

CANARC RESOURCE CORP  
Form 20-F  
June 30, 2009

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

**FORM 20-F**

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For fiscal year ended December 31, 2008**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_ to \_\_\_\_\_**

**OR**

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of event requiring this shell company report:**

**Commission file number: 0-18860**

**CANARC RESOURCE CORP.**

(Exact name of Registrant as specified in its charter)

**Province of British Columbia, Canada**

(Jurisdiction of incorporation or organization)

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

(Address of principal executive offices)

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

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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: **72,704,505 common shares as at December 31, 2008**

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

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

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

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

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

U.S. GAAP

International Financial Reporting Standards as issued

Other

by the International Accounting Standards Board

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

Item 18

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

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**CAUTION FORWARD-LOOKING STATEMENTS**

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

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

- .  
risks related to our exploration and development activities;
- .  
risks related to the financing needs of our planned operations;
- .  
risks related to estimates of mineral deposits, resources and reserves;
- .  
risks related to fluctuations in mineral prices;
- .  
risks related to the titles of our properties;
- .  
risks related to competition in the mineral exploration and mining industry;
- .  
risks related to potential conflicts of interest with our officers and directors;

·  
risks related to environmental and regulatory requirements;

·  
risks related to foreign currency fluctuations;

·  
risks related to our possible status as a passive foreign investment company;

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

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

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

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

**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.

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

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

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

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

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

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

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

**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.

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**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 mineral resource are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under SEC Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. Inferred mineral resources have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an inferred 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, 2008 (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 15 to the audited Consolidated Financial Statements for the year ended December 31, 2008 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				
		2008	2007	2006	2005	2004
(a) Total revenues:						
Canadian GAAP	2	1,180	1,679	1,227	680	
U.S. GAAP	2	1,180	1,679	1,227	680	
Income (loss) before extraordinary items:						
Total:						
Canadian GAAP	(6,963)	1,515	433	315	(4,013)	
U.S. GAAP	(1,038)	(4,371)	(4,875)	(995)	(3,088)	
Basic earnings (loss) per share:						
Canadian GAAP	(0.10)	0.02	0.01	0.01	(0.07)	
U.S. GAAP	(0.01)	(0.06)	(0.08)	(0.02)	(0.06)	
(c) Net income (loss):						
Total:						
Canadian GAAP	(6,963)	1,515	433	315	(4,013)	
U.S. GAAP	(1,038)	(4,371)	(4,875)	(995)	(3,088)	
Basic earnings (loss) per share:						
Canadian GAAP	(0.10)	0.02	0.01	0.01	(0.07)	
U.S. GAAP	(0.01)	(0.06)	(0.08)	(0.02)	(0.06)	
Diluted earnings (loss) per share:						
Canadian GAAP	(0.10)	0.02	0.01	0.01	(0.07)	
U.S. GAAP	(0.01)	(0.06)	(0.08)	(0.02)	(0.06)	
(d) Total assets:						
Canadian GAAP	12,829	20,115	18,447	11,182	10,777	
U.S. GAAP	4,375	5,624	7,966	7,101	7,215	
(e) Total long-term debt <sup>(1)</sup> :						
Canadian GAAP	-	-	-	-	-	
U.S. GAAP	-	-	-	-	-	
(f) Shareholders' equity (net assets):						
Canadian GAAP	12,523	19,480	18,212	10,947	10,302	
U.S. GAAP	4,069	4,989	7,731	6,866	6,740	
(g) Dividends per shares <sup>(2)</sup> :						
Canadian GAAP						

No cash dividends declared in any of these periods  
 No cash dividends declared in any of these periods

U.S. GAAP

(h) Shares:						
Diluted number of common shares	81,433,505	80,308,505	79,528,276	65,879,115	66,666,198	
Number of common shares	72,704,505	71,734,505	68,470,476	58,545,115	58,318,448	

(1)

The Registrant has no preferred shares.

(2)

On June 25, 2008, Canarc did close a Plan of Arrangement (the Arrangement ) with Caza Gold Corp. ( Caza ) whereby approximately 83% of Canarc s interest in Caza was distributed to the shareholders of Canarc. Item 4.A provides further details.

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

On June 15, 2009, the Bank of Canada closing rate for the conversion of one United States dollar into Canadian dollars was CAD\$1.1324.

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

<b>Month</b>	<b>Year</b>	<b>High (CAD\$)</b>	<b>Low (CAD\$)</b>
December	2008	1.3008	1.1872
January	2009	1.2765	1.1761
February	2009	1.2918	1.2160
March	2009	1.3066	1.2192
April	2009	1.2707	1.1875
May	2009	1.1954	1.0797

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

<b>Year</b>	<b>High (CAD\$)</b>	<b>Low (CAD\$)</b>	<b>Average Rate (CAD\$)</b>	<b>Close (CAD\$)</b>
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	1.1878	0.9066	1.0750	0.9913