CANARC RESOURCE CORP
Form 20-F
July 15, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

o	**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**
	OR
x	**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
	For fiscal year ended December 31, 2007
	OR
o	**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
	For the transition period from ____ to _____
	OR
o	**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)

Philip Yee, Chief Financial Officer, Phone: (604) 685-9700, Fax: (604) 685-9744, e-mail: philip@canarc.net,

Canarc Resource Corp., Suite #301 - 700 West Pender Street, Vancouver, British Columbia, Canada, V6C 1G8

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

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: **71,734,505 common shares as at December 31, 2007**

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

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 o No x

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 x No o

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 o

Accelerated filer o

Non-accelerated filer x

Indicate by check mark which basis of accounting the Registrant has used to prepare the financial statements included in this filing:

U.S. GAAP o

International Financial Reporting Standards as issued

Other x

by the International Accounting Standards Board

o

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the Registrant has elected to follow:

Item 17 x

Item 18 o

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 o No x

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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 o 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:

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risks related to our exploration and development activities;

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risks related to the financing needs of our planned operations;

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risks related to estimates of mineral deposits, resources and reserves;

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risks related to fluctuations in mineral prices;

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risks related to the titles of our properties;

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risks related to competition in the 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 our 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.

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.

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

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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.

dorė – 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.

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.

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.

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

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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 miner 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 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.

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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, 2007 (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 14 to the audited Consolidated Financial Statements for the year ended December 31, 2007 included in Item 17 of this annual report on Form 20-F.

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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 2007	2006	2005	2004	2003
(a)	Total revenues:					
	Canadian GAAP	1,180	1,679	1,227	680	162
	U.S. GAAP	1,180	1,679	1,227	680	162
(b)	Income (loss) before extraordinary items:					
	Total:					
	Canadian GAAP	1,515	433	315	(4,013)	(876)
	U.S. GAAP	(4,371)	(4,875)	(995)	(3,088)	(1,751)
	Basic earnings (loss) per share:					
	Canadian GAAP	0.02	0.01	0.01	(0.07)	(0.02)
	U.S. GAAP	(0.06)	(0.08)	(0.02)	(0.06)	(0.04)
(c)	Net income (loss):					
	Total:					
	Canadian GAAP	1,515	433	315	(4,013)	(876)
	U.S. GAAP	(4,371)	(4,875)	(995)	(3,088)	(1,751)
	Basic earnings (loss) per share:					
	Canadian GAAP	0.02	0.01	0.01	(0.07)	(0.02)
	U.S. GAAP	(0.06)	(0.08)	(0.02)	(0.06)	(0.04)
	Diluted earnings (loss) per share:					
	Canadian GAAP	0.02	0.01	0.01	(0.07)	(0.02)
	U.S. GAAP	(0.06)	(0.08)	(0.02)	(0.06)	(0.04)
(d)	Total assets:					
	Canadian GAAP	20,115	18,447	11,182	10,777	12,882
	U.S. GAAP	5,624	7,966	7,101	7,215	8,395
(e)	Total long-term debt [(1)]:					
	Canadian GAAP	-	-	-	-	-
	U.S. GAAP	-	-	-	-	-
(f)	Shareholders' equity (net assets):					
	Canadian GAAP	19,480	18,212	10,947	10,302	12,423
	U.S. GAAP	4,989	7,731	6,866	6,740	7,936
(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	80,308,505	79,528,276	65,879,115	66,666,198	64,356,198
Number of common shares	71,734,505	68,470,476	58,545,115	58,318,448	53,058,448

(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 13, 2008, the Bank of Canada closing rate for the conversion of one United States dollar into Canadian dollars was CAD$1.0292.

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

Month	Year	High (CAD$)	Low (CAD$)
December	2007	1.0250	0.9756
January	2008	1.0369	0.9851
February	2008	1.0199	0.9711
March	2008	1.0295	0.9755
April	2008	1.0328	0.9998
May	2008	1.0245	0.9824

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:

Year	High (CAD$)	Low (CAD$)	Average Rate (CAD$)	Close (CAD$)
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
2007	1.1853	0.9170	1.0750	0.9913

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.

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 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, 2007, the Registrant has incurred significant operating losses and has an accumulated deficit of $37,795,000 at December 31, 2007. Furthermore, the Registrant has working capital of $590,000 as at December 31, 2007, 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, 2007 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 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, 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, 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 and Leonard Harris are Directors of Endeavour Silver Corp. and Aztec Metals Corp., both companies in which the Registrant owned or 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 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.

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,

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metals losses, and

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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 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 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.

While we believe we have adequate internal control over financial reporting, we will be required to provide an auditor s attestation on the effectiveness of our internal controls under Section 404 of the Sarbanes-Oxley Act of 2002, and any adverse results from such attestation could result in a loss of investor confidence in our financial reports and have an adverse effect on the price of our shares of common stock.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we have furnished a report by management on our internal controls over financial reporting in this annual report on Form 20-F. Such report contains, among other matters, an assessment of the effectiveness of our internal control over financial reporting, including a statement as to whether or not our internal control over financial reporting is effective.

For our annual report on Form 20-F for the fiscal year ended December 31, 2009, such report must also contain a statement that our auditors have issued an attestation report on the effectiveness of such internal controls.

While we have evaluated our internal control over financial reporting and have concluded that our internal control over financial reporting is effective, our auditors have not conducted the evaluation necessary to provide an attestation report on the effectiveness of our internal control over financial reporting. During the auditor s evaluation and testing process, they may identify one or more material weaknesses in our internal control over financial reporting, and they will be unable to attest that such internal control is effective. If our auditors are unable to attest that our internal control over financial reporting is effective as of December 31, 2009, we could lose investor confidence in the accuracy and completeness of our financial reports, which would have a material adverse effect on our stock price.

Failure to comply with the new rules may make it more difficult for us to obtain certain types of insurance, including director and officer liability insurance, and we may be forced to accept reduced policy limits and coverage and/or incur substantially higher costs to obtain the same or similar coverage. The impact of these events could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, on committees of our board of directors, or as executive officers.

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.

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 13, 2008, Canarc had 71,704,505 common shares and 8,134,000 share purchase options and 1,100,000 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 13, 2008, dilutive securities represented approximately 12.9% of Canarc s issued shares. None of these dilutive securities are exercisable at prices below the June 13, 2008 closing market price of CAD$0.24 for Canarc s shares and, accordingly, will not result in dilution to existing shareholders if exercised on that date.

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 association. The full text of NI 43-101 can be found at http://www.bcsc.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 issuer under the United States Securities Exchange Act of 1934, as amended, upon filing its registration statement on Form 20-F dated October 9, 1990 with the Securities and Exchange Commission.

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:

- New Polaris property in British Columbia, Canada,
- Benzdorp property in Suriname,
- Eskay Creek property in British Columbia, Canada,
- Bellavista property in Costa Rica, and
- Los Arrastres, Santiago and Santiago Fraction properties in Mexico,

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

In its consolidated financial statements prepared in accordance with CAD GAAP, the Registrant has capitalized costs, net of recoveries and write-downs, of $18,629,000 in connection with the acquisition, exploration and development on its currently held properties as at December 31, 2007 and are summarized as follows for the past three fiscal years:

(in terms of $000s)	2007 Acquisition Costs	2007 Exploration/ Development	2007 Total	2006 Acquisition Costs	2006 Exploration/ Development	2006 Total	2005 Acquisition Costs	2005 Exploration/ Development	2005 Total
British Columbia:									
New Polaris	$ 3,605	$ 8,582	$ 12,187	$ 3,605	$ 6,077	$ 9,682	$ 3,605	$ 1,229	$ 4,834
Eskay Creek	-	-	-	-	-	-	-	-	-
Costa Rica:									
Bellavista	-	-	-	-	-	-	-	-	-
Suriname:									
Sara Kreek	-	-	-	-	-	-	100	-	100
Benzdorp	301	5,795	6,096	301	5,241	5,542	301	4,423	4,724
Mexico:									
Los Arrastres	125	95	220	-	-	-	-	-	-
Providencia	17	8	25	-	-	-	-	-	-
Santiago	60	34	94	-	-	-	-	-	-
Santiago Fraction	7	-	7	-	-	-	-	-	-
	$ 4,115	$ 14,514	$ 18,629	$ 3,906	$ 11,318	$ 15,224	$ 4,006	$ 5,652	$ 9,658

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

For the three-month period ended March 31, 2008, Canarc realized net recoveries of $52,000 for New Polaris from the rental of its camp and facilities and equipment to an unrelated company which has an advanced neighbouring exploration project, and incurred further exploration expenditures of $59,000 for Benzdorp. In April 2008, Canarc terminated its efforts to enter into a formal agreement for the Providencia property, and wrote-off related exploration expenditures, and the 30,000 shares which were originally issued were returned to treasury.

Developments over the Last Three Financial Years

Over the course of the past three years ended December 31, 2007, 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.

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

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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 was 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 was 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;

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

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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

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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 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%. Thereafter, the Registrant no longer controls nor exerts significant influence over Aztec Metals.

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 and 2007.

In February 2007, Mr. Bruce Bried replaced Mr. John McClintock as President and Chief Operating Officer.

In July 2007, the Registrant closed a non-brokered private placement for 2,200,000 units at CAD$0.52 per unit for gross proceeds of CAD$1,144,000. Each unit was comprised of one 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$0.65 until July 24, 2008. Finders fees of CAD$37,440 were paid in cash.

In 2007, the Registrant entered into option agreements to acquire the Los Arrastres, Providencia, Santiago and Santiago Fraction properties in Mexico. Further information and details regarding Canarc s properties are provided in Item 4.D.

In December 2007, the Registrant s wholly-owned subsidiary, Caza Gold Corp. (Caza Gold), received proceeds of CAD$300,000 in demand loans of which CAD$180,000 are from directors and officers of the Registrant. The loans are repayable on demand and bear an interest rate of 9% per annum.

In November 2007, the Registrant announced plans to spin out its Mexican gold projects under a plan of arrangement. At the Registrant s Special General Meeting held on April 29, 2008, shareholders approved the special resolution for the distribution of approximately 83% of the Registrant s interest in its wholly-owned subsidiary, Caza Gold, to the shareholders of the Registrant under a plan of arrangement. The special resolution was: (1) to transfer the Registrant s wholly-owned Mexican subsidiary which holds the rights to the Mexican gold exploration properties to Caza Gold in return for approximately 14.4 million shares of Caza Gold, and (2) to distribute approximately 12 million Caza Gold shares held by the Registrant to the Registrant s shareholders. Upon completion of the plan of arrangement, shareholders of the Registrant will continue to hold shares of the Registrant and will receive, by way of a dividend in kind, one share of Caza Gold for every six shares of the Registrant held by shareholders as of the dividend record date. On May 12, 2008, court approval for the plan of arrangement was received, and then on June 25, 2008, regulatory approval was received.

In 2007, the Registrant granted the following stock options:

- 325,000 options were granted in January 2007 with an exercise price of CAD$0.74 and an expiry date of January 26, 2012;
- 1,115,000 options were granted in June 2007 with an exercise price of CAD$0.54 and an expiry date of June 15, 2012; and
- 750,000 options were granted in September 2007 with an exercise price of CAD$0.46 and an expiry date of September 26, 2012.

In May 2008, the Registrant granted 1.8 million stock options with an exercise price of CAD$0.29 and an expiry date of May 15, 2013.

In June 2008, Mr. Garry Biles replaced Mr. Bruce Bried as President and Chief Operating Officer, and Mr. Bruce Bried was nominated to the Board of the Directors of the Registrant.

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Canarc Resource Corp.

Form 20-F

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 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 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

Gold prices continued to show strength as the cumulative annual average increased from $445 in fiscal 2005 to $603 in fiscal 2006 and $695 in 2007, closing at $866 on June 13, 2008. Gold prices achieved new highs in each of the past several years. In late 2005, prices reached a high of $537, then $725 in May 2006 and $841 in November 2007 before reaching a high of $1,011 in March 2008. 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 2005 to December 2007, the closing monthly market price for the Registrant s shares decreased from CAD$0.56 to CAD$0.43 a decrease of 23%, and reached a high of CAD$0.95 in April 2006. In May 2008, the closing monthly market share price was CAD$0.29. Management continues to foresee 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 of which the active subsidiaries are as follows:

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. As at December 31, 2007, the Registrant had an interest of 17% which was then reduced to 14% by March 31, 2008.

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.

Caza Gold Corp. (Caza Gold) is a company duly incorporated under the laws of British Columbia on November 15, 2007. The Registrant owns 100% of the issued and outstanding shares.

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. As at December 31, 2007, the Registrant had an interest of 17% which was then reduced to 14% by March 31, 2008.

Minera Canarc de Mexico S.A. de C.V. (Minera Canarc), a company duly incorporated under the Laws of Mexico on August 18, 2006. The Registrant owns 100% of the issued and outstanding shares.

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, 2007):

Property Name	Location	Maximum % Interest Held (or to be earned) [1]	Capitalized Acquisition Expenditures [3]	Capitalized Exploration Expenditures [3]	Total Capitalized Expenditures [3]
New Polaris [2]	BC, Canada	100.00%	$3,605,000	$8,582,000	$12,187,000
Benzdorp	Suriname	80.00%	$301,000	$5,795,000	$6,096,000
Eskay Creek	BC, Canada	33.33%	$0	$0	$0
Bellavista	Costa Rica	18.33%	$0	$0	$0
Los Arrastres	Mexico	100.00%	$125,000	$95,000	$220,000
Providencia	Mexico	100.00%	$17,000	$8,000	$25,000
Santiago	Mexico	100.00%	$60,000	$34,000	$94,000
Santiago Fraction	Mexico	75.00%	$7,000	$0	$7,000

1

Subject to any royalties or other interests as disclosed below.

2

Previously known as Polaris-Taku .

3

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 14 of the consolidated financial statements as of December 31, 2007 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.

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 time as Canarc 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
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 of the Registrant, 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 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 Registrant 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 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 65º 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.

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 been done in calculating composites nor 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, 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

Preliminary Assessment

In the third quarter of 2007, the Registrant completed a preliminary assessment of building an 80,000 oz per year gold mine at the New Polaris property. At a US$650 per oz gold price, the project generates an after-tax net present value (NPV) with an 8% discount rate of CAD$8.3 million and after-tax internal rate of return (IRR) of 11.1%. Moose Mountain Technical Services (Moose Mountain) was commissioned as independent consultants to work with the Registrant s personnel in developing the conceptual mine plan and mining capital and operating costs; Jasman Yee and Associates Inc. for the metallurgical testwork, process design, mill capital and operating costs; and Beacon Hill Consultants (1988) Ltd. for the financial analysis. All three consultants contributed to the preliminary assessment for an 80,000 oz per year, high grade, underground gold mine at New Polaris. Their report entitled New Polaris Project Preliminary Assessment dated October 4, 2007 (Preliminary Assessment Report) was prepared in compliance with NI 43-101, to the best of the Registrant s knowledge. The Preliminary Assessment Report is available at www.sedar.com. J.H. (Jim) Gray, P.Eng. of Moose Mountain is the Qualified Person for the Preliminary Assessment Report.

The base case production model is summarized below:

Scheduled Resources

	806,000 tonnes measured and indicated grading 13.2 gpt Au (after dilution) and 944,000 tonnes inferred grading 11.9 gpt Au (after dilution) and a 9 gpt cutoff
Production Rate	600 tonnes per day
Grade	12.5 grams per tonne (diluted 20%)
Recoveries	91% gold into concentrate
Output	80,000 oz gold per year
Mine life	8 years

The base case financial parameters are as follows:

Gold Price	US$650 per oz

Exchange Rate	US$0.90 = CAD$1.00
Capital Cost	CAD$90.5 million
Cash Cost	US$327 per oz (excluding offsites)

	Pre-Tax	After-Tax
Net Present Value (NPV) (0%)	CAD$60.4 million	CAD$40.9 million
NPV (5%)	CAD$32.6 million	CAD$18.4 million
NPV (8%)	CAD$20.3 million	CAD$8.3 million
NPV (10%)	CAD$13.4 million	CAD$2.7 million

	Pre-Tax	After-Tax
Internal Rate of Return	14.9%	11.1%
Payback Period	3.8 years	4.7 years

The preliminary assessment indicates that the New Polaris base case production model and financial parameters have positive potential and therefore further work was recommended to optimize the project and to complete a feasibility study. The preliminary assessment is based on resources, not reserves, and a portion of the modeled resources to be mined are in the inferred resource category. Resources are normally considered too speculative geologically to have economic considerations applied to them so the project does not yet have proven economic viability.

U.S. investors should review the Cautionary Note to U.S. Investors at the beginning of this annual report for a discussion of the speculative nature of resources and the difference between Canadian and U.S. regulations regarding reporting mineralization estimates.

The CAD$90.5 million capital costs include CAD$19 million to complete a feasibility study, as well as the capital needed to purchase equipment, further develop the mine and construct the plant and site infrastructure. The US$327 per oz cash cost includes site related costs prior to the shipping and sale of concentrates. Offsite costs for concentrate transportation and processing are treated as deductions against sales. The NPVs are life of mine net cash flows shown at various discount rates. The IRR assumes 100% equity financing.

The Registrant s management believes that opportunities exist to improve the base case model such as:

-

increasing resources and therefore mine life;

-

increasing gold recoveries and concentrate grades;

-

increasing production to enhance economies of scale;

-

reducing transportation costs; and

-

reducing offsite processing costs.

The main cost risks include:

-

rising engineering and construction labour and equipment costs due to limited availability;

-

escalating capital costs if there are project delays;

-

rising operating costs due to inflation and commodity shortages; and

-

fluctuations in US$/CA$ exchange rates.

In 2008, the Registrant continues with its efforts to assess the process alternatives and to refine the economic parameters used in the preliminary assessment.

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 generators. The exploration concessions for the Benzdorp property expired in July 2007, and Benzdorp Gold NV, the joint venture company held by Canarc and Grasshopper Aluminum Company NV (Grassalco), has exercised its exclusive right to re-apply to the Minister of Natural Resources of Suriname for a three year extension to Canarc s exploration concessions at Benzdorp. An extension is available at the discretion of the Suriname Minister of Natural Resources and Canarc is currently awaiting a decision from them. Canarc continues to have the exclusive right to explore the Benzdorp concessions after the expiry date until there is a decision on the application to extend.

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. Canarc 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 of the Registrant, 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, 2008, 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 as filed on March 28, 2008. 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 within 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.

In April 1996, Canarc entered into an option agreement with 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 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 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 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 and shall be deductible from Grassalco s net

profit share or net smelter profit from exploiting the deposits. In 2004, Canarc earned a 40% interest in the Benzdorp property. By the end of December 2005, Canarc incurred property expenditures in excess of US$5 million.

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 with in 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 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 $5 million on exploration and making cumulative cash payments of US$ 300,000 to Grassalco. Applications were filed with the Minister of Natural Resources to re-issue the Concessions for another 3 year term on May 6, 2007 and have yet to be re-issued. The concessions expired on July 15, 2007. All exploration work has ceased on the property while the camp is being kept on a care and maintenance basis until the concessions are re-issued.

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 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: 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, particularily 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 is 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 shallow bulldozer trenching of anomalies identified by recent auger sampling, including JQB and Rufin Grid anomalies and further sampling of Poknokker pits in the Eureka Kreek, Rufin Kreek, Pichevin Kreek and Roche Kreek areas.

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 $664,000.

However, it is important to note that no work is recommended prior to a renewal of title on all concessions that comprise the Benzdorp Property.

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

The Registrant holds a 5.7% to 20.2% net profit interest in the Bellavista property, located near Miramar, Costa Rica. Central Sun Mining Inc. (formerly, Glencairn Gold Corporation) (Central Sun) owns a 100% working interest in the property, which was an open pit, heap leach, gold mine and which achieved commercial production in December 2005. In July 2007, Central Sun suspended mining operations due to ground movement and heavy rainfall causing surface erosion and deep seated ground creep in some areas of the mine site. The Registrant has a net profit interest in Bellavista which entitles the Registrant to 5.67% of the net profits during the first payback period, increasing to 10.40% during the second payback period and then to 20.24% of net profits thereafter. Thirty-five percent of this net profit interest will reduce the net profit interest to be received from Central Sun until $317,741 in advance royalty payments are repaid.

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 previously 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

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. In 2007, the Registrant completed Phase 1 geological mapping and geochemical sampling programs on the Los Arrastres property. Acquisition costs of $150,000 have been paid.

Providencia:

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 Registrant at the five day closing share price average on the Toronto Stock Exchange prior to the royalty reduction.

In April 2008, the Registrant terminated its efforts to enter into a formal agreement, and the Registrant wrote-off related exploration expenditures in the first quarter of 2008, and the 30,000 shares which were originally issued were returned to treasury.

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. Acquisition costs of $120,000 have been paid.

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, the Registrant 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 Registrant is currently seeking to finance these projects without direct equity participation or dilution by the Registrant.

Santiago Fraction:

In September 2007, the Registrant entered into an option and joint venture agreement to acquire up to a 75% interest in the Santiago Fraction property by issuing 15,000 common shares, paying $25,000 in cash after 1 year, and spending up to $1 million in exploration over a 5-year period. The Registrant issued 15,000 common shares at a deemed value of CAD$0.45 per share.

No exploration efforts are currently being carried out as the Registrant is seeking to finance these projects without direct equity participation or dilution by the Registrant.

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.

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

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, 2007, 2006 and 2005 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 14 of the consolidated financial statements for the year ended December 31, 2007 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.

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:

(a)

Unrealized holding gains and losses on marketable securities:

For CAD GAAP prior to fiscal 2007, marketable securities include investments in shares of companies and other investments capable of reasonably prompt liquidation, such share investments were carried at the lower of cost and quoted market value at the reporting date. Short-term deposits and other short-term investments were carried at the lower of cost plus accrued interest and quoted market value. For CAD GAAP effective January 1, 2007, the Registrant has classified its marketable securities as available-for-sale securities. Such securities are measured at fair market value in the consolidated financial statements with realized gains or losses recorded in net earnings and unrealized gains or losses recorded in other comprehensive income. Under U.S. GAAP, marketable securities then considered trading securities would be recorded at market value with any unrealized gains being recorded in operations for the years ended December 31, 2006 and 2005. Marketable securities in fiscal 2007 are classified as available-for-sale securities for U.S. GAAP.

(b)

Royalty receivable:

For CAD GAAP effective January 1, 2007, the Registrant s royalty receivable from disposition of subsidiary is classified as loans and receivables which is measured at amortized cost and is amortized to interest income using the effective interest rate method. For U.S. GAAP, the royalty receivable is recorded at the face value of the total expected receipts from the royalties.

(c)

Exploration expenditures for mineral properties:

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 Registrant 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 Registrant 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.

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.

(d)

Asset retirement obligations:

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 is had no significant impact on the Registrant s financial statements, based on the current stage of the Registrant s mineral properties.

(e)

Write-off of equipment and write-down of mineral properties:

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

(f)

Divestiture of interests in subsidiaries:

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.

(g)

Flow-through equity financing:

The Registrant 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 Registrant 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 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 U.S. GAAP, the amount received by the Registrant on the issuance of flow-through shares in excess of the fair value of common shares is required to be credited to liabilities and included in operations when the Registrant renounces the qualified expenditures.

Form 20-F

(h)

Unit offerings:

Under Canadian GAAP, the proceeds received on issuance of units, consisting of common shares and warrants, are not required to be allocated to the individual common share and warrant components when the instruments and its components are all determined to be equity instruments. Under U.S. GAAP, the Registrant is required to allocate the proceeds received on unit offerings to the individual common share and warrant components on a relative fair value basis when both components are determined to be equity classified. The fair value of the share purchase warrants was determined using the Black-Scholes method.

(i)

Stock-based compensation:

In December 2004, Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 123 (Revised 2006), "*Share-Based Payment*" ("SFAS 123R"), which is a revision of SFAS 123 "Accounting for Stock-Based Compensation". SFAS 123R supercedes APB Opinion No. 25, "*Accounting for Stock Issued to Employees*". SFAS 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. In calculating compensation to be recognized, SFAS 123R requires the Registrant to estimate future forfeitures. Prior to adoption of SFAS 123R, the Registrant's accounting for stock based compensation for US GAAP purposes was consistent with that used for CAD GAAP. For CAD GAAP purposes, the Registrant uses the fair value method to account for all stock option grants but accounts for forfeitures as they occur, as permitted by CAD GAAP.

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

(j)

Comprehensive income:

United States accounting standards for reporting comprehensive income are set forth in SFAS No. 130, *Comprehensive income.* Comprehensive income represents the change in equity during a reporting period from transactions and other events and circumstances from non-owner sources. Components of comprehensive income include items such as unrealized gain or loss and certain foreign currency translation gains and losses. Under CAD GAAP, comprehensive income is applicable since January 1, 2007.

(k)

Consolidated statement of cash flows:

The Registrant has included a subtotal in cash flows from operating activities. Under U.S. GAAP, no such subtotal would be disclosed.

(l)

Uncertainty in income taxes:

FASB Interpretation (FIN) No. 48: *Accounting for Uncertainty in Income Taxes*, an interpretation of FASB Statement No.109, was adopted by the Registrant on January 1, 2007. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The interpretation requires that the Registrant recognize the impact of a tax position in the financial statements if the position is more likely than not of being sustained on audit, based on the technical merits of the position. FIN 48 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods and disclosure. In accordance with the provisions of FIN 48, any cumulative effect resulting from the change in accounting principle is to be recorded as an adjustment to the opening balance of deficit. The adoption of FIN 48 did not result in a material impact on the Registrant s consolidated financial position or results of operations.

(m)

Impact of recent United States accounting pronouncements:

(i)

In September 2006, FASB issued SFAS No. 157, Fair Value Measurement to define fair value, establish a framework for determining fair value measurements that are already required or permitted under current accounting standards and to expand disclosures about fair value measurements. The statement only applies to fair value and is

effective for fiscal years beginning after November 15, 2007. The Registrant does not expect the adoption of this Interpretation to have a significant effect on the Registrant s results of operations or financial position.

(ii)

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities. This statement permits entities the option to measure financial instruments at fair value (fair value option) thereby achieving an offsetting effect for accounting purposes for certain changes in fair value of certain related assets and liabilities without having to apply hedge accounting. This statement is effective as of beginning of an entity s first fiscal year that begins after November 15, 2007. Retrospective application to fiscal years preceding the effective date is prohibited. The Registrant does not expect the adoption of the statement to have a significant effect on the Registrant s results of operations or financial position.

(iii)

In December 2007, the FASB issued SFAS 160, a standard on accounting for non-controlling interests and transactions with non-controlling interest holders in consolidated financial statements. This statement specifies that non-controlling interests are to be treated as a separate component of equity, with increases and decreases in the parent s ownership interest as capital transactions. This standard requires net income and comprehensive income to be displayed for both the controlling and the non-controlling interests. Additional required disclosures and reconciliations include a separate schedule that shows the effects of any transactions with the non-controlling interests on the equity attributable to the controlling interest.

The statement is effective for periods beginning on or after December 15, 2008 and is to be applied prospectively to all non-controlling interests, including any that arose before the effective date. The Registrant does not expect the adoption of this Interpretation to have a significant effect on the Registrant s results of operations or financial position.

(iv)

In December 2007, the FASB issued a revised standard on accounting for business combinations SFAS 141(R).

The major changes to accounting for business combinations are summarized as follows:

all business acquisitions would be measured at fair value;

most acquisition-related costs would be recognized as expenses as incurred (they would no longer be part of the purchase consideration);

non-controlling interests would be measured at fair value at the date of acquisition (i.e., 100% of the assets and liabilities would be measured at fair value even when an acquisition is less than 100%);

goodwill, if any, arising on a business combination reflects the excess of the fair value of the acquiree, as a whole, over the net amount of the recognized identifiable assets acquired and liabilities assumed. Goodwill is allocated to the acquirer and the non-controlling interest

The statement is effective for business combination transactions occurring in periods beginning on or after December 15, 2008. The Registrant does not expect the adoption of this Interpretation to have a significant effect on the Registrant s results of operations or financial position.

Further details are provided in Note 14 of the audited consolidated financial statements for the year ended December 31, 2007.

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.

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Canarc Resource Corp.

Form 20-F

The Registrant is not aware of any seasonality in the business that has a material effect upon its financial condition, results of operations or cash flows. 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 2007 *Year ended December 31, 2007 compared with December 31, 2006*

Canarc realized a higher net income of approximately $1.5 million for the year ended December 31, 2007 in comparison to a net income of $433,000 for 2006. The net income in 2007 was primarily attributable to the future income tax recovery for the renunciation of exploration expenditures from flow-through equity financings in 2006 and the realized gain from the disposition of marketable securities. The net income in 2006 was attributable to gains realized from the disposition of marketable securities and from the gain from the disposition of Sara Kreek Resource. A substantial portion of the realized gains from marketable securities for both years was from the disposition of shares of Endeavour Silver Corp. (Endeavour), a company with two common directors. In 2007, Canarc disposed of all its shares of Endeavour.

Canarc has no sources of operating revenues.

The future income tax recovery of approximately $2 million is a provision for the recognition at the date of actual renunciation being March 8, 2007, by a reduction in the amount included in share capital for the flow through shares for the future income taxes related to the deductions foregone by Canarc. In 2006, Canarc raised flow-through equity financing from three private placements for approximately CAD$7.05 million which were renounced in March 2007.

In 2007, Canarc adopted new accounting standards issued by the Canadian Institute of Chartered Accountants (CICA) for the recognition and measurement of financial instruments which were applied prospectively with no restatement of prior period financial statements. These new standards consist of CICA Handbook Section 3855-Financial Instruments-Recognition and Measurement, Section 3865-Hedging and Section 1530-Comprehensive Income. The new accounting standards require financial assets designated as held-for-trading and available-for-sale be measured at fair value on initial adoption, while financial assets designated as held to maturity and loans and receivables are measured at amortized cost. Changes in the fair values of marketable securities which Canarc classifies as available-for-sale financial instruments are recognized in other comprehensive income. Due to the adoption of the new standards, Canarc s marketable securities and accumulated other comprehensive income increased by $837,000 on initial adoption. On adoption of the new standards, Canarc designated the royalty receivable as loans and receivables, and reported an adjustment of $38,000 to opening retained earnings. Canarc recognized $15,000 from the accretion of royalty receivable.

Canarc did not acquire nor dispose of any marketable securities in the first quarter of 2007. In the second quarter of 2007, Canarc realized gains of $664,000 from the disposition of marketable securities, and then realized further gains

of $460,000 in the third quarter and $28,000 in the fourth quarter of fiscal 2007. Canarc realized gains of approximately $1.2 million from disposition of marketable securities in fiscal 2007, again primarily from Canarc s shareholdings of Endeavour. Proceeds from the disposition of marketable securities supplemented the financing needs for operating activities and working capital.

With the exception of the fourth quarter of 2007, overall operating expenses in 2007 continue to be higher than prior periods in 2006, reflecting the commensurate heightened operating activities of Canarc as management focused greater efforts on the planning, detailing and implementation of the de-watering program and the preliminary assessment for the New Polaris property and the exploration program for the Benzdorp property, which included hiring additional personnel. Expenses for corporate development reflect active due diligence and property evaluations for Mexico for acquisitions and to identify properties of merit for possible acquisitions. Expenses for corporate development were higher in 2006 than 2007, in which such efforts in 2006 culminated in the acquisition of Mexican properties in 2007. Given that certain account balances of Canarc are stated in Canadian dollars, the appreciation of the Canadian dollar relative to the U.S. dollar during fiscal 2007 caused the recognition of foreign exchange gains for US$ stated financial information. Stock-based compensation results from the granting of stock options was nominally lower in 2007, partly attributable to vesting provisions on certain stock options and due to a lower fair value per option granted. General and administrative expenses and salaries continue to account for a significant portion of operating expenses. Operating activities subsided in the fourth quarter of 2007 as Canarc completed its preliminary assessment for the New Polaris property and continued with its efforts for the extension of its exploration concessions for the Benzdorp property.

As at December 31, 2007, Canarc has mineral properties which are comprised of the following:

	December 31, 2007		
(in $000s)	Acquisition Costs	Exploration/ Development	Total
British Columbia:			
New Polaris	$ 3,605	$ 8,582	$ 12,187
Suriname:			
Benzdorp	301	5,795	6,096
Mexico:			
Los Arrastres	125	95	220
Providencia	17	8	25
Santiago	60	34	94
Santiago Fraction	7	-	7
	$ 4,115	$ 14,514	$ 18,629

Expenditures of $2,505,000 were incurred for New Polaris for the year ended December 31, 2007 as Canarc continued with its de-watering program which was financed in part from the proceeds of the flow-through private placement in October 2006. The de-watering program and preliminary assessment for the property were completed in September 2007. As for the Benzdorp property, expenditures of $554,000 were incurred during 2007.

Acquisition costs related to Canarc s Mexican properties totalled $209,000 and exploration expenditures totalled $137,000, all of which were incurred in 2007.

At December 31, 2007, to maintain its interest and to fully exercise the options under various property agreements covering the properties located in British Columbia (Canada), Mexico 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:

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Canarc Resource Corp.

Form 20-F

	Option/Advance Royalty Payments (in $000s)	Expenditure Commitments (in $000s)	Shares
Benzdorp:			
On commercial production [(i)]	$ 450	$ -	-
New Polaris:			
Net profit interest buyout	-	-	150,000
Los Arrastres			
Option payments and expenditure commitments	2,375	1,905	-
Net profit interest reduction	1,000	-	-
Providencia [(ii)]			
Option payments and expenditure commitments	2,000	-	-
Net profit interest reduction	750	-	250,000
Santiago	1,940	166	-
Santiago Fraction	25	1,000	-
	$ 8,540	$ 3,071	400,000

(i)

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

(ii)

In April 2008, Canarc terminated its efforts to enter into a formal agreement, and in the first quarter of 2008, Canarc wrote-off related exploration expenditures, and the 30,000 shares which were originally issued were returned to treasury.

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

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 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.

Canarc Resource Corp.

Form 20-F

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 Metals.

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:

	December 31, 2006		
(in $000s)	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 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 [(i)]	$ 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.

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.

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 exploration 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 $37,795,000 at December 31, 2007. Furthermore, Canarc has working capital of $590,000 as at December 31, 2007, 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:

	December 31,	
(in $000s)	2007	2006
Cash and cash equivalents	$ 633	$ 2,267
Working capital	$ 590	$ 2,709

Ongoing exploration efforts and operating expenses continue to reduce Canarc s cash resources.

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.

In July 2007, Canarc closed a non-brokered private placement for 2,200,000 units at CAD$0.52 per unit for gross proceeds of CAD$1,144,000. Each unit was comprised of one 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$0.65 until July 24, 2008. Finders fees of CAD$37,440 were paid in cash.

Proceeds from the disposition of marketable securities provided another source of cash flows for Canarc in which it realized proceeds of $1.7 million in 2007 and $2.45 million in 2006. At December 31, 2007, marketable securities had a quoted market value of $16,000.

The flow-through private placements financed the de-watering program 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 Metals from 27% to 19%. As at December 31, 2007, Canarc s interest was reduced nominally to 17% and then to 14% by March 31, 2008.

In December 2007, Canarc s wholly-owned subsidiary, Caza Gold, received proceeds of CAD$300,000 in demand loans of which CAD$180,000 were from directors and officers of Canarc. The loans are repayable on demand and bear an interest rate of 9% per annum.

Equity financings from the exercise of stock options provided proceeds of CAD$200,500 and CAD$364,700 for fiscal 2006 and 2007, respectively.

As at March 31, 2008, Canarc has cash and cash equivalents of $353,000 and a working capital of $389,000.

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, 2007.

Canarc Resource Corp.

Form 20-F

Plan of Arrangement

In November 2007, the Registrant announced plans to spin out its Mexican gold projects under a plan of arrangement. At the Registrant s Special General Meeting held on April 29, 2008, shareholders approved the special resolution for the distribution of approximately 83% of the Registrant s interest in its wholly-owned subsidiary, Caza Gold, to the shareholders of the Registrant under a plan of arrangement. The special resolution was: (1) to transfer the Registrant s wholly-owned Mexican subsidiary which holds the rights to the Mexican gold exploration properties to Caza Gold in return for approximately 14.4 million shares of Caza Gold, and (2) to distribute approximately 12 million Caza Gold shares held by the Registrant to the Registrant s shareholders. Upon completion of the plan of arrangement, shareholders of the Registrant will continue to hold shares of the Registrant and will receive, by way of a dividend in kind, one share of Caza Gold for every six shares of the Registrant held by shareholders as of the dividend record date. On June 25, 2008, regulatory approval for the plan of arrangement was received.

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, Mexico and Suriname, the Registrant must incur exploration expenditures on the properties and make payments to the optionors as follows as at December 31, 2007:

	Payments Due by Period				Others	
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years	Amount	Number of Shares
Benzdorp:							
On commercial production [1]	$ -	$ -	$ -	$ -	$ -	$ 450,000	-
Net Polaris:							
Net profit interest reduction or buydown	-	-	-	-	-	-	150,000
Los Arrastres:							
Option payments	2,375,000	200,000	2,175,000	-	-	-	-
Expenditure commitments	1,922,003	-	1,922,003	-	-	-	-
Net profit interest reduction	-	-	-	-	-	1,000,000	-
Providencia [2] :							
Option payments	2,000,000	180,000	1,820,000	-	-	-	-
Net profit interest reduction	-	-	-	-	-	750,000	250,000
Santiago:							
Option payments	1,940,000	60,000	300,000	1,580,000	-	-	-
Expenditure commitments	177,770	-	177,770	-	-	-	-
Santiago Fraction:							
Option payments	25,000	25,000	-	-	-	-	-
Expenditure commitments	975,000	25,000	460,000	490,000	-	-	-
Total	$ 9,414,773	$ 490,000	$ 6,854,773	$ 2,070,000	$ -	$ 2,200,000	400,000

(1)

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

(2)

In April 2008, Canarc terminated its efforts to enter into a formal agreement, and in the first quarter of 2008 Canarc wrote-off related exploration expenditures, and the 30,000 shares which were originally issued were returned to treasury.

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 the Registrant s 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 13, 2008 are:

Name and Province/State and Country of Residence	*Principal Occupation and Occupation during the Past 5 Years* [1]	*Current Position with the Registrant and Period of Service*
COOKE, Bradford British Columbia, Canada	President of Canarc Resource Corp. (from January 22, 1987 to January 1, 2006)	Chief Executive Officer and Director (since January 22, 1987); Chairman (since January 1, 2006)
BULLOCK, Derek [2] Ontario, Canada	Mining Consultant	Director (since March 12, 1996)
HARRIS, Leonard [2] Colorado, U.S.A.	Retired; Director of Sulliden Exploration Inc., Castle Gold Corporation, Golden Arrow Resources Corporation, Solitario Resources Corporation, Cardero Resource Corp., IMA Exploration Inc., Indico Resources Limited, Endeavour Silver, Corp., Alamos Gold Inc. and Aztec Metals Corp.	Director (since June 5, 2001)

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PRICE, William [(2)] California, U.S.A.	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 (since May 31, 2005)
BRIED, Bruce British Columbia, Canada	President and Chief Operating Officer of Canarc Resource Corp. (from February 15, 2007 to May 31, 2008); Vice-President, Mining, for Endeavour Silver Corp. (from March 2005 to February 2007); General Manager for Kinross Gold USA Inc. (from January 2004 to February 2005); Consultant (from January 2002 to January 2004)	Director (since June 1, 2008)
BILES, Garry British Columbia, Canada	Vice-President, Mining, of Canarc Resource Corp. (since March 1, 2007 to May 31, 2008); General Manager of Glencairn Gold Corp. (from April 2005 to January 2007); General Manager of Procon Mining & Tunnelling (from July 2002 to April 2005); General Manager of Homestake Mining (from July 1994 to April 2002)	President and Chief Operating Officer (since June 1, 2008)
MOORS, James British Columbia, Canada	Exploration Manager for Canarc Resource Corp. (April 2002 to May 2005);	Vice-President, Exploration (since June 2005)

	Director of Information for BC Yukon of Mines (1999 to 2002)	
LOCKWOOD, Stewart British Columbia, Canada	Barrister & Solicitor, Vector Corporate Finance Lawyers	Secretary (since 1994)
YEE, Philip British Columbia, Canada	Finance Manager and/or Controller for Canarc Resource Corp. (from May 2003 to June 2005); Chief Financial Officer, Finance Manager and/or Controller for Endeavour Silver Corp. (from May 2003 to February 2007); Controller for Augusta Group (from 1996 to 2003)	Chief Financial Officer and Vice-President (Finance) (since June 2005)

(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, 2007, the aggregate cash compensation incurred by the Registrant to all individuals who were directors and officers, at the time of their remuneration, in all capacities as a group was CAD$632,749.

The table below discloses information with respect to executive compensation paid by the Registrant to its directors for the fiscal years ended December 31, 2007, 2006 and 2005. 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)

	Annual Compensation [(1)]		*Long Term Compensation*			
			Awards		*Payouts*	
	Other		*Securities*	*Restricted*		*All*

Name and Principal Position	*Year ended Dec. 31*	*Salary (CAD$)*	*Bonus (CAD$)*	*Annual Compensation (CAD$)*[2]	*Under Options/ SARs granted (#)*[1]	*Shares or Restricted Share Units (CAD$)*	*LTIP Payouts (CAD$)*	*Other Compensation (CAD$)*
(a)	*(b)*	*(c)*	*(d)*	*(e)*	*(f)*	*(g)*	*(h)*	*(i)*
Bradford J. Cooke [3]	2007	120,987	0	8,000	950,000	0	0	0
	2006	99,207	0	8,000	175,000	0	0	0
Chief Executive Officer and Director (since January 22, 1987); Chairman (since January 1, 2006); Former President (from January 22, 1987 to January 1, 2006)	2005	59,385	0	8,000	300,000	0	0	0

Chris Theodoropoulos	2007	0	0	3,604	0	0	0	0
	2006	0	0	8,000	125,000	0	0	0
Former Director								
	2005	0	0	8,000	200,000	0	0	0
(from March 12, 1996 to June 12, 2007)								
	2007	0	0	8,000	100,000	0	0	0
Derek Bullock								
	2006	0	0	8,000	125,000	0	0	0
Director								
	2005	0	0	8,000	200,000	0	0	0
	2007	0	0	8,000	100,000	0	0	0
Leonard Harris								
	2006	0	0	8,000	125,000	0	0	0
Director								
	2005	0	0	8,000	200,000	0	0	0
William Price	2007	0	0	8,000	100,000	0	0	0
Director	2006	0	0	8,000	125,000	0	0	0
(since May 31, 2005)	2005	0	0	4,667	200,000	0	0	0
Stephen Macklem	2007	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Former Director	2006	n/a	n/a	n/a	n/a	n/a	n/a	n/a
(from September 7, 2004 to May 10, 2005)	2005	0	0	3,333	100,000	0	0	0
Bruce Bried	2007	115,926	0	0	225,000	0	0	0

Director	2006	n/a	n/a	n/a	75,000	n/a	n/a	n/a
(since June 1, 2008)	2005	n/a	n/a	n/a	100,000	n/a	n/a	n/a
Former President and Chief Operating Officer								
(from February 15, 2007 to May 31, 2008)								

Garry Biles	2007	121,538	0	0	250,000	0	0	0
President and Chief Operating Officer	2006	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	2005	n/a	n/a	n/a	n/a	n/a	n/a	n/a
(since June 1, 2008)								
Vice-President, Mining								
(from March 1, 2007 to May 31, 2008)								
John McClintock	2007	24,551	0	0	0	0	0	0
Former President	2006	180,000	0	0	75,000	0	0	0
(from January 1, 2006 to February 15, 2007)	2005	n/a	n/a	n/a	250,000	n/a	n/a	n/a
James Moors	2007	104,110	0	0	100,000	0	0	0
Vice-President, Exploration	2006	94,500	0	0	100,000	0	0	0
	2005	80,000	0	0	150,000	0	0	0
Stewart Lockwood	2007	0	0	0	50,000	0	0	0
Secretary	2006	0	0	0	0	0	0	0
	2005	0	0	0	100,000	0	0	0
Philip Yee	2007	145,637	0	0	100,000	0	0	0
Chief Financial Officer and	2006	21,700	0	0	100,000	0	0	0
Vice-President (Finance)	2005	24,411	0	0	150,000	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 2005, 2006 and 2007 are net of allocations by Endeavour Silver Corp., which were incurred for Bradford Cooke. In prior annual reports, salaries were based upon gross amounts.

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, 2007 to each 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, 2007:

SUMMARY OF STOCK OPTIONS

GRANTED TO DIRECTORS AND OFFICERS

From January 1, 2007 to December 31, 2007

Name and Principal Position	*Date of Grant*	*Title of Underlying Security*	*Number of Underlying Security*	*Exercise Price per Share (CAD$)*	*Expiry Date*
Bradford J. Cooke	June 15, 2007	Common shares	200,000	$0.54	June 15, 2012
Chief Executive Officer and Director	Sept 26, 2007	Common shares	750,000	$0.46	Sept 26, 2012
(since January 22, 1987);					

Chairman (since January 1, 2006); President (from January 22, 1987 to January 1, 2006)					
Derek Bullock	June 15, 2007	Common shares	100,000	$0.54	June 15, 2012
Director					
Leonard Harris	June 15, 2007	Common shares	100,000	$0.54	June 15, 2012
Director					
William Price	June 15, 2007	Common shares	100,000	$0.54	June 15, 2012
Director					
Bruce Bried	Jan 26, 2007	Common shares	125,000	$0.74	Jan 26, 2012
Director (since June 1, 2008) Former President and Chief Operating Officer (from February 15, 2007 to May 31, 2008)	June 15, 2007	Common shares	100,000	$0.54	June 15, 2012
Garry Biles	Jan 26, 2007	Common shares	200,000	$0.74	Jan 26, 2012
President and Chief Operating Officer (since June 1, 2008) Vice-President, Mining (from March 1, 2007 to May 31, 2008)	June 15, 2007	Common shares	50,000	$0.54	June 15, 2012

James Moors	June 15, 2007	Common shares	100,000	$0.54	June 15, 2012
Vice-President, Exploration					
Stewart Lockwood	June 15, 2007	Common shares	50,000	$0.54	June 15, 2012
Secretary					
Philip Yee	June 15, 2007	Common shares	100,000	$0.54	June 15, 2012
Chief Financial Officer and Vice-President (Finance)					

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 2007 fiscal year, share appreciation rights for 152,407 common shares were exercised by option holders who were officers of the Registrant at the time of exercise.

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 Chief Executive Officer and a Director, 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, 2007, the Registrant granted stock options to directors for up to 1,250,000 common shares of which 500,000 options have an exercise price of CAD$0.54 and an expiry date of June 15, 2012 and 750,000 options have an exercise price of CAD$0.46 and an expiry date of September 26, 2012.

No funds were set aside or accrued by the Registrant or its subsidiaries during the year ended December 31, 2007 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 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, 2007, 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 2007, 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, 2007 to October 29, 2008.

Performance Graph

Shareholder Return Performance Graph

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The graph below compares 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 Total Return Index for the period commencing **December 31, 2002** and ending **December 31, 2007**.

Comparison of Total Shareholder Return on Common Shares

of the Registrant and the Toronto Stock Exchange Indice

(based on Canadian Funds)

The graph assumes that the initial value of the investment on the stock exchange in the Registrant s common shares and in the indice was $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 five directors, of which four directors (Bruce Bried, 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 Chief Executive Officer of the Registrant.

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:

Director	**Other Reporting Issuers**
Bradford Cooke	Endeavour Silver Corp. Radius Gold Inc.
Derek Bullock	Absolut Resources Corp. Iamgold Corporation Goldcrest Resources Ltd.
Leonard Harris	Sulliden Exploration Inc.

	Castle Gold Corporation Golden Arrow Resources Corporation Solitario Resources Corporation Cardero Resource Corp. IMA Exploration Inc. Indico Resources Limited Endeavour Silver Corp. Alamos Gold Inc.
William Price	n/a
Bruce Bried	International Montoro Resources Inc.

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, 2007, the Registrant has held board meetings at least quarterly and at which all Board members have attended, 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;

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identification and management of the principal risks associated 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 Annual Information Form dated March 25, 2008.

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, Mexico and Suriname. As of June 13, 2008, the Registrant had a

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staff of seven part time employees based in Vancouver, BC, Canada, one part time employee based in Mexico, and two employees based in Suriname.

6.E Share Ownership

As at June 13, 2008, the share ownership and number of stock options of the directors and officers of the Registrant are as follows:

	Share Ownership		**Number of Stock Options**		
Name and Principal Position	*Number of Shares*	*Percentage [(1)]*	*Number of Underlying Security [(2)]*	*Exercise Prices per Share (CAD$)*	*Expiry Dates*
Bradford J. Cooke	1,354,980	1.89%	50,000	$0.25	Apr. 20, 2009
Chairman, Chief Executive Officer and Director			200,000	$0.26	Sept. 30, 2009
			750,000	$0.27	June 23, 2010
			100,000	$1.00	Feb. 17, 2009
			100,000	$0.70	Oct. 25, 2009
			50,000	$0.35	June 30, 2010
			175,000	$0.69	June 29, 2011
			200,000	$0.54	June 15, 2012
			750,000	$0.46	Sept 26, 2012
			400,000	$0.29	May 15, 2013
Derek Bullock	5	0.00%	50,000	$1.00	Feb. 17, 2009
Director			100,000	$0.70	Sept. 7, 2009
			125,000	$0.69	June 29, 2011

			100,000	$0.54	June 15, 2012
			125,000	$0.29	May 15, 2013
Leonard Harris	210,000	0.29%	50,000	$1.00	Feb. 17, 2009
Director			100,000	$0.70	Sept. 7, 2009
			200,000	$0.35	June 30, 2010
			125,000	$0.69	June 29, 2011
			100,000	$0.54	June 15, 2012
			125,000	$0.29	May 15, 2013
William Price	5,556,000	7.75%	200,000	$0.35	June 30, 2010
Director			125,000	$0.69	June 29, 2011
			100,000	$0.54	June 15, 2012
			125,000	$0.29	May 15, 2013
Bruce Bried	150,000	0.21%	75,000	$0.69	June 29, 2011
Director			125,000	$0.74	Jan 26, 2012
(since June 1, 2008);			100,000	$0.54	June 15, 2012
President and Chief Operating Officer			125,000	$0.29	May 15, 2013
(from February 15, 2007 to May 31, 2008)					

Garry Biles	Nil	Nil	200,000	$0.74	Jan 26, 2012
President and Chief Operating Officer			50,000	$0.54	June 15, 2012
			200,000	$0.29	May 15, 2013
(since June 1, 2008);					
Vice-President, Mining					
(from March 1, 2007 to May 31, 2008)					
James Moors	30,612	0.04%	50,000	$1.00	Feb. 17, 2009
Vice-President, Exploration			150,000	$0.35	June 30, 2010
			100,000	$0.69	June 29, 2011
			100,000	$0.54	June 15, 2012
			175,000	$0.29	May 15, 2013
Stewart Lockwood	20,174	0.03%	100,000	$0.35	June 30, 2010
Secretary			50,000	$0.54	June 15, 2012
			40,000	$0.29	May 15, 2013
Philip Yee	Nil	Nil	50,000	$1.00	Feb. 17, 2009
Chief Financial Officer and Vice-President (Finance)			150,000	$0.35	June 30, 2010
			100,000	$0.69	June 29, 2011
			100,000	$0.54	June 15, 2012
			175,000	$0.29	May 15, 2013

(1)

As at June 13, 2008, the Registrant had 71,704,505 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 13, 2008 unless otherwise stated, are set forth below:

Stock Option Summary

Amount Outstanding	**Exercise Prices (CAD$)**	**Dates Granted**	**Expiry Dates**
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
490,000	$1.00	February 17, 2004	February 17, 2009
200,000	$0.70	September 7, 2004	September 7, 2009
100,000	$0.70	October 25, 2004	October 25, 2009
1,140,000	$0.35	June 30, 2005	June 30, 2010

20,000	$0.40	December 5, 2005	December 5, 2010
1,200,000	$0.69	June 29, 2006	June 29, 2011
325,000	$0.74	January 26, 2007	January 26, 2012
1,105,000	$0.54	June 15, 2007	June 15, 2012
750,000	$0.46	September 26, 2007	September 26, 2012
1,800,000	$0.29	May 15, 2008	May 15, 2013
8,134,000	**TOTAL**		

Warrant Summary Chart

Amount Outstanding	**Exercise Price (CAD$)**	**Date Issued**	**Expiry Dates**
1,100,000	$0.65	July 24, 2007	July 24, 2008
1,100,000	**TOTAL**		

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, officers 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 7,074,000 common shares are outstanding as at December 31, 2007, 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;

(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 13, 2008, 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:

Title of Class	Identity of Person or Group	Shares Owned [1]	Percentage of Class [2]
Common Shares	CDS & Co. Toronto, Ontario	34,931,906 [3], [4]	48.72%
Common Shares	CEDE & Co. New York, New York, U.S.A.	28,328,990 [3], [4]	39.51%
Common Shares	William Price [5] Redwood City, California, U.S.A.	5,556,000 [6]	7.75%
Common Shares	Officers and Directors as a group	7,321,771 [6]	10.21%

(1)

Common shares.

(2)

As at June 13, 2008, the Registrant had 71,704,505 common shares issued and outstanding.

(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 13, 2008, William Price controlled, either directly or indirectly, 5,556,000 common shares of the Registrant, representing 7.75% 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 13, 2008, his shareholdings of 5,556,000 common shares are included in the 7,321,771 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

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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, 2008 there were 71,704,505 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 425 registered holders of the Registrant s common shares resident in the United States (71% of all registered holders) holding 35,343,901 common shares. This number represents approximately 49% 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, 2007, the Registrant had transactions with related parties.

General and administrative costs during 2007 include:

-

CAD$Nil (2006 - CAD$38,000 and 2005 - CAD$Nil) of consulting fees charged by a company controlled by a former director of the Registrant;

-

CAD$120,987 (2006 - CAD$99,208 and 2005 - CAD$59,385) of salaries paid to a director;

-

CAD$32,005 (2006 - CAD$55,580 and 2005 - CAD$23,000) in office rent recovered from companies sharing certain common directors; and

-

CAD$35,273 (2006 - $Nil and 2005 $Nil) in office rent paid to a company sharing certain common directors.

A law firm in which a senior officer is a partner charged fees totalling CAD$106,316 in 2007 (2006 - CAD$159,594 and 2005 CAD$65,496). Also, in fiscal 2007, the Registrant paid a total of CAD$35,604 (2006 - CAD$40,000 and 2005 - CAD$40,000) to current and former directors in their capacity as Directors of the Registrant.

Items 4.A, 5.A and 5.B provide further details of transactions with Aztec Metals and Caza Gold.

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

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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 and in the Form 20-F.

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, 2007 (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. Also, certain directors and officers of Canarc Resource Corp. are directors, officers and / or employees of Aztec Metals. The interests of these companies may differ from time to time. Items 4.D and 6.C provide further details.

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, 2007 and 2006;

(b)

Consolidated Statements of Operations and Comprehensive Income for each of the years ended December 31, 2007, 2006, and 2005;

(c)

Consolidated Statements of Shareholders Equity for each of the years ended December 31, 2007, 2006, and 2005;

(d)

Consolidated Statements of Cash Flows for each of the years ended December 31, 2007, 2006, and 2005; and

(e)

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.

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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.

8.B Significant Changes

There has been no significant change in the financial condition of the Registrant since December 31, 2007 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)

Fiscal Year	High (CAD$)	Low (CAD$)
2007	$0.83	$0.33
2006	$0.95	$0.55
2005	$0.62	$0.31
2004	$1.10	$0.49
2003	$1.34	$0.35

Quarter	High (CAD$)	Low (CAD$)
2008		
1st Quarter	$0.44	$0.23

2007		
4th Quarter	$0.54	$0.33
3rd Quarter	$0.61	$0.40
2nd Quarter	$0.78	$0.52
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
1st Quarter	$0.88	$0.55

Month	**High (CAD$)**	**Low (CAD$)**
2008		
May	$0.31	$0.24
April	$0.27	$0.23
March	$0.39	$0.23

February	$0.38	$0.30
January	$0.44	$0.27
2007		
December	$0.42	$0.33

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.

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 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 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 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.

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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.

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

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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.

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,

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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 Registant 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.

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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:

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, 2008, 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 Items 4.B and 4.D.

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 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 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 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, financial services income, shipping income, 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 companies, 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 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 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 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

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

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Registrant believes that it does not have any material exposure to interest rate 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.

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.

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.

Management conducted an evaluation of the design and operation of the Registrant s internal control over financial reporting as of December 31, 2007 based on the criteria in a framework developed by the Registrant s management pursuant to and in compliance

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with the SEC s *Guidance Regarding Management s Report on Internal Control Over Financial Reporting Under Section 13(a) or 15(d) of the Securities Exchange Act of 1934*, Release No. 33-8810. This evaluation included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this evaluation. Based on this evaluation, management has identified the following weakness in its internal controls:

In common with many other smaller companies, the Registrant has insufficient resources to appropriately review increasingly complex areas of accounting within the accounting function such as those in relation to financial instruments and future income tax. The Registrant shall engage the services of an external accounting firm to assist in applying complex areas of accounting as needed. In December 2007, the Registrant has hired a consultant to design and implement internal controls over financial reporting. Notwithstanding this weakness, management concluded that the financial statements for the year ended December 31, 2007 fairly present the Company s financial position and the results of its operations for the year then ended.

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 Registrant s annual report for the fiscal year ended December 31, 2009. Therefore, this report does not include an attestation report of the Registrant s independent registered public accounting firm regarding internal controls over financial reporting pursuant to temporary rules of the Securities and Exchange Commission that permit the Registrant to provide only management s report in this annual report.

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

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 has been on the audit committee of Iamgold Corporation and 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.

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)

Type of Services Rendered	2007 Fiscal Year (CAD$)	2006 Fiscal Year (CAD$)
(a) Audit Fees	$82,000	$80,000
(b) Audit-Related Fees	$9,000	Nil
(c) Tax Fees	Nil	Nil
(d) All Other Fees	Nil	Nil

At an Audit Committee meeting held in March 2008, the Audit Committee pre-approved all services to be performed by the auditors including certain non-audit services requested by management for the 2008 fiscal year until the next Audit Committee meeting concerning the financial statements for the year ended December 31, 2008, 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.

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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:

Financial Statements	Page # in Sequential Numbering System
1.1 Report of Independent Registered Public Accounting Firm dated March 14, 2008, except as to Note 4(d) which is as of April 29, 2008, Note 13 which is as of June 25, 2008 and Note 14 which is as of July 11, 2008.	86
1.2 Consolidated balance sheets as at December 31, 2007 and 2006 together with the consolidated statements of operations and comprehensive income, shareholders equity and cash flows for each of the years in the three year period ended December 31, 2007, 2006 and 2005.	87

ITEM 18. FINANCIAL STATEMENTS

Not Applicable

ITEM 19. EXHIBITS

Exhibits		Page # in Sequential Numbering System
Exhibit #	**Description**	
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	121
12-1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Bradford J. Cooke)	83
12-2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Philip Yee)	84
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)	122

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)	122
15-1	Resource Potential, New Polaris Project (dated March 14, 2007)	Previously filed on Form 6-K with the SEC in July 2008
15-2	New Polaris Project, Preliminary Assessment (dated October 4, 2007)	Previously filed on Form 6-K with the SEC on October 12, 2007
15-3	Report on the 2007 Exploration Program on the Los Arrastres Property (dated March 15, 2008)	Previously filed on Form 6-K with the SEC in July 2008
15-4	Summary Report on the Benzdorp Project Suriname (dated March 22, 2008)	Previously filed on Form 6-K with the SEC in July 2008

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 July 11, 2008.

CANARC RESOURCE CORP.

Per:

/s/

Bradford J. Cooke

Bradford J. Cooke, Chief Executive Officer and Director

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 Company as of, and for, the periods presented in this report;

4.

The Company 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company 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 Company, 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.

Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c.

Evaluated the effectiveness of the Company 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

d.

Disclosed in this report any change in the Company 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 Company s internal control over financial reporting; and

5.

The Company s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company s auditors and the audit committee of the Company 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 Company 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 Company s internal control over financial reporting.

DATED at Vancouver, British Columbia, Canada, as of July 11, 2008.

/s/

Bradford J. Cooke

Bradford J. Cooke, Chief Executive Officer and Director

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 Company as of, and for, the periods presented in this report;

4.

The Company 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company 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 Company, 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.

Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c.

Evaluated the effectiveness of the Company 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

d.

Disclosed in this report any change in the Company 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 Company s internal control over financial reporting; and

5.

The Company s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company s auditors and the audit committee of the Company 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 Company 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 Company s internal control over financial reporting.

DATED at Vancouver, British Columbia, Canada, as of July 11, 2008.

/s/

Philip Yee

Philip Yee, Chief Financial Officer

Consolidated Financial Statements of

CANARC RESOURCE CORP.

(expressed in thousands of United States dollars)

Years ended December 31, 2007, 2006 and 2005

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Canarc Resource Corp.

Form 20-F

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, 2007 and 2006 and the consolidated statements of operations and comprehensive income, shareholders equity and cash flows for each of the years in the three-year period ended December 31, 2007. 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, 2007 and 2006 and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2007 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.

As discussed in Note 2(p) to the consolidated financial statements, the Company changed its method of accounting for certain financial instruments in 2007.

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 14 to the consolidated financial statements.

/s/ KPMG LLP

Chartered Accountants

Vancouver, Canada

March 14, 2008, except as to Note 4(d) which is as of April 29, 2008, Note 13 which is as of June 25, 2008 and Note 14 which is as of July 11, 2008.

CANARC RESOURCE CORP.

Consolidated Balance Sheets

(expressed in thousands of United States dollars)

	December 31, 2007	December 31, 2006
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	**$ 633**	$ 2,267
Marketable securities (Note 3)	**16**	522
Receivables and prepaids	**526**	105
Royalty receivable - current portion (Note 4(c)(i))	**50**	50
	1,225	2,944
NONCURRENT ASSETS		
Mineral properties (Note 4)	**18,629**	15,224
Equipment (Note 5)	**8**	7
Royalty receivable - long-term portion (Note 4(c)(i))	**127**	200
Long-term investment (Note 6)	**126**	72
	18,890	15,503
	$ 20,115	$ 18,447
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	**$ 331**	$ 235
Notes payable (Note 8)	**304**	-
	635	235
SHAREHOLDERS' EQUITY		
Share capital (Note 7(a))	**55,289**	55,629
Contributed surplus	**2,014**	1,855
Accumulated other comprehensive income	**(28)**	-
Deficit	**(37,795)**	(39,272)

19,480	18,212
$ 20,115	$ 18,447

Nature of operations (Note 1)

Commitments and contingencies (Note 4)

Subsequent events (Notes 4(d)(i) and (ii), and 13)

Refer to the accompanying notes to the consolidated financial statements.

Approved by the Directors:

/s/

Bradford Cooke

/s/

William Price

Director

Director

CANARC RESOURCE CORP.

Consolidated Statements of Operations and Comprehensive Income

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

	Years ended December 31,		
	2007	2006	2005
Expenses:			
Amortization	**$ 2**	$ 3	$ 4
Corporate development	**65**	294	8
Employee and director remuneration (Note 9)	**618**	429	137
Foreign exchange gain	**(198)**	(14)	(40)
General and administrative (Note 9)	**592**	337	324
Shareholder relations	**198**	307	113
Stock-based compensation (Note 7(b))	**442**	454	435
Loss before the undernoted	**(1,719)**	(1,810)	(981)
Equity loss from investment in affiliated company	**-**	(6)	(3)
Gain on disposition of marketable securities	**1,152**	1,598	1,225
Gain on dilution from long term investment (Note 6)	**-**	-	621
Gain from disposition of subsidiary (Note 4(c)(i))	**-**	600	-
Investment and other income	**28**	81	2
Accretion of royalty receivable (Note 4(c)(i))	**15**	-	-
Non-controlling interest	**-**	-	22
Write-down of marketable securities	**-**	(30)	(2)
Write-down of mineral properties	**-**	-	(170)
Write-off of debt due from affiliated company (Note 6)	**-**	-	(542)
(Loss) income before income tax	**(524)**	433	172

Future income tax recovery (Note 7(a)(i))	**2,039**	-	143
Income for the year	**1,515**	433	315
Other comprehensive income (loss):			
Unrealized gain on available-for-sale securities	**289**	-	-
Realized gain on sale of available-for-sale securities	**(1,152)**	-	-
Foreign exchange on unrealized gain	**68**	-	-
Foreign exchange on realized gain	**(70)**	-	-
Comprehensive income for the year	**$ 650**	$ 433	$ 315
Basic and diluted earnings per share	**$ 0.02**	$ 0.01	$ 0.01
Weighted average number of shares outstanding	**69,907,839**	63,462,293	58,518,229

Refer to the accompanying notes to the consolidated financial statements.

CANARC RESOURCE CORP.

Consolidated Statements of Shareholders Equity

(expressed in thousands of United States dollars)

	Years ended December 31,					
	2007		**2006**		**2005**	
	Shares	**Amount**	Shares	Amount	Shares	Amount
Common shares:						
Balance, beginning of year	**68,470,476**	**$ 55,629**	58,545,115	$ 49,150	58,318,448	$ 49,234
Issued:						
Private placement	**2,200,000**	**1,039**	9,380,361	6,201	-	-
Property acquisition	**45,000**	**24**	-	-	-	-
Exercise of options	**830,000**	**530**	545,000	278	220,000	56
Exercise of share appreciation rights	**189,029**	**106**	-	-	6,667	3
Provision for flow-through shares (Note 7(a)(i))	**-**	**(2,039)**	-	-	-	(143)
Balance, end of year	**71,734,505**	**55,289**	68,470,476	55,629	58,545,115	49,150
Contributed surplus:						
Balance, beginning of year		**1,855**		1,502		1,088
Exercise of options		**(177)**		(101)		(18)
Fair value of stock options recognized		**405**		454		432
Fair value of share appreciation rights		**(69)**		-		-
Balance, end of year		**2,014**		1,855		1,502
Accumulated other comprehensive income:						
		-		-		-

Balance, beginning of year			
Adoption of new accounting policy for available-for-sale securities (Note 2(p))	**837**	-	-
Unrealized gain on available-for-sale securities	**289**	-	-
Realized gain on sale of available-for-sale securities	**(1,152)**	-	-
Foreign exchange on unrealized gain on available-for-sale securities	**68**	-	-
Foreign exchange on realized gain on available-for-sale securities	**(70)**	-	-
Balance, end of year	**(28)**	-	-
Deficit:			
Balance, beginning of year	**(39,272)**	(39,705)	(40,020)
Adoption of new accounting policy for royalty receivable (Note 2(p))	**(38)**	-	-
Income for the year	**1,515**	433	315
Balance, end of year	**(37,795)**	(39,272)	(39,705)
Total Shareholders' Equity	**$ 19,480**	$ 18,212	$ 10,947

Refer to the accompanying notes to the consolidated financial statements.

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Canarc Resource Corp.

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CANARC RESOURCE CORP.

Consolidated Statements of Cash Flows

(expressed in thousands of United States dollars)

	Years ended December 31,		
	2007	2006	2005
Cash provided from (used for):			
Operations:			
Income for the year	**$ 1,515**	$ 433	$ 315
Items not involving cash:			
Amortization	**2**	3	4
Equity loss from investment in affiliated company	**-**	6	3
Gain on disposition of marketable securities	**(1,152)**	(1,598)	(1,225)
Gain on dilution from long term investment	**-**	-	(621)
Gain on disposition of subsidiary (Note 4(c)(i))	**-**	(600)	-
Future income tax recovery	**(2,039)**	-	(143)
Accretion of royalty receivable (Note 4(c)(i))	**(15)**	-	-
Stock-based compensation	**442**	454	435
Unrealized currency translation loss	**(47)**	(9)	(29)
Write-down of marketable securities	**-**	30	2
Write-down of mineral properties	**-**	-	170
Write-off of debt due from affiliated company (Note 6)	**-**	-	542
	(1,294)	(1,281)	(547)
Changes in non-cash working capital items:			
Receivables and prepaids	**(106)**	(57)	67
Due to/from related parties	**-**	-	(118)
Accounts payable and accrued	**96**	-	(35)

liabilities			
	(1,304)	(1,338)	(633)
Financing:			
Issuance of common shares	**1,392**	6,378	38
Proceeds from notes payable	**304**	-	-
	1,696	6,378	38
Investing:			
Proceeds from disposal of marketable securities	**1,690**	2,452	2,009
Proceeds from disposition of subsidiary	**50**	450	-
Acquisition of marketable securities	**(13)**	(498)	(789)
Mineral properties, net of recoveries	**(3,696)**	(5,666)	(851)
Equipment	**(3)**	-	-
Long term investment	**(54)**	-	-
	(2,026)	(3,262)	369
(Decrease) increase in cash and cash equivalents	**(1,634)**	1,778	(226)
Cash and cash equivalents, beginning of year	**2,267**	489	715
Cash and cash equivalents, end of year	**$ 633**	$ 2,267	$ 489

Supplemental disclosure with respect to cash flows (Note 12).

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)

CANARC RESOURCE CORP.

Notes to the Consolidated Financial Statements

Years ended December 31, 2007, 2006 and 2005

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

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 $37,795,000 at December 31, 2007. Furthermore, the Company has working capital of $590,000 as at December 31, 2007, 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 and equity investment, 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 27% as at December 31, 2005 when its investment was accounted for using the equity method (Note 6), and further diluted its interest to 19% as at December 31, 2006 and then to 17% at December 31, 2007 which investment was accounted for using the cost method;

-

Carib Industries Ltd., in which the Company holds a 78.5% interest, which is consolidated; 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 or other investments as appropriate.

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Canarc Resource Corp.

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CANARC RESOURCE CORP.

Notes to the Consolidated Financial Statements

Years ended December 31, 2007, 2006 and 2005

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

2.

Significant Accounting Policies (continued)

(c)

Marketable securities:

Marketable securities include investments in shares of companies and other investments capable of reasonably prompt liquidation. Refer to Note 2(p) for change in accounting policy effective January 1, 2007.

(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 10% 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 in accordance with the Company s policy for financial instruments as defined in Note 2(p)(i).

(g)

Stock-based compensation plan:

The Company has a share option plan which is described in Note 7(b). 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.

The Company has a share appreciation rights plan which provides option holders 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 fair value of the underlying stock option, which is cancelled on the exercise of the share appreciation rights, is transferred from the related contributed surplus to share capital. The difference between the quoted market price, on the date the share appreciation right is exercised, of the shares issued and the fair value of the stock option is recorded as share capital and charged to operations.

Canarc Resource Corp.

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CANARC RESOURCE CORP.

Notes to the Consolidated Financial Statements

Years ended December 31, 2007, 2006 and 2005

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

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. The Company assessed its mineral properties, and based upon such assessments, there were no known material asset retirement obligations as at December 31, 2007.

(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 per share:

Basic earnings per share is computed by dividing the earnings available to common shareholders by the weighted average number of shares outstanding during the year. For all years presented, earnings available to common shareholders equals the reported earnings. 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 per share presented is the same as basic earnings per share as the effect of outstanding options and warrants in the earnings 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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CANARC RESOURCE CORP.

Notes to the Consolidated Financial Statements

Years ended December 31, 2007, 2006 and 2005

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

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, accounts payable and accrued liabilities, and notes payable 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:

Consolidation principles apply to 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 Company does not have any VIE s.

CANARC RESOURCE CORP.

Notes to the Consolidated Financial Statements

Years ended December 31, 2007, 2006 and 2005

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

2.

Significant Accounting Policies (continued)

(p)

Change in accounting policy:

Effective January 1, 2007, the Company adopted the following new accounting standards issued by the Canadian Institute of Chartered Accountants (CICA) relating to financial instruments. The new standards have been adopted on a prospective basis with no restatement of prior period financial statements.

(i)

CICA Handbook Section 3855 Financial Instruments Recognition and Measurement

The standard addresses the classification, recognition and measurement of financial instruments in the financial statements. This standard requires all financial instruments within its scope, including derivatives, to be included in the Company s balance sheet and measured either at fair value on initial recognition or, in certain circumstances when fair value may not be considered most relevant, at cost or amortized cost. Changes in fair value are recognized in the statements of operations.

All financial assets and liabilities are recognized when the entity becomes a party to the contract creating the item. As such, any outstanding financial assets and liabilities at the effective date of adoption are recognized and measured in accordance with the new requirements as if these requirements had always been in effect. Any changes to the fair values of assets and liabilities prior to the adoption date are recognized by adjusting accumulated other comprehensive income.

All financial instruments are classified into one of the following five categories: held for trading, held-to-maturity, loans and receivables, available-for-sale financial assets, or other financial liabilities. Initial and subsequent measurement and recognition of changes in the value of financial instruments depends on their initial classification:

Held-to-maturity investments, loans and receivables, and other financial liabilities are initially measured at fair value and subsequently measured at amortized cost. Amortization of premiums or discounts and losses due to impairment are included in current period net earnings;

Available-for-sale financial assets are measured at fair value based on quoted market prices. Investment in equity instruments classified as available-for-sale that does not have a quoted market price in an active market is measured at cost. Revaluation gains and losses are included in other comprehensive income until the asset is removed from the balance sheet either by disposition or permanent impairment at which time the realized gain or loss is transferred to net earnings;

Held for trading financial instruments are measured at fair value. All gains and losses are included in net earnings in the period in which they arise; and

All derivative financial instruments are classified as held for trading financial instruments and are measured at fair value, even when they are part of a hedging relationship. All gains and losses are included in net earnings in the period in which they arise.

Canarc Resource Corp.

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Notes to the Consolidated Financial Statements

Years ended December 31, 2007, 2006 and 2005

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

2.

Significant Accounting Policies (continued)

(p)

Change in accounting policy: (continued)

(i)

CICA Handbook Section 3855 Financial Instruments Recognition and Measurement (continued)

In accordance with the new standard, the Company has classified its marketable securities as available-for-sale securities. Such securities are measured at fair market value in the consolidated financial statements with realized gains or losses recorded in net earnings and unrealized gains or losses recorded in other comprehensive income. This change in accounting policy resulted in an increase of $837,000 in the carrying value of its marketable securities on initial adoption.

The Company s royalty receivable from disposition of subsidiary (Note 4(c)(i)) is classified as loans and receivables. It is measured at amortized cost and is amortized to interest income using the effective interest rate method. This change in accounting policy resulted in a decrease of $38,000 in the carrying value of its royalty receivable from disposition of subsidiary on initial adoption.

Its investment in shares of Aztec is classified as available-for-sale but such shares do not have a quoted market price in an active market and is therefore measured at cost.

(ii)

CICA Handbook Section 3865 - Hedging

This new standard specifies the circumstances under which hedge accounting is permissible and how hedge accounting may be performed. Section 3865, "Hedges" specifies the criteria that must be satisfied in order for hedge accounting to be applied and the accounting for each of the permitted hedging strategies: fair value hedges, cash flow hedges and hedges of foreign currency exposures of net investments in self-sustaining foreign operations. Hedge accounting is discontinued prospectively when the derivative no longer qualifies as an effective hedge, or the derivative is terminated or sold, or upon the sale or early termination of the hedged item. The Company currently does not have any hedges.

(iii)

CICA Handbook Section 1530 - Comprehensive Income

Comprehensive income is the change in shareholders equity during a period from transactions and other events from non-owner sources. This standard requires certain gains and losses that would otherwise be recorded as part of net earnings to be presented in other comprehensive income until it is considered appropriate to recognize into net earnings. This standard requires the presentation of comprehensive income, and its components in a separate financial statement that is displayed with the same prominence as the other financial statements.

Accordingly, the Company now includes the account accumulated other comprehensive income in the shareholders equity section of the consolidated balance sheet and the account other comprehensive income in the statement of operations.

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CANARC RESOURCE CORP.

Notes to the Consolidated Financial Statements

Years ended December 31, 2007, 2006 and 2005

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

2.

Significant Accounting Policies (continued)

(q)

New Accounting Pronouncements:

(i)

Financial Instruments Disclosures and Presentation, CICA Handbook Sections 3862 & 3863

The CICA issued Section 3862 on disclosures and Section 3863 on presentation. The two new CICA sections replace Section 3861 and set out additional financial instruments disclosure requirements while carrying forward unchanged its presentation requirements. These sections are applicable to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2007.

(ii)

Assessing Going Concern, CICA Handbook Section 1400

In June 2007, CICA Section 1400 was amended to clarify requirements for management to assess and disclose an entity s ability to continue as a going concern. This section applies to interim and annual periods beginning on or after January 1, 2008.

(iii)

Capital Disclosures, CICA Handbook Section 1535

CICA Section 1535 applies to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2007. This section requires additional disclosures relating to capital management strategies.

The Company will adopt the standards on January 1, 2008, and is evaluating the impact of these new standards on its financial position and results of operations.

The Company does not expect the adoption of the standards to result in any material changes to the Company s financial statements.

(t)

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

	2007	2006
Investment in shares of companies, at cost	$ 44	$ 497
Unrealized foreign exchange (losses) gains	(2)	25
Unrealized loss in market values	(26)	-
	$ 16	$ 522

The quoted market value of shares of companies was $16,000 at December 31, 2007.

As at December 31, 2006, 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, a carrying value of $367,000 and a quoted market value of $1,156,000. In 2007, the Company disposed all its shareholdings in Endeavour.

4.

Mineral Properties

	2007			2006		
	Acquisition Costs	Exploration/ Development	Total	Acquisition Costs	Exploration/ Development	Total
British Columbia:						
New Polaris (Note 4(a)(i))	$ 3,605	$ 8,582	$ 12,187	$ 3,605	$ 6,077	$ 9,682
Suriname:						
Benzdorp (Note 4(c)(ii))	301	5,795	6,096	301	5,241	5,542
Mexico:						
Los Arrastres (Note 4(d)(i))	125	95	220	-	-	-
Providencia (Note 4(d)(ii))	17	8	25	-	-	-
Santiago (Note 4(d)(iii))	60	34	94	-	-	-
Santiago Fraction (Note 4(d)(iv))	7	-	7	-	-	-
	$ 4,115	$ 14,514	$ 18,629	$ 3,906	$ 11,318	$ 15,224

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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, 2007 and 2006 include a reclamation bond for CAD$249,000.

(ii)

Eskay Creek:

The Company continues to own 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 Central Sun Mining Inc. (formerly, Glencairn Gold Corporation) (Central Sun) the right to earn a 100% working interest in the property calls for pre-production payments which ended in fiscal 2005. 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 Central Sun until $317,741 in advance royalty payments are repaid.

(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 in 2006 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 Company. In 2007, the Company received a royalty of $50,000 (2006 - $50,000).

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4.

Mineral Properties (continued)

(c)

Suriname: (continued)

(i)

Sara Kreek: (continued)

The royalty receivable has been determined using the effective interest rate method. The expected future cash flows have been discounted using the effective interest rate to determine the present value as at January 1, 2007 and December 31, 2007.

	2007
Present value of expected cash flows from royalties as at January 1	$ 212
Add: Accretion for the year	15
Less: Royalty received during the year	(50)
Present value of expected cash flows from royalties as at December 31	177
	(50)

Less: Current portion of royalty receivable as at December 31	
Long-term portion of royalty receivable as at December 31	$ 127

(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.

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4.

Mineral Properties (continued)

(c)

Suriname: (continued)

(ii)

Benzdorp: (continued)

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, 2007, the Company did not complete a feasibility study.

The Company has earned a 40% interest in the Benzdorp property, and can 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 were due to expire in July 2007, and Benzdorp Gold NV, the joint venture company held by the Company and Grassalco, has applied to the Minister of Natural Resources of Suriname for a three year extension to the Company s exploration concessions at Benzdorp. An extension is available at the discretion of the Suriname Minister of Natural Resources. The Company continues to have the exclusive right to explore the Benzdorp concessions after the expiry date until there is a decision on the application to extend.

(d)

Mexico:

(i)

Los Arrastres:

In February 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. An initial payment of $50,000 was made upon the signing of the option agreement and a further payment of $75,000 was made in August 2007. A cash payment of $25,000 was made in February 2008.

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4.

Mineral Properties (continued)

(d)

Mexico: (continued)

(ii)

Providencia and San Felix:

In March 2007, the Company entered into a preliminary 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 Company issued 30,000 shares at a deemed value of CAD$0.63 per share. 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.

In April 2008, the Company terminated its efforts to enter into a formal agreement, and the Company wrote-off related exploration expenditures in the first quarter of 2008, and the 30,000 shares which were originally issued were returned to treasury.

(iii)

Santiago:

In May 2007, the Company 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 over a 2 year period. The vendor will retain a 2% NSR. An initial payment of $30,000 was made upon the signing of the option agreement and a further payment of $30,000 was made in November 2007.

(iv)

Santiago Fraction:

In September 2007, the Company entered into an option and joint venture agreement to acquire up to a 75% interest in the Santiago Fraction property by issuing 15,000 common shares, paying $25,000 in cash after 1 year, and spending up to $1 million in exploration over a 5-year period. The Company issued 15,000 common shares at a deemed value of CAD$0.45 per share.

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4.

Mineral Properties (continued)

(e)

Expenditure options:

As at December 31, 2007, 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	Expenditure Commitments	Shares
Benzdorp (Note 4(c)(ii)):			
On commercial production [(i)]	$ 450	$ -	-
New Polaris (Note 4(a)(i)):			
Net profit interest reduction or buydown	-	-	150,000
Los Arrastres (Note 4(d)(i))			
Option payments and expenditure commitments	2,375	1,905	-
Net profit interest reduction or buydown	1,000	-	-

Providencia (Note 4(d)(ii)) [(ii)]			
Option payments and expenditure commitments	2,000	-	-
Net profit interest reduction or buydown	750	-	250,000
Santiago (Note 4(d)(iii))	1,940	166	-
Santiago Fraction (Note 4(d)(iv))	25	1,000	-
	$ 8,540	$ 3,071	400,000

(i)

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

(ii)

In April 2008, the Company terminated its efforts to enter into a formal agreement, and the Company wrote-off related exploration expenditures in the first quarter of 2008, and the 30,000 shares which were originally issued were returned to treasury.

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.

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5.

Equipment

	2007			2006		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Equipment	$ 143	$ 135	$ 8	$ 140	$ 133	$ 7

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.

In May 2007, the Company exercised its warrants for 500,000 common shares of Aztec at an exercise price of CAD$0.12. As at December 31, 2007, the Company has an interest of 17% in Aztec.

7.

Share Capital

(a)

Authorized and issued:

The authorized share capital of the Company is comprised of unlimited common shares without par value.

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.

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7.

Share Capital (continued)

(a)

Authorized and issued: (continued)

(i)

In March 2007, the Company renounced CAD$7 million in exploration expenditures from the proceeds of the flow-through private placements in 2006, resulting in an income tax recovery of approximately $2 million.

In July 2007, the Company closed a non-brokered private placement for 2,200,000 units at CAD$0.52 per unit for gross proceeds of CAD$1,144,000. Each unit was comprised of one 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$0.65 until July 24, 2008. Finders fees of CAD$37,440 were paid in cash.

The Company issued 45,000 common shares for property acquisitions (Notes 4(d)(ii) and (iv)).

(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.

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7.

Share Capital (continued)

(b)

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 7,074,000 common shares are outstanding as at December 31, 2007. 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, 2007, 2006 and 2005 is as follows:

	2007		2006		2005	
	Number	Weighted average exercise price	Number	Weighted average exercise price	Number	Weighted average exercise price

	of Shares	(CAD$)	of Shares	(CAD$)	of Shares	(CAD$)
Outstanding, beginning of year	7,929,000	$0.54	6,984,000	$0.50	5,649,000	$0.57
Granted	2,190,000	$0.54	1,490,000	$0.69	2,395,000	$0.36
Exercised	(830,000)	$0.44	(545,000)	$0.37	(220,000)	$0.19
Converted to stock appreciation rights on exercise	(410,000)	$0.37	-	-	(20,000)	$0.34
Expired	(1,805,000)	$0.65	-	-	(820,000)	$0.70
Outstanding, end of year	7,074,000	$0.54	7,929,000	$0.54	6,984,000	$0.50
Exercise price range (CAD$)	$0.25 - $1.00		$0.17 - $1.00		$0.17 - $1.00	

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7.

Share Capital (continued)

(b)

Stock option plan: (continued)

The following table summarizes information about stock options outstanding at December 31, 2007:

	Options Outstanding			Options Exercisable	
Price Intervals (CAD$)	Number Outstanding at Dec 31, 2007	Weighted Average Remaining Contractual Life (Number of Years)	Weighted Average Exercise Prices (CAD$)	Number Exercisable at Dec 31, 2007	Weighted Average Exercise Prices (CAD$)
$0.25 - $0.49	2,914,000	3.0	$0.35	2,914,000	$0.35
	3,670,000	3.1	$0.62	3,170,000	$0.64

$0.50 - $0.74					
$1.00 - $1.24	490,000	1.2	$1.00	490,000	$1.00
	7,074,000	2.9	$0.54	6,574,000	$0.54

At December 31, 2007, 7,074,000 options are outstanding of which 6,574,000 options are exercisable and expire at various dates from January 29, 2008 to September 26, 2012, with a weighted average remaining life of 2.9 years. During the year ended December 31, 2007, the Company recognized stock-based compensation of $405,115 (2006 - $454,177 and 2005 - $432,424) based on the fair value of options granted that were earned by the provision of services during the year.

Of the options granted in 2007, options for 500,000 common shares with an exercise price of CAD$0.54 and an expiry date of June 15, 2012 have vesting provisions in which options for 250,000 common shares vest on June 15, 2008 and the balance of 250,000 vest on June 15, 2009.

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:

	2007	2006	2005
Fair value of options granted during the year	$0.18	$0.30	$0.18
Risk-free interest rate	3.31%	3.32%	2.25%
Expected dividend yield	0%	0%	0%
Expected stock price volatility	54%	66%	87%
Expected option life in years	4	4	4

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7.

Share Capital (continued)

(c)

Warrants:

At December 31, 2007, the Company had outstanding warrants as follows:

Exercise Prices (CAD$)	Expiry Dates	Outstanding at December 31, 2006	Issued	Exercised	Expired	Outstanding at December 31, 2007
$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)	-

$0.65	July 24, 2008	-	1,100,000	-	-	1,100,000
		2,978,800	1,100,000	-	(2,978,800)	1,100,000

At December 31, 2006, the Company had outstanding warrants as follows:

Exercise Prices (CAD$)	Expiry Dates	Outstanding at December 31, 2005	Issued	Exercised	Expired	Outstanding 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:

Exercise Prices (CAD$)	Expiry Dates	Outstanding at December 31, 2004	Issued	Exercised	Expired	Outstanding at December 31, 2005
$0.63		625,000	-	-	(625,000)	-

	February 4, 2005					
$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)	-

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7.

Share Capital (continued)

(d)

Shares reserved for issuance:

	Number of Shares
Outstanding, December 31, 2007	71,734,505
Property agreements (Note 4(e))	400,000
Stock options (Note 7(b))	7,074,000
Warrants (Note 7(c))	1,100,000
Fully diluted, December 31, 2007	80,308,505

(e)

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.

Notes Payable

In December 2007, the Company s wholly-owned subsidiary, Caza Gold Corp. (Caza), received proceeds of CAD$300,000 in demand loans of which CAD$180,000 are from directors and officers of the Company. The loans are repayable on demand and bear an interest rate of 9% per annum.

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9.

Related Party Transactions

General and administrative costs during 2007 include:

-

CAD$Nil (2006 - CAD$38,000 and 2005 - CAD$Nil) of consulting fees charged by a company controlled by a former director of the Company;

-

CAD$120,987 (2006 - CAD$99,208 and 2005 - CAD$59,385) of salaries paid to a director;

-

CAD$32,005 (2006 - CAD$55,580 and 2005 - CAD$23,000) in office rent recovered from companies sharing certain common directors; and

-

CAD$35,273 (2006 - $Nil and 2005 $Nil) in office rent paid to a company sharing certain common directors.

A law firm in which a senior officer is a partner charged fees totalling CAD$106,316 in 2007 (2006 - CAD$159,594 and 2005 CAD$65,496). Also, in fiscal 2007, the Company paid a total of CAD$35,604 (2006 - CAD$40,000 and 2005 - CAD$40,000) to current and former directors in their capacity as Directors of the Company.

Details of transactions with Aztec are provided in Note 6, and notes payables for Caza are provided in Note 8.

10.

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.

11.

Income Taxes

The reconciliation of the income tax provision computed at statutory rates to the reported income tax provision is as follows:

	2007	2006	2005
Canadian statutory tax rates	34.12%	36.12%	37.12%
Expected recovery	$ (179)	$ (292)	$ (64)
Permanent differences	(58)	26	350
Benefit of tax attributes and other items	845	406	(143)
Change in valuation allowance	(2,647)	(140)	-
Income tax (expense) recovery	$ (2,039)	$ -	$ 143

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11.

Income Taxes (continued)

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.

The significant components of the Company s future income tax assets as at December 31, 2007 and 2006 are as follows:

	2007	2006
Future income tax assets:		
Resource properties	$ (599)	$ 2,156
Equipment	305	347
Non-capital losses	1,164	1,009
Capital losses	29	34
Total future income tax assets	899	3,546
Valuation allowance	(899)	(3,546)
Future income tax assets, net	$ -	$ -

At December 31, 2007, the Company has non-capital losses for Canadian tax purposes of approximately $4,665,000 which expire on various dates to 2014, and Canadian capital losses of approximately $178,000 which are without expiry.

12.

Supplemental Disclosure with respect to Cash Flows

	2007	2006	2005
Non-cash financing and investing activities:			
Fair value of stock options allocated to shares issued on exercise of:			
Share appreciation rights	$ 69	$ -	$ 3
Stock options	177	101	18
Issuance of shares for property acquisitions	24	-	-
Mineral exploration tax credit, receivable on mineral properties	315	-	-

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13.

Subsequent Events

At the Company s Special General Meeting held on April 29, 2008, shareholders approved the special resolution for the distribution of approximately 83% of the Company s interest in its wholly-owned subsidiary, Caza, to the shareholders of the Company under a plan of arrangement. The special resolution was: (1) to transfer the Company s wholly-owned Mexican subsidiary which holds the rights to the Mexican gold exploration properties to Caza in return for approximately 14.4 million shares of Caza, and (2) to distribute approximately 12 million Caza shares held by the Company to the Company s shareholders. Upon completion of the plan of arrangement, shareholders of the Company will continue to hold shares of the Company and will receive, by way of a dividend in kind, one share of Caza for every six shares of the Company held by shareholders as of the dividend record date. On May 12, 2008, court approval for the plan of arrangement was received, and then on June 25, 2008, regulatory approval was received.

14.

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.

(a)

Unrealized holding gains and losses on marketable securities:

For Canadian GAAP prior to fiscal 2007, marketable securities include investments in shares of companies and other investments capable of reasonably prompt liquidation, such share investments were carried at the lower of cost and quoted market value at the reporting date. Short-term deposits and other short-term investments were carried at the lower of cost plus accrued interest and quoted market value. For Canadian GAAP effective January 1, 2007, the Company has classified its marketable securities as available-for-sale securities. Such securities are measured at fair market value in the consolidated financial statements with realized gains or losses recorded in net earnings (2007 - $1,152,000) and unrealized gains or losses (2007 - $289,000) recorded in other comprehensive income. Under U.S. GAAP, marketable securities then considered trading securities would be recorded at market value with any unrealized gains or losses (2006 - $357,800; 2005 - $359,685) being recorded in operations for the years ending December 31, 2006 and 2005. Marketable securities in fiscal 2007 are classified as available-for-sale securities for U.S. GAAP.

(b)

Royalty receivable:

For Canadian GAAP effective January 1, 2007, the Company s royalty receivable from disposition of subsidiary is classified as loans and receivables which is measured at amortized cost and is amortized to interest income using the effective interest rate method. For U.S. GAAP, the royalty receivable is recorded at the face value of the total expected receipts from the royalties.

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14.

Differences between Canadian and United States Generally Accepted Accounting Principles

(continued)

(c)

Exploration expenditures for mineral properties:

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.

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.

(d)

Asset retirement obligations:

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

(e)

Write-off of equipment and write-down of mineral properties:

Under U.S. GAAP, loss before undernoted would be calculated inclusive of write-off of equipment and write-down of mineral properties (2007 - $1,719,000; 2006 - $1,810,000; 2005 - $1,151,000).

(f)

Divestiture of interests in subsidiaries:

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.

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14.

Differences between Canadian and United States Generally Accepted Accounting Principles

(continued)

(g)

Flow-through equity financings:

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.

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, the amount received by the Company on the issuance of flow-through shares in excess of the fair value of common shares is required to be credited to liabilities and included in operations when the Company renounces the qualified expenditures. As at December 31, 2007, total flow-through share fair value premiums were

$111,000 which relate to the renunciation of CAD$7 million in qualified expenditures in 2007.

(h)

Unit offerings:

Under Canadian GAAP, the proceeds received on issuance of units, consisting of common shares and warrants, are not required to be allocated to the individual common share and warrant components when the instruments and its components are all determined to be equity instruments. Under U.S. GAAP, the Company is required to allocate the proceeds received on unit offerings to the individual common share and warrant components on a relative fair value basis when both components are determined to be equity classified. The fair value of the share purchase warrants was determined using the Black-Scholes method based on the following factors:

	2007	2006
Risk-free interest rate	3.28%	2.88%
Expected dividend yield	0%	0%
Expected stock price volatility	35%	64%
Expected life of warrants in years	1	1

The weighted average fair value of warrants issued during the year ended December 31, 2007 was $0.04 per warrant (2006 - $0.09).

Under U.S. GAAP, share capital would be reduced and contributed surplus would be increased by an additional $43,000 at December 31, 2007 (2006 - $232,000) to reflect the relative fair values of the shares and warrants.

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Differences between Canadian and United States Generally Accepted Accounting Principles

(continued)

(i)

Stock-based compensation:

In December 2004, Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 123 (Revised 2006), "*Share-Based Payment*" ("SFAS 123R"), which is a revision of SFAS 123 "Accounting for Stock-Based Compensation". SFAS 123R supercedes APB Opinion No. 25, "*Accounting for Stock Issued to Employees*". SFAS 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. In calculating compensation to be recognized, SFAS 123R requires the Company to estimate future forfeitures. Prior to adoption of SFAS 123R, the Company's accounting for stock based compensation for US GAAP purposes was consistent with that used for Canadian GAAP. For Canadian GAAP purposes, the Company uses the fair value method to account for all stock option grants but accounts for forfeitures as they occur, as permitted by Canadian GAAP. Based on the Company's estimated future forfeiture rates of stock options, the expense recognized for U.S. GAAP purposes under SFAS 123R is $90,000 less (2006 - $Nil, 2005 - $Nil) than the amount recorded for Canadian GAAP purposes.

Under U.S. GAAP, employee and director remuneration would be reported as 2007 - $970,000; 2006 - $883,000; 2005 - $569,000 as it would include the stock-based compensation expense reported separately for Canadian GAAP.

(j)

Comprehensive income:

United States accounting standards for reporting comprehensive income are set forth in SFAS No. 130, *Reporting Comprehensive income.* Comprehensive income represents the change in equity during a reporting period from transactions and other events and circumstances from non-owner sources. Components of comprehensive income include items such as unrealized gain or loss and certain foreign currency translation gains and losses. For the years ended December 31, 2006 and 2005, comprehensive loss equals the loss for the year. Under Canadian GAAP, comprehensive income is applicable on January 1, 2007.

(k)

Consolidated statement of cash flows:

The Company has included a subtotal in cash flows from operating activities. Under U.S. GAAP, no such subtotal would be disclosed.

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Differences between Canadian and United States Generally Accepted Accounting Principles

(continued)

(l)

Uncertainty in income taxes:

FASB Interpretation (FIN) No. 48: *Accounting for Uncertainty in Income Taxes*, an interpretation of FASB Statement No.109, was adopted by the Company on January 1, 2007. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The interpretation requires that the Company recognize the impact of a tax position in the financial statements if the position is more likely than not of being sustained on audit, based on the technical merits of the position. FIN 48 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods and disclosure. In accordance with the provisions of FIN 48, any cumulative effect resulting from the change in accounting principle is to be recorded as an adjustment to the opening balance of deficit. The adoption of FIN 48 did not result in a material impact on the Company s consolidated financial position or results of operations.

(m)

Impact of recent United States accounting pronouncements:

(i)

In September 2006, FASB issued SFAS No. 157, Fair Value Measurement to define fair value, establish a framework for determining fair value measurements that are already required or permitted under current accounting standards and to expand disclosures about fair value measurements. The statement only applies to fair value and is effective for fiscal years beginning after November 15, 2007. The Registrant does not expect the adoption of this Interpretation to have a significant effect on the Registrant s results of operations or financial position.

(ii)

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities. This statement permits entities the option to measure financial instruments at fair value (fair value option) thereby achieving an offsetting effect for accounting purposes for certain changes in fair value of certain related assets and liabilities without having to apply hedge accounting. This statement is effective as of beginning of an entity s first fiscal year that begins after November 15, 2007. Retrospective application to fiscal years preceding the effective date is prohibited. The Registrant does not expect the adoption of the statement to have a significant effect on the Registrant s results of operations or financial position.

(iii)

In December 2007, the FASB issued SFAS 160, a standard on accounting for non-controlling interests and transactions with non-controlling interest holders in consolidated financial statements. This statement specifies that non-controlling interests are to be treated as a separate component of equity, with increases and decreases in the parent s ownership interest as capital transactions. This standard requires net income and comprehensive income to be displayed for both the controlling and the non-controlling interests. Additional required disclosures and reconciliations include a separate schedule that shows the effects of any transactions with the non-controlling interests on the equity attributable to the controlling interest.

The statement is effective for periods beginning on or after December 15, 2008 and is to be applied prospectively to all non-controlling interests, including any that arose before the effective date. The Registrant does not expect the adoption of this Interpretation to have a significant effect on the Registrant s results of operations or financial position.

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Differences between Canadian and United States Generally Accepted Accounting Principles

(continued)

(m)

Impact of recent United States accounting pronouncements: (continued)

(iv)

In December 2007, the FASB issued a revised standard on accounting for business combinations SFAS 141(R).

The major changes to accounting for business combinations are summarized as follows:

all business acquisitions would be measured at fair value;

most acquisition-related costs would be recognized as expenses as incurred (they would no longer be part of the purchase consideration);

non-controlling interests would be measured at fair value at the date of acquisition (i.e., 100% of the assets and liabilities would be measured at fair value even when an acquisition is less than 100%);

goodwill, if any, arising on a business combination reflects the excess of the fair value of the acquiree, as a whole, over the net amount of the recognized identifiable assets acquired and liabilities assumed. Goodwill is allocated to the acquirer and the non-controlling interest

The statement is effective for business combination transactions occurring in periods beginning on or after December 15, 2008. The Registrant does not expect the adoption of this Interpretation to have a significant effect on the Registrant s results of operations or financial position.

(n)

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,	
	2007	2006
Assets under Canadian GAAP	$ 20,115	$ 18,447
Adjustments to reconcile to U.S. GAAP:		
Marketable securities (Note 14(a))	-	837
Mineral property exploration costs (Note 14(c))	(14,514)	(11,318)
Royalty receivable (Note 14(b))	23	-
Assets under U.S. GAAP	$ 5,624	$ 7,966

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Differences between Canadian and United States Generally Accepted Accounting Principles

(continued)

	December 31,	
	2007	2006
Share capital under Canadian GAAP	$ 55,289	$ 55,629
Adjustments to reconcile to U.S. GAAP:		
Provision for flow-through shares (Note 14(g))	2,182	143
Fair value of share purchase warrants (Note 14(h))	(275)	(232)
Adjustment for flow through shares (Note 14(g))	(111)	-
Share capital under U.S. GAAP	$ 57,085	$ 55,540

	December 31,	
	2007	2006

Contributed surplus under Canadian GAAP	$ 2,014	$ 1,855
Adjustments to reconcile to U.S. GAAP:		
Forfeiture of stock options (Note 14(i))	(90)	-
Gain on dilution of long term investment (Note 14(f))	621	621
Fair value of share purchase warrants (Note 14(h))	275	232
Contributed surplus under U.S. GAAP	$ 2,820	$ 2,708

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Differences between Canadian and United States Generally Accepted Accounting Principles

(continued)

	December 31, 2007	2006
Deficit under Canadian GAAP	$ (37,795)	$ (39,272)
Adjustments to reconcile to U.S. GAAP:		
Marketable securities (Note 14(a))	-	837
Mineral property exploration costs (Note 14(c))	(14,514)	(11,318)
Royalty receivable (Note 14(b))	23	-
Future income tax recovery (Note 14(g))	(2,182)	(143)
Forfeiture of stock options (Note 14(i))	90	-
Gain on dilution from long term investment (Note 14(f))	(621)	(621)
Adjustment for flow through shares (Note 14(g))	111	-
Deficit under U.S. GAAP	$ (54,888)	$ (50,517)

	Years ended December 31,		
	2007	2006	2005
Income for the year under Canadian GAAP	$ 1,515	$ 433	$ 315
Adjustments to reconcile to U.S. GAAP:			
Adjustment for marketable securities (Note 14(a))	(837)	358	360
Gain on dilution from long term investment (Note 14(f))	-	-	(621)
Mineral property exploration costs incurred in the year (Note 14(c))	(3,196)	(5,666)	(920)
Deferred exploration costs included in write-down of mineral properties (Note 14(c))	-	-	14
Forfeiture of stock options (Note 14(i))	90	-	-
Future income tax recovery (Note 14(g))	(2,039)	-	(143)
Accretion of royalty receivable (Note 14(b))	(15)	-	-
Adjustment for flow through shares (Note 14(g))	111	-	-
Loss for the year under U.S. GAAP	$ (4,371)	$ (4,875)	$ (995)
Basic and diluted loss per share under U.S. GAAP	$ (0.06)	$ (0.08)	$ (0.02)
Weighted average number of shares outstanding	69,907,839	63,462,293	58,518,229

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Differences between Canadian and United States Generally Accepted Accounting Principles

(continued)

	Years ended December 31,		
	2007	2006	2005
Cash used for operating activities under Canadian GAAP	$ (1,304)	$ (1,338)	$ (633)
Adjustment to reconcile to U.S. GAAP:			
Mineral property exploration costs (Note 14(c))	(3,196)	(5,666)	(920)
Cash used for operating activities under U.S. GAAP	$ (4,500)	$ (7,004)	$ (1,553)

	Years ended December 31,		
	2007	2006	2005
Cash provided (used for) from investing activities under Canadian GAAP	$ (2,026)	$ (3,262)	$ 369
Adjustments to reconcile to U.S. GAAP:			
Mineral property exploration costs (Note 14(c))	3,196	5,666	920
Cash provided from investing activities under U.S. GAAP	$ 1,170	$ 2,404	$ 1,289

	Years ended December 31,		
	2007	2006	2005
Cash provided from financing activities under Canadian GAAP	$ 1,696	$ 6,378	$ 38
Adjustments to reconcile to U.S. GAAP:			
Adjustment for restricted cash (Note 14(g))	-	(1,958)	-
Cash provided from financing activities under U.S. GAAP	$ 1,696	$ 4,420	$ 38

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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.

Caza Gold Corp. (Caza Gold) is a company duly incorporated under the laws of British Columbia on November 15, 2007. The Registrant owns 100% of the issued and outstanding shares.

Minera Canarc de Mexico S.A. de C.V. (Minera Canarc), a company duly incorporated under the Laws of Mexico on August 18, 2006. The Registrant owns 100% of the issued and outstanding 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.

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 Resource Corp. for the year ended December 31, 2007 (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.

/s/ Bradford Cooke

Vancouver, Canada — Bradford Cooke

July 11, 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 Resource Corp. for the year ended December 31, 2007 (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

July 11, 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.

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