full text of the Notice of Articles and Articles of the Registrant, which are available online at [www.sedar.com](http://www.sedar.com) as part of the Registrant's publicly available filings under the heading "Other", as filed on November 10, 2005.*

**Transition under the Business Corporations Act (British Columbia)**

Effective March 29, 2004, the *Business Corporations Act* (British Columbia) (the "BCBCA") replaced the previous *Company Act* (British Columbia) (the "Old Act"). As a consequence, all British Columbia companies are now governed under the BCBCA. The BCBCA modernizes and streamlines company law in British Columbia and represents an improvement over the Old Act. Every British Columbia company was required to transition under the BCBCA within two years from the coming into force of the BCBCA. Companies that did

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not complete the transition may not complete various corporate actions, including capital alterations and name changes.

At the Registrant's annual and extraordinary general meeting held in May 2005, the shareholders approved, by way of special resolution (being, under the Old Act, an affirmative vote of not less than 75% of the votes cast at the meeting), the transition of the Registrant, which included alteration of the Notice of Articles and the replacement of the Articles with a new set of Articles which comply with the BCBCA. In addition, by way of a special resolution, shareholders approved an increase in the Registrant's authorized capital from 100,000,000 common shares without par value to an unlimited number of common shares without par value.

***Some Key Differences between the Old Act and the BCBCA***

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The BCBCA permits an unlimited authorized share capital, and shares may be created with or without par value. The Old Act required that the authorized capital be fixed at a number approved by the shareholders.

-

There are no residency requirements for directors under the BCBCA. The Old Act required that at least one director be a resident of British Columbia, and that a majority of the directors be resident in Canada.

-

Special Resolutions of shareholders may now be passed by a minimum of a two-thirds majority at a meeting of shareholders, compared with a three-quarter majority required under the Old Act.

-

General meetings may now be held outside British Columbia if the location is approved by resolution of the directors. Under the Old Act, a general meeting had to be held within British Columbia unless approval was obtained from the Registrar of Companies (the Registrar) to hold the general meeting elsewhere.

-



The requirement for public companies to publish advance notice of election of directors has been removed under the BCBCA.

-

The BCBCA provides for shareholder proposals to be made at general meetings. Generally, shareholders holding at least 1% of the voting shares may submit proposals to the Registrant three months prior to the anniversary of the last annual general meeting of shareholders of the Registrant.

-

Under the BCBCA, dividends may be declared out of profits, capital or otherwise. As well, the BCBCA does not automatically make directors liable to the Registrant for the declaration of dividends while the Registrant is insolvent.

-

The BCBCA does not require that a company's offer to purchase or redeem its own shares be made on a pro-rata basis to all shareholders. Under the Old Act, the offer was required to be made pro-rata.

-

The BCBCA permits a company to indemnify its directors without court approval, and may also require reimbursement of expenses in certain cases for claims that are successfully defended. Defense costs may also be advanced by a company in certain cases.

-

All filings with the Registrar under the BCBCA must be made electronically, compared with paper filings required under the Old Act.

-

Directors and shareholders meetings may be held by any form of communications medium permitted under the Articles, including internet chat lines and telephones. In addition, directors consent resolutions may be passed in the manner provided under the Articles, including e-mail.

-

A company may provide financial assistance in connection with the purchase of its shares under the BCBCA, which was not permitted under the Old Act.

-

A company may, in limited circumstances, amalgamate with a foreign company under the BCBCA, without the requirement to first continue the second company into British Columbia. Amalgamations no longer require court approval, although court approval may still be requested.

### ***Replacement of Articles***

The directors sought and received shareholder approval to replace the existing Articles (the Existing Articles ) of the Registrant with a new form of Articles (the New Articles ) that take advantage of the greater flexibility provided under the BCBCA.

The following is a summary of certain key provisions contained in the New Articles that represent a change from the Existing Articles;

**Shareholder Resolutions at Meetings:** The requisite majority to pass a special resolution at a meeting of shareholders is decreased from a three-quarters majority to a two-thirds majority.

**Location of Shareholder Meetings:** General meetings of shareholders may now, if the location is approved by directors' resolution, be held outside British Columbia.

**Time of Shareholder Meeting:** General Meetings of shareholders of the Registrant are required to be held each calendar year and not more than 15 months (rather than 13 months as was previously the case) after the holding of the last preceding annual general meeting.

**Redemption and Repurchase:** Any offer by the Registrant to purchase or redeem its own shares, need not be made pro-rata to all the shareholders.

**Resolutions Required to Effect Capital Alterations:** Changes to the Registrant's capital structure may be effected by ordinary resolution, including the following changes:

creation or cancellation of one or more classes or series of shares;

creation or removal of special rights and restrictions attaching to any class or series of shares;

changing the authorized capital;

consolidating or subdividing all or any of the Registrant's issued or unissued shares; and

other alterations to the share capital and authorized capital, where permitted under the BCBCA.

**Change of Name:** The Registrant's name may be changed by ordinary resolution or resolution of the directors.

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**Director Indemnification:** The New Articles reflect the provisions of the BCBCA with respect to the indemnification of directors and officers and other eligible persons. These include the removal of court approval of any agreement to indemnify a director or officer in most cases, as well as mandatory indemnification on certain eligible cases.

**Auditor s Remuneration:** The remuneration of the auditor of the Registrant may be set by the directors, without the need of seeking a resolution of the shareholders authorizing the directors to set such remuneration.

**Removal of Director:** A director of the Registrant may be removed as a director of the Registrant before the expiration of the director s term of office pursuant to an ordinary resolution of the shareholders whereas under the Existing Articles and the Old Act, such removal of a director required a special resolution of the shareholders.

In addition, the BCBCA contemplates that companies may now adopt a provision in its Articles requiring an exceptional majority (in excess of that required to pass a special resolution) in respect of certain matters to be voted upon by shareholders. Management did not include in the New Articles any requirement for an exceptional majority.

### **Summary of the Shareholder Rights Plan**

The following is a summary of the terms of the Shareholder Rights Plan which was approved at the Registrant s annual and extraordinary meeting held in May 2005.

#### *General*

The rights will be issued pursuant to a shareholder rights plan agreement dated and effective April 30, 2005, between the Registrant and Computershare Trust Company of Canada as the rights agent. Each right will entitle the holder to purchase from the Registrant one common share at the exercise price of CAD\$50.00 per share, subject to adjustments, at any time after the separation time (defined below). However, if a flip-in event (defined below) occurs, each right

will entitle the holder to receive, upon payment of the exercise price, common shares having a market value equal to two-times the exercise price. The rights are non-exercisable until the separation time.

*Trading of Rights*

Until the separation time, the rights will be evidenced by the outstanding certificates for common shares and the rights will be transferred with, and only with, the common shares. As soon as practicable following the separation time, separate certificates evidencing the rights will be mailed to holders of record of common shares as of the close of business at the separation time and the separate rights certificates will thereafter evidence the rights.

*Separation Time and Acquiring Person*

The rights will separate and trade apart from the common shares and become exercisable at the separation time.

Separation time generally means the close of business on the 10th trading day following the commencement or announcement of the intent of any person to commence a take-over bid, other than a permitted bid or a competing bid, but under certain circumstances can mean the eighth trading day after a person becomes an

acquiring person by acquiring 20% or more of the voting shares of any class.

#### *Flip-in Event*

A flip-in event will, in general terms, occur when a person becomes an acquiring person. Upon the occurrence of a flip-in event, each right will entitle the holder to acquire, on payment of the exercise price, that number of common shares having a market value equal to two-times the exercise price. However, any rights beneficially owned by an acquiring person or by any direct or indirect transferees of such person, will be void. The term beneficial ownership is defined to include, under certain circumstances, shares owned indirectly through affiliates, associates, trusts and partnerships, other situations of ownership deemed by operation of law, shares subject to acquisition or voting agreements and shares owned by persons acting jointly or in concert. There are several exceptions, including exceptions directed towards investment managers, trust companies, and independent managers of pension plans who are not participating in a take-over bid.

#### *Permitted Bids*

Permitted bids are exempted from the operation of the Shareholder Rights Plan. In summary, a permitted bid is a take-over bid made by way of take-over bid circular which complies with the following provisions:

(a)

It is made to all holders of voting shares of the Registrant of a particular class and for all those voting shares.

(b)

No voting shares can be taken up and paid for before the close of business on the Permitted Bid Expiry Date, as described below, and unless more than 50% of voting shares held by shareholders independent of the offeror are tendered and not withdrawn.

(c)

Voting shares may be tendered at any time until the Permitted Bid Expiry Date and may be withdrawn until taken up and paid for.

(d)

If the condition described in (b) above is met, there will be a public announcement and the take-over bid will be open for a further period of 10 business days.

The Shareholder Rights Plan contains provisions designed to ensure that, if considered appropriate, the time for tendering to two or more competing permitted bids will occur on the same date.

*Permitted Bid Expiry Date*

The Permitted Bid provisions require that for a Take-Over to be a Permitted Bid it must be left open until the Permitted Bid Expiry Date. The Permitted Bid Expiry Date means 60 days following the date of the Take-Over Bid.

*Exchange Option*

Under certain circumstances, the board of directors of the Registrant can, on exercise of a right and payment of the exercise price, issue other securities or assets of the Registrant in lieu of common shares. The board of directors of the Registrant can also determine to issue in exchange for the rights, but without payment of the exercise price, common shares having a value equal to the exercise price or other securities or assets of the Registrant having the same value.



### *Adjustments*

The exercise price, the number and kind of shares subject to purchase upon exercise of each right and the number of rights outstanding are subject to adjustment from time to time to prevent dilution in the event that the Registrant takes certain actions involving the Registrant's share capital which would otherwise have a dilutive effect.

### *Redemption*

At any time before the occurrence of a flip-in event, the board of directors may elect to redeem the rights in whole at a redemption price of \$0.0001 per right.

### *Waiver*

The board of directors may waive the application of the Shareholder Rights Plan to any flip-in event if it determines that a person became an acquiring person by inadvertence, conditional upon such person having, within 10 days after the determination by the board of directors, reduced its beneficial ownership of shares such that it is no longer an acquiring person. The board of directors may also, until a flip-in event has occurred, waive the application of the Shareholder Rights Plan to any particular flip-in event, but in that event, the board of directors shall be deemed to have waived the application of the Shareholder Rights Plan to any other flip-in event which may arise under any take-over bid then in effect.

### *Amendments*

The board of directors may amend the Shareholder Rights Plan to correct clerical or typographical errors, to maintain the validity of the plan as a result of any changes in any applicable legislation or to increase or decrease the exercise price. Any amendments required to maintain the validity of the Shareholder Rights Plan must be submitted to the shareholders of the Registrant or, after the separation time, to the holders of the rights for confirmation.

Other amendments can only be made with the approval of the shareholders of the Registrant or, after the separation time, the holders of the rights. Any supplements or amendments to the Shareholder Rights Plan require the prior written consent of the TSX Toronto Stock Exchange.

### *Term*

The Shareholder Rights Plan has a term of 10 years; however, it is subject to ratification at the Meeting, and also at each of the shareholder meetings following the third and sixth anniversaries of the effective date of the Shareholder Rights Plan. If the Shareholder Rights Plan is not so ratified at any meeting, the Shareholder Rights Plan shall terminate forthwith.

The text of the ordinary resolution, in substantially the form which was presented to the shareholders, subject to such changes not affecting the general intent of the said resolution as may be required by the regulatory authorities or by counsel for the Registrant, is set forth below:

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BE IT RESOLVED, with or without amendment, as an ordinary resolution, that the Shareholder Rights Plan Agreement, dated for reference April 30, 2005, between the Company and Computershare Trust Company of Canada, as described in the Information Circular of the Company dated as at April 26, 2005, be and it is hereby approved, ratified and confirmed.

#### **10.C Material Contracts**

For the two years immediately preceding May 31, 2007, there were no material contracts entered into, other than contracts entered into in the ordinary course of business, to which the Registrant or any member of the group was a party, and other than as disclosed in this Form 20-F. For a description of those contracts entered into in the ordinary course of business refer to Item 4B Business Overview.

#### **10.D Exchange Controls**

There are no governmental laws, decrees or regulations in Canada relating to restrictions on the export or import of capital, or affecting the remittance of interest, dividends or other payments to non-resident holders of the Registrant's common shares. Any remittances of dividends to United States residents are, however, subject to a 15% withholding tax (10% if the shareholder is a corporation owning at least 10% of the outstanding common shares of the Registrant) pursuant to Article X of the reciprocal tax treaty between Canada and the United States.

Except as provided in the Investment Canada Act (the Act), there are no limitations under the laws of Canada, the Province of British Columbia or in the charter or any other constituent documents of the Registrant on the right of foreigners to hold or vote the common shares of the Registrant.

Management of the Registrant considers that the following general summary is materially complete and fairly describes those provisions of the Investment Canada Act pertinent to an investment by an American investor in the Registrant.

The following discussion summarizes the principal features of the Investment Canada Act for a non-resident who proposes to acquire the common shares.

The Investment Canada Act generally prohibits implementation of a reviewable investment by an individual, government or agency thereof, corporation, partnership, trust or joint venture (each an entity) that is not a "Canadian" as defined in the Investment Canada Act (a non-Canadian), unless after review, the Director of Investments appointed by the minister responsible for the Investment Canada Act is satisfied that the investment is likely to be of net benefit to Canada. An investment in the common shares by a non-Canadian other than a WTO Investor (as that term is defined by the Investment Canada Act, and which term includes entities which are nationals of or are controlled by nationals of member states of the World Trade Organization) when the Company was not controlled by a WTO Investor, would be reviewable under the Investment Canada Act if it

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was an investment to acquire control of the Registrant and the value of the assets of the Registrant, as determined in accordance with the regulations promulgated under the Investment Canada Act, equals or exceeds \$5 million for direct acquisition and over \$50 million for indirect acquisition, or if an order for review was made by the federal cabinet on the grounds that the investment related to Canada's cultural heritage or national identity, regardless of the value of the assets of the Registrant. An investment in the common shares by a WTO Investor, or by a non-Canadian when the Registrant was controlled by a WTO Investor, would be reviewable under the Investment Canada Act if it was an investment to acquire control of the Registrant and the value of the assets of the Registrant, as determined in accordance with the regulations promulgated under the Investment Canada Act was not less than a specified amount.

A non-Canadian would acquire control of the Registrant for the purposes of the Investment Canada Act if the non-Canadian acquired a majority of the common shares. The acquisition of one third or more, but less than a majority of the common shares would be presumed to be an acquisition of control of the Registrant unless it could be established that, on the acquisition, the Registrant was not controlled in fact by the acquirer through the ownership of the common shares.

Certain transactions relating to the common shares would be exempt from the Investment Canada Act, including: (a) an acquisition of the common shares by a person in the ordinary course of that person's business as a trader or dealer in securities; (b) an acquisition of control of the Registrant in connection with the realization of security granted for a loan or other financial assistance and not for a purpose related to the provisions of the Investment Canada Act; and (c) an acquisition of control of the Registrant by reason of an amalgamation, merger, consolidation or corporate reorganization following which the ultimate direct or indirect control in fact of the Registrant, through the ownership of the common shares, remained unchanged.

## **10.E Taxation**

**ALL SHAREHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISERS AS TO THE INCOME AND OTHER TAX CONSEQUENCES ARISING IN THEIR PARTICULAR CIRCUMSTANCES. THE FOLLOWING IS A SUMMARY ONLY AND OF A GENERAL NATURE AND IS NOT INTENDED, NOR SHOULD IT BE CONSTRUED, TO BE LEGAL OR TAX ADVISE TO ANY PARTICULAR SHAREHOLDER.**

### ***United States Federal Income Tax Consequences***

The following is a discussion of material United States federal income tax consequences, under current law, applicable to a US Holder (as hereinafter defined) of common shares of the Registrant. This discussion does not address consequences peculiar to persons subject to special provisions of federal income tax law, such as those described below as excluded from the definition of a US Holder. In addition, this discussion does not cover any state,

local or foreign tax consequences. (Refer to Certain Canadian Federal Income Tax Considerations for material Canadian federal income tax consequences).

The following discussion is based upon the sections of the Internal Revenue Code of 1986, as amended (the

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Code ), Treasury Regulations, published Internal Revenue Service ( IRS ) rulings, published administrative positions of the IRS and court decisions that are currently applicable, any or all of which could be materially and adversely changed, possibly on a retroactive basis, at any time and which are subject to differing interpretations. This discussion does not consider the potential effects, both adverse and beneficial, of any proposed legislation that, if enacted, could be applied, possibly on a retroactive basis, at any time. This discussion is for general information only and it is not intended to be, nor should it be construed to be, legal or tax advice to any holder or prospective holder of common shares of the Registrant and no opinion or representation with respect to the United States federal income tax consequences to any such holder or prospective holder is made. Accordingly, holders and prospective holders of common shares of the Registrant should consult their own tax advisors about the federal, state, local, and foreign tax consequences of purchasing, owning and disposing of common shares of the Registrant.

### **U.S. Holders**

As used herein, a U.S. Holder means a holder of common shares of the Registrant who is (i) a citizen or individual resident of the United States, (ii) a corporation or partnership created or organized in or under the laws of the United States or of any political subdivision thereof, (iii) an estate whose income is taxable in the United States irrespective of source or (iv) a trust subject to the primary supervision of a court within the United States and control of a United States fiduciary as described Section 7701(a)(30) of the Code. This summary does not address the tax consequences to, and U.S. Holder does not include, persons subject to specific provisions of federal income tax law, such as tax-exempt organizations, qualified retirement plans, individual retirement accounts and other tax-deferred accounts, financial institutions, insurance companies, real estate investment trusts, regulated investment companies, broker-dealers, persons or entities that have a functional currency other than the U.S. dollar, shareholders subject to the alternative minimum tax, shareholders who hold common shares as part of a straddle, hedging, conversion transaction, constructive sale or other arrangement involving more than one position, and shareholders who acquired their common shares through the exercise of employee stock options or otherwise as compensation for services. This summary is limited to U.S. Holders who own common shares as capital assets within the meaning of Section 1221 of the Code. This summary does not address the consequences to a person or entity holding an interest in a shareholder or the consequences to a person of the ownership, exercise or disposition of any options, warrants or other rights to acquire common shares.

### **Distribution on Common Shares of the Company**

U.S. Holders receiving dividend distributions (including constructive dividends) with respect to common shares of the Registrant are required to include in gross income for United States federal income tax purposes the gross amount of such distributions, equal to the U.S. dollar value of such distributions on the date of receipt (based on the exchange rate on such date), to the extent that the Registrant has current or accumulated earnings and profits, without reduction for any Canadian income tax withheld from such distributions. Such Canadian tax withheld may be credited, subject to certain limitations, against the U.S. Holder's federal income tax liability or, alternatively, may be deducted in computing the U.S. Holder's federal taxable income by those who itemize deductions. (The section, Foreign Tax Credit, below provides more details). To the extent that distributions exceed current or accumulated earnings and profits of the Registrant, they will be treated first as a return of capital up to the U.S. Holder's adjusted basis in the common shares and thereafter as gain from the sale or exchange of the common shares. Preferential tax rates for long-term capital gains are applicable to a U.S. Holder that is an individual, estate or trust. There are currently no preferential tax rates for long-term capital

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gains for a U.S. Holder that is a corporation.

In the case of foreign currency received as a dividend that is not converted by the recipient into U.S. dollars on the date of receipt, a U.S. Holder will have a tax basis in the foreign currency equal to its U.S. dollar value on the date of receipt. Generally any gain or loss recognized upon a subsequent sale or other disposition of the foreign currency, including the exchange for U.S. dollars, will be ordinary income or loss. However, an individual whose realized gain does not exceed \$200 will not recognize that gain, to the extent that there are no expenses associated with the transaction that meet the requirements for deductibility as a trade or business expense (other than travel expenses in connection with a business trip) or as an expense for the production of income.

Dividends paid on the common shares of the Registrant generally will not be eligible for the dividends received deduction provided to corporations receiving dividends from certain United States corporations. A U.S. Holder which is a corporation and which owns shares representing at least 10% of the voting power and value of the Registrant may, under certain circumstances, be entitled to a 70% (or 80% if the U.S. Holder owns shares representing at least 20% of the voting power and value of the Registrant) deduction of the United States source portion of dividends received from the Registrant (unless the Registrant qualifies as a passive foreign investment company, as defined below). The availability of this deduction is subject to several complex limitations that are beyond the scope of this discussion.

Certain information reporting and backup withholding rules may apply with respect to the Registrant's common shares. In particular, a payor or middleman within the U.S., or in certain cases outside the U.S., will be required to withhold 31% of any payments to a holder of the Registrant's common shares of dividends on, or proceeds from the sale of, such common shares within the U.S., unless the holder is an exempt recipient, if the holder fails to furnish its correct taxpayer identification number or otherwise fails to comply with, or establish an exemption from, the backup withholding tax requirements. Any amounts withheld under the U.S. backup withholding tax rules will be allowed as a refund or a credit against the U.S. Holder's U.S. federal income tax liability, provided the required information is furnished to the IRS. U.S. Holders are urged to consult their own tax counsel regarding the information reporting and backup withholding rules applicable to the Registrant's common shares.

### Foreign Tax Credit

A U.S. Holder who pays (or has withheld from distributions) Canadian income tax with respect to the ownership of common shares of the Registrant may be entitled, at the option of the U.S. Holder, to either receive a deduction or a tax credit for such foreign tax paid or withheld. Generally, it will be more advantageous to claim a credit because a credit reduces United States federal income taxes on a dollar-for-dollar basis, while a deduction merely reduces the taxpayer's income subject to tax. This election is made on a year-by-year basis and applies to all foreign taxes paid by (or withheld from) the U.S. Holder during that year. There are significant and complex limitations that apply to the credit among which is the general limitation that the credit cannot exceed the proportionate share of the U.S. Holder's United States income tax liability that the U.S. Holder's foreign source income bears to his or its worldwide taxable income. In the determination of the application of this limitation, the various items of income and deduction must be classified into foreign and domestic sources. Complex rules govern this classification process. In addition, this limitation is calculated separately with respect to specific classes of income such as passive income, high withholding

tax interest,

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financial services income, shipping income, and certain other classifications of income. Dividends distributed by the Registrant will generally constitute passive income or, in the case of certain U.S. Holders, financial services income for these purposes. In addition, U.S. Holders which are corporations that own 10% or more of the voting stock of the Registrant may be entitled to an indirect foreign tax credit under Section 902 with respect to the payment of dividends by the Registrant under certain circumstances and subject to complex rules and limitations. The availability of the foreign tax credit and the application of the limitations on the credit are fact specific, and U.S. Holders of common shares of the Registrant should consult their own tax advisors regarding their particular circumstances.

#### Disposition of Common Shares of the Company

A U.S. Holder will recognize gain or loss upon the sale of common shares of the Registrant equal to the difference, if any, between (i) the amount of cash plus the fair market value of any property received, and (ii) the shareholder's tax basis in the common shares of the Registrant. Preferential tax rates apply to long-term capital gains of U.S. Holders that are individuals, estates or trusts. This gain or loss will be capital gain or loss if the common shares are a capital asset in the hands of the U.S. Holder, which will be long-term capital gain or loss if the common shares of the Registrant are held for more than one year. Deductions for net capital losses are subject to significant limitations. For U.S. Holders which are not corporations, any unused portion of such net capital loss may be carried over to be used in later tax years until such net capital loss is thereby exhausted. For U.S. Holders that are corporations (other than corporations subject to Subchapter S of the Code), an unused net capital loss may be carried back three years and carried forward five years from the loss year to be offset against capital gains until such net capital loss is thereby exhausted.

#### Other Considerations

In the following circumstances, the above sections of this discussion may not describe the United States federal income tax consequences resulting from the holding and disposition of common shares:

##### *Foreign Investment Company*

If 50% or more of the combined voting power or total value of the Registrant's outstanding shares is held, directly or indirectly, by citizens or residents of the United States, United States domestic partnerships or Registrants, or estates or trusts other than foreign estates or trusts (as defined by the Code Section 7701(a)(31)), and the Registrant is found to be engaged primarily in the business of investing, reinvesting, or trading in securities, commodities, or any interest therein, it is possible that the Registrant may be treated as a "foreign investment company" as defined in Section 1246 of the Code, causing all or part of any gain realized by a U.S. Holder selling or exchanging common shares to be treated as ordinary income rather than capital gain. The Registrant does not believe that it currently qualifies as a foreign investment company. However, there can be no assurance that the Registrant will not be considered a foreign investment company for the current or any future taxable year.

*Passive Foreign Investment Company*

As a foreign corporation with U.S. Holders, the Registrant could potentially be treated as a passive foreign investment company ("PFIC"), as defined in Section 1297 of the Code, depending upon the percentage of the

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Registrant's income which is passive, or the percentage of the Registrant's assets which produce or are held for the production of passive income. U.S. Holders owning common shares of a PFIC are subject to the highest rate of tax on ordinary income in effect for the applicable taxable year and to an interest charge based on the value of deferral of tax for the period during which the common shares of the PFIC are owned with respect to certain excess distributions on and dispositions of PFIC stock. However, if the U.S. Holder makes a timely election to treat a PFIC as a qualified electing fund ("QEF") with respect to such shareholder's interest therein, the above-described rules generally will not apply. Instead, the electing U.S. Holder would include annually in his gross income his pro rata share of the PFIC's ordinary earnings and net capital gain regardless of whether such income or gain was actually distributed. A U.S. Holder of a QEF can, however, elect to defer the payment of United States federal income tax on such income inclusions. Special rules apply to U.S. Holders who own their interests in a PFIC through intermediate entities or persons. In addition, subject to certain limitations, U.S. Holders owning, actually or constructively, marketable (as specifically defined) stock in a PFIC will be permitted to elect to mark that stock to market annually, rather than be subject to the excess distribution regime of section 1291 described above. Amounts included in or deducted from income under this alternative (and actual gains and losses realized upon disposition, subject to certain limitations) will be treated as ordinary gains or losses. This alternative will apply to taxable years of U.S. Holders beginning after 1997 and taxable years of foreign corporations ending with or within such taxable years of U.S. Holders.

Because the PFIC determination is made annually on the basis of income and assets, there can be no assurance that the Registrant will not be classified a PFIC in the current or in a subsequent year. In addition, there can be no assurance that the Registrant's determination concerning its PFIC status will not be challenged by the IRS, or that it will be able to satisfy record keeping requirements which will be imposed on QEFs in the event that it qualifies as a PFIC.

#### *Controlled Foreign Registrant*

If more than 50% of the total combined voting power of all classes of shares entitled to vote or the total value of the shares of the Registrant is owned, actually or constructively, by citizens or residents of the United States, United States domestic partnerships or corporations, or estates or trusts other than foreign estates or trusts (as defined by the Code Section 7701(a)(31)), each of which own, actually or constructively, 10% or more of the total combined voting power of all classes of shares entitled to vote of the Registrant ( United States Shareholder ), the Registrant could be treated as a controlled foreign corporation ( CFC ) under Subpart F of the Code. This classification would affect many complex results, one of which is the inclusion of certain income of a CFC which is subject to current U.S. tax. The United States generally taxes United States shareholders of a CFC currently on their pro rata shares of the Subpart F income of the CFC. Such United States shareholders are generally treated as having received a current distribution out of the CFC's Subpart F income and are also subject to current U.S. tax on their pro rata shares of the CFC's earnings invested in U.S. property. The foreign tax credit described above may reduce the U.S. tax on these amounts. In addition, under Section 1248 of the Code, gain from the sale or exchange of shares by a U.S. Holder of common shares of the Registrant which is or was a United States Shareholder at any time during the five-year period ending with the sale or exchange is treated as ordinary income to the extent of earnings and profits of the Registrant attributable to the shares sold or exchanged. If a foreign corporation is both a PFIC and a CFC, the foreign corporation generally will not be treated as a PFIC with respect to United States Shareholders of the CFC. This rule generally will be effective for taxable years of United States Shareholders beginning after 1997 and for taxable years of foreign Registrants ending with or within such taxable years of United States Shareholders. Special

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rules apply to United States Shareholders who are subject to the special taxation rules under Section 1291 discussed above with respect to a PFIC. Because of the complexity of Subpart F, a more detailed review of these rules is outside of the scope of this discussion. The Registrant does not believe that it currently qualifies as a CFC. However, there can be no assurance that the Registrant will not be considered a CFC for the current or any future taxable year.

### ***Certain Canadian Federal Income Tax Considerations***

A brief description of certain provisions of the tax treaty between Canada and the United States is included below, together with a brief outline of certain taxes, including withholding provisions, to which United States security holders are subject under existing laws and regulations of Canada. The consequences, if any, of provincial, state and local taxes are not considered.

The following information is general and security holders should seek the advice of their own tax advisors, tax counsel or accountants with respect to the applicability or effect on their own individual circumstances of the matters referred to herein and of any provincial, state, or local taxes.

The discussion under this heading summarizes the principal Canadian federal income tax consequences of acquiring, holding and disposing of shares of common stock of the Registrant for a shareholder of the Registrant who is not a resident of Canada but is a resident of the United States and who will acquire and hold shares of common stock of the Registrant as capital property for the purposes of the *Income Tax Act* (Canada) (the Canadian Tax Act ). This summary does not apply to a shareholder who carries on business in Canada through a permanent establishment situated in Canada or performs independent personal services in Canada through a fixed base in Canada if the shareholder's holding in the Registrant is effectively connected with such permanent establishment or fixed base. This summary is based on the provisions of the Canadian Income Tax Act and the regulations thereunder and on an understanding of the administrative practices of Canada Customs & Revenue Agency, and takes into account all specific proposals to amend the Canadian Tax Act or regulations made by the Minister of Finance of Canada as of the date hereof. It has been assumed that there will be no other relevant amendment of any governing law although no assurance can be given in this respect. This discussion is general only and is not a substitute for independent advice from a shareholder's own Canadian and U.S. tax advisors.

The provisions of the Canadian Tax Act are subject to income tax treaties to which Canada is a party, including the Canada-United States Income Tax Convention (1980), as amended (the Convention ).

### **Dividends on Common Shares and Other Income**

Under the Canadian Tax Act, a non-resident of Canada is generally subject to Canadian withholding tax at the rate of 25 percent on dividends paid or deemed to have been paid to him or her by a corporation resident in Canada. The Convention limits the rate to 15 percent if the shareholder is a resident of the United States and the dividends are beneficially owned by and paid to such shareholder, and to 5 percent if the shareholder is also a corporation that beneficially owns at least 10 percent of the voting stock of the payor corporation.

The amount of a stock dividend (for tax purposes) would generally be equal to the amount by which the paid up or stated capital of the Registrant had increased by reason of the payment of such dividend. The Registrant will furnish additional tax information to shareholders in the event of such a dividend. Interest paid or deemed to be paid on the Registrant's debt securities held by non-Canadian residents may also be subject to Canadian

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withholding tax, depending upon the terms and provisions of such securities and any applicable tax treaty.

The Convention generally exempts from Canadian income tax dividends paid to a religious, scientific, literary, educational or charitable organization or to an organization operated exclusively to administer or provide pension, retirement or employee benefit fund, if the organization is a resident of the United States and is generally exempt from income tax under the laws of the United States provided it is not carrying on a trade or business.

### **Dispositions of Common Shares**

Under the Canadian Tax Act, subject to certain restrictions, a taxpayer's capital gain or capital loss from a disposition of a share of common stock of the Registrant is the amount, if any, by which his or her proceeds of disposition exceed (or are exceeded by, respectively) the aggregate of his or her adjusted cost base of the share and reasonable expenses of disposition. The capital gain or loss must be computed in Canadian currency using a weighted average adjusted cost base for identical properties. Fifty percent of the capital gains net of losses are included in income. The amount by which a shareholder's capital loss exceeds the capital gain in a year may be deducted from a capital gain realized by the shareholder in the three previous years or any subsequent year, subject to certain restrictions in the case of a corporate shareholder.

Under the Canadian Tax Act, a non-resident of Canada is subject to Canadian tax on taxable capital gains, and may deduct allowable capital losses, realized on a disposition of "taxable Canadian property". Shares of common stock of the Registrant will constitute taxable Canadian property of a shareholder at a particular time if the shareholder used the shares in carrying on business in Canada, or if at any time in the five years immediately preceding the disposition 25% or more of the issued shares of any class or series in the capital stock of the Registrant belonged to one or more persons in a group comprising the shareholder and persons with whom the shareholder and persons with whom the shareholder did not deal at arm's length and in certain other circumstances.

The Convention relieves United States residents from liability for Canadian tax on capital gains derived on a disposition of shares unless:

(a)

the value of the shares is derived principally from real property in Canada, including the right to explore for or exploit natural resources and rights to amounts computed by reference to production;

(b)

the shareholder was resident in Canada for 120 months during any period of 20 consecutive years preceding the disposition, and at any time during the 10 years immediately preceding, the disposition and the shares were owned by him or her when he or she ceased to be resident in Canada; or

(c)

the shares formed part of the business property of a permanent establishment that the holder has or had in Canada within the 12 months preceding the disposition.

**10.F Dividends and Paying Agents**

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Not applicable.

#### **10.G Statement by Experts**

Not applicable.

#### **10.H Documents on Display**

Copies of documents referred to in this Form 20-F may be inspected at the Registrant's corporate office at Suite #301 - 700 West Pender Street, Vancouver, British Columbia, Canada, V6C 1G8. The Registrant may require the payment of a reasonable fee in respect of a request made by a person who is not a security holder of the Registrant.

The Registrant's documents publicly filed with the Securities and Exchange Commission may also be viewed and inspected at the SEC's Public Reference Room located at 100 F St. NE, Washington, DC, USA, 20549. Copies may also be obtained from the SEC at prescribed rates.

#### **10.I Subsidiary Information**

Item 4.C provides further information.

### **ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The Registrant believes that it does not have any material exposure to interest risks. The Registrant does not own any derivative instruments, does not engage in any hedging transactions and does not have any outstanding long-term debt. Item 3.D provides information concerning risk factors.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

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**PART II**

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

**14.A-D**

None.

**14.E Proceeds**

Not Applicable.

ITEM 15. CONTROLS AND PROCEDURES

**Disclosure Controls and Procedures**

At the end of the period covered by this report, an evaluation was carried out under the supervision of and with the participation of the Registrant's management, including the Chief Executive Officer ( CEO ) and Chief Financial Officer ( CFO ), of the effectiveness of the design and operations of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act). Based on that evaluation the CEO and the CFO have concluded that as of the end of the period covered by this report, the Registrant's disclosure controls and procedures were adequately designed and effective in ensuring that: (i) information required to be disclosed by the Registrant in reports that it files or submits to the Securities and Exchange Commission under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and (ii) material information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to the Registrant's management, including its CEO and CFO, as appropriate, to allow for accurate and timely decisions regarding required disclosure.

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## Management's Report on Internal Control over Financial Reporting

The Registrant's management, including the CEO and CFO, does not expect that its disclosure controls and procedures or internal controls and procedures will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Registrant have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

As a non-accelerated filer as defined in Rule 12b-2 of the Exchange Act of 1934, as amended, the Registrant is not required to provide management's report on internal control over financial reporting until its annual report for the year ended December 31, 2007. Further, the Registrant's independent registered public accounting firm is not required to provide an attestation on management's report on internal control over financial reporting until the Company's annual report for the fiscal year ended December 31, 2008. Therefore, this report does not include management's report on internal control over financial reporting or an attestation report of the Registrant's registered public accounting firm regarding internal controls over financial reporting due to temporary rules of the Securities and Exchange Commission.

## Changes in Internal Controls over Financial Reporting

There were no changes in the Registrant's internal controls over financial reporting identified in connection with the evaluation described above that occurred during the period covered by this annual report that has materially affected or is reasonably likely to affect the Registrant's internal control over financial reporting.

ITEM 16. AUDIT COMMITTEE FINANCIAL EXPERT, CODE OF ETHICS AND PRINCIPAL ACCOUNTANT FEES AND SERVICES

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## 16.A Audit Committee Financial Expert

The Registrant's audit committee is comprised of three directors, as set forth below:

Derek Bullock

Leonard Harris

William Price

No one person has been identified as a financial expert given that all of the members of the audit committee are financially literate, meaning that they must be able to read and understand financial statements. The Board of Directors has determined that its members of the Audit Committee have sufficient skills to satisfy its duties given the stage and size of the Registrant.

### *Relevant Education and Experience*

*Derek Bullock* - Mr. Bullock has a Masters degree from Queens University and is the past President of Iamgold Corporation. He is currently on the audit committee of Iamgold Corporation and is also on the audit committee of Goldcrest Resources Ltd.

*Leonard Harris* - Mr. Harris is a professional engineer with a metallurgy diploma and 50 years experience in all aspects of mineral processing and mining operations world wide, including the construction of the Yanacocha gold mine in Peru. Since 1995, Mr. Harris has been a consultant and director of several small cap mining companies including Glamis Gold (former director), Solitario Resources, Alamos Gold Inc., Corriente Resources (former director), Cardero Resources, Endeavour Silver Corp. and the Registrant, as well as Aztec Metals Corp. (a private company).

*William Price* - Mr. Price has significant experience and expertise in the financial world, having served as the Chairman, CEO and CIO of RCM Capital Management LLC and as Global Chief Investment Officer of Allianz Global Investors AG. Mr. Price was a research analyst in the 1960's for well recognized firms in the US equity markets, taking on the additional responsibility of portfolio manager with Donaldson, Lufkin, Jenrette in 1970. Starting in 1977, Mr. Price became an early partner in RCM Capital Management and ultimately led the Company as CEO. RCM Capital Management had more than US\$30 billion under management upon his retirement in 2003.

## 16.B Code of Ethics

The Registrant has not adopted a formal written code of ethics given its relatively small size.

Directors, including the director/employee of the Registrant, are subject to the laws of the Province of British Columbia, Canada, whereby they are required to act honestly, in good faith and in the best interests of the Registrant. Also, the corporate secretary who is a securities lawyer is available to the management of the Registrant to provide a high standard of due care in the activities of the Registrant and to provide guidance when needed.

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The Registrant expects all directors, officers and employees to abide by the following code of ethics which have been communicated to them:

- 
- act with honesty and integrity and in an ethical manner resolve any actual or apparent conflicts of interest between personal and professional relationships;
- 
- ensure that any public filings or announcements, whether they are statutory or regulatory filings or other documents submitted for public disclosure and communication, are accurate, complete, fair, timely and understandable in all material respects, taking into consideration applicable standards and regulations;
- 
- compliance with applicable laws, rules and regulations; and
- 
- prompt internal reporting of any violations, whether actual or potential, in the code of ethics.

**16.C Principal Accountant Fees and Services**

The following table discloses accounting fees and services of the Registrant:

(Stated in terms of Canadian dollars)

<u>Type of Services Rendered</u>	<u>2006</u> <u>Fiscal Year</u> (CAD\$)	<u>2005</u> <u>Fiscal Year</u> (CAD\$)
(a) Audit Fees	\$65,000	\$55,000

(b) Audit-Related Fees	\$10,000	\$15,000
(c) Tax Fees	Nil	Nil
(d) All Other Fees	Nil	Nil

At an Audit Committee meeting held in March 2007, the Audit Committee pre-approved all services to be performed by the auditors including certain non-audit services requested by management for the 2007 fiscal year until the next Audit Committee meeting concerning the financial statements for the year ended December 31, 2007, which services are not prohibited services under the independence requirements of the Securities and Exchange Commission or professional standards in Canada or the United States.

**16.D Exemptions from the Listing Standards for Audit Committees**

Not applicable.

**16.E Purchases of Equity Securities by the Registrant and Affiliated Purchasers**

None.

**PART III**

**ITEM 17. FINANCIAL STATEMENTS**

The following financial statements and related schedules are included in this Item:

<b>Financial Statements</b>	<b>Page # in Sequential Numbering System</b>
1.1	97
Report of Independent Registered Public Accounting Firm dated March 16, 2007, except as to Note 4(d) which is as of March 20, 2007.	
1.2	98
Consolidated balance sheets as at December 31, 2006 and 2005 together with the consolidated statements of operations and deficit and cash flows for each of the years ended December 31, 2006, 2005 and 2004.	

**ITEM 18. FINANCIAL STATEMENTS**

Not Applicable

ITEM 19. EXHIBITS

Exhibit #	Description	Exhibits	Page # in Sequential Numbering System
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1-1	Notice of Articles and Articles (Business Corporations Act of British Columbia)	Previously filed as Exhibit 2.1 in the Form 20-F with the SEC on July 12, 2005
1-2	Shareholders Right Plan dated April 30, 2005	Previously filed as Exhibit 2.2 in the Form 20-F with the SEC on July 12, 2005
8-1	List of Material Subsidiaries	107
12-1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Bradford J. Cooke)	94
12-2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Philip Yee)	95
13-1.	Certification pursuant to Title 18, United States Code, Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Bradford J. Cooke)	123
13-2	Certification pursuant to Title 18, United States Code, Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Philip Yee)	123
15-1	Resource Potential, New Polaris Project (dated March 14, 2007)	Previously filed on Form 6-K with the SEC on June/July 2007
15-2	Summary Report on the Benzdorp Project Suriname (dated March 22, 2007)	Previously filed on Form 6-K with the SEC on June/July 2007

**SIGNATURE**

The Registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

DATED at Vancouver, British Columbia, Canada, as of March 7, 2008.

**CANARC RESOURCE CORP.**

Per:

/s/

*Bradford J. Cooke*

Bradford J. Cooke, Chief Executive Officer and Director

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**EXHIBIT 12.1**

**CERTIFICATIONS**

I, Bradford J. Cooke, certify that:

1.

I have reviewed this annual report on Form 20-F of Canarc Resource Corp.;

2.

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.

Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4.

The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and have:

a.

Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b.

Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c.

Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5.

The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

a.

All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

b.

Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

DATED at Vancouver, British Columbia, Canada, as of March 7, 2008.

/s/

*Bradford J. Cooke*

Bradford J. Cooke, Chief Executive Officer and Director

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*Canarc Resource Corp.*

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**EXHIBIT 12.2**

**CERTIFICATIONS**

I, Philip Yee, certify that:

1.

I have reviewed this annual report on Form 20-F of Canarc Resource Corp.;

2.

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.

Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4.

The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and have:

a.

Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b.

Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c.

Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5.

The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

a.

All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

b.

Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

DATED at Vancouver, British Columbia, Canada, as of March 7, 2008.

/s/

*Philip Yee*

Philip Yee, Chief Financial Officer

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**Consolidated Financial Statements of**

**CANARC RESOURCE CORP.**

**(expressed in thousands of United States dollars)**

**Years ended December 31, 2006, 2005 and 2004**

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*Canarc Resource Corp.*

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors

Canarc Resource Corp.

We have audited the accompanying consolidated balance sheets of Canarc Resource Corp. as of December 31, 2006 and 2005 and the consolidated statements of operations and deficit and cash flows for each of the years in the three-year period ended December 31, 2006. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our audit opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Canarc Resource Corp. as of December 31, 2006 and 2005 and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2006 in accordance with Canadian generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in note 1 to the consolidated financial statements, the Company has suffered recurring losses from operations and has insufficient working capital to meet its planned business objectives that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Canadian generally accepted accounting principles vary in certain significant respects from accounting principles generally accepted in the United States of America. Information relating to the nature and effect of such differences is presented in note 12 to the consolidated financial statements.

*/s/ KPMG LLP*

Chartered Accountants



Vancouver, Canada

March 16, 2007, except as to Note 4(d) which is as of March 20, 2007.

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**CANARC RESOURCE CORP.**

## Consolidated Balance Sheets

(expressed in thousands of United States dollars)

	<b>December 31, 2006</b>	December 31, 2005
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	<b>\$ 2,267</b>	\$ 489
Marketable securities (Note 3)	<b>522</b>	899
Receivables and prepaids	<b>105</b>	48
Receivable from disposition of subsidiary - current portion (Note 4(c)(i))	<b>50</b>	-
	<b>2,944</b>	1,436
<b>NONCURRENT ASSETS</b>		
Mineral properties (Note 4)	<b>15,224</b>	9,658
Equipment (Note 5)	<b>7</b>	10
Receivable from disposition of subsidiary - long-term portion (Note 4(c)(i))	<b>200</b>	-
Long-term investment (Note 6)	<b>72</b>	78
	<b>15,503</b>	9,746
	<b>\$ 18,447</b>	\$ 11,182
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued liabilities	<b>\$ 235</b>	\$ 235
<b>SHAREHOLDERS' EQUITY</b>		
Share capital (Note 7(a))	<b>55,629</b>	49,150
Contributed surplus (Note 7(b))	<b>1,855</b>	1,502
Deficit	<b>(39,272)</b>	(39,705)

<b>18,212</b>	10,947
<b>\$ 18,447</b>	\$ 11,182

Nature of operations (Note 1)  
Commitments and contingencies (Note 4)  
Subsequent events (Notes 4(d) and 7(c))

Refer to the accompanying notes to the consolidated financial statements.

Approved by the Directors:

/s/

*Bradford Cooke*

/s/

*Leonard Harris*

Director

Director

**CANARC RESOURCE CORP.**

## Consolidated Statements of Operations and Deficit

(expressed in thousands of United States dollars, except per share amounts)

	<b>Years ended December 31,</b>		
	<b>2006</b>	2005	2004
<b>Expenses:</b>			
Amortization	\$ 3	\$ 4	\$ 5
Corporate development	294	8	16
Employee and director remuneration (Note 8)	429	137	201
Foreign exchange gain	(14)	(40)	(42)
General and administrative	337	317	336
Shareholder relations	307	113	153
Share appreciation rights	-	3	-
Stock-based compensation (Note 7(c))	454	432	639
Travel	-	7	63
<b>Loss before the undernoted</b>	<b>(1,810)</b>	(981)	(1,371)
Equity loss from investment in affiliated company	(6)	(3)	-
Gain on disposition of marketable securities	1,598	1,225	667
Gain on dilution from long term investment (Note 6)	-	621	-
Gain from disposition of subsidiary (Note 4(c)(i))	600	-	-
Investment and other income	81	2	13
Non-controlling interest	-	22	37
Write-down of marketable securities	(30)	(2)	(4)
Write-down of mineral properties	-	(170)	(3,143)
Write-off of debt due from affiliated company (Note 6)	-	(542)	-
Write-off of equipment	-	-	(212)

<b>Income (loss) before income tax</b>	<b>433</b>	172	(4,013)
Future income tax recovery (Note 7(a)(i))	-	143	-
<b>Income (loss) for the year</b>	<b>433</b>	315	(4,013)
Deficit, beginning of the year	<b>(39,705)</b>	(40,020)	(36,007)
<b>Deficit, end of the year</b>	<b>\$ (39,272)</b>	\$ (39,705)	\$ (40,020)
<b>Basic and diluted earnings (loss) per share</b>	<b>\$ 0.01</b>	\$ 0.01	\$ (0.07)
Weighted average number of shares outstanding	<b>63,462,293</b>	58,518,229	55,956,982

Refer to the accompanying notes to the consolidated financial statements.

**CANARC RESOURCE CORP.**

## Consolidated Statements of Cash Flows

(expressed in thousands of United States dollars)

	<b>Years ended December 31,</b>		
	<b>2006</b>	<b>2005</b>	<b>2004</b>
<b>Cash provided from (used for):</b>			
<b>Operations:</b>			
Income (loss) for the year	<b>\$ 433</b>	\$ 315	\$ (4,013)
Items not involving cash:			
Amortization	<b>3</b>	4	5
Equity loss from investment in affiliated company	<b>6</b>	3	-
Gain on disposition of marketable securities	<b>(1,598)</b>	(1,225)	(667)
Gain on dilution from long term investment	-	(621)	-
Gain on disposition of subsidiary (Note 4(c)(i))	<b>(600)</b>	-	-
Future income tax recovery	-	(143)	-
Non-controlling interest	-	-	(37)
Share appreciation rights	-	3	-
Stock-based compensation	<b>454</b>	432	639
Unrealized currency translation gain	<b>(9)</b>	(29)	(66)
Write-down of marketable securities	<b>30</b>	2	4
Write-down of mineral properties	-	170	3,143
Write-off of debt due from affiliated company (Note 6)	-	542	-
Write-off of equipment	-	-	212
	<b>(1,281)</b>	(547)	(780)
Changes in non-cash working capital items:			
Receivables and prepaids	<b>(57)</b>	67	(79)
Due to/from related parties	-	(118)	149
Accounts payable and accrued liabilities	-	(35)	(65)
	<b>(1,338)</b>	(633)	(775)

**Financing:**

Issuance of common shares	<b>6,378</b>	38	1,253
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**Investing:**

Proceeds from disposal of marketable securities	<b>2,452</b>	2,009	1,245
Proceeds from disposition of subsidiary	<b>450</b>	-	-
Acquisition of marketable securities	<b>(498)</b>	(789)	(1,190)
Mineral properties, net of recoveries	<b>(5,666)</b>	(851)	(1,720)
	<b>(3,262)</b>	369	(1,665)

<b>Increase (decrease) in cash and cash equivalents</b>	<b>1,778</b>	(226)	(1,187)
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Cash and cash equivalents, beginning of year	<b>489</b>	715	1,902
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<b>Cash and cash equivalents, end of year</b>	<b>\$ 2,267</b>	\$ 489	\$ 715
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Supplemental disclosure with respect to cash flows (Note 11).

Refer to the accompanying notes to the consolidated financial statements.

**1.**

**Nature of Operations**

Canarc Resource Corp. (the Company), a company incorporated under the laws of British Columbia, is in the mineral exploration business and has not yet determined whether its mineral properties contain reserves that are economically recoverable. The recoverability of amounts capitalized for mineral properties is dependent upon the existence of economically recoverable reserves in its mineral properties, the ability of the Company to arrange appropriate financing to complete the development of its properties, confirmation of the Company's interest in the underlying properties (Notes 4(e) and 4(f)), the receipt of necessary permitting and upon future profitable production or proceeds from the disposition thereof.

The Company has incurred significant operating losses and has an accumulated deficit of \$39,272,000 at December 31, 2006. Furthermore, the Company has working capital of \$2,709,000 as at December 31, 2006, which is not sufficient to achieve the Company's planned business objectives. These financial statements have been prepared on a going concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent on the continued financial support from its shareholders and other related parties, the ability of the Company to raise equity financing, and the attainment of profitable operations, external financings and further share issuances to meet the Company's liabilities as they become payable. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary, should the Company be unable to continue as a going concern.

**2.**

**Significant Accounting Policies**

(a)

Basis of presentation:



These consolidated financial statements include the accounts of the Company and its subsidiaries, all of which are wholly-owned except for:

-

Sara Kreek Resource Corporation N.V. ( Sara Kreek Resource ), in which the Company previously held an 80% interest but was disposed in April 2006;

-

Aztec Metals Corp. ( Aztec ), in which the Company held a 63% interest as at December 31, 2004 and diluted its interest to 27% as at December 31, 2005 when its investment was accounted using the equity method (Note 6) and further diluted its interest to 19% on March 31, 2006 after which its investment was accounted using the cost method;

-

Carib Industries Ltd., in which the Company holds a 78.5% interest; and

-

its 40% owned investee, Benzdorp Gold N.V., which is proportionately consolidated.

All significant intercompany transactions and balances have been eliminated.

(b)

Cash and cash equivalents:

Cash and cash equivalents include cash and short-term liquid investments having terms to maturity when acquired of three months or less. Short-term investments having terms to maturity when acquired of greater than three months and less than one year are included in marketable securities.

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2.

**Significant Accounting Policies** (continued)

(c)

Marketable securities:

Marketable securities include investments in shares of companies and other investments capable of reasonably prompt liquidation. Share investments are carried at the lower of cost and quoted market value at the reporting date. Short-term deposits and other short-term investments are carried at the lower of cost plus accrued interest and quoted market value.

(d)

Mineral properties:

All costs related to investments in mineral properties are capitalized on a property-by-property basis. Such costs include mineral property acquisition costs and exploration and development expenditures, net of any recoveries. The costs related to a property from which there is production, together with the costs of mining equipment, will be amortized using the unit-of-production method. When there is little prospect of further work on a property being carried out by the Company or its partners or when a property is abandoned or when the capitalized costs are not considered to be economically recoverable, the related property costs are written down to the amount recoverable.

The amounts shown for mineral properties represent costs incurred to date, less recoveries and write-downs, and are not intended to reflect present or future values.

(e)

Equipment:

Equipment is recorded at cost and, for that equipment subject to amortization, the Company uses the declining balance method at rates varying from 20% to 30% annually. Amortization on equipment used directly on exploration projects is included in mineral properties.

(f)

Long-term investment:

Investment in shares of an affiliated company in which the Company's ownership is greater than 20% but no more than 50% is, where significant influence is present, accounted for by the equity method. Investment in shares in which the Company's ownership is less than 20%, where significant influence does not exist, is accounted for by the cost method.

(g)

Stock-based compensation plan:

The Company has a share option plan which is described in Note 7(c). The Company records all stock-based payments using the fair value method. Under the fair value method, stock-based payments are measured at the fair value of the consideration received or the fair value of the equity instruments issued or liabilities incurred, whichever is more reliably measurable, and are charged to operations over the vesting period. The offset is credited to contributed surplus. Consideration received on the exercise of stock options is recorded as share capital and the related contributed surplus is transferred to share capital.

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2.

**Significant Accounting Policies** (continued)

(h)

Asset retirement obligations:

Any statutory, contractual or other legal obligations related to the retirement of tangible long-lived assets when such obligations are incurred, are recognized if a reasonable estimate of fair value can be made. These obligations are measured initially at fair value and the resulting costs capitalized to the carrying value of the related asset. In subsequent periods, the liability is adjusted for any changes in the amount or timing and for the discounting of the underlying future cash flows. The capitalized asset retirement cost is amortized to operations over the life of the asset. No liability has been recorded as the Company is in the exploration and/or pre-feasibility stage for its properties and the fair value of the liability cannot be reasonably estimated at this stage.

(i)

Income taxes:

The Company follows the asset and liability method for accounting for income taxes. Under this method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and losses carried forward. Future tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the substantive enactment date. Future tax assets are recognized to the extent that they are considered more likely than not to be realized. The valuation of future income tax assets is adjusted, if necessary, by the use of a valuation allowance to reflect the estimated realizable amount.

(j)

Earnings (loss) per share:

Basic earnings (loss) per share is computed by dividing the earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the year. For all years presented, earnings (loss) available to common shareholders equals the reported earnings (loss). The Company uses the treasury stock method for calculating diluted earnings per share. Under the treasury stock method, the weighted average number of common shares outstanding used for the calculation of diluted earnings per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the year. In the Company's case, diluted earnings (loss) per share presented is the same as basic earnings (loss) per share as the effect of outstanding options and warrants in the earnings (loss) per share calculation would be anti-dilutive.

(k)

Foreign currency translation:

The Company uses the United States dollar as its reporting currency, and accounts denominated in currencies other than the United States dollar have been translated as follows:

Revenue and expense items at the rate of exchange in effect on the transaction date;

Non-monetary assets and liabilities at historical exchange rates, unless such items are carried at market, in which case they are translated at the exchange rate in effect on the balance sheet date; and

Monetary assets and liabilities at the exchange rate at the balance sheet date.

Exchange gains and losses are recorded in the statement of operations in the period in which they occur.

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2.

**Significant Accounting Policies** (continued)

(l)

Flow-through shares:

A provision at the date of the actual renunciation is recognized by a reduction in the amount included in share capital relating to the flow-through shares for the future income taxes related to the deductions foregone by the Company.

(m)

Use of estimates:

The preparation of financial statements requires management to make estimates that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates relate to impairment of mineral properties, determination of reclamation obligations, valuation allowances for future income tax assets, and assumptions used in determining the fair value of non-cash stock-based compensation. Actual results could differ from those estimates.

(n)

Fair value of financial instruments:

The fair values of the Company's cash and cash equivalents, receivables, and accounts payable and accrued liabilities approximate their carrying values due to the short terms to maturity. The fair value of marketable securities is disclosed in Note 3.

(o)

Variable interest entities:

Effective January 1, 2005, the Company adopted the Canadian Institute of Chartered Accountants Accounting Guideline 15, "*Consolidation of Variable Interest Entities*" ("AcG15") on a prospective basis. AcG15 prescribes the application of consolidation principles for entities that meet the definition of a variable interest entity ( VIE ). An enterprise holding other than a voting interest in a VIE could, subject to certain conditions, be required to consolidate the VIE if it is considered its primary beneficiary whereby it would absorb the majority of the VIE s expected losses, receive the majority of its expected residual returns, or both. The adoption of this new standard had no effect on the consolidated financial statements as the Company does not have any VIE s.

(p)

Comparative figures:

Certain of the prior years comparative figures have been reclassified to conform to the presentation adopted in the current year.

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**3.****Marketable Securities**

	2006	2005
Investment in shares of companies, at cost	\$ 497	\$ 893
Unrealized foreign exchange gains (cumulative write-downs)	25	6
	\$ 522	\$ 899

The quoted market value of shares of companies is \$1,359,000 at December 31, 2006 (2005 - \$2,470,000).

Investment in shares of companies includes shares of Endeavour Silver Corp. ( Endeavour ), a company which has certain directors in common with the Company. At December 31, 2006, these shares had a cost of \$367,000 (2005 - \$850,000), a carrying value of \$367,000 (2005 - \$850,000) and a quoted market value of \$1,156,000 (2005 - \$2,374,000). In 2005, the Company exercised 250,000 warrants of Endeavour with an exercise price of CAD\$0.35 and an expiry date of October 6, 2005, and also exercised 200,000 warrants with an exercise price of CAD\$2.00 and an expiry date of October 22, 2005. Endeavour's shares closed at CAD\$4.53 at the end of fiscal 2006.

**4.****Mineral Properties**

2006		2005	
Acquisition	Exploration/	Acquisition	Exploration/

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	Costs	Development	Total	Costs	Development	Total
<b>British Columbia:</b>						
New Polaris (Note 4(a)(i))	\$ 3,605	\$ 6,077	\$ 9,682	\$ 3,605	\$ 1,229	\$ 4,834
<b>Suriname:</b>						
Sara Kreek (Note 4(c)(i))	-	-	-	100	-	100
Benzdorp (Note 4(c)(ii))	301	5,241	5,542	301	4,423	4,724
	\$ 3,906	\$ 11,318	\$ 15,224	\$ 4,006	\$ 5,652	\$ 9,658

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**4.**

**Mineral Properties** (continued)

(a)

British Columbia:

(i)

New Polaris:

The New Polaris property, which is located in the Atlin Mining Division, British Columbia, is 100% owned by the Company subject to a 15% net profit interest which may be reduced to a 10% net profit interest within one year of commercial production by issuing 150,000 common shares to Rembrandt Gold Mines Ltd. Acquisition costs at December 31, 2006 and 2005 include a reclamation bond for CAD\$249,000.

(ii)

Eskay Creek:

The Company owns a one-third carried interest in the Eskay Creek property, Skeena Mining Division, British Columbia, pursuant to a joint venture with Barrick Gold Corporation ( Barrick ). The property is subject to a 2% net smelter return in favour of a related company. In 2005, the Company elected to write-off the associated property costs.

(b)

Bellavista, Costa Rica:

The Company holds a net profit interest in the Bellavista property, which is located near San Jose, Costa Rica. A property agreement giving Glencairn Gold Corporation ( Glencairn ) the right to earn a 100% working interest in the property calls for pre-production payments to be made to the Company in the amount of \$117,750 annually up to and including the year commercial production commences. The pre-production payments for the years ended December 31, 2003 and 2002 were made by the previous property holder, Wheaton River Minerals Inc. ( Wheaton ), for cash of \$58,875 and the issuance of 529,000 common shares of Wheaton. Glencairn paid the Company \$120,546 in fiscal 2005. In December 2005, Glencairn declared commercial production in its Bellavista mine.

The Company has a net profit interest in Bellavista in which the Company is entitled to 5.67% of the net profits during the first payback period, as defined, then increasing to 10.40% during the second payback period and then to 20.24% of net profits thereafter, once commercial production commences. Thirty-five percent of this net profit interest will reduce the net profit interest to be received from Glencairn until \$317,741 in advance royalty payments are repaid.

4.

**Mineral Properties** (continued)

(c)

Suriname:

(i)

Sara Kreek:

As at December 31, 2005, the Company held 80% of the shares of Sara Kreek Resource, the company that holds the Sara Kreek concession. The Company was to issue an additional 200,000 shares to the vendor, Suriname Wylap Development N.V., ( Wylap Development ) upon completing a feasibility study and commencing commercial production of the underground deposits. In fiscal 2004, the property was written down by \$3,184,000 to a nominal \$100,000 in accordance with Canadian generally accepted accounting principles. A loan to Wylap Development that was included in acquisition costs, with a principal balance of \$400,000 plus accrued interest remained outstanding as at December 31, 2005.

On April 15, 2006, the Company entered into a Settlement and Termination Agreement with Wylap Development to transfer its interest in Sara Kreek Resource to Wylap Development. The Company received a cash payment of \$400,000 and receive the greater of \$50,000 per year, payable semi-annually, or 1.5% royalty on annual gross production from the Sara Kreek property until December 31, 2011, in settlement of all claims, loans and advances owed to the Company, of which \$50,000 was received in 2006.

(ii)

Benzdorp:

In April 1996, the Company entered into an option agreement with Grasshopper Aluminum Company N.V. ( Grassalco ) to earn up to an 80% interest in the Benzdorp property by making cumulative cash payments of \$750,000 and property expenditures totalling \$5 million over a four-year period. In August 2002, the Company and Grassalco



amended the option agreement. Cash payments prior to commercial production were reduced to \$300,000 with the balance of \$450,000 to be paid on or before 30 days after the commencement of commercial production, and exploration expenditures of \$5 million were to be incurred by April 2005. In April 2005 a further amendment to the option agreement was made which extended the date, by which the property expenditures had to be completed, to December 6, 2005, subject to a payment of \$40,000 which was made by the Company in April 2005. By December 6, 2005, the Company incurred property expenditures in excess of \$5 million.

Pursuant to the amended option agreement, the Company will owe Grassalco an additional \$250,000 payable on or before 30 days after the commencement of commercial production if a feasibility study has not been completed by October 6, 2005. For the years 2006 to 2008, the Company will owe an additional \$250,000 payable on or before 30 days after the commencement of commercial production. However, if a feasibility study has not been completed by October 6, 2008, then the annual additional cash payments of \$250,000 will increase at that time to \$500,000 payable on or before 30 days after the commencement of commercial production. These additional cash payments will be treated as advance payments against Grassalco's shareholder ownership interest and will be deductible from Grassalco's net profit share or net smelter profit from exploiting the deposits. As at December 31, 2006, the Company did not complete a feasibility study.



4.

**Mineral Properties** (continued)

(c)

Suriname: (continued)

(ii)

Benzdorp: (continued)

The Company has earned a 40% interest in the Benzdorp property, and expects to exercise its right to increase its interest by making additional option payments (Note 4(e)). During fiscal 2004, Grassalco transferred the Benzdorp concessions to an incorporated company in which the Company owns 40% and Grassalco owns 60%.

The exploration concessions for the Benzdorp property are due to expire in July 2007. An extension is available at the discretion of the Suriname Minister of Mines.

(d)

Mexico:

(i)

Providencia and San Felix:

In March 2007, the Company entered into an option agreement to acquire a 100% interest in the Providencia and San Felix gold/silver properties by issuing 30,000 common shares to the vendors on signing a formal agreement within 30

days and making \$2 million in cash payments over a 2 ½ year period, including \$30,000 on signing. The vendors will retain a 2 ½ % net smelter return royalty ( NSR ), and the Company has the right to reduce the royalty to 1 ½ % at any time by paying \$750,000 and issuing an option to the vendors to purchase 250,000 common shares of the Company at the five day closing share price average on the Toronto Stock Exchange prior to the royalty reduction.

(ii)

Los Arrastres:

In March 2007, the Company entered into an option agreement to acquire a 100% interest in the Los Arrastres gold/silver property by making \$2.5 million in cash payments and spending \$2 million on exploration over a 3 year period. The vendor will retain a 2% NSR and the Company has the right to reduce the NSR to 1% by paying \$1 million at any time.

**4.****Mineral Properties** (continued)

(e)

Expenditure options:

As at December 31, 2006, to maintain the Company's interest and to fully exercise the options under various property agreements covering its properties, the Company must incur exploration expenditures on the properties and/or make payments in the form of cash and/or shares to the optionors as follows:

	Option/Advance Royalty Payments	Shares
Benzdorp (Note 4(c)(ii)):		
On commercial production <sup>(i)</sup>	\$ 450	-
New Polaris (Note 4(a)(i)):		
Net profit interest reduction or buydown	-	150,000
	\$ 450	150,000

(i)

Paid on or before 30 days after the commencement of commercial production.

These amounts may be reduced in the future as the Company determines which properties to continue to explore and which to abandon.

(f)

Mineral properties contingencies:

The Company has diligently investigated rights of ownership of all of its mineral properties/concessions and, to the best of its knowledge, all agreements relating to such ownership rights are in good standing. However, all properties/concessions may be subject to prior claims, agreements or transfers, and rights of ownership may be affected by undetected defects.

**5.**

**Equipment**

	2006			2005		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Office equipment	\$ 140	\$ 133	\$ 7	\$ 140	\$ 130	\$ 10



6.

### **Long-Term Investment**

In 2005, the Company agreed to settle debts of CAD\$100,000 owed by Aztec by the issuance of 1,000,000 units of Aztec at a deemed price of CAD\$0.10 per unit. Each unit was comprised of one common share and one-half of a share purchase warrant with each whole warrant exercisable to acquire one common share at an exercise price of CAD\$0.12 until November 25, 2006 which was extended to May 28, 2007. The remaining debt of \$542,051 owed by Aztec was written off.

In 2005, the Company's interest in Aztec was diluted from 63% to 27% due to a private placement which Aztec closed in November 2005, and in which the Company did not participate, and at which time the Company recognized a dilution gain of \$621,390. Prior to the dilution, the Company consolidated its financial statements with Aztec whereas subsequent to the dilution the Company's investment in Aztec was accounted for using the equity method.

In 2006, the Company's interest in Aztec was further diluted to 19% due to a private placement which Aztec closed in March 2006, in which the Company's investment in Aztec was thereafter accounted for using the cost method.

7.

### **Share Capital**

(a)

Authorized and issued:

In 2005, the Company increased its authorized share capital from 100,000,000 common shares without par value to unlimited common shares without par value.

The Company's issued share capital is as follows:



	Number of Shares	Amount
Balance at December 31, 2003	53,058,448	\$ 47,906
Issued:		
Private placements (Note 7(a)(i))	810,000	372
Exercise of warrants (Note 7(d))	4,090,000	786
Exercise of options (Note 7(c))	360,000	170
Balance at December 31, 2004	58,318,448	49,234
Issued:		
Exercise of options (Note 7(c))	220,000	56
Exercise of share appreciation rights	6,667	3
Provision for flow-through shares (Note 7(a)(i))	-	(143)
Balance at December 31, 2005	58,545,115	49,150
Issued:		
Private placements (Note 7(a)(ii))	9,380,361	6,201
Exercise of options (Note 7(c))	545,000	278
Balance at December 31, 2006	68,470,476	\$ 55,629

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7.

**Share Capital** (continued)

(a)

Authorized and issued: (continued)

Common shares issued for consideration other than cash are recorded at the quoted market value of the shares as of the agreement date, except in the case of common shares issued on exercise of stock options and share appreciation rights under the Company's stock option plan, which include the fair value of related options or rights previously allocated to contributed surplus.

(i)

In October 2004, the Company closed a private placement for 750,000 flow-through common shares at CAD\$0.65 per share for total proceeds of CAD\$487,500, which were expended in 2004. A finder's fee of 60,000 non-flow-through common shares was issued and has been shown on a net basis in share capital.

In February 2005, the Company renounced CAD\$487,500 in exploration expenditures from the proceeds of this flow-through private placement, resulting in an income tax recovery of \$143,321.

(ii)

In March 2006, the Company closed brokered and non-brokered private placements. The brokered private placement with Dundee Securities Corporation (the Agent) was for 3,850,000 flow-through common shares at CAD\$0.82 per share for gross proceeds of CAD\$3,157,000. Agent's fees of CAD\$189,420 were comprised of CAD\$123,123 in cash and CAD\$66,297 in non-flow-through common shares, totalling 80,850 shares, with a deemed price of CAD\$0.82 per share. The Agent also received a compensation warrant exercisable for 231,000 non-flow-through common shares at an exercise price of CAD\$0.82 and with an expiry date of March 17, 2007 and a fair value of CAD\$43,890 which have been recorded in share capital on a net basis.

The non-brokered private placement was for 449,511 flow-through common shares at CAD\$0.82 per share for gross proceeds of CAD\$368,599. Finders' fees totalling CAD\$20,316 were paid.

In October 2006, the Company closed two non-brokered private placements. The flow-through private placement was for 4,300,000 units at CAD\$0.82 per unit for gross proceeds of CAD\$3,526,000. Each unit was comprised of one flow-through common share and one-half of a share purchase warrant; each whole share purchase warrant is exercisable to acquire one non-flow through common share at an exercise price of CAD\$1.25 until October 18, 2007. Finders' fees comprised of CAD\$208,196 in cash and 247,800 warrants were issued; each warrant is exercisable to acquire one non-flow through common share at CAD\$0.82 until October 18, 2007 and a fair value of CAD\$44,604 which have been recorded in share capital on a net basis.

The non-flow through private placement was for 700,000 non-flow through units at CAD\$0.75 per unit for gross proceeds of CAD\$525,000. Each unit was comprised of one non-flow through common share and one-half of a share purchase warrant; each whole share purchase warrant is exercisable to acquire one common share at an exercise price of CAD\$0.95 until October 18, 2007. A finder's fee of CAD\$5,850 was paid.

7.

**Share Capital** (continued)

(b)

Contributed surplus:

Balance at December 31, 2004	\$ 1,088
Changes during the year:	
Exercise of options	(18)
Fair value of stock options recognized	432
Balance at December 31, 2005	1,502
Changes during the year:	
Exercise of options	(101)
Fair value of stock options recognized	454
Balance at December 31, 2006	\$ 1,855

(c)

Stock option plan:

The Company has a stock option plan that allows it to grant options to its employees, directors and consultants to acquire up to 18,374,095 common shares, of which options for 7,929,000 common shares are outstanding as at December 31, 2006. The exercise price of each option equals the high/low average price for the common shares on the Toronto Stock Exchange based on the last five trading days before the date of the grant. Options have a maximum

term of ten years and terminate 30 days following the termination of the optionee's employment, except in the case of death, in which case they terminate one year after the event. Vesting of options is made at the discretion of the Board at the time the options are granted. At the discretion of the Board, certain option grants provide the holder the right to receive the number of common shares, valued at the quoted market price at the time of exercise of the stock options, that represent the share appreciation since granting the options.

The continuity of stock options for the years ended December 31, 2006, 2005 and 2004 is as follows:

	2006		2005		2004	
	Number of Shares	Weighted average exercise price (CAD\$)	Number of Shares	Weighted average exercise price (CAD\$)	Number of Shares	Weighted average exercise price (CAD\$)
Outstanding, beginning of year	6,984,000	\$0.50	5,649,000	\$0.57	4,509,000	\$0.47
Granted	1,490,000	\$0.69	2,395,000	\$0.36	1,500,000	\$0.82
Exercised	(545,000)	\$0.37	(220,000)	\$0.19	(360,000)	\$0.34
Converted to stock appreciation rights on exercise	-	-	(20,000)	\$0.34	-	-
Expired	-	-	(820,000)	\$0.70	-	-
Outstanding, end of year	7,929,000	\$0.54	6,984,000	\$0.50	5,649,000	\$0.57
Exercise price range (CAD\$)	\$0.17 - \$1.00		\$0.17 - \$1.00		\$0.17 - \$1.05	

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7.

**Share Capital** (continued)

(c)

Stock option plan: (continued)

The following table summarizes information about stock options outstanding at December 31, 2006:

Price Intervals (CAD\$)	Number Outstanding and Exercisable at December 31, 2006	Options Outstanding and Exercisable Weighted Average Remaining Contractual Life (Number of Years)	Weighted Average Exercise Prices (CAD\$)
\$0.01 - \$0.24	80,000	0.04	\$0.17
\$0.25 - \$0.49	3,074,000	3.3	\$0.33
\$0.50 - \$0.74	4,029,500	2.5	\$0.64
\$0.75 - \$0.99	205,500	0.7	\$0.87
\$1.00 - \$1.24	540,000	2.2	\$1.00
	7,929,000	2.7	\$0.54



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At December 31, 2006, 7,929,000 options are exercisable and expire at various dates from January 16, 2007 to June 29, 2011, with a weighted average remaining life of 2.7 years. During the year ended December 31, 2006, the Company recognized stock-based compensation of \$454,177 (2005 - \$432,424 and 2004 - \$638,808) based on the fair value of options granted on or after January 1, 2004 that were earned by the provision of services during the year.

Subsequent to the 2006 year end, stock options for 80,000 shares were exercised, and stock options for 310,000 shares were cancelled for the exercise of share appreciation rights. Also, stock options for 325,000 shares were granted.

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options.

The fair value of stock options granted and the assumptions used to calculate compensation expense are estimated using the Black-Scholes Option Pricing Model as follows:

	2006	2005	2004
Fair value of options granted during the year	\$0.30	\$0.18	\$0.43
Risk-free interest rate	3.32%	2.25%	2.90%
Expected dividend yield	0%	0%	0%
Expected stock price volatility	66%	87%	94%
Expected option life in years	4	4	4

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7.

**Share Capital** (continued)

(d)

Warrants:

At December 31, 2006, the Company had outstanding warrants as follows:

Exercise Prices (CAD\$)	Expiry Dates	Oustanding at December 31, 2005	Issued	Exercised	Expired	Oustanding at December 31, 2006
\$0.82	March 17, 2007	-	231,000	-	-	231,000
\$1.25	October 18, 2007	-	2,150,000	-	-	2,150,000
\$0.82	October 18, 2007	-	247,800	-	-	247,800
\$0.95	October 18, 2007	-	350,000	-	-	350,000
		-	2,978,800	-	-	2,978,800

At December 31, 2005, the Company had no outstanding warrants as follows:

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Exercise Prices (CAD\$)	Expiry Dates	Oustanding at December 31, 2004	Issued	Exercised	Expired	Oustanding at December 31, 2005
\$0.63	February 4, 2005	625,000	-	-	(625,000)	-
\$1.25	November 13, 2005	133,750	-	-	(133,750)	-
\$1.10	November 13, 2005	1,540,000	-	-	(1,540,000)	-
\$1.25	December 30, 2005	50,000	-	-	(50,000)	-
		2,348,750	-	-	(2,348,750)	-

At December 31, 2004, the Company had outstanding warrants to purchase an aggregate 2,348,750 common shares as follows:

Exercise Prices (CAD\$)	Expiry Dates	Oustanding at December 31, 2003	Issued	Exercised	Expired	Oustanding at December 31, 2004
\$0.20	May 17, 2004	3,000,000	-	(3,000,000)	-	-
\$0.21	April 8, 2004	465,000	-	(465,000)	-	-
\$0.50	September 10, 2004	625,000	-	(625,000)	-	-
\$0.63	February 4, 2005	625,000	-	-	-	625,000
\$1.25	November 13, 2005	133,750	-	-	-	133,750
\$1.10	November 13, 2005	1,540,000	-	-	-	1,540,000
\$1.25	December 30, 2005	50,000	-	-	-	50,000

6,438,750 - (4,090,000) - 2,348,750

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7.

**Share Capital** (continued)

(e)

Shares reserved for issuance:

	Number of Shares
Outstanding, December 31, 2006	68,470,476
Property agreements (Note 4(d))	150,000
Stock options (Note 7(c))	7,929,000
Warrants (Note 7(d))	2,978,800
Fully diluted, December 31, 2006	79,528,276

(f)

Shareholder rights plan:

On May 31, 2005, the shareholders of the Company approved a shareholder rights plan (the "Plan"), that became effective on April 30, 2005. The Plan is intended to ensure that any entity seeking to acquire control of the Company makes an offer that represents fair value to all shareholders and provides the board of directors with sufficient time to assess and evaluate the offer, to permit competing bids to emerge, and, as appropriate, to explore and develop alternatives to maximize value for shareholders. Under the Plan, each shareholder at the time of the Plan's adoption

was issued one Right for each common share of the Company held. Each Right entitles the registered holder thereof, except for certain Acquiring Persons (as defined in the Plan), to purchase from treasury one common share at a 50% discount to the prevailing market price, subject to certain adjustments intended to prevent dilution. The Rights are exercisable after the occurrence of specified events set out in the Plan generally related to when a person, together with affiliated or associated persons, acquires, or makes a take-over bid to acquire, beneficial ownership of 20% or more of the outstanding common shares of the Company. The Rights expire on April 30, 2015.

## 8.

### Related Party Transactions

General and administrative costs during 2006 include CAD\$38,000 (2005 - CAD\$Nil and 2004 - CAD\$Nil) of consulting fees charged by a company controlled by a director of the Company, and CAD\$99,208 (2005 - CAD\$59,385 and 2004 - CAD\$86,438) of salaries paid to a director. A law firm in which a senior officer is a partner charged fees totalling CAD\$159,594 in 2006 (2005 - CAD\$65,496 and 2004 - CAD\$66,197). Also, in fiscal 2006, the Company paid a total of CAD\$40,000 (2005 - CAD\$40,000 and 2004 - CAD\$34,500) to all directors in their capacity as Directors of the Company.

In April 2004, the Company participated in a private placement for 400,000 units of Endeavour at CAD\$1.60 per unit. Each unit was comprised of one common share and one-half of a share purchase warrant; each whole share purchase warrant entitled the Company to acquire one common share at an exercise price of CAD\$2.00 until October 22, 2005. The Company exercised these warrants in 2005 (Note 3).

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**8.**

**Related Party Transactions** (continued)

In November 2003, the Company participated in a private placement for 500,000 units of Endeavour at CAD\$0.30 per unit. Each unit was comprised of one common share and one-half of a share purchase warrant; each whole share purchase warrant entitled the Company to acquire one common share at CAD\$0.35 until October 6, 2005. The Company exercised these warrants in 2005 (Note 3).

Details of transactions with Aztec are provided in Note 6.

**9.**

**Segment Disclosures**

The Company has one operating segment, being mineral exploration, and substantially all assets of the Company are located in Canada except for certain mineral properties as disclosed in Note 4.

**10.**

**Income Taxes**

The reconciliation of the income tax provision computed at statutory rates to the reported income tax provision is as follows:

	2006	2005	2004
Canadian statutory tax rates	36.12%	37.12%	38.62%
Income tax benefit (expense)	\$ (292)	\$ (64)	\$ 1,541
Permanent differences	26	350	(241)
Temporary differences	12	(77)	(1,936)
Change in valuation allowance	(140)	-	-
Exchange rate fluctuation	(253)	-	636
Resource and asset pool changes	25	-	-
Change in effective tax rates	622	(66)	-
Income tax (expense) recovery	\$ -	\$ 143	\$ -

The Company's effective tax rate is different from the statutory tax rate due to non-tax deductible stock-based compensation expense, and non-taxable items such as income tax recovery and gain on dilution of affiliated company, and non-taxable portion of capital gains.

**10.****Income Taxes** (continued)

The significant components of the Company's future income tax assets as at December 31, 2006 and 2005 are as follows:

	2006	2005
Future income tax assets:		
Resource properties	\$ 2,156	\$ 2,356
Equipment	347	368
Non-capital losses	1,009	936
Capital losses	34	27
Total future income tax assets	3,546	3,687
Valuation allowance	(3,546)	(3,687)
Future income tax assets, net	\$ -	\$ -

At December 31, 2006, the Company has non-capital losses for Canadian tax purposes of approximately \$2,969,000 which expire on various dates to 2013, and Canadian capital losses of approximately \$169,000 which are without expiry.

**11.****Supplemental Disclosure with respect to Cash Flows**

	2006	2005	2004
Non-cash financing and investing activities:			
Fair value of stock options allocated to shares issued on exercise of:			
Share appreciation rights	\$ -	\$ 3	\$ -
Stock options	101	18	75

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**12.**

**Differences between Canadian and United States Generally Accepted Accounting Principles**

Accounting practices under Canadian and United States generally accepted accounting principles ( GAAP ), as they affect the Company, are substantially the same, except for the following.

Under U.S. GAAP, marketable securities considered trading securities would be recorded at market value with any unrealized gains (2006 - \$357,800; 2005 - \$359,685; 2004 - \$839,251) being recorded in operations.

Under U.S. GAAP, loss before undernoted would be calculated inclusive of write-off of equipment and write-down of mineral properties (2006 - \$1,810,000; 2005 - \$1,151,000; 2004 - \$4,726,000).

Under U.S. GAAP, employee and director remuneration would be reported as 2006 - \$883,000; 2005 - \$569,000; 2004 - \$840,000 as it would include the stock-based compensation expense reported separately for Canadian GAAP.

U.S. GAAP requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In performing the review for recoverability, the Company is to estimate the future cash flows expected to result from the use of the asset and its eventual disposition. If the sum of the expected future cash flows (undiscounted and without interest charges) is less than the carrying amount of the asset, an impairment loss is recognized. Pursuant to the Securities and Exchange Commission's ( SEC ) Industry Guide 7, an entity can only disclose proven and probable reserves, as defined within the Guide, in its reserve calculations. As a result, the Company has interpreted U.S. GAAP to require mineral property exploration costs to be expensed as incurred until commercially mineable deposits are determined to exist within a particular property, as cash flows cannot be reasonably estimated prior to such determination and the Company cannot pass an impairment test made under SFAS 144 for U.S. GAAP purposes. Accordingly, for all periods presented, the Company has expensed all mineral property exploration costs for U.S. GAAP purposes.

The Company raises cash from time-to-time through the issuance of flow-through shares where the funds received are to be used for mining purposes and the related tax benefits are assigned to the investor. For US GAP purposes, the Company has interpreted SFAS 94 and FRC 203.02 to require that funds raised through the issuance of flow-through shares be shown as restricted cash until expended and should not be considered to be a component of cash and cash equivalents. In addition, the amount of restricted cash would be excluded from cash and cash equivalents in the

statement of cash flows and shown as an item within financing activities.

For Canadian GAAP, a provision is recognized at the date of the actual renunciation, by a reduction in the amount included in share capital relating to the flow-through shares, for the future income taxes related to the deductions foregone by the Company. For U.S. GAAP, no such provision is recognized.

For Canadian GAAP, cash flows relating to mineral property exploration costs are reported as investing activities. For U.S. GAAP, these costs would be characterized as operating activities.

The reconciliation of cash used for operating activities under U.S. GAAP for the year ended December 31, 2005 has been restated to eliminate the dilution gain and future income tax recovery, which have already been adjusted in cash used for operating activities under Canadian GAAP, to reflect that no incremental operating cash flows occurred for U.S. GAAP purposes.

For Canadian GAAP, when a subsidiary issues its shares to interests outside the consolidated entity, the effect on any change in the parent's interest as a result of the share issue by the subsidiary is recognized in the determination of consolidated net income (or loss). Pursuant to Staff Accounting Bulletin Topic 5.H, changes in a parent company's proportionate share of subsidiary's equity resulting from additional equity raised by the subsidiary should be accounted for as an equity transaction in consolidation particularly when the subsidiary is a development stage enterprise.

Accordingly, the deemed gain on disposition of Aztec Metals, which is an enterprise in the development stage, for Canadian GAAP purposes due to Aztec Metals issuing shares to third parties is recorded as an equity transaction for US GAAP purposes. As this presentation corrects presentation included in the US GAAP reconciliation note included in the Company's 2005 consolidated financial statement, the Company has restated its previous reconciliation tables to exclude the gain from the determination of earnings (loss) and included the net impact of the deemed disposition for accounting purposes as an equity transaction for US GAAP purposes.



**12.****Differences between Canadian and United States Generally Accepted Accounting Principles**

(continued)

The effect of the differences between Canadian GAAP and U.S. GAAP on the balance sheets and statements of operations and cash flows is summarized as follows:

	December 31,	
	2006	2005
Assets under Canadian GAAP		
	\$ 18,447	\$ 11,182
Adjustments to reconcile to U.S. GAAP:		
Adjustment for marketable securities	837	1,571
Adjustment for mineral property exploration costs	(11,318)	(5,652)
Assets under U.S. GAAP	\$ 7,966	\$ 7,101

	December 31,	
	2006	2005
Shareholders' equity under Canadian GAAP	\$ 18,212	\$ 10,947
Adjustments to reconcile to U.S. GAAP:		
Adjustment for marketable securities	837	1,571



Adjustment for mineral property exploration costs	(11,318)	(5,652)
Shareholders' equity under U.S. GAAP	\$ 7,731	\$ 6,866

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## 12.

**Differences between Canadian and United States Generally Accepted Accounting Principles**

(continued)

	2006	Years ended December 31, 2005 (Restated)	2004
Income (loss) for the year under Canadian GAAP	\$ 433	\$ 315	\$ (4,013)
Adjustments to reconcile to U.S. GAAP:			
Adjustment for marketable securities	358	360	839
Gain on dilution from long term investment	-	(621)	-
Mineral property exploration costs incurred in the year	(5,666)	(920)	(1,631)
Deferred exploration costs included in write-down of mineral properties	-	14	1,717
Adjustment for future income tax recovery	-	(143)	-
Loss for the year under U.S. GAAP	\$ (4,875)	\$ (995)	\$ (3,088)
Basic and diluted loss per share under U.S. GAAP	\$ (0.08)	\$ (0.02)	\$ (0.06)
Weighted average number of shares outstanding	63,462,293	58,518,229	55,956,982

	2006	Years ended December 31, 2005 (Restated)	2004
Cash used for operating activities under Canadian GAAP	\$ (1,338)	\$ (633)	\$ (775)
Adjustment to reconcile to U.S. GAAP:			
Adjustment for mineral property exploration costs	(5,666)	(920)	(1,631)
Cash used for operating activities under U.S. GAAP	\$ (7,004)	\$ (1,553)	\$ (2,406)

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## 12.

**Differences between Canadian and United States Generally Accepted Accounting Principles**

(continued)

	2006	Years ended December 31, 2005	2004
Cash provided (used for) from investing activities under Canadian GAAP	\$ (3,262)	\$ 369	\$ (1,665)
Adjustments to reconcile to U.S. GAAP:			
Adjustment for mineral property exploration costs	5,666	920	1,631
Cash provided from investing activities under U.S. GAAP	\$ 2,404	\$ 1,289	\$ (34)

	2006	Years ended December 31, 2005	2004
Cash provided from financing activities under Canadian GAAP	\$ 6,378	\$ 38	\$ 1,253

Adjustments to reconcile to U.S. GAAP:

Adjustment for restricted cash	(1,958)	-	-
Cash provided from financing activities under U.S. GAAP	\$ 4,420	\$ 38	\$ 1,253

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**EXHIBIT 8-1**

**LIST OF MATERIAL SUBSIDIARIES**

The Registrant carries on its business in large part through its subsidiaries. The Registrant has a number of direct or indirect wholly or majority owned subsidiaries as follows:

Benzdorp Gold N.V. was incorporated under the laws of Suriname on February 4, 2004 when Suriname presidential assent was received. The Registrant owns 40% of the voting shares of this company with the right to acquire an additional 40%.

Canarc (Barbados) Mining Ltd. is a company duly incorporated under the laws of Barbados on July 26, 1993. The Registrant owns 100% of the issued and outstanding shares.

Canarc Suriname (Barbados) Ltd. is a company duly incorporated under the laws of Barbados on January 26, 1994. The Registrant owns 100% of the issued and outstanding shares.

Canarc van Suriname N.V. is a company duly incorporated under the laws of Suriname on November 10, 1995. The Registrant owns 100% of the issued and outstanding shares.

Carib Industries Ltd. is a company duly incorporated under the laws of the Cayman Islands, B.V.I. on January 17, 1990, originally under the name of Rayrock Zar. A name change was approved by Special Resolution dated May 15, 1992 and registered May 26, 1992. The Registrant owns 78.5% of the issued and outstanding Class C shares.

New Polaris Gold Mines Ltd. (formerly Golden Angus Mines Ltd. - name change effective April 21, 1997) is a corporation formed through the amalgamation of 2820684 Canada Inc. ( 2820684 ), a former wholly-owned subsidiary of the Registrant incorporated under the Canada Business Corporation Act on May 13, 1992, and Suntac Minerals Inc.

The Registrant owns 100% of the issued and outstanding shares.

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**EXHIBIT 13.1**

**Certification of Chief Executive Officer pursuant to  
Title 18, United States Code, Section 1350, as adopted pursuant to  
Section 906 of The Sarbanes-Oxley Act of 2002**

I, Bradford Cooke, Chairman and Chief Executive Officer of Canarc Resource Corp. ("Canarc"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to the best of my knowledge:

1.

The Annual Report on Form 20-F of Canarc for the year ended December 31, 2006 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and

2.

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Canarc.

Vancouver, Canada

*/s/ Bradford Cooke*

Bradford Cooke

March 7, 2008

Chairman and Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Canarc and will be retained by Canarc and furnished to the Securities and Exchange Commission or its staff upon request.



**EXHIBIT 13.2**

**Certification of Chief Financial Officer pursuant to  
Title 18, United States Code, Section 1350, as adopted pursuant to  
Section 906 of The Sarbanes-Oxley Act of 2002**

I, Philip Yee, Chief Financial Officer of Canarc Resource Corp. ("Canarc"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to the best of my knowledge:

1.

The Annual Report on Form 20-F of Canarc for the year ended December 31, 2006 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and

2.

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Canarc.

by: /s/ *Philip Yee*

Vancouver, Canada

Philip Yee

March 7, 2008

Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Canarc and will be retained by Canarc and furnished to the Securities and Exchange Commission or its staff upon request.