

CANARC RESOURCE CORP  
Form 20-F  
July 14, 2006

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

**FORM 20-F**

*(Mark One)*

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 the fiscal year ended December 31, 2005**

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

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

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

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 #800 - 850 West Hastings Street, Vancouver, British Columbia, Canada, V6C 1E1

*(Address of principal executive office)*

Securities registered or to be registered pursuant to Section 12(b) of the Act: NONE

Securities registered or to be registered pursuant to Section 12(g) of the Act: NONE

Securities for which there is a reporting obligation pursuant Section 15(d) of the Act:

Common Shares without par value

*(Title of Class)*

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.



**58,545,115 Common Shares** as at **December 31, 2005**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes [ ] 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 [ ] 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 [ ]

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 [X]

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

Item 17 [X] 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 [X]



UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

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**CAUTION FORWARD LOOKING STATEMENTS**

Certain statements contained herein regarding the Registrant and its operations constitute forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. All statements that are not historical facts, including without limitation statements regarding future estimates, plans, objectives, assumptions or expectations of future performance, are forward-looking statements. We caution you that such forward looking statements involve known and unknown risks and uncertainties that could cause actual results and future events to differ materially from those anticipated in such statements. Such risks and uncertainties include fluctuations in precious metal prices, unpredictable results of exploration activities, uncertainties inherent in the estimation of mineral reserves and resources, fluctuations in the costs of goods and services, problems associated with exploration and mining operations, changes in legal, social or political conditions in the jurisdictions where the Registrant operates, lack of appropriate funding and other risk factors, as discussed in the Registrant's filings with Canadian and American Securities regulatory agencies. The Registrant expressly disclaims any obligation to update any forward-looking statements.



## GLOSSARY OF MINING TERMS

The Registrant is required under Canadian law (National Instrument 43-101 Standards Of Disclosure For Mineral Projects ( NI 43-101 )) to calculate and categorize mineral reserve , proven mineral reserve , probable mineral reserve , mineral resource , measured mineral resource , indicated mineral resource and inferred mineral resource under Canadian Institute of Mining Metallurgy and Petroleum ( CIM ) Standards on Mineral Resources and Reserves - Definitions and Guidelines adopted by the CIM in August 2000. These standards establish definitions and guidelines for the reporting of exploration information, mineral resources and mineral reserves in Canada. These definitions have not been adopted for use in the United States of America by the Securities and Exchange Commission. Under these guidelines, the CIM definitions of proven and probable reserves equate to the definitions of proven and probable reserves as set out in Guide 7 of the Securities Act Industry Guides. In addition, Canadian law requires disclosure of mineral resources that equate to measured, indicated and inferred resources.

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.

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**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

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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.

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**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    |

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

**PART I**

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

This Form 20-F is being filed as an annual report under the Securities Exchange Act of 1934 (the Exchange Act ), and accordingly, the information called for in Item 1 is not required.

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

This Form 20-F is being filed as an annual report under the Exchange Act, and accordingly, the information called for in Item 2 is not required.

**ITEM 3. KEY INFORMATION**

**3.A Selected Financial Data**

The following financial information with respect to the last five fiscal years ended December 31, 2005 (stated in United States dollars) has been derived from Canarc's audited consolidated financial statements prepared in accordance with Canadian generally accepted accounting principles ( CAD GAAP ) and reconciled to United States generally accepted accounting principles ( U.S. GAAP ). A reconciliation of certain material measurement differences in the financial information from that which would be provided if the financial statements were prepared in accordance with U.S. GAAP is provided in Item 8.A and in Note 12 to the audited Consolidated Financial Statements for the year ended December 31, 2005 included in Item 17.

| Selected Financial Information<br>(stated in thousands of U.S. dollars,<br>except per share amounts) |        | As at and for the years ended December 31 |         |         |         |  |
|--|--------|---|---------|---------|---------|--|
|  | 2005   | 2004                                      | 2003    | 2002    | 2001    |  |
| (a) Total revenues:  |        |   |         |         |         |  |
| Canadian GAAP  | 1,227  | 680                                       | 162     | 246     | 41      |  |
| U.S. GAAP  | 1,227  | 680                                       | 162     | 246     | 41      |  |
| Income (loss) before extraordinary   |        |   |         |         |         |  |
| (b) items:   |        |   |         |         |         |  |
| Total:   |        |   |         |         |         |  |
| Canadian GAAP  | 315    | (4,013)                                   | (876)   | (7,477) | (3,660) |  |
| U.S. GAAP  | (374)  | (3,088)                                   | (1,751) | (374)   | (444)   |  |
| Basic earnings (loss) per share:   |        |   |         |         |         |  |
| Canadian GAAP  | 0.01   | (0.07)                                    | (0.02)  | (0.17)  | (0.09)  |  |
| U.S. GAAP  | (0.01) | (0.06)                                    | (0.04)  | (0.01)  | (0.01)  |  |
| (c) Net income (loss):   |        |   |         |         |         |  |
| Total:   |        |   |         |         |         |  |
| Canadian GAAP  | 315    | (4,013)                                   | (876)   | (7,477) | (3,660) |  |
| U.S. GAAP  | (374)  | (3,088)                                   | (1,751) | (374)   | (444)   |  |
| Basic earnings (loss) per share:   |        |   |         |         |         |  |
| Canadian GAAP  | 0.01   | (0.07)                                    | (0.02)  | (0.17)  | (0.09)  |  |
| U.S. GAAP  | (0.01) | (0.06)                                    | (0.04)  | (0.01)  | (0.01)  |  |
| Diluted earnings (loss) per share:   |        |   |         |         |         |  |
| Canadian GAAP  | 0.01   | (0.07)                                    | (0.02)  | (0.17)  | (0.09)  |  |
| U.S. GAAP  | (0.01) | (0.06)                                    | (0.04)  | (0.01)  | (0.01)  |  |
| (d) Total assets:  |        |   |         |         |         |  |
| Canadian GAAP  | 11,182 | 10,777                                    | 12,882  | 10,217  | 17,081  |  |
| U.S. GAAP  | 7,101  | 7,215                                     | 8,395   | 6,605   | 6,366   |  |
| (e) Total long-term debt <sup>(1)</sup> :  |        |   |         |         |         |  |
| Canadian GAAP  | -      | -   | -       | -       | -       |  |
| U.S. GAAP  | -      | -   | -       | -       | -       |  |
| (f) Shareholders' equity (net assets):   |        |   |         |         |         |  |
| Canadian GAAP  | 10,947 | 10,302                                    | 12,423  | 10,058  | 16,837  |  |
| U.S. GAAP  | 6,866  | 6,740                                     | 7,936   | 6,446   | 6,122   |  |
| (g) Dividends per shares:  |        |   |         |         |         |  |



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| 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 | 65,879,115                                    | 66,666,198 | 64,356,198 | 55,843,444 | 50,258,801 |
| Number of common shares         | 58,545,115                                    | 58,318,448 | 53,058,448 | 47,159,444 | 43,834,801 |

(1) The Registrant has no preferred shares.

Canarc has had no long-term debt and has paid no cash or share dividends over the last five years.

On June 16, 2006, the Bank of Canada closing rate for the conversion of one United States dollar into Canadian dollars was CAD\$1.1226.

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

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| <b>Month</b> | <b>Year</b> | <b>High (CAD\$)</b> | <b>Low (CAD\$)</b> |
|--------------|-------------|---------------------|--------------------|
| December     | 2005        | 1.1646              | 1.1583             |
| January      | 2006        | 1.1621              | 1.1536             |
| February     | 2006        | 1.1521              | 1.1461             |
| March        | 2006        | 1.1606              | 1.1545             |
| April        | 2006        | 1.1476              | 1.1413             |
| May          | 2006        | 1.1132              | 1.1055             |

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> |
|-------------|---------------------|--------------------|-----------------------------|----------------------|
| 2001        | 1.6052              | 1.4901             | 1.5484                      | 1.5928               |
| 2002        | 1.6184              | 1.5028             | 1.5704                      | 1.5776               |
| 2003        | 1.5777              | 1.2839             | 1.4015                      | 1.2965               |
| 2004        | 1.4003              | 1.1746             | 1.3015                      | 1.2020               |
| 2005        | 1.2734              | 1.1427             | 1.2116                      | 1.1630               |

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

This Form 20-F is being filed as an annual report under the Exchange Act, and accordingly, the information called for in this Item 3.B is not required.

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

This Form 20-F is being filed as an annual report under the Exchange Act, and accordingly, the information called for in Item 3.C is not required.

### **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.

#### *Exploration and Development Risks*

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.

### ***Financing Risks***

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, 2005, the Registrant has incurred significant operating losses and has an accumulated deficit of \$39,705,000 at December 31, 2005. Furthermore, the Registrant has working capital of \$1,201,000 as at December 31, 2005, 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.

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The report of our independent registered public accounting firm on the December 31, 2005 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.

### *Estimates of Mineral Deposits*

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. The mineral resource previously estimated for the New Polaris property does not meet the new requirements of NI 43-101 and should be considered only a useful guideline to the resource potential of the project.

### *Mineral Prices*

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 including South Africa and the former Soviet Union, and governmental policies with respect to gold holdings by a nation or its citizens. The exact effect of these factors cannot be accurately predicted, and the combination of these factors may result in the Registrant not receiving adequate returns on invested capital or the investments

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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.

### ***Title Matters***

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.

### ***Competition***

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.

### ***Conflicts of Interest***



There is no assurance given by the Registrant that its directors and officers will not have conflicts of interest from time to time.

The Registrant's directors and officers may serve as directors or officers of other public resource companies or have significant shareholdings in other public resource companies and, to the extent that such other companies may participate in ventures in which the Registrant may participate, the directors of the Registrant may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In particular, Bradford Cooke is a Director of Endeavour Silver Corp., a company in which the Registrant owns shares. The interests of these companies may differ from time to time. In the event that such a conflict of interest arises at a meeting of the Registrant's directors, a director who has such a conflict will abstain from voting for or against

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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.

### ***Uninsured Risks***

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.

### ***Environmental and Other Regulatory Requirements***

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.

### ***Foreign Countries and Regulatory Requirements***

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.

### ***Currency Fluctuation and Foreign Exchange Controls***

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

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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.

### ***Third Party Reliance***

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.

### ***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.

*Volatility of Shares Could Cause Investor Loss*

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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 16, 2006, Canarc had 63,470,476 common shares and 6,489,000 share purchase options and 231,000 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 16, 2006, dilutive securities represented approximately 11% of Canarc's issued shares. Certain of these dilutive securities are exercisable at prices below the June 16, 2006 closing market price of CAD\$0.64 for Canarc's shares and, accordingly, will result in dilution to existing shareholders if exercised.

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

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

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

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

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

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

***Current Business Address***

Suite #800, 850 West Hastings Street, Vancouver, British Columbia, Canada, V6C 1E1, tel. no.: (604) 685 9700.

***Introduction***

The Registrant is a Canadian mineral exploration company engaged in the acquisition, exploration and, if warranted, development of precious metal properties in Canada, Costa Rica, Mexico and Suriname. The Registrant owns or holds, directly or indirectly, interests in four precious metal properties, which are known as the New Polaris and Eskay Creek properties in British Columbia, Canada, the Bellavista property in Costa Rica, and the Benzdorp property in Suriname. In May 2006, the Registrant transferred its interest in the Sara Kreek

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property to its partner, Suriname Wylap Development Company N.V. ( Wylap Development ), in settlement for repayment of monies which were previously advanced for exploration of the property and a net smelter return for a period of six years.

In its consolidated financial statements prepared in accordance with CAD GAAP, the Registrant has capitalized costs, net of recoveries and write-downs, of \$9,658,000 in connection with the acquisition, exploration and development on its currently held properties as at December 31, 2005 and are summarized as follows for the past three fiscal years:

|                      | 2005                 |                             |         | 2004                 |                             |         | 2003                 |                             |          |
|----------------------|----------------------|-----------------------------|---------|----------------------|-----------------------------|---------|----------------------|-----------------------------|----------|
|                      | Acquisition<br>Costs | Exploration/<br>Development | Total   | Acquisition<br>Costs | Exploration/<br>Development | Total   | Acquisition<br>Costs | Exploration/<br>Development | Total    |
| (in terms of \$000s) |                      |                             |         |                      |                             |         |                      |                             |          |
| British Columbia:    |                      |                             |         |                      |                             |         |                      |                             |          |
| New                  |                      |                             |         |                      |                             |         |                      |                             |          |
| Polaris              | \$3,605              | \$1,229                     | \$4,834 | \$3,605              | \$749                       | \$4,354 | \$3,605              | \$288                       | \$3,893  |
| Eskay                |                      |                             |         |                      |                             |         |                      |                             |          |
| Creek                | -                    | -                           | -       | 188                  | 14                          | 202     | 188                  | 14                          | 202      |
| Costa Rica:          |                      |                             |         |                      |                             |         |                      |                             |          |
| Bellavista           |                      |                             |         |                      |                             |         |                      |                             |          |
|                      | -                    | -                           | -       | 89                   | -                           | 89      | 89                   | -                           | 89       |
| Suriname:            |                      |                             |         |                      |                             |         |                      |                             |          |
| Sara                 |                      |                             |         |                      |                             |         |                      |                             |          |
| Kreek                | 100                  | -                           | 100     | 100                  | -                           | 100     | 1,567                | 1,717                       | 3,284    |
| Benzdorp             | 301                  | 4,423                       | 4,724   | 301                  | 3,983                       | 4,284   | 181                  | 2,840                       | 3,021    |
| Mexico:              |                      |                             |         |                      |                             |         |                      |                             |          |
| Sonia II             |                      |                             |         |                      |                             |         |                      |                             |          |
|                      | -                    | -                           | -       | 10                   | 19                          | 29      | -                    | -                           | -        |
| Clara                |                      |                             |         |                      |                             |         |                      |                             |          |
|                      | -                    | -                           | -       | -                    | -                           | -       | -                    | -                           | -        |
| Other                |                      |                             |         |                      |                             |         |                      |                             |          |
|                      | -                    | -                           | -       | -                    | 8                           | 8       | -                    | -                           | -        |
|                      | \$4,006              | \$5,652                     | \$9,658 | \$4,293              | \$4,773                     | \$9,066 | \$5,630              | \$4,859                     | \$10,489 |

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

For the three month period ended March 31, 2006, Canarc incurred further exploration expenditures of \$61,000 for

New Polaris and \$216,000 for Benzdorp. For 2006, Canarc no longer receives any pre-production payment for the Bellavista property which achieved commercial production in December 2005.

*Developments over the Last Three Financial Years*

*Canadian properties*

*New Polaris*

The New Polaris property is located in the Atlin Mining Division in British Columbia, Canada, is 100% owned by Canarc, and is subject to a 15% net profits interest which may be reduced to a 10% net profits interest within one year of commercial production by issuing 150,000 common shares to Rembrandt Gold Mines Ltd. ( Rembrandt ).

In May 2003, Canarc initiated new internal engineering and resource studies on the property to evaluate various mine development alternatives. In late 2003, work commenced on a scoping study with emphasis on modelling a resource suitable for a mine plan. Metallurgical testing continued to optimise the gold recoveries into a saleable sulphide concentrate grading up to 125 gpt gold. Preliminary engineering and costing was carried out for a 600 tpd, high-grade underground mine, feeding a simple crush-grind-float process plant with seasonal shipping of the concentrates by barge and by truck or train to autoclave facilities in Nevada, USA. In the last quarter of fiscal 2003, Canarc completed a 3-hole, 5,121 foot drilling program which was designed to test two deep targets beneath the underground mine workings. In fiscal 2003, Canarc invested \$288,000 in exploration expenditures.

In October 2004, Canarc commenced the Phase 1 in-fill drilling program for the New Polaris property which was completed by the end of fiscal 2004. All eleven drill holes intersected economically significant gold grades and vein widths in two main, sub-parallel, en-echelon, shear-veins. In fiscal 2004, Canarc invested \$461,000 in exploration expenditures.

In June 2005, Canarc resumed work at New Polaris, including the mapping of a possible road route to Taku Inlet, in preparation for a Phase 2 in-fill drilling program to continue defining and extending the known C zones. The purpose of this drilling program was to outline at least a 600,000 ounce resource amenable to a feasibility study for a 65,000 ounces per year high grade, underground gold mine with a minimum 9-year mine-life. In October 2005, Canarc commenced the Phase 2 in-fill drilling program at the property which returned additional high grade gold intercepts that established better continuity, thickness and grade of the C vein system. All eight drill holes intersected economically significant gold grades and vein widths. In 2005, further metallurgical testing of gold ores from the New Polaris improved gold recoveries to the 95% level, by optimising the grinding, autoclaving and leaching processes. In fiscal 2005, Canarc invested \$480,000 in exploration expenditures.

Item 4.D provides further details.

#### *Eskay Creek*

Canarc has a one-third carried interest in the Eskay Creek property which is located in the Skeena Mining Division, British Columbia, Canada, pursuant to a joint venture with Barrick Gold Corp. ( Barrick ). The property is subject to a 2% net smelter return royalty.

In 2003, Barrick, as operator for the Eskay Creek property, sampled a high grade gold mineralised zone and found several altered and mineralised zones in Betty Creek Formation volcanic rocks. Barrick also carried out IP geophysical surveying on the Eskay Creek property in the 22 zone area along strike to the south of the Eskay Creek mine. Several chargeability highs were detected with represent untested anomalies within favourable rocks. Barrick carried out a follow-up exploration mapping and sampling program in these prospect areas in 2004, but did not test

these IP anomalies by drilling. In late 2004, Barrick reported that no further work was recommended in several zones in the property. However, Canarc's management believes the untested IP anomalies represent additional exploration potential that should be drilled.

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Canarc did not implement any exploration programs for the Eskay Creek property in the 2003 and 2004 fiscal years. In the 2005 fiscal year, Canarc elected to write-off the associated property costs, but continues to have a one-third carried interest in the Eskay Creek property.

Item 4.D provides further details.

### *Costa Rica*

#### *Bellavista*

In 1994, Canarc acquired a net profits interest in the Bellavista property located near San Jose, Costa Rica. Canarc's property agreement was with Wheaton River Minerals Inc. (Wheaton River), which sold the property to Glencairn Gold Corp. (Glencairn) in 2002. The property agreement giving Glencairn the right to earn a 100% working interest in the property calls for pre-production payments to be made to Canarc in the amount of \$117,750 annually up to and including the year commercial production commences. The pre-production payments for the 2003 and 2002 fiscal years were made by the previous property holder, Wheaton River, for cash of \$58,875 and the issuance of 529,000 common shares of Wheaton River. Glencairn paid \$120,546 to Canarc in the 2005 fiscal year.

Canarc has a net profits interest in Bellavista in which Canarc 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 profits interest will reduce the net profits interest to be received from Glencairn until \$317,741 in advance royalty payments are repaid.

Glencairn achieved commercial production in December 2005.

Item 4.D provides further details.

### *Mexico*



*Sonia II:*

In July 2004, Minera Aztec S.A. de C.V. ( 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.

Minera Aztec was previously a 63% owned subsidiary of Canarc, which interest was diluted to 27% in November 2005 and then to 19% in March 2006.

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*Clara:*

In March 2001, Minera Aztec was granted an option to acquire a 100% interest in two mineral claims located in Mexico known as the Clara properties. In fiscal 2003, Minera Aztec determined not to proceed with the option and wrote off the property.

*Other Mexican properties:*

In July 2004, Minera Aztec entered into two option agreements to acquire up to a 100% interest in two properties in Mexico, namely the Dona Rica and the Mina La Patilla properties. Exploration expenditures of \$69,469 were incurred for these properties which were written off by the end of fiscal 2004.

*Suriname*

*Benzdorp*

In April 1996, Canarc 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 incurring property expenditures totalling \$5 million over a four-year period. In August 2002, Canarc and Grassalco amended the option agreement. Under the amended agreement, cash payments prior to commercial production were reduced to \$300,000 and exploration expenditures of \$5 million were to be incurred by April 2005. In April 2005, the due date for the \$5 million of exploration expenditures was extended to December 2005 pursuant to further amendments to the agreement, subject to a payment of \$40,000 which was paid by Canarc in April 2005.

Pursuant to the amended option agreement in August 2002, Canarc 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 each of the years 2006 to 2008, Canarc will owe 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 of that year. 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. These additional cash payments shall be treated as advance 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 property.

Canarc has earned a 40% interest in the Benzdorp property, and expects to exercise its right to increase its interest by making additional option payments and exploration expenditures. During fiscal 2004, Grassalco transferred the Benzdorp concessions to an incorporated company in which Canarc owns 40% and Grassalco owns 60%.

In fiscal 2003, Canarc incurred \$868,000 in acquisition and exploration expenditures, and \$1,263,000 in fiscal 2004 and \$868,000 in fiscal 2005.

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In 2003, Canarc commenced and completed a Phase 1 drilling program involving 38 holes in 5 prospect areas: JQA, JQW, JQS, Pointu Kreek and Roche Kreek. The purpose of the Phase 1 drilling program was to test for gold mineralization in saprolite from surface down to bedrock. The Phase 1 drilling program discovered a large area of low grade, open pittable gold-copper porphyry mineralization in the JQA prospect.

In 2004, Canarc commenced and completed the Phase 2 drilling program. A total of 3,984 metres of diamond drilling were completed in 13 holes at the JQA prospect on the Benzdorp property. The main goal was to test a portion of the JQA prospect and all 13 holes encountered significant porphyry gold mineralization in saprolite starting at surface.

In 2005, Canarc continued to assess the metallurgical characteristics of saprolite and bedrock mineralization from the JQA prospect in order to determine the viability of gold recovery as well as a comprehensive compilation of previous work and exploration to develop new targets for a drilling program. In June 2005, a six-month program of line-cutting, soil sampling, airborne geophysics, core re-logging and geological compilation was implemented. By the end of the 2005 exploration program, Canarc had expended US\$5 million in exploration expenditures as required as part of its option to earn up to an 80% interest in the Benzdorp property; the expenditures included a 10% management fee and are subject to acceptance and verification by Grassalco.

Canarc has not yet completed a feasibility study for the Benzdorp property.

Item 4.D provides further details.

#### *Sara Kreek*

The Sara Kreek property is located in the Republic of Suriname. Canarc owned a 100% interest (subject to royalties) in the subsurface mineral rights and 80% interest (reverting to 50% after payback of Canarc's investment) in the surface mineral rights.

There was no exploration activity on the project in 2003, 2004 and 2005. In fiscal 2004, the Sara Kreek property was further written-down by \$3,184,000 to a nominal \$100,000.

In May 2006, Canarc reached an agreement to transfer its interest in the Sara Kreek property to its partner, Suriname Wylap Development Company NV ( Wylap Development ), in exchange for repayment of monies previously advanced for exploration of the property. Canarc received an immediate cash payment of US\$400,000 and will receive the greater of US\$50,000 per year or 1.5% royalty on annual gold production from the property over the next 6 years.

Item 4.D provides further details.

*Other developments and matters for the past three fiscal years*

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For the past three fiscal years ended December 31, 2005, Canarc closed the following private placements:

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In March 2003, Canarc closed a private placement for 1,250,000 units at CAD\$0.52 per unit for gross proceeds of CAD\$650,000. Each unit was comprised of one common share and one-half of a share purchase warrant; each whole share purchase warrant was exercisable to acquire one common share at CAD\$0.63 until February 4, 2005, which expired unexercised;

-

In November 2003, Canarc closed two private placements. One private placement was for 250,000 units at CAD\$1.05 per unit for gross proceeds of CAD\$262,500. 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 common share at CAD\$1.25 until November 13, 2005. A finder's fee of 17,500 units was issued in connection with this private placement, with each unit 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 CAD\$1.25 until November 13, 2005. These funds were expended in fiscal 2003. The second private placement was for 3,080,000 units at CAD\$0.90 per unit for gross proceeds of CAD\$2,772,000. 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 CAD\$1.10 until November 13, 2005;

-

In December 2003, Canarc closed a private placement for 100,000 units at CAD\$1.05 per unit for gross proceeds of CAD\$105,000. 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 common share at CAD\$1.25 until December 30, 2005. These funds were expended in 2004;

-

In October 2004, Canarc closed a private placement for 750,000 flow-through common shares at CAD\$0.65 per share for total proceeds of CAD\$487,500, which were expended in 2004. A finder's fee of 60,000 non-flow-through common shares was issued in connection with this private placement; and

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No equity financings were transacted in fiscal 2005.

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.

For the past three fiscal years ended December 31, 2005, the following stock options were granted:

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1,500,000 stock options with an exercise price of CAD\$0.17 per share and an expiry date of January 16, 2007 were granted in January 2002;

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400,000 stock options with an exercise price of CAD\$0.34 per share and an expiry date of August 28, 2007 were granted in August 2002;

-

20,000 stock options with an exercise price of CAD\$0.51 per share and an expiry date of February 10, 2008 were granted in February 2003;

-

1,410,000 stock options with an exercise price of CAD\$0.52 per share and an expiry date of June 9, 2008 were granted in June 2003;

-

250,000 stock options with an exercise price of CAD\$0.52 per share and an expiry date of June 12, 2008 were granted in June 2003;

-

50,000 stock options with an exercise price of CAD\$1.05 per share and an expiry date of November 10, 2005 were granted in November 2003;

-

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

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

-

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

-

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

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

In the first quarter of fiscal 2006, 50,000 stock options with an exercise price of CAD\$0.67 per share and an expiry date of February 13, 2008 were granted in February 2006.

At Canarc'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 totals 6,000,000 shares. The increase of 6,000,000 shares effectively resets the percentage of shares in the closing reserve balance to its original percentage of approximately 20% of the number of common shares issued and outstanding;

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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 has been increased from 100,000,000 common shares without par value to 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.

#### **4.B Business Overview**

##### *Nature of operations and principal activities*

The Registrant's principal business activities are the acquisition, exploration and development of mineral resource properties. The Registrant is in the process of exploring and developing its mineral resource properties and has not yet determined whether these properties contain reserves. The recoverability of amounts capitalized for mineral properties is dependent upon the existence of economically recoverable reserves in its mineral resource properties, the ability of the Registrant to arrange appropriate financing to complete further work on its properties, confirmation of the Registrant's interest in the underlying properties, the receipt of necessary permitting and upon future profitable activities on the Registrant's properties or proceeds from the disposition thereof. The Registrant has incurred significant operating losses and currently has no significant source of revenue. The Registrant has financed its activities principally by the sale 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 Items 4.A and 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.

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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 in. Canarc's agreement on the Benzdorp property in Suriname was breached by its partner, the state mining company, 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 the partner, Grassalco, the breach was resolved and the agreement was returned to good standing in 2002, and in 2004, the final transfer of the Benzdorp property exploration concessions from Grassalco to Benzdorp Gold N.V., 40% of which is owned by Canarc, was completed.

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

### ***Government regulations***

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

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

### ***Trends***

In January 2003, the price of gold was at an average of \$357 and over the past three years has slowly but steadily climbed 43% to an average of \$510 in December 2005, and then to \$677 in May 2006 but declined to \$599 by mid-June 2006. 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 2003 to December 2005, the closing monthly market price for the Registrant's shares decreased from CAD\$0.65 to CAD\$0.58 a nominal decrease of 11%, and reached a high of CAD\$1.09 in October 2003. In May 2006, the closing monthly market share price was CAD\$0.64. Management continues to foresee greater opportunities to finance the mineral exploration and development efforts on Canarc's gold properties, and also to evaluate and consider new acquisitions in the gold arena as a result of rising gold prices.

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The Registrant has determined that the policies of the current provincial government in British Columbia has led to increased incentives for mineral resource development in the province. In addition, the price of gold bullion has continued to increase, reflecting in part the continued weakening United States dollar. These factors should make gold exploration in British Columbia increasingly attractive and should increase the opportunities for its New Polaris property.

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

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

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

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

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

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

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

Carib Industries Ltd. is a company duly incorporated under the laws of the Cayman Islands, B.V.I. on January 17, 1990, originally under the name of Rayrock Zar. A name change was approved by Special Resolution dated May 15,

1992 and registered May 26, 1992. The Registrant owns 78.5% of the issued and outstanding Class C shares.

Aztec Metals Corp. (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) ( Aztec Metals ) is a company duly incorporated under the Laws of Barbados on February 2, 1996 and continued into the province of British Columbia on January 7, 2000. Aztec Metals was previously a 63% owned subsidiary of Canarc, which interest was diluted to 27% in November 2005 and then to 19% in March 2006.

Minera Aztec S.A. de C.V., 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.



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. 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 May 2006 when the Registrant reached an agreement to transfer its interest in the Sara Kreek property to its partner, Wylap Development, in exchange for repayment of monies previously advanced for exploration of the property.

In addition, the Registrant has rights to acquire interests in certain other corporations which hold, directly or indirectly, mineral rights in Suriname.

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

##### *Description Of Property*

Property Summary Chart (as of December 31, 2005):

| Property Name            | Location   | Maximum <sup>1</sup> %<br>Interest held<br>(or to be earned) | Capitalized<br>Acquisition<br>Expenditures <sup>(3)</sup> | Capitalized<br>Exploration<br>Expenditures <sup>(3)</sup> |
|--------------------------|------------|--|---|---|
| New Polaris <sup>2</sup> | BC, Canada | 100%   | \$3,605,000   | \$1,229,000   |
| Eskay Creek              | BC, Canada | 33 - 1/3%  | Nil   | Nil   |
| Bellavista               | Costa Rica | 18.3%  | Nil   | Nil   |
| Benzdorp                 | Suriname   | 80%  | \$301,000   | \$4,423,000   |
| Sara Kreek               | Suriname   | 80%  | \$100,000   | Nil   |

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

<sup>2</sup> previously known as Polaris-Taku

<sup>3</sup> after recoveries and write-downs

*NOTE: All references to U.S.\$ unless otherwise noted. See below for further details on each property. Refer to Note 12 of the consolidated financial statements as of December 31, 2005 as included herein, for disclosure of differences between US GAAP and CAD GAAP.*

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

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Item 4.A provides further details on mineral projects.

### ***Material Mineral Project***

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

The Registrant's interest in the New Polaris Gold property was the subject of a report (the Walton Report), dated June 19, 2002, prepared by Godfrey Walton, PGeo, of G.J. Walton & Associates Ltd, 5463 Cortez Crescent, North Vancouver, British Columbia, Canada, V7R 4R1, a copy of which has been filed with the applicable Canadian regulatory bodies in June 2002 and which is incorporated herein by this reference.

The following description of the New Polaris Property has been summarized primarily from the Walton Report with some amendments and updates. Figures referred to are not reproduced in this Form 20-F, and the reader is referred to the full report filed with the regulatory bodies and which is accessible at [www.sedar.com](http://www.sedar.com).

Recent work which was performed on the New Polaris Property as described herein was prepared under the supervision of the Registrant's Qualified Person, Vice-President Exploration, James Moors, PGeo.

**Introduction:** A small, high grade, underground past producing gold mine, New Polaris has become one of the largest gold deposits in western Canada as a result of Canarc's successful exploration programs. Based on 182 drill holes, Canarc estimated in 1997 a drill-indicated and geologically inferred gold resource of 3.6 million tons grading 0.36 oz per ton containing 1.3 million oz gold, still open for expansion. This historic resource is not compliant with NI 43-01 and should not be relied upon.

**Current Status:** New Polaris is an advanced exploration project, requiring infill drilling to further define proven and probable ore reserves followed by a full feasibility study to determine the economic viability of the project. Canarc continues with its in-fill drilling programs, whose purpose is to outline at least a 600,000 ounce resource amenable to a feasibility study for a 65,000 ounces per year high grade, underground gold mine with a minimum 9-year mine-life.

In 2006, Canarc has proceeded with a Phase 3 drilling program for the New Polaris project. The drilling program proposes 65 holes totaling 20,000 metres of core, in order to define a 600,000 oz. resource estimate compliant with NI 43-101. Subject to the completion of new resource estimates, Canarc plans to refine a conceptual mine plan, to complete an initial economic evaluation, and to enrol in the provincial mine development permitting process, after which the New Polaris project would enter into full feasibility and permitting.

**Recent Work:** A Phase 2 in-fill drilling program was implemented in 2005 to continue defining and extending the known C zones. The drilling program returned additional high grade gold intercepts that established better continuity, thickness and grade of the C vein system. Eight holes totalling 7,733 feet (2,357 metres) of core were drilled on 100 feet (30 metre) spacings to test the C vein system, starting a further 100 feet (61 metre) down-dip and 100 feet along strike from Phase 1 infill drilling program in 2004. All eight drill holes intersected economically significant gold grades and vein widths.

Each hole intersected the C vein system over broad widths and each C vein intercept contains intervals of higher grade gold. The weighted average of the principal C vein intercepts is 0.41 oz per ton over 26.2 feet (14.2 grams per tonne over 8.0 meters), the hanging-wall C vein intercepts averaged 0.46 opt over 11.5 feet (15.8 gpt over 3.5 metres) and the higher-grade principal C vein intervals averaged 0.81 opt over 7.6 feet (27.7 gpt over 2.3 metres). True thicknesses are estimated to be 85% to 95% of the core lengths.

**Location and Access:** Northwestern British Columbia, 60 miles south of Atlin, BC, Canada, and 40 miles east of Juneau, Alaska, on the west bank of the Tulsequah River near the BC-Alaska border. Access is available by small aircraft from Atlin or Juneau but ocean barging of equipment to the mine-site is possible during high tides in the summertime. Redcorp Ventures Ltd. ( Redcorp ) recently received government approval to build its Tulsequah Chief mine (located only 3 miles away from New Polaris) and a 160 km access road from Atlin.

**Description and Ownership:** Sixty-one crown granted mineral claims and one modified grid claim totalling 2,956 acres, 100% owned by Canarc subject to a 15% net profits interest ( NPI ) to Rembrandt Gold Mines Ltd, which Canarc can reduce to 10% NPI.

**History:** Discovered by prospectors in 1929, the 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 from 760,000 tons ore grading 0.35 oz./ton. 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, completed 135,000 feet of core drilling in 182 drill holes to 1997 and discovered major new ore zones below and beyond the mine workings.

**Geology:** Mineralization associated with disseminated arsenopyrite, pyrite, and stibnite in quartz-carbonate-fuchsite veins and stockworks, and related carbonatized and sericitized alteration zones. Zones are developed along principal shear sets adjacent to a major crustal break. Host rocks are Paleozoic volcanics. Gold mineralisation is late Cretaceous to early Tertiary and epithermal or mesothermal shear vein type. Gold is occluded in finely disseminated arsenopyrite grains that permeate the altered wall rocks and vein stockworks. Gold mineralisation occurs along three major shear sets: the AB zones trending northwest/southeast, Y zones trending north/south, and C zones trending east/west. C zones generally link with the AB and with the Y zones at junction arcs . Gold values in stockworks show excellent continuity and uniformity, with very little nugget effect. Individual zones pinch, swell, and overlap en echelon. Individual ore blocks range from less than 1,000 tons to more than 100,000 tons in size. Widths range from 1 to 45 feet in thickness, averaging about 10 feet.

**Mineral Resources Historical:** Although the previous resource calculations reviewed herein were made prior to NI 43-101 being implemented, the estimations are useful as a guide to the potential size of the deposit.

An estimate of New Polaris reserves was made prior to mine closure in 1951, where (i) reasonably assured ore was projected 25 feet in the plane of the vein above and below sampled drift sections of mineable grade, and (ii) while possible ore was projected an additional 25 feet beyond these confines (Parliament 1949). These reserves were based solely on underground sampling. The remaining reserves at the time of closure were 105,000 tons grading 0.42 ounces of gold per ton including 17% dilution.

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Adtec Mining Consultants (1972) recalculated these reserves. These were recalculated to be 148,000 tons of 0.29 oz/ton Au based on similar definitions and existing mine drawings and assay plans. Adtec Consultants (1983) recalculated the remaining reserves within the mine workings and defined these to be in the order of 223,000 tons grading 0.32 oz/ton Au (diluted) based on a 0.15 oz/ton Au cutoff and a minimum mining width of 4 feet. These reserves were subdivided into 151,000 tons of assured and 72,000 tons of reasonably assured reserves.

The resources were recalculated by Beacon Hill in 1988 for Suntac Minerals Corporation using a minimum mining width of 5 feet (instead of 4 feet) with similar results. Their resource estimate was limited to those areas where continuous sampling data was available along drifts, raises and stope backs, etc, and where it appears that minimal development work would be required to access the resource. That calculation showed a total probable and possible resource of 244,420 tons grading 0.33 oz/ton Au with 132,210 tons grading 0.33 oz/ton Au classed as probable and 112,210 tons at 0.32 oz/ton Au classed as possible. In 1989, Beacon Hill added further probable and possible mining resource from 27 drill holes completed by Suntac. They estimated that the drilling had increased the resource by 380,000 tons grading 0.39 opt (probable) and 820,000 tons grading 0.39 opt (possible) which, added to their previously calculated resource, brought the overall resource potential up to 1,450,000 tons grading 0.38 opt (diluted) above the lowest worked level of the mine (600 level at elevation 462 feet Below Sea Level BSL).

Montgomery Consultants were commissioned to conduct a geostatistical estimation of the geological resource for the Polaris-Taku Deposit in 1991. G.H. Giroux performed this review and calculated a total resource of 2,225,000 tons grading 0.433 oz/ton based on a geostatistical approach using a cut-off grade of 0.25 oz/ton Au. These resources were divided into 333,000 tons grading 0.437 oz/ton Au (probable) and 1,892,000 tons grading 0.432 oz/ton (possible). The calculation discounted much of the reserves around the old workings and did not include dilution and minimum mining width provisions. These calculations were based on both old and new drilling and extended the resource base down to roughly 1,200 feet BSL.

Watts, Griffis, and McOuat were contracted to review the previous resources in August 1992. Their review incorporated the residual resources within the mine workings, as calculated by Beacon Hill in 1989, into their overall estimate of a total (diluted) mineral resource of 1,600,000 tons at 0.46 oz/ton Au. Their calculations were based upon a minimum mining width of 5 feet or 15% dilution and a cut-off grade of 0.25 oz/ton Au. The improvement in grade stems from the inclusion of new deeper holes that extend the known mineralization to a depth of 1,200 feet BSL and exclusion of lower grade material previously included in the Montgomery estimate.

Giroux was further contracted to provide resource updates throughout 1992, and in February 1995 he recalculated the resources for the deeper drilled portions of the C Zone. The total resources calculated by Giroux were summarized in his updated report prepared in 1995. His calculations were based on an in-situ estimation with a 0.25 oz/ton Au cut-off. He did not include any of the North zone drilling.

The Giroux estimate is the most up to date externally prepared mineral inventory estimation, which includes what was left in the mine when it was closed and the new areas identified in drilling up to 1995. Although these estimations

were completed prior to the implementation of NI 43-101, its Probable Resource appears to conform with an Indicated Resource and its Possible Resource would be an Inferred Resource. This was confirmed by a

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telephone conversation between Godfrey Walton and Gary Giroux during the preparation of the NI 43-101 report.

Although the old resources require significant modelling and in-fill drilling to confirm vein continuity, there are many vein intersections both in the old drilling and underground sampling and the new drilling that supports continuity. The stopes from the earlier mining also suggest good continuity of the vein systems even though they appear to have focused on mining the higher grades as evidenced by what was left on the edge of some of the stopes. The C zone is an area where significant widths have been obtained in drill holes and underground, which could develop tons quickly if continuity is demonstrated.

In 1997, Canarc prepared an internal estimate of resources including all drilling results, and concluded that the New Polaris gold deposit contained 3.6 million tons grading 0.36 oz/ton for a total of approximately 1.3 million oz. This has not been updated to be compliant with NI 43-101 and should not be relied upon.

**Mining:** From 1931 to 1951, 51,825 feet of level development (on 10 levels) and 12,292 feet raise development were completed at New Polaris. Top level, Canyon, is 580 feet above sea level. Deepest level, 750, is 613 feet below sea level. An 821 feet deep internal winze was used for material handling, going from the A.J. to the 750 Level. Winze is accessed from the A.J. and Polaris Level adits, with Polaris being the main haulage and access level. Mine dewatered in 1996, ground conditions excellent. Historic mining methods were shrinkage and resueing. Plans are to develop a ramp access mine. Mining methods will include longhole, shrinkage, cut-and-fill. Mining techniques will depend on factors such as ore body geometry, grade, dilution, etc.

**Metallurgy:** Historically, the mine operated using sulphide flotation, milling at a rate of 200 tons per day. Ore was crushed through primary and secondary crushers, and ground in a ball mill in closed circuit with a rake classifier. Rougher and scavenger flotation was used and the sulphide concentrate is thickened and filtered for shipment off site. Ninety percent gold recoveries were obtained, concentrate grade of 3.5-5.0 ounce per ton gold, and concentrate to ore ratio of 10:1. Recent test work completed on a preliminary basis indicates up to 97% of the gold reports to a rougher flotation concentrate. Cyanidation of the flotation tailings and pressure oxidation (autoclaving) of the flotation concentrate showed that up to 94 percent gold recovery was achieved. Additional metallurgical test work is planned to optimize grind, reagent addition and type, etc. Evaluation of direct marketing of the flotation concentrate, pressure oxidation and bio-oxidation to treat the flotation concentrate will be completed in future work.

**Site Infrastructure:** A new office/dry complex was built on the site in 1996. Several existing buildings were refurbished for bunkhouses and a kitchen facility. Existing camp is capable of supporting 35 personnel. Shop was refurbished for a maintenance facility, pipe shop, power-house, and compressor house. Three 200-kilowatt generators on site can be run separately or in parallel. Two 200 cubic feet per minute portable air compressors on site can supply compressed air for underground. Two 10,000 gallon fuel tanks, left from previous mining activities refurbished for additional fuel storage. Old main-street of the town-site is used as an air-strip. Manpower, equipment, and material mobilized to site using a Shorts Skyvan, capable of carrying 4,000 pounds.

**Environmental:** Canarc has been systematically eliminating all old mine buildings at the site, except those in current use. Test work indicates rock is non-acid generating. Water wells were installed and surface and

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ground water monitoring is underway. The Registrant holds a permit for the dewatering and care and maintenance phases of the mine pumping.

### ***Other Mineral Projects***

The following projects are considered not material by the Registrant and are not compliant with NI 43-101.

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

The following technical information on the Bellavista property was not prepared on behalf of the Registrant, and the Registrant cannot confirm that such information is in compliance with NI 43-101. This disclosure is provided for informational purposes only and should not be relied upon.

**Introduction:** Bellavista is a large tonnage, low-grade epithermal gold deposit. Glencairn Gold Corp. ( Glencairn ), the operator, has identified a smaller, higher grade, mineable reserve suitable for low cost open pit, heap leach gold production; Canarc's property agreement was with Wheaton River Minerals Inc. ( Wheaton River ) which sold the property to Glencairn in 2002. Canarc owns up to a 20.24% carried interest (after payback).

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

**Current Status:** During the first quarter ended March 31, 2006, Glencairn sold 12,900 ounces from its Bellavista operations at a realized gold price of \$555 and incurred cash operating costs per ounce of gold sold of \$299.

**Recent Work:** Glencairn, owner and operator of the Bellavista mine in Costa Rica, poured its first gold bars at the Bellavista mine in June 2005. Based upon Glencairn's feasibility study, the Bellavista mine has proven and probable ore reserves of 9.55 million tonnes grading 1.50 grams per tonne gold, containing about 555,000 ounces of mineable gold. At a gold recovery rate of 78.6%, the Bellavista mine can produce an estimated average rate of 60,000 ounces gold per year, with a mine life of 7 years and an estimated cash operating cost of \$267 per ounce.

Canarc receives pre-production advance royalty payments up to and including the year commercial production commences. Canarc received a pre-production cash payment of \$120,556 from Glencairn in January 2005. Glencairn declared commercial production in December 2005, producing 4,257 ounces gold during the month.

**Location and Access:** Costa Rica, 80 km west of San Jose near the town of Miramar, accessible by truck on the Pan American highway and a mine access road.

**Description and Ownership:** Several contiguous mineral concessions covering 2,000 hectares in the Central Gold Belt, owned by Glencairn. Canarc's 18.3% interest is carried whereby Glencairn must incur all development costs to production, subject to payback from cash flow.

**History:** The Bellavista and Montezuma mines produced small tonnages of gold-silver ore from underground workings at the turn of the century. In the 1980s, Minera Rayrock acquired a controlling interest and by 1996, had completed significant exploration work, including a feasibility study. Wheaton River bought out Rayrock's interest in 1997 and completed additional drilling required for a new feasibility study in 1998. Glencairn bought out Wheaton River's interest in 2002. About \$35 million has been incurred in capital costs by Glencairn.

**Geology:** Bellavista is an epithermal gold deposit hosted by volcanic rocks where they are crosscut by a major fault zone. Gold is associated with quartz-carbonate stockwork zones surrounded by minor quartz-sericite alteration.

**Reserves:** Rayrock outlined mineable reserves and resources totaling 1.96 million oz. contained in 37.4 million tonnes grading 1.63 gpt, economic at \$400 gold. Wheaton River identified a smaller proven reserve of 11.2 million tonnes grading 1.54 gpt for 556,000 oz. (436,000 recoverable oz.) suitable for low cost open pit mining and heap leach processing.

**Mining:** As disclosed by Glencairn, if mining is undertaken, all ores will be mined from one open pit, crushed to 80% minus ¼ inch, higher grade ore will be crushed to 80% minus 65 mesh and agglomerated with the lower grade ore prior to stacking on the heap leach pad. Their metallurgical tests indicate gold recoveries of around 79%.

**Production Model:** The base case production model as disclosed by Glencairn calls for 60,000 oz./year for 7 years. Capital costs are about \$35 million and cash operating costs are estimated to average \$267 per oz. for the mine life.

### ***Benzdorp Property, Suriname***

**Introduction:** Benzdorp is historically the most prolific gold producing region in the Republic of Suriname with alluvial production exceeding 1 million oz. gold.

In April 1996, the Registrant entered into an option agreement with Grasshopper Aluminum Company N.V. ( Grassalco ) to earn up to an 80% interest in the Benzdorp property located in the Republic of Suriname by making

cumulative cash payments of \$750,000 and property expenditures totalling \$5,000,000 over a four-year period. In August 2002, the Registrant amended its option agreement. Cash payments prior to commercial production were reduced to \$300,000 and the period to incur exploration expenditures totalling \$5,000,000 was extended to April 2005 which was then extended to December 2005 pursuant to amendments in April 2005, subject to a payment of \$40,000 which was paid in April 2005. Also, the Registrant 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. Each year thereafter, the Registrant 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

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payments of \$250,000 will increase at that time to \$500,000. These additional cash payments shall be treated as advance 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 fiscal 2004, the Registrant had earned a 40% interest in the Benzdorp property, and the Registrant expects to exercise its right to increase its interest to 80%. In February 2004, the Registrant and Grassalco incorporated a company in Suriname and transferred the Benzdorp concessions to it, on behalf of the Registrant (40%) and Grassalco (60%).

The exploration concessions for the Benzdorp are due to expire in May 2007. An extension is available at the discretion of the Suriname Minister of Mines.

**Current Status:** In early 2006, the Registrant commenced a high-resolution airborne magnetic and radiometric survey over the entire greenstone belt and other prospective portions of the property in order to provide a previously unprecedented degree of geological detail and to assist in identifying the structures controlling gold mineralization. The airborne geophysical survey covering 1,800 km was completed by May 2006. Once interpretation of the geology and structures related to gold mineralization is completed, the Registrant can prioritize the gold prospect areas for trenching and drilling.

In 2006, the Registrant also commenced plans to complete up to 300 kilometre of line cutting and to collect more than 7,000 soil samples over another 30% of the prospective greenstone belt, focusing on the meta-sedimentary rocks that host the Haut Antino and Rufin prospect areas.

**Recent Work:** In 2005, the Registrant continued to assess the metallurgical characteristics of saprolite and bedrock mineralization from the JQA prospect in order to determine the viability of gold recovery as well as a comprehensive compilation of previous work and exploration to develop new targets for a drilling program.

In June 2005, the Registrant resumed its exploration efforts on the Benzdorp property and implemented a six-month program of line-cutting, soil sampling, airborne geophysics, core re-logging and geological compilation. The goals of the exploration program were as follows:

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Complete more detailed sampling of several gold prospect areas to better define them prior to the next drilling program;

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Carry out geologic and petrographic studies on JQA drill core to clarify the porphyry rock types and alteration assemblages, then re-interpret all geologic information from the JQA porphyry gold discovery area to better define the higher grade mineralization and extensions for drilling; and

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Use airborne magnetic and radiometric survey data to better understand the underlying geological and structural controls to gold mineralization at Benzdorp and generate new target areas.

The first gold prospects for follow-up sampling were in the Van Heemstra area which is several kilometres north of JQA. Two broadly anomalous gold prospect areas were found by reconnaissance soil sampling in 1997, but have not been followed up to date. By the end of 2005, the Registrant completed 33 kilometres of line-cutting and collected 1,189 soil samples in the Van Heemstra Kreek area, on the north part of the property. Two large new gold prospect areas were outlined, referred to as VHA and VHB. The VHA target is 650 metre long by up to 600 metre wide, and is possibly related to two separate quartz-sericite schist and quartz vein exposures, one of which assayed over 3 gpt gold in a grab sample. The VHB target is 400 metre long by 200 metre wide, with peak values up to 1.7 gpt gold.



In 2005, the Registrant also carried out selective re-logging and re-interpretation of the JQA drill core to better understand the controls on mineralization.

By the end of the 2005 exploration program, the Registrant had expended US\$5 million in exploration expenditures as required as part of its option to earn up to an 80% interest in the Benzdorp property; the expenditures included a 10% management fee and are subject to acceptance and verification by Grassalco. The Registrant currently holds a 40% interest and is required to make certain cash payments and complete a feasibility study in order to fully vest its 80% interest.

**Location and Access:** 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.

**Property Description:** Four exploration concessions measuring 42 km x 31 km, totaling 138,000 hectares. The Registrant holds an option to acquire an 80% interest (subject to a 20% NPI or 1½ to 6% NSR) in the subsurface mineral rights from Grassalco.

**History:** 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 Registrant acquired its property option in 1996 and has spent \$2 million on thousands of soil samples, hundreds of deep auger drill holes, and six long bulldozer trenches.

**Geology:** Most of the known gold prospects occur on the easternmost 5% of the property within a northeast-trending greenstone belt of meta-volcanic and meta-sedimentary rocks intruded by dioritic plutons and crosscut by northeast north and northwest-trending structures. Every creek for 20 km has produced or is currently producing placer gold. Canarc has focused on four gold prospects that are now drill ready. The JQA prospect alone measures 750 m long x 250 m wide averaging 1 gpt gold, open in all directions. The exploration target here is a porphyry gold deposit of several hundred million tonnes containing 2.5 to 10 million oz. gold down to 250 m in depth.

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

The following technical information on the Eskay Creek property was not prepared on behalf of the Registrant, and the Registrant cannot confirm that such information is in compliance with NI 43-101. This disclosure is provided for informational purposes only and should not be relied upon.

**Introduction:** The Eskay Creek property partially surrounds the high grade Eskay Creek mine of Barrick. The property is joint ventured with Barrick (66 2/3%) and covers the favourable Eskay Creek ore horizon along strike and at depth. Barrick explored the property systematically for Eskay Creek-type ore bodies.

**Current Status:** Early stage exploration.

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In late 2004, Barrick reported that no further work was recommended in several zones in the property, and no further exploration work was conducted on the property by Barrick. In 2005, the Registrant elected to write-off the associated property costs.

**Location and Access:** Northwestern British Columbia, 80 km northwest of Stewart, B.C., accessible by truck via highway 37 and the Eskay access road.

**Description and Ownership:** Three modified grid claims totalling 930 hectares. Canarc's 33 1/3% interest is carried whereby Barrick must incur all exploration and development costs to production, subject to repayment of those costs from cash flow.

**History:** The Eskay Creek gold-silver deposit was discovered in 1988 and commenced production in 1994. The ore is so high grade (>3 oz. Gold equivalent per ton) that it is simply mined, crushed and shipped directly to smelters with no milling or concentrating. The Registrant's Eskay Creek property partially surrounds Barrick's Eskay Creek mine and has had over \$3 million in exploration completed by Barrick. Several mineral prospects have been drilled and potential targets still remain to be drilled.

**Geology:** The Eskay Creek ore bodies are strata bound, volcanogenic sulfide deposits that occur within certain favourable rock types, specifically the hanging wall mudstones and the footwall ineralis. This Eskay Creek horizon has been traced across the entire Eskay Creek property and several mineralized prospects have been found. The footwall minerals are typically altered to chlorite and sericite, and the hanging wall mudstones carry semi-massive sulfide mineralisation, including pyrite, chalcopyrite, sphalerite, and various silver minerals, encased by pervasive carbonate alteration.

### *Sara Kreek Property, Suriname*

**Introduction:** Sara Kreek was a development property located in the Republic of Suriname, South America. The Sara Kreek property produced over 500,000 oz. gold historically.

**Current Status:** In May 2006, the Registrant reached an agreement to transfer its interest in the Sara Kreek property to its partner, Wylap Development, in exchange for repayment of monies previously advanced for exploration of the property. The Registrant received an immediate cash payment of US\$400,000 and will receive the greater of US\$50,000 per year or 1.5% royalty on annual gold production from the property over the next 6 years.

**Recent Work:** No exploration programs were implemented since 1999, and the property was written down in 2002 to reflect management's estimate of the property's net recoverable value and in 2004 was further written-down by \$3,184,000 to a nominal \$100,000 based upon CAD GAAP.

**Location and Access:** East central Suriname, 160 km south of Paramaribo, the capital city, accessible by charter aircraft to a 1,500 ft. airstrip on the property or by boat across Van Blommestein Lake (a large, man-made lake for a hydroelectric project), then by truck on the property access road.

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**Property Description:** One Exploitation Concession measuring 17 km x 19 km, totalling 22,500 hectares. The Registrant had a 100% interest (subject to a 20% NPI or 1½ to 5½% NSR) in the subsurface mineral rights, as well as an 80% interest (reverting to 50% after payback of our investment) in the surface mineral rights.

**History:** Gold production was first recorded from Sara Kreek in the late 1800s, when English and Dutch companies exploited the alluvial deposits. At their peak, several large dredges were in operation and a 200 km long narrow gauge railway was built from Paramaribo to Sara Kreek, to service the hundreds of families living there. The gold fields produced over 500,000 oz. gold, then fell dormant for 50 years, until Wylap Development modernized the placer mines and operated briefly in the late 1980s. The Registrant acquired its property interests in 1993.

**Property Geology:** All of the known gold prospects fall along a north trending greenstone belt of meta-volcanic and meta-sedimentary rocks, crosscut by northeast and northwest trending structures. Mineralization also appeared to be related to late-stage quartz-feldspar porphyry or diorite intrusions. Gold is associated with pyrite, chalcopyrite and other sulfide minerals in quartz-carbonate veins, shears and stockwork zones.

**Exploration Target:** The exploration target at Sara Kreek was for shear-hosted gold deposits of several million tonnes containing up to one million oz. gold or more to 300 m depth. The two main gold mineralized shear zones have been traced semi-continuously over 13 km of combined strike length on the property.

### *Plants and Equipment*

The Registrant has no other material tangible fixed assets other than the equipment and buildings located on the Registrant's New Polaris Property, as described in Items 4.D, and exploration, drilling and camp equipment and general office equipment in Suriname, and general office equipment at its offices located in Canada and Suriname.

## **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, 2005, 2004 and 2003 should be read in conjunction with the consolidated financial statements of the Registrant and related notes included herein. The Registrant's financial statements are stated in United States dollars and are prepared in accordance with CAD GAAP. Reference is made to Note 12 of the consolidated financial statements for the year ended December 31, 2005 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:

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U.S. GAAP requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In performing the review for recoverability, the Registrant is to estimate the future cash flows expected to result from the use of the asset and its eventual disposition.

If the sum of the expected future cash flows (undiscounted and without interest charges) is less than the carrying amount of the asset, an impairment loss is recognized. SEC staff has indicated that their interpretation of U.S. GAAP requires 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. Accordingly, for all periods presented, the Registrant has expensed all mineral property exploration costs for U.S. GAAP purposes.

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

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

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

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SEC staff have indicated that their interpretation of U.S. GAAP requires that funds raised through the issuance of flow-through shares be shown as restricted cash and not be considered to be a component of cash and cash equivalents. In addition, the restricted cash would be excluded from cash and cash equivalents in the statement of cash flows and shown as an adjustment to financing activities.

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

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During 2004 and 2003, the Registrant considered the effects of Statement of Financial Accounting Standards No. 143 ( SFAS 143 ) in the U.S. for asset retirement obligations and determined that it had no significant impact on the Registrant's financial statements, based on the current stage of the Registrant's mineral properties.

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

Further details are provided in Note 12 of the audited consolidated financial statements for the year ended December 31, 2005.

## **5.A Operating Results**

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



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

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

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

Canarc realized a net income of \$315,447 for the year ended December 31, 2005 in contrast to a net loss of over \$4 million for the year ended December 31, 2004. The net income in 2005 was attributable to the combined effects of lower operating costs, gain from disposition of marketable securities, gain from dilution of its long term investment, future income tax recovery from the renunciation of exploration expenditures, and lower write-off of mineral properties.

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

Significant gains of over \$1.2 million were realized in 2005 from the disposition of marketable securities primarily from Canarc's shareholdings in Endeavour Silver Corp. ( Endeavour ), a company which share certain common directors. Disposition of Endeavour shares provided proceeds of about \$1.98 million which financed the operations of Canarc in 2005 as minimal financing was provided from equity sources during the year.

In 2005, Aztec, 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's private placement involved the issuance of 6,190,000 common shares and diluted Canarc's interest from 63% to 27% resulting in the recognition of a dilution gain of \$621,390. Canarc also wrote-off a debt of \$542,051 owed by Aztec.

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

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

***Fiscal Year 2004*** *Year ended December 31, 2004 compared with December 31, 2003*

The higher net loss for the year ended December 31, 2004 relative to fiscal 2003 was primarily attributable to the write-down of mineral properties, more specifically the Sara Kreek property in accordance with CAD GAAP. In fiscal 2004, the Sara Kreek property was written-down by \$3,184,000 to \$100,000. General and administrative expenses and salaries continue to account for a significant portion of operating expenses, and have a cumulative increase of about 21% relative to 2003, reflecting the addition of staff in the middle of fiscal 2003 and ancillary functions to support ongoing corporate and financing activities and more active exploration and drilling programs of Canarc for the New Polaris property in British Columbia and for the Benzdorp property in Suriname in 2004 which continued from 2003. A foreign exchange gain was recognized in fiscal 2004 as the United States dollar depreciated during the year ended December 31, 2004, given that certain accounts of Canarc are maintained in Canadian dollars which would conversely appreciate relative to the U.S. dollar and given its financial statements are stated in terms of U.S. dollars. The depreciation in the U.S. dollar was more significant in the 2003 fiscal year which resulted in a higher foreign exchange gain from the translation of CAD\$ stated accounts to US\$ amounts. The stock-based compensation expense reflects the granting of stock options during the year and was slightly higher in 2004 than in 2003 even though fewer options were granted in 2004. This is attributable to the higher expected stock price volatility in 2004 than in 2003. Other income reflects the gains realized from the disposition of marketable securities. These gains increased significantly in 2004 as Canarc disposed of shares of Endeavour, in which gains of \$662,548 were realized. Mineral expenditures, net of recoveries, increased by 49% in 2004 relative to 2003, as Canarc completed the Phase 2 drilling program for Benzdorp and the Phase 1 in-fill drilling program for the New Polaris property in 2004.

***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*

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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 registration statement, 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. The following section includes a discussion of the accounting principles for mineral properties in accordance with U.S. GAAP.

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

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

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

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

Canarc has incurred significant operating losses and has an accumulated deficit of \$39,705,000 at December 31, 2005. Furthermore, Canarc has working capital of \$1,201,000 as at December 31, 2005, which is not sufficient to achieve Canarc's planned business objectives. Canarc's ability to continue as a going concern is dependent

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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:

| (in \$000s)               | December<br>31,<br>2005 | December<br>31,<br>2004 |
|---------------------------|-------------------------|-------------------------|
| Cash and cash equivalents | \$489                   | \$715                   |
| Working capital           | \$1,201                 | \$1,306                 |

Ongoing operating expenses continue to reduce Canarc's cash resources. The only source of equity financings in 2005 was from the exercise of stock options which provided proceeds of only CAD\$41,000 whereas the exercise of warrants and stock options in 2004 provided proceeds of CAD\$1,134,050. In the last quarter of 2004, Canarc closed a flow-through private placement for 750,000 common shares at CAD\$0.65 per share to provide proceeds of CAD\$487,500 for exploration expenditures for the New Polaris property.

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.

In 2005, Canarc expended \$480,000 for the Phase 2 in-fill drilling program at the New Polaris property. The Phase 3 drilling program in 2006 is being financed by the flow-through private placements totaling CAD\$3.5 million which closed in March 2006.

In 2005, Canarc expended \$440,000 in exploration efforts for the Benzdorp property, which involved line-cutting, soil sampling, airborne geophysics, core re-logging and geological compilation. In 2006, Canarc commenced a \$500,000 exploration program involving high-resolution airborne magnetic and radiometric survey, line cutting and soil sampling.

In January 2005, Canarc received \$120,546 from Glencairn for the pre-production payments for the Bellavista property located in Costa Rica.



Proceeds from the disposition of marketable securities provided another source of cash flows for Canarc in which it realized proceeds of \$2,009,000 in 2005 and \$1,245,000 in 2004. During 2005, its investment in Endeavour contributed to the increase in the overall quoted market value of Canarc's marketable securities which increased from \$1,977,290 at December 31, 2004 to \$2,373,526 at December 31, 2005. At December 30, 2005, shares of Endeavour have a market price of CAD\$2.69 and at December 31, 2004 the market price was CAD\$1.67. As at June 16, 2006, the market price of Endeavour shares increased to CAD\$3.15.

In November 2005, Aztec Metals, an affiliated company, 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. Then in early 2006 Aztec initiated another private placement for up to 3,675,000 units at CAD\$0.30 per unit with each unit comprising of one common share and one-half of a share purchase warrant. The closing of this private placement would dilute Canarc's interest in Aztec Metals from 27% to about 19%.

As at March 31, 2006, Canarc has cash and cash equivalents of \$4,187,000 and a working capital of \$4,636,000.

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 effected 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**

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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, 2005.

#### *Shareholder Rights Plan*

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

#### *Share Appreciation Rights*

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

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

As the Registrant performs exploration on its properties, it decides which ones to proceed with and which ones to abandon. Accordingly, the minimum expenditure commitments are reduced as the Registrant narrows its interests. To fully exercise the options under various agreements for the acquisition of interests in properties located in Canada and Suriname, the Registrant must incur exploration expenditures on the properties and make payments to the optionors as follows as at December 31, 2005:

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|   | Total | Payments Due by Period |              |              |                         | Others    | Number<br>of Shares |
|---|-------|------------------------|--------------|--------------|-------------------------|-----------|---------------------|
|   |       | Less<br>than<br>1 year | 1-3<br>years | 3-5<br>years | More<br>than<br>5 years |           |                     |
| Benzdorp:                                   |       |                        |              |              |                         |           |                     |
| Expenditure<br>commitment                   | \$-   | \$-                    | \$-          | \$-          | \$-                     | \$-       | -                   |
| On commercial<br>production <sup>(1)</sup>  | -     | -                      | -            | -            | -                       | 450,000   | -                   |
| Sara Kreek <sup>(2)</sup> :                 |       |                        |              |              |                         |           |                     |
| On commercial<br>production                 | -     | -                      | -            | -            | -                       | -         | 200,000             |
| Net Polaris:                                |       |                        |              |              |                         |           |                     |
| Net profit interest<br>reduction or buydown | -     | -                      | -            | -            | -                       | -         | 150,000             |
| Total                                       | \$-   | \$-                    | \$-          | \$-          | \$-                     | \$450,000 | 350,000             |

(1)

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

(2)

In May 2006, Canarc reached an agreement to transfer its interest in the Sara Kreek property to its partner, Wylap Development, in exchange for repayment of monies previously advanced for exploration of the property.

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. 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, the success of the Registrant's exploration and development activities, environmental and other regulatory requirements, foreign exchange issues, mineral deposit estimates and mineral prices, competition by other mining companies, financing risks, mineral title issues, insider conflicts of interest, political stability issues, and 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 wishes to caution 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 in addition to the risks referred to in 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 16, 2006 are:

| <i>Name and<br/>Province/State and Country of<br/>Residence</i>         | <i>Principal Occupation and Occupation<br/>during the Past 5 Years <sup>(1)</sup></i> | <i>Current Position with the<br/>Registrant and Period of Service</i>   |
|---|---|---|
| <b>COOKE, Bradford</b><br>British Columbia, Canada                      | President and CEO of Canarc Resource Corp.  | President, Chief Executive Officer and Director<br><br>(from January 22, 1987 to January 1, 2006);<br><br>Chairman, Chief Executive Officer and Director<br><br>(since January 1, 2006) |
| <b>THEODOROPOULOS, Chris</b> <sup>(2)</sup><br>British Columbia, Canada | Associate Counsel, Getz Prince Wells LLP  | Director<br><br>(since March 12, 1996)  |
| <b>BULLOCK, Derek</b><br>Ontario, Canada                                | President, Delitova Corporation   | Director<br><br>(since March 12, 1996)  |
| <b>HARRIS, Leonard</b> <sup>(2)</sup><br>Colorado, U.S.A.               | Retired   | Director<br><br>(since June 5, 2001)  |
| <b>PRICE, William</b> <sup>(2)</sup>                                    | Retired; Chairman of William L. Price Charitable Foundation; Formerly Chairman,       | Director  |

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|                          |   |  |
|--------------------------|---|--|
| California, U.S.A.       | 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 | (since May 31, 2005)                                       |
| <b>McCLINTOCK, John</b>  | Exploration Manager of BHP Billiton   | President  |
| British Columbia, Canada | (2004 to 2005);   | (since January 1, 2006)                                    |
|                          | Global Search Leader Base Metals, BHP Billiton  |  |
|                          | (2001 to 2004);   |  |
|                          | Exploration Manager North America of Rio Algom Exploration Inc.   |  |
|                          | (1992 to 2000)  |  |
| <b>MOORS, James</b>      | Exploration Manager for Canarc Resource Corp.   | Vice-President, Exploration                                |
| British Columbia, Canada | (April 2002 to May 2005);   | (since June 2005)  |
|                          | Director of Information for BC Yukon of Mines   |  |
|                          | (1999 to 2002)  |  |
| <b>LOCKWOOD, Stewart</b> | Barrister & Solicitor, Vector Corporate Finance Lawyers   | Secretary  |
| British Columbia, Canada |   | (since 1994)   |
| <b>YEE, Philip</b>       | Chief Financial Officer, Finance Manager and/or Controller for Canarc Resource Corp.;   | Chief Financial Officer, Finance Manager and/or Controller |
| British Columbia, Canada | Controller for Augusta Group from 1996 to 2003  | (since May 2003)   |

(1)

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

(2)

Members of the Audit Committee.



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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, 2005, the aggregate cash compensation incurred by the Registrant to all individuals who were directors and officers in all capacities as a group was CAD\$324,411.

The table below discloses information with respect to executive compensation paid by the Registrant to its directors for the fiscal years ended December 31, 2005, 2004 and 2003. The following table sets forth, for the periods indicated, the compensation of the directors and officers.

### **SUMMARY OF COMPENSATION**

#### **PAID TO DIRECTORS AND OFFICERS**

(in terms of Canadian dollars)

| <i>Name and</i>                            | <i>Year ended</i> | <i>Annual Compensation <sup>(1)</sup></i> |                |   | <i>Long Term Compensation</i>    |                         |                     | <i>All</i>                  |
|--|-------------------|---|----------------|---|----------------------------------|-------------------------|---------------------|-----------------------------|
|  |                   | <i>Salary</i>                             | <i>Bonus</i>   | <i>Other</i>                              | <i>Awards</i>                    | <i>Payouts</i>          | <i>Other</i>        |                             |
| <i>Principal Position</i>                  | <i>Dec. 31</i>    | <i>(CAD\$)</i>                            | <i>(CAD\$)</i> | <i>Compensation (CAD\$)<sup>(2)</sup></i> | <i>Options/ SARs</i>             | <i>Restricted Share</i> | <i>LTIP (CAD\$)</i> | <i>Compensation (CAD\$)</i> |
| <i>(a)</i>                                 | <i>(b)</i>        | <i>(c)</i>                                | <i>(d)</i>     | <i>(e)</i>                                | <i>granted (#)<sup>(1)</sup></i> | <i>Units (CAD\$)</i>    | <i>(h)</i>          | <i>(i)</i>                  |
|  |                   |   |                |   | <i>(f)</i>                       | <i>(g)</i>              |                     |                             |
| <b>Bradford J. Cooke</b> <sup>(3)</sup>    | 2005              | 180,000                                   | 0              | 8,000                                     | 300,000                          | 0                       | 0                   | 0                           |
|  | 2004              | 181,000                                   | 0              | 8,000                                     | 200,000                          | 0                       | 0                   | 0                           |
| Chief Executive Officer and Director       | 2003              | 120,000                                   | 30,000         | 0   | 500,000                          | 0                       | 0                   | 0                           |
| (since January 22, 1987);                  |                   |   |                |   |                                  |                         |                     |                             |
| Chairman                                   |                   |   |                |   |                                  |                         |                     |                             |
| (since January 1, 2006);                   |                   |   |                |   |                                  |                         |                     |                             |
| President                                  |                   |   |                |   |                                  |                         |                     |                             |
| (from January 22, 1987 to January 1, 2006) |                   |   |                |   |                                  |                         |                     |                             |

| <i>Name and</i>             | <i>Year ended</i> | <i>Annual Compensation <sup>(1)</sup></i> |                |                              | <i>Long Term Compensation</i> |                   |                | <i>All</i>     |
|-----------------------------|-------------------|---|----------------|------------------------------|-------------------------------|-------------------|----------------|----------------|
|                             |                   | <i>Salary</i>                             | <i>Bonus</i>   | <i>Other</i>                 | <i>Securities</i>             | <i>Restricted</i> | <i>Payouts</i> |                |
| <i>Principal</i>            | <i>Dec. 31</i>    | <i>(CAD\$)</i>                            | <i>(CAD\$)</i> | <i>(CAD\$)<sup>(2)</sup></i> | <i>Options/</i>               | <i>Share</i>      | <i>(CAD\$)</i> | <i>(CAD\$)</i> |
| <i>Position</i>             | <i>(a)</i>        | <i>(c)</i>                                | <i>(d)</i>     | <i>(e)</i>                   | <i>granted (#)</i>            | <i>Units</i>      | <i>(h)</i>     | <i>(i)</i>     |
|                             |                   |   |                |                              | <i>(1)</i>                    | <i>(CAD\$)</i>    |                |                |
|                             |                   |   |                |                              | <i>(f)</i>                    | <i>(g)</i>        |                |                |
| <b>Chris Theodoropoulos</b> | 2005              | 0   | 0              | 8,000                        | 200,000                       | 0                 | 0              | 0              |
| Director                    | 2004              | 0   | 0              | 8,000                        | 150,000                       | 0                 | 0              | 0              |
|                             | 2003              | 0   | 0              | 0                            | 200,000                       | 0                 | 0              | 0              |
| <b>Derek Bullock</b>        | 2005              | 0   | 0              | 8,000                        | 200,000                       | 0                 | 0              | 0              |
| Director                    | 2004              | 0   | 0              | 8,000                        | 150,000                       | 0                 | 0              | 0              |
|                             | 2003              | 0   | 0              | 0                            | 200,000                       | 0                 | 0              | 0              |
| <b>Leonard Harris</b>       | 2005              | 0   | 0              | 8,000                        | 200,000                       | 0                 | 0              | 0              |
| Director                    | 2004              | 0   | 0              | 8,000                        | 150,000                       | 0                 | 0              | 0              |
|                             | 2003              | 0   | 0              | 0                            | 200,000                       | 0                 | 0              | 0              |
| <b>William Price</b>        | 2005              | 0   | 0              | 4,667                        | 200,000                       | 0                 | 0              | 0              |
| Director                    | 2004              | n/a                                       | n/a            | n/a                          | n/a                           | n/a               | n/a            | n/a            |
| (since May 31, 2005)        | 2003              | n/a                                       | n/a            | n/a                          | n/a                           | n/a               | n/a            | n/a            |

|  |      |        |     |                       |                        |     |     |     |
|--|------|--------|-----|-----------------------|------------------------|-----|-----|-----|
| <b>Stephen Macklem</b>                   | 2005 | 0      | 0   | 3,333                 | 100,000                | 0   | 0   | 0   |
| Former Director                          | 2004 | 0      | 0   | 2,500                 | 500,000 <sup>(4)</sup> | 0   | 0   | 0   |
| (from September 7, 2004 to May 10, 2005) | 2003 | n/a    | n/a | n/a                   | n/a                    | n/a | n/a | n/a |
| <b>James Moors</b>                       | 2005 | 80,000 | 0   | 0                     | 150,000                | 0   | 0   | 0   |
| Vice-President, Exploration              | 2004 | 78,000 | 0   | 0                     | 50,000                 | 0   | 0   | 0   |
|  | 2003 | 36,000 | 0   | 36,000 <sup>(5)</sup> | 50,000                 | 0   | 0   | 0   |
| <b>Stewart Lockwood</b>                  | 2005 | 0      | 0   | 0                     | 100,000                | 0   | 0   | 0   |
| Secretary                                | 2004 | 0      | 0   | 0                     | 0                      | 0   | 0   | 0   |
|  | 2003 | 0      | 0   | 0                     | 100,000                | 0   | 0   | 0   |
| <b>Philip Yee</b>                        | 2005 | 24,411 | 0   | 0                     | 150,000                | 0   | 0   | 0   |
| Chief Financial Officer                  | 2004 | 37,721 | 0   | 0                     | 50,000                 | 0   | 0   | 0   |
|  | 2003 | 39,000 | 0   | 9,750 <sup>(5)</sup>  | 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 Bradford Cooke represent the gross amounts shared by the Registrant and Endeavour.

(4)

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

(5)

Consulting fees paid.

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, 2005 to each of director and officer of the Registrant. No SARs were outstanding.

***Options and Stock Appreciation Rights ( SARs )***

The following table discloses incentive stock options which were granted to directors and officers during the fiscal year ended December 31, 2005:

**SUMMARY OF STOCK OPTIONS**  
**GRANTED TO DIRECTORS AND OFFICERS**  
**From January 1, 2005 to December 31, 2005**

| <i>Name and<br/>Principal Position</i>  | <i>Date of Grant</i> | <i>Title of Underlying<br/>Security</i> | <i>Number of<br/>Underlying<br/>Security</i> | <i>Exercise<br/>Price per<br/>Share<br/>(CAD\$)</i> | <i>Expiry Date</i> |
|---|----------------------|---|--|---|--------------------|
| <b>Bradford J. Cooke</b><br>Chief Executive Officer<br>and Director<br><br>(since January 22,<br>1987);<br><br>Chairman<br><br>(since January 1, 2006);<br><br>President<br><br>(from January 22, 1987<br>to January 1, 2006) | June 30, 2005        | Common shares                           | 300,000                                      | \$0.35  | June 30, 2010      |
| <b>Chris Theodoropoulos</b><br>Director   | June 30, 2005        | Common shares                           | 200,000                                      | \$0.35  | June 30, 2010      |
| <b>Derek Bullock</b><br>Director  | June 30, 2005        | Common shares                           | 200,000                                      | \$0.35  | June 30, 2010      |
| <b>Leonard Harris</b><br>Director   | June 30, 2005        | Common shares                           | 200,000                                      | \$0.35  | June 30, 2010      |
| <b>William Price</b><br>Director<br><br>(since May 31, 2005)  | June 30, 2005        | Common shares                           | 200,000                                      | \$0.35  | June 30, 2010      |

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| <i>Name and<br/>Principal Position</i>                                      | <i>Date of Grant</i> | <i>Title of Underlying<br/>Security</i> | <i>Number of<br/>Underlying<br/>Security</i> | <i>Exercise<br/>Price per<br/>Share<br/>(CAD\$)</i> | <i>Expiry Date</i> |
|---|----------------------|---|--|---|--------------------|
| <b>Stephen Macklem</b><br>Former Director<br><br>(resigned May 10,<br>2005) | June 30, 2005        | Common shares                           | 100,000                                      | \$0.35  | June 30, 2010      |
| <b>James Moors</b><br>Vice-President,<br>Exploration                        | June 30, 2005        | Common shares                           | 150,000                                      | \$0.35  | June 30, 2010      |
| <b>Stewart Lockwood</b><br>Secretary  | June 30, 2005        | Common shares                           | 100,000                                      | \$0.35  | June 30, 2010      |
| <b>Philip Yee</b><br>Chief Financial Officer                                | June 30, 2005        | Common shares                           | 150,000                                      | \$0.35  | June 30, 2010      |

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 2005 fiscal year, there were no exercise of share appreciation rights by directors and officers.

### ***Pension Plan***

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

***Report on Executive Compensation***

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

*Compensation of Directors*

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

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

During the fiscal year ended December 31, 2005, the Registrant granted stock options to directors for up to 1,100,000 common shares with an exercise price of CAD\$0.35 and an expiry date of June 30, 2010.

No funds were set aside or accrued by the Registrant or its subsidiaries during the year ended December 31, 2005 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

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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, 2005, 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 2005, 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 \$150,000, and a policy period from October 29, 2005 to October 29, 2006.

#### *Performance Graph*

##### *Shareholder Return Performance Graph*

The charts below compare the yearly percentage change in the cumulative total shareholder return on the Registrant's common shares against the cumulative total shareholder return of the Toronto Stock Exchange 300 Total Return Index for the period commencing December 31, 2000 and ending December 31, 2005.

Comparison of Total Shareholder Return on Common Shares

of the Registrant and the Toronto Stock Exchange Indices

(in term of Canadian dollars)

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

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## 6.C Board Practices

### *Statement Of Corporate Governance Practices*

The Toronto Stock Exchange (the TSX ) requires every listed company incorporated in Canada to disclose on an annual basis its approach to corporate governance in a Statement of Corporate Governance Practices . The Registrant s response to each of the TSX guidelines is as follows:

**1. Stewardship of the Registrant** - The Board of Directors of the Registrant explicitly assumes responsibility for stewardship of the Registrant, including the ultimate responsibility for the following areas:

(a)

strategic planning,

(b)

risk assessment and risk management,

(c)

communications policies and practices, and

(d)

the integrity of internal control and management information systems.

Strategic planning is at the forefront of deliberations at meetings of the Board of Directors. Strategic meetings, in addition to regular meetings of directors, are also held on a periodic basis. Management reports regularly to the Board of Directors in relation to the principal risks which could potentially affect the Registrant s business activities. Management also responds to specific risk-related issues identified by Directors or by management, with the assistance of expert outside advisors when required. Management is required by the Board to comply with all statutory and regulatory obligations relating to communications with shareholders and the general public. The Registrant distributes written reports to shareholders each quarter, and maintains a program of regular communications with analysts and other members of the financial community. Inquiries from shareholders and others are welcomed, and receive a timely response from the appropriate officer or employee of the Registrant.

**2. Composition of the Board of Directors and Relationship to Significant Shareholder(s)** - The Registrant has five Directors. All of these individuals qualify as unrelated directors, and unrelated Directors thereby constitute a majority of the Board. In the Board's view, the ratio of unrelated to related Directors, as outlined above, fairly reflects the investment in the Registrant by shareholders.

There is no significant shareholder of the Registrant apart from William Price, a director of the Registrant, and from those disclosed in this Form 20-F including those disclosed in Item 7. As at June 16, 2006, William Price controlled, either directly or indirectly, 5,556,000 common shares of the Registrant, representing 8.75% of the Registrant at that time (63,470,476 issued and outstanding shares as at June 16, 2006). William Price became a director of the Registrant at May 31, 2005. Item 7 provides further details.

**3. Analysis of Status of Directors as Unrelated** - According to the TSX Guidelines, an unrelated director is one who is independent of management and is free from any interest, business relationship or other relationship which could, or could reasonably be perceived to, materially interfere with the directors' ability to act or exercise judgment in the best interests of the Registrant, other than those arising from shareholdings.



Other than interests and relationships arising from shareholdings of Directors, Messrs. Chris Theodoropoulos, Derek Bullock, Leonard Harris and William Price are independent of management of the Registrant and free of any interest which could, or could reasonably be perceived to, interfere with their respective abilities to act with a view to the best interests of the Registrant.

**4. Committee for Nomination and Assessment of Directors** - The Board does not, at present, have a Nominating Committee composed exclusively of non-management directors, a majority of whom are unrelated directors, for the purpose of proposing to the full Board new nominees for election as Directors, and for assessing Directors on an on-going basis. Given the Registrant's current stage of development, the Board is presently of the view that it functions effectively as a committee of the whole in this regard. The entire Board will assess potential nominees and take responsibility for selecting new directors, thereby fulfilling the intent of the TSX Guidelines.

**5. Assessment of Effectiveness and Contribution** - For the reasons outlined under guideline 4 above, the Board has not established a Nominating Committee for assessing, in a separate process, the effectiveness of the Board as a whole, that of committees of the Board, or the contribution of individual Directors.

**6. Orientation and Education Program for the Board** - Management ensures that a new appointee to the Board of Directors receives the appropriate written materials to fully apprise him or her of the duties and responsibilities of a director pursuant to applicable law and policy.

**7. Size of the Board of Directors** - The Articles of the Registrant presently provide that the Board of Directors shall consist of not less than three and not more than that number of Directors that is set by an ordinary resolution by the shareholders of the Registrant (excluding additional directors that may be appointed between annual general meetings). The Board of Directors is of the view that five directors is an appropriate number and facilitates effective decision-making.

**8. 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. Item 6.B provides further details concerning directors' compensation.

**9. Composition of Board Committees** - At present, the only Committee established by the Board is the Audit Committee (discussed below). 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 shareholder structure of the Registrant and the size of the Registrant.

**10. Governance Issues** - The Board of Directors affords a high priority to implementation of proper corporate governance practices, and has elected to address these requirements on an on-going basis as a committee of the whole.

**11. Position Descriptions for the Directors and Chief Executive Officer** - Having regard to the current stage of development of the Registrant, the Board is of the view that the well-recognized duties and responsibilities of directors of Canadian public companies provide adequate guidance to the Directors at this time. As a result,

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specific position descriptions for Directors have been deferred until the Registrant's development reaches a more advanced stage. A position description for the President and CEO is in place. Objectives for the President and for other members of senior management are identified on an annual basis.

**12. Independence of the Board of Directors** - The Chairman of the Board is a member of management, as is the norm with companies with similar size. However, the Directors feel that this is not an impediment to the proper discharges of the directors' responsibilities. Furthermore, management believes the interaction between senior management and directors both at and outside meetings ensures that the directors are properly informed and that the directors' experience is brought to bear when needed by management. The unrelated Directors believe that their majority on the Board, their knowledge of the Registrant's business and their independence are sufficient to facilitate the functioning of the Board independently of management. The unrelated Directors have the discretion to meet in private in the absence of the other Directors whenever they believe it is appropriate to do so.

**13. Audit Committee** - The Registrant's Audit Committee is made up of Messrs. Chris Theodoropoulos, Leonard Harris and William Price. A majority of the members of the Audit Committee are not officers or employees of the Registrant. The Board is of the view that the present composition of the Audit Committee is appropriate having regard to the size and current stage of development of the Registrant. The Audit Committee meets at least once each quarter and is responsible for, but not limited to, reviewing the quarterly and annual financial statements, assessing the effectiveness of internal control procedures, ensuring that accurate financial information is disseminated to shareholders, reviewing the results of internal and external audits, and evaluating the performance of the Registrant's auditors. Meeting procedures provide for direct communication between the Committee and members of management, and between the Committee and the external auditor. Management provides confirmation to the Committee on a periodic basis that the appropriate financial control procedures are in place.

Effective as of May 31, 2005, the Board has adopted a charter with respect to its Audit Committee.

**14. Engagement of Outside Advisers** - The Audit Committee has the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties and to set and pay their compensation. For all other committees, if any, no formal procedure has been established to allow committees or individual directors to engage outside advisors, independent of management, at the expense of the Registrant. A request of this kind could be brought before the entire Board for assessment and approval, and the appropriate arrangements would be implemented at that time.

## **6.D Employees**

The Registrant's business is administered principally from its head office in Vancouver, British Columbia, Canada, and, with respect to its Central and South American activities, from offices in Barbados and Suriname. As of June 16, 2006, the Registrant had a staff of sixteen employees based in Vancouver, BC, Canada, and a staff of two employees based in Suriname.

**6.E Share Ownership**

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As at June 16, 2006, the share ownership and number of stock options of the directors and officers of the Registrant are as follows:

| <b>Name and<br/>Principal Position</b>               | <b>Share Ownership</b>      |                                  | <b>Number of Stock Options</b>                              |  |                     |
|--|-----------------------------|----------------------------------|---|--|---------------------|
|  | <i>Number of<br/>Shares</i> | <i>Percentage <sup>(1)</sup></i> | <i>Number of<br/>Underlying Security<br/><sub>(2)</sub></i> | <i>Exercise Prices<br/>per Share<br/>(CAD\$)</i> | <i>Expiry Dates</i> |
| <b>Bradford J. Cooke</b>                             | 580,480                     | 0.91%                            | 700,000   | \$0.69   | Oct. 3, 2007        |
| Chairman, Chief<br>Executive Officer and<br>Director |                             |                                  | 50,000  | \$0.25   | Apr. 20, 2009       |
|  |                             |                                  | 200,000   | \$0.26   | Sept. 30, 2009      |
|  |                             |                                  | 750,000   | \$0.27   | June 23, 2010       |
|  |                             |                                  | 250,000   | \$0.52   | June 9, 2008        |
|  |                             |                                  | 250,000   | \$0.52   | June 12, 2008       |
|  |                             |                                  | 100,000   | \$1.00   | Feb. 17, 2009       |
|  |                             |                                  | 100,000   | \$0.70   | Oct. 25, 2009       |
| <b>Chris Theodoropoulos</b>                          | Nil                         | Nil                              | 300,000   | \$0.35   | June 30, 2010       |
| Director   |                             |                                  | 12,500  | \$0.92   | July 4, 2007        |
|  |                             |                                  | 12,500  | \$0.65   | Aug. 22, 2007       |
|  |                             |                                  | 50,000  | \$0.69   | Oct. 3, 2007        |
|  |                             |                                  | 200,000   | \$0.52   | June 9, 2008        |
|  |                             |                                  | 50,000  | \$1.00   | Feb. 17, 2009       |
|  |                             |                                  | 100,000   | \$0.70   | Sept. 7, 2009       |
| <b>Derek Bullock</b>                                 | 5                           | 0.00%                            | 200,000   | \$0.35   | June 30, 2010       |
| Director   |                             |                                  | 25,000  | \$0.92   | July 4, 2007        |
|  |                             |                                  | 25,000  | \$0.65   | Aug. 22, 2007       |

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|                                |           |       |         |        |               |
|--------------------------------|-----------|-------|---------|--------|---------------|
|                                |           |       | 100,000 | \$0.83 | Nov. 10, 2007 |
|                                |           |       | 50,000  | \$1.00 | Feb. 17, 2009 |
| <b>Leonard Harris</b>          | 200,000   | 0.32% | 100,000 | \$0.70 | Sept. 7, 2009 |
|                                |           |       | 200,000 | \$0.52 | June 9, 2008  |
| Director                       |           |       | 50,000  | \$1.00 | Feb. 17, 2009 |
|                                |           |       | 100,000 | \$0.70 | Sept. 7, 2009 |
| <b>William Price</b>           | 5,556,000 | 8.75% | 200,000 | \$0.35 | June 30, 2010 |
|                                |           |       | 200,000 | \$0.35 | June 30, 2010 |
| Director                       |           |       |         |        |               |
| <b>John McClintock</b>         | Nil       | Nil   | 250,000 | \$0.40 | Dec. 5, 2010  |
| President                      |           |       |         |        |               |
| <b>James Moors</b>             | Nil       | Nil   | 100,000 | \$0.34 | Aug. 28, 2007 |
| Vice-President,<br>Exploration |           |       | 50,000  | \$0.52 | June 9, 2008  |
|                                |           |       | 50,000  | \$1.00 | Feb. 17, 2009 |
| <b>Stewart Lockwood</b>        | 14,174    | 0.02% | 150,000 | \$0.35 | June 30, 2010 |
|                                |           |       | 45,500  | \$0.92 | July 4, 2007  |
| Secretary                      |           |       | 100,000 | \$0.65 | Jan. 29, 2008 |
|                                |           |       | 100,000 | \$0.52 | June 9, 2008  |
|                                |           |       | 100,000 | \$0.35 | June 30, 2010 |
| <b>Philip Yee</b>              | Nil       | Nil   | 150,000 | \$0.52 | June 9, 2008  |
| Chief Financial Officer        |           |       | 50,000  | \$1.00 | Feb. 17, 2009 |
|                                |           |       | 150,000 | \$0.35 | June 30, 2010 |

(1)

As at June 16, 2006, the Registrant had 63,470,476 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 16, 2006 unless otherwise stated, are set forth below:

***Stock Option Summary***

| <b>Amount Outstanding</b> | <b>Exercise Prices</b> | <b>Dates Granted</b> | <b>Expiry Dates</b> |
|---------------------------|------------------------|----------------------|---------------------|
|                           | <b>(CAD\$)</b>         |                      |                     |
| 85,500                    | \$0.92                 | July 4, 1997         | July 4, 2007        |
| 39,500                    | \$0.65                 | August 22, 1997      | August 22, 2007     |
| 750,000                   | \$0.69                 | October 3, 1997      | October 3, 2007     |
| 100,000                   | \$0.83                 | November 10, 1997    | November 10, 2007   |
| 100,000                   | \$0.65                 | January 29, 1998     | January 29, 2008    |
| 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       |
| 80,000                    | \$0.17                 | January 16, 2002     | January 16, 2007    |
| 190,000                   | \$0.34                 | August 28, 2002      | August 28, 2007     |
| 20,000                    | \$0.51                 | February 10, 2003    | February 10, 2008   |
| 1,000,000                 | \$0.52                 | June 9, 2003         | June 9, 2008        |
| 250,000                   | \$0.52                 | June 12, 2003        | June 12, 2008       |
| 540,000                   | \$1.00                 | February 17, 2004    | February 17, 2009   |

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|                  |              |                   |                   |
|------------------|--------------|-------------------|-------------------|
| 300,000          | \$0.70       | September 7, 2004 | September 7, 2009 |
| 100,000          | \$0.70       | October 25, 2004  | October 25, 2009  |
| 1,610,000        | \$0.35       | June 30, 2005     | June 30, 2010     |
| 270,000          | \$0.40       | December 5, 2005  | December 5, 2010  |
| 50,000           | \$0.67       | February 13, 2006 | February 13, 2008 |
| 20,000           | \$0.82       | April 3, 2006     | April 3, 2007     |
| <b>6,509,000</b> | <b>TOTAL</b> |                   |                   |

*Warrant Summary Chart*

| <b>Amount Outstanding</b> | <b>Exercise Price</b> | <b>Date Issued</b> | <b>Expiry Dates</b> |
|---------------------------|-----------------------|--------------------|---------------------|
|                           | <b>(CAD\$)</b>        |                    |                     |
| 231,000                   | \$0.82                | March 17, 2006     | March 17, 2007      |
| <b>231,000</b>            | <b>TOTAL</b>          |                    |                     |



*Stock Option/Share Incentive Plan*

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

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

Under the Plan, the Board of Directors of the Registrant or its Executive Committee may from time to time grant to directors, officers, consultants and full and part time employees of the Registrant and its associated, affiliated, controlled and subsidiary companies, as the Board or its Executive Committee shall designate, the option to purchase from the Registrant such number of its common shares as the Board or its Executive Committee may designate. The Registrant's Plan allows it to grant options to its employees, directors and consultants to acquire up to 18,374,095 common shares, of which options for 6,984,000 common shares are outstanding as at December 31, 2005, 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.

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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 16, 2006, the only persons or groups known to the Registrant to beneficially own 5% or more of the Registrant's issued and outstanding common shares and the number of common shares owned, directly or indirectly, by officers and directors of the Registrant as a group are as follows:

| <b>Title of Class</b> | <b>Identity of Person or Group</b>                                    | <b>Shares Owned <sup>(2)</sup></b> | <b>Percentage of Class <sup>(1)</sup></b> |
|-----------------------|---|------------------------------------|---|
| Common Shares         | CEDE & Co.<br>New York, New York, U.S.A.                              | 28,471,214 <sup>(3), (4)</sup>     | 44.86%                                    |
| Common Shares         | CDS & Co.<br>Toronto, Ontario   | 23,148,278 <sup>(3), (4)</sup>     | 36.47%                                    |
| Common Shares         | William Price <sup>(5)</sup>  | 5,556,000 <sup>(6)</sup>           | 8.75%                                     |
| Common Shares         | Redwood City, California, U.S.A.<br>Officers and Directors as a group | 6,350,659 <sup>(6)</sup>           | 10.01%                                    |

(1)

As at June 16, 2006, the Registrant had 63,470,476 common shares issued and outstanding.

(2)

Common shares.

(3)

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

(4)

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

(5)

As at June 16, 2006, William Price controlled, either directly or indirectly, 5,556,000 common shares of the Registrant, representing 8.75% 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 16, 2006, his shareholdings of 5,556,000 common shares are included in the 6,350,659 common shares held by officers and directors as a group.

In August 2002, Prudent Bear Funds Inc. ( Prudent Bear ) participated in the Registrant's private placement and subscribed to 500,000 units at CAD\$0.40 per unit. Each unit was comprised of one common share and one-half of one non-transferable share purchase warrant; each full warrant entitled the holder to purchase one common share at CAD\$0.50 for a period of two years. In February 2003, Prudent Bear announced it had acquired control and direction, through Prudent Bear Fund, of over 8,662,000 common shares and warrants to purchase an additional 250,000 common shares of the Registrant, representing 18.77% of the issued and outstanding shares of the Registrant at that time. As at June 19, 2003, Prudent Bear owned 8,662,000 common shares of the Registrant, representing 17.66% of the Registrant at that time. Prudent Bear had no board nominee and exerted no direct control over any board member. As at June 11, 2004 and to the best of the Registrant's knowledge, Prudent Bear does not own more than 5%, if any, shares of the Registrant.

All shares of the Registrant, including all those held by any major shareholders, are common shares with similar voting rights. As of June 16, 2006, there were 63,470,476 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 428 registered holders of the Registrant's common shares resident in the United States (66% of all registered holders) holding 35,080,901 common shares. This number represents approximately 55% 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, 2005, the Company had transactions with related parties.

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. The remaining debt of \$542,051 owed by Aztec Metals was written off.

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

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

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

*Indebtedness of Directors and Senior Officers*

At any time during the Registrant's last completed financial year, no director, executive officer or senior officer of the Registrant, proposed management nominee for election as a director of the Registrant or each associate or affiliate of any such director, executive or senior officer or proposed nominee is or has been indebted to the Registrant or any of its subsidiaries or is and has been indebted to another entity where such indebtedness is or

has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Registrant or any of its subsidiaries, other than routine indebtedness and other than as disclosed in the Registrant's audited financial statements.

### ***Interest of Insiders in Material Transactions***

Other than as set forth below and in the Form 20-F and in the Registrant's audited financial statements and other than transactions carried out in the ordinary course of business of the Registrant or any of its subsidiaries, none of the directors or senior officers of the Registrant, a proposed management nominee for election as a director of the Registrant, any member beneficially owning shares carrying more than 5% of the voting rights attached to the shares of the Registrant nor an associate or affiliate of any of the foregoing persons had since January 1, 2005 (being the commencement of the Registrant's last audited fiscal period) any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Registrant or any of its subsidiaries.

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

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

This Form 20-F is being filed as an annual report under the Exchange Act, and accordingly, the information called for in Item 7.C is not required.

## **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, 2005 and 2004;

(b)

Consolidated Statements of Operations and Deficit for each of the years ended December 31, 2005, 2004, and 2003;

(c)

Consolidated Statements of Cash Flows for each of the years ended December 31, 2005, 2004, and 2003; and

(d)

Notes to the consolidated financial statements.

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

### ***Dividend Policy***

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

The Directors of the Registrant may from time to time declare and authorize payment of such dividends, if any, as they may deem advisable and need not give notice of such declaration to any shareholder. No dividend shall be paid otherwise than out of funds and/or assets properly available for the payment of dividends and a declaration by the Directors as to the amount of such funds or assets available for dividends shall be conclusive. The Registrant may pay any such dividend wholly or in part by the distribution of specific assets and in particular by paid up shares, bonds, debentures or other securities of the Registrant or any other corporation or in any one or more such ways as may be authorized by the Registrant or the Directors and where any difficulty arises with regard to such a distribution the Directors may settle the same as they think expedient, and in particular may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments in substitution for all or any part of the specific assets to which any shareholders are entitled shall be made to any shareholders on the basis of other value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees for the persons entitled to the dividend as may seem expedient to the Directors.

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

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

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

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

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

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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, 2005 other than as disclosed in this Form 20-F.

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

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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 at May 31, 2005. The increase in the

amount of shares reserved for issuance under the Stock Option Plan would total 6,000,000 shares and was subsequently approved by the Toronto Stock Exchange. The increase of 6,000,000 shares would effectively reset the percentage of shares in the closing reserve balance to its original percentage of approximately 20% of the number of common shares issued and outstanding at that time;

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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 has been increased from 100,000,000 common shares without par value to 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.

## **ITEM 9. THE OFFER AND LISTING**

### **9.A Offer and Listing Details**

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

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

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

(Stated in terms of Canadian dollars)

| <b>Fiscal Year</b> | <b>High (CAD\$)</b> | <b>Low (CAD\$)</b> |
|--------------------|---------------------|--------------------|
|--------------------|---------------------|--------------------|

|      |        |        |
|------|--------|--------|
| 2001 | \$0.19 | \$0.09 |
| 2002 | \$0.60 | \$0.11 |
| 2003 | \$1.34 | \$0.35 |
| 2004 | \$1.10 | \$0.49 |
| 2005 | \$0.62 | \$0.31 |

| <b>Quarter</b> | <b>High (CAD\$)</b> | <b>Low (CAD\$)</b> |
|----------------|---------------------|--------------------|
| 2006           |                     |                    |
| 1st Quarter    | \$0.88              | \$0.55             |
| 2005           |                     |                    |
| 4th Quarter    | \$0.58              | \$0.34             |
| 3rd Quarter    | \$0.52              | \$0.35             |
| 2nd Quarter    | \$0.52              | \$0.31             |
| 1st Quarter    | \$0.62              | \$0.49             |
| 2004           |                     |                    |
| 4th Quarter    | \$0.70              | \$0.49             |
| 3rd Quarter    | \$0.93              | \$0.54             |
| 2nd Quarter    | \$1.10              | \$0.78             |

| <b>Quarter</b> | <b>High (CAD\$)</b> | <b>Low (CAD\$)</b> |
|----------------|---------------------|--------------------|
| 1st Quarter    | \$1.09              | \$0.75             |

| <b>Month</b> | <b>High (CAD\$)</b> | <b>Low (CAD\$)</b> |
|--------------|---------------------|--------------------|
| 2006         |                     |                    |
| May          | \$0.91              | \$0.59             |
| April        | \$0.95              | \$0.78             |
| March        | \$0.85              | \$0.74             |
| February     | \$0.88              | \$0.56             |
| January      | \$0.74              | \$0.55             |
| 2005         |                     |                    |
| December     | \$0.58              | \$0.34             |

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

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.

## **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 Frankfurt and Berlin Stock Exchanges and has since voluntarily delisted from those exchanges. 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**

This Form 20-F is being filed as an annual report under the Exchange Act, and accordingly, the information called for in Item 9.D is not required.

**9.E Dilution**

This Form 20-F is being filed as an annual report under the Exchange Act, and accordingly, the information called for in Item 9.E is not required.

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**9.F Expenses of the Issue**

This Form 20-F is being filed as an annual report under the Exchange Act, and accordingly, the information called for in Item 9.F is not required.

**ITEM 10. ADDITIONAL INFORMATION**

**10.A Share Capital**

This Form 20-F is being filed as an annual report under the Exchange Act, and accordingly, the information called for in Item 10.A is not required.

**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](http://www.sedar.com) as part of the Registrant's publicly available filings under the heading "Other", as filed on November 10, 2005.*

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

Effective March 29, 2004, the *Business Corporations Act* (British Columbia) (the "BCBCA") replaced the previous *Company Act* (British Columbia) (the "Old Act"). As a consequence, all British Columbia companies are now governed under the BCBCA. The BCBCA modernizes and streamlines company law in British Columbia and represents an

improvement over the Old Act. Every British Columbia company was required to transition under the BCBCA within two years from the coming into force of the BCBCA. Companies that did not complete the transition may not complete various corporate actions, including capital alterations and name changes.

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

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

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

-

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

-

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

-

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

-

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

-

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

-

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

-

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

-

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

-

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

-

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

-

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

-

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

***Replacement of Articles***





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

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

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

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

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

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

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

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

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

changing the authorized capital;

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

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

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

**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.

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

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

### *General*

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

### *Trading of Rights*

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

### *Separation Time and Acquiring Person*

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

Separation time generally means the close of business on the 10th trading day following the commencement or announcement of the intent of any person to commence a take-over bid, other than a permitted bid or a competing bid, but under certain circumstances can mean the eighth trading day after a person becomes an acquiring person by acquiring 20% or more of the voting shares of any class.

### *Flip-in Event*

A flip-in event will, in general terms, occur when a person becomes an acquiring person. Upon the occurrence of a flip-in event, each right will entitle the holder to acquire, on payment of the exercise price, that number of common

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

*Permitted Bids*

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

(a)

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

(b)

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

(c)

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

(d)

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

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

#### *Permitted Bid Expiry Date*

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

#### *Exchange Option*

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

*Adjustments*

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

*Redemption*

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

*Waiver*

The board of directors may waive the application of the Shareholder Rights Plan to any flip-in event if it determines that a person became an acquiring person by inadvertence, conditional upon such person having,



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

#### *Amendments*

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

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

#### *Term*

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

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

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, 2006, there were no material contracts entered into, other than contracts entered into in the ordinary course of business, to which the Registrant or any member of the group was a party, and other than as disclosed in this Form 20-F. For a description of those contracts entered into in the ordinary course of business refer to Item 4B Business Overview.

**10.D Exchange Controls**

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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.

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## 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 ADVICE 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.

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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

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

### Disposition of Common Shares of the Company

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

### Other Considerations

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

#### *Foreign Investment Company*

If 50% or more of the combined voting power or total value of the Registrant's outstanding shares is held, directly or indirectly, by citizens or residents of the United States, United States domestic partnerships or Registrants, or estates or trusts other than foreign estates or trusts (as defined by the Code Section 7701(a)(31)), and the Registrant is found to be engaged primarily in the business of investing, reinvesting, or trading in securities, commodities, or any interest therein, it is possible that the Registrant may be treated as a "foreign investment company" as defined in Section 1246 of the Code, causing all or part of any gain realized by a U.S. Holder selling or exchanging common shares to be

treated as ordinary income rather than capital gain. The Registrant does not believe that it currently qualifies as a foreign investment company. However, there can be no assurance that the Registrant will not be considered a foreign investment company for the current or any future taxable year.

*Passive Foreign Investment Company*

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

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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

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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**

This Form 20-F is being filed as an annual report under the Exchange Act, and accordingly, the information called for in Item 10.F is not required.

**10.G Statement by Experts**

This Form 20-F is being filed as an annual report under the Exchange Act, and accordingly, the information called for in Item 10.G is not required.

**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 800 850 West Hastings Street, Vancouver, BC, Canada, V6C 1E1, during normal business hours. 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 450 Fifth Street, NW, Washington, DC, USA, 20549. Copies may also be obtained from the SEC at prescribed rates.

## **10.I Subsidiary Information**

Item 4.C provides further information.

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

The Registrant believes that it does not have any material exposure to interest or commodity 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**

This Form 20-F is being filed as an annual report under the Exchange Act, and accordingly, the information called for in Item 12 is not required.

## **PART II**

**ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

None.

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

Not applicable.

**ITEM 15. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Based upon the evaluation of the effectiveness of the disclosure controls and procedures within 90 days prior to the filing date of this annual report, the Registrant's Chief Executive Officer and Chief Financial Officer have

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concluded that, as of such date, the disclosure controls and procedures were effective to ensure that material information relating to the Registrant was made known to others within the company particularly during the period in which this annual report and accounts were being prepared, and such controls and procedures were effective to ensure that information required to be disclosed by the Registrant in the reports that it files or submits under regulatory rules and securities laws is recorded, processed, summarized and reported, within the time periods specified. Management of the Registrant recognizes that any controls and procedures can only provide reasonable assurance, and not absolute assurance, of achieving the desired control objectives, and management necessarily was required to apply its judgement in evaluating the cost-benefit relationship of possible controls and procedures.

### **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:

Chris Theodoropoulos

Leonard Harris

William Price

All of the members of the audit committee are financially literate, meaning that he must be able to read and understand financial statements.

*Relevant Education and Experience*

*Leonard Harris* - Mr. Harris is a professional engineer with 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, Solitario Resources, Alamos Minerals, Corriente Resources, Cardero Resources, Endeavour Silver Corp. and the Registrant.

*Chris Theodoropoulos* - Mr. Theodoropoulos is a Barrister and Solicitor and is Associate Counsel with Getz Prince Wells LLP. Mr. Theodoropoulos is the President of Dominion Goldfields Corporation, a private investment and royalty firm.

*William Price* Mr. Price has a wealth of experience and expertise in the financial world, having served as the Chairman, CEO and CIO of RCM Capital Management LLC and 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, whereby the Registrant had only one employee in 2002 in which that employee is the President and a Director of the Registrant, and increased to nine employees by 2005.

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 Board is comprised of one director who is an actively practising lawyer and a corporate secretary who is a securities lawyer, and both of whom are 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)

| <u>Type of Services Rendered</u> | <u>2005</u><br>Fiscal Year<br>(CAD\$) | <u>2004</u><br>Fiscal Year<br>(CAD\$) |
|----------------------------------|---------------------------------------|---------------------------------------|
| (a) Audit Fees                   | \$55,000                              | \$29,000                              |
| (b) Audit-Related Fees           | \$15,000                              | \$10,000                              |
| (c) Tax Fees                     | Nil                                   | Nil                                   |

(d) All Other Fees

Nil

Nil

At an Audit Committee meeting held in May 2006, the Audit Committee pre-approved all services to be performed by the auditors including certain non-audit services requested by management for the 2006 fiscal year until the next Audit Committee meeting concerning the financial statements for the year ended December 31, 2006, which services are not prohibited services under the independence requirements of the Securities and Exchange Commission or professional standards in Canada or the United States.

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

Not applicable.

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

Not applicable.

**PART III**

**ITEM 17. FINANCIAL STATEMENTS**

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

| <b>Financial Statements</b>   | <b>Page # in Sequential<br/>Numbering System</b> |
|---|--|
| 1.1   | 80   |
| Report of Independent Registered Public Accounting Firm dated March 17, 2006.   |  |
| 1.2   | 81   |
| Consolidated balance sheets as at December 31, 2005 and 2004 together with the consolidated statements of operations and deficit and cash flows for each of the years ended December 31, 2005, 2004 and 2003. |  |

**ITEM 18. FINANCIAL STATEMENTS**

Not Applicable

**ITEM 19. EXHIBITS**



| <b>Exhibits</b>  |               |   | <b>Page # in Sequential Numbering System</b> |
|------------------|---------------|---|--|
| <b>Exhibit #</b> | <b>Date</b>   | <b>Description</b>  |  |
| 1                | June 20, 2002 | Technical Report on New Polaris Mine Site   | Previously submitted and filed               |
|                  | June 30, 2006 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Bradford J. Cooke)   | 77   |
|                  | June 30, 2006 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Philip Yee)  | 78   |
| 12.1             | June 30, 2006 | 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) | 105  |
| 12.2             | June 30, 2006 | 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)        | 105  |

**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 June 30, 2006.

**CANARC RESOURCE CORP.**

Per:

/s/

*Bradford J. Cooke*

Bradford J. Cooke, Chief Executive Officer and Director

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*Canarc Resource Corp.*

*Form 20-F*

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**CERTIFICATIONS**

I, Bradford J. Cooke, certify that:

1.

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

2.

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

3.

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

4.

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

a.

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

b.

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

d.

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

5.

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

a.

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

b.

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



DATED at Vancouver, British Columbia, Canada, as of June 30, 2006.

/s/

*Bradford J. Cooke*

Bradford J. Cooke, Chief Executive Officer and Director

**CERTIFICATIONS**

I, Philip Yee, certify that:

1.

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

2.

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

3.

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

4.

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

a.

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

b.

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

d.

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

5.

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





a.

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

b.

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

DATED at Vancouver, British Columbia, Canada, as of June 30, 2006.

/s/

*Philip Yee*

Philip Yee, Chief Financial Officer

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*Canarc Resource Corp.*

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**Consolidated Financial Statements of**

**CANARC RESOURCE CORP.**

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

**Years ended December 31, 2005, 2004 and 2003**

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*Canarc Resource Corp.*

*Form 20-F*

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors

Canarc Resource Corp.

We have audited the accompanying consolidated balance sheets of Canarc Resource Corp. as of December 31, 2005 and 2004 and the consolidated statements of operations and deficit and cash flows for each of the years in the three-year period ended December 31, 2005. 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, 2005 and 2004 and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2005 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(g) to the consolidated financial statements, the Company changed its method of accounting for asset retirement obligations.

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

/s/ **KPMG LLP**

Chartered Accountants

Vancouver, Canada

March 17, 2006

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*Canarc Resource Corp.*

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**CANARC RESOURCE CORP.**

## Consolidated Balance Sheets

(expressed in thousands of United States dollars)

|  | <b>December 31,<br/>2005</b> | December 31,<br>2004 |
|--|------------------------------|----------------------|
| <b>ASSETS</b>  |                              |                      |
| <b>CURRENT ASSETS</b>                                  |                              |                      |
| Cash and cash equivalents                              | <b>\$489</b>                 | \$715                |
| Marketable securities (Note 3)                         | <b>899</b>                   | 867                  |
| Receivables and prepaids                               | <b>48</b>                    | 115                  |
|  | <b>1,436</b>                 | 1,697                |
| <b>NONCURRENT ASSETS</b>                               |                              |                      |
| Mineral properties (Note 4)                            | <b>9,658</b>                 | 9,066                |
| Equipment (Note 5)                                     | <b>10</b>                    | 14                   |
| Investment in affiliated company (Note 6)              | <b>78</b>                    | -                    |
|  | <b>9,746</b>                 | 9,080                |
|  | <b>\$11,182</b>              | \$10,777             |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>            |                              |                      |
| <b>CURRENT LIABILITIES</b>                             |                              |                      |
| Accounts payable and accrued liabilities               | <b>\$235</b>                 | \$273                |
| Due to related party (Note 8)                          | <b>-</b>                     | 118                  |
|  | <b>235</b>                   | 391                  |
| <b>NON-CONTROLLING INTEREST IN SUBSIDIARY</b> (Note 6) | <b>-</b>                     | 84                   |
| <b>SHAREHOLDERS' EQUITY</b>                            |                              |                      |
| Share capital (Note 7(a))                              | <b>49,150</b>                | 49,234               |
| Contributed surplus (Note 7(b))                        | <b>1,502</b>                 | 1,088                |
| Deficit  | <b>(39,705)</b>              | (40,020)             |
|  | <b>10,947</b>                | 10,302               |

**\$11,182**

\$10,777

Nature of operations (Note 1)

Commitments and contingencies (Note 4)

Subsequent events (Notes 7(a)(iii) and 7(c))

Refer to the accompanying notes to the consolidated financial statements.

Approved by the Directors:

/s/

*Bradford Cooke*

/s/

*Chris Theodoropoulos*

Director

Director

**CANARC RESOURCE CORP.**

## Consolidated Statements of Operations and Deficit

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

|  | <b>Years ended December 31,</b> |                |                |
|--|---------------------------------|----------------|----------------|
|  | <b>2005</b>                     | <b>2004</b>    | <b>2003</b>    |
| <b>Expenses:</b>                                       |                                 |                |                |
| Amortization   | \$4                             | \$5            | \$7            |
| Corporate development                                  | 8                               | 16             | 31             |
| Employee and director remuneration (Note 8)            | 137                             | 201            | 150            |
| Foreign exchange (gain)                                | (40)                            | (42)           | (177)          |
| General and administrative                             | 317                             | 336            | 293            |
| Shareholder relations                                  | 113                             | 153            | 138            |
| Share appreciation rights                              | 3                               | -              | -              |
| Stock-based compensation (Note 7(c))                   | 432                             | 639            | 502            |
| Travel   | 7                               | 63             | 68             |
| <b>Income (loss) before the undernoted</b>             | <b>(981)</b>                    | <b>(1,371)</b> | <b>(1,012)</b> |
| Equity loss from investment in affiliated company      | (3)                             | -              | -              |
| Gain on disposition of marketable securities           | 1,225                           | 667            | 144            |
| Gain on dilution from long term investment (Note 6)    | 621                             | -              | -              |
| Future income tax recovery (Note 7(a)(ii))             | 143                             | -              | -              |
| Investment and other income                            | 2                               | 13             | 18             |
| Non-controlling interest                               | 22                              | 37             | 7              |
| Write-down of marketable securities                    | (2)                             | (4)            | (19)           |
| Write-down of mineral properties                       | (170)                           | (3,143)        | (14)           |
| Write-off of debt due from affiliated company (Note 6) | (542)                           | -              | -              |
| Write-off of equipment                                 | -                               | (212)          | -              |
| <b>Income (loss) for the year</b>                      | <b>315</b>                      | <b>(4,013)</b> | <b>(876)</b>   |
| Deficit, beginning of the year                         | (40,020)                        | (36,007)       | (35,131)       |

|  |                   |            |            |
|--|-------------------|------------|------------|
| <b>Deficit, end of the year</b>                    | <b>\$(39,705)</b> | \$(40,020) | \$(36,007) |
| <b>Basic and diluted earnings (loss) per share</b> | <b>\$0.01</b>     | \$(0.07)   | \$(0.02)   |
| Weighted average number of shares outstanding      | <b>58,518,229</b> | 55,956,982 | 49,332,516 |

Refer to the accompanying notes to the consolidated financial statements.



**CANARC RESOURCE CORP.**

## Consolidated Statements of Cash Flows

(expressed in thousands of United States dollars)

|   | <b>Years ended December 31,</b> |             |             |
|---|---------------------------------|-------------|-------------|
|   | <b>2005</b>                     | <b>2004</b> | <b>2003</b> |
| <b>Cash provided from (used for):</b>                     |                                 |             |             |
| <b>Operations:</b>  |                                 |             |             |
| Income (loss) for the year                                | <b>\$315</b>                    | \$(4,013)   | \$(876)     |
| Items not involving cash:                                 |                                 |             |             |
| Amortization  | <b>4</b>                        | 5           | 7           |
| Equity loss from investment in affiliated company         | <b>3</b>                        | -           | -           |
| Gain on disposition of marketable securities              | <b>(1,225)</b>                  | (667)       | (144)       |
| Gain on dilution from long term investment                | <b>(621)</b>                    | -           | -           |
| Divestiture of long term investment in affiliated company | <b>(78)</b>                     | -           | -           |
| Future income tax recovery                                | <b>(143)</b>                    | -           | -           |
| Non-controlling interest                                  | <b>(22)</b>                     | (37)        | (7)         |
| Share appreciation rights                                 | <b>3</b>                        | -           | -           |
| Stock-based compensation                                  | <b>432</b>                      | 639         | 502         |
| Unrealized currency translation gain                      | <b>(18)</b>                     | (66)        | (55)        |
| Write-down of marketable securities                       | <b>2</b>                        | 4           | 19          |
| Write-down of mineral properties                          | <b>170</b>                      | 3,143       | 14          |
| Write-off of debt due from affiliated company (Note 6)    | <b>542</b>                      | -           | -           |
| Write-off of equipment                                    | <b>-</b>                        | 212         | -           |
|   | <b>(636)</b>                    | (780)       | (540)       |
| Changes in non-cash working capital items:                |                                 |             |             |
| Receivables and prepaids                                  | <b>67</b>                       | (79)        | (10)        |
| Due to/from related parties                               | <b>(118)</b>                    | 149         | (4)         |
| Accounts payable and accrued liabilities                  | <b>(38)</b>                     | (65)        | 307         |
|   | <b>(725)</b>                    | (775)       | (247)       |
| <b>Financing:</b>   |                                 |             |             |
| Issuance of common shares                                 | <b>41</b>                       | 1,253       | 2,739       |

**Investing:**

|   |              |         |         |
|---|--------------|---------|---------|
| Proceeds from disposal of marketable securities         | <b>2,009</b> | 1,245   | 588     |
| Acquisition of marketable securities                    | <b>(789)</b> | (1,190) | (217)   |
| Mineral properties, net of recoveries                   | <b>(762)</b> | (1,720) | (1,155) |
| Purchase of equipment, net of proceeds of disposition   | -            | -       | (21)    |
|   | <b>458</b>   | (1,665) | (805)   |
| <b>(Decrease) increase in cash and cash equivalents</b> | <b>(226)</b> | (1,187) | 1,687   |
| Cash and cash equivalents, beginning of year            | <b>715</b>   | 1,902   | 215     |
| <b>Cash and cash equivalents, end of year</b>           | <b>\$489</b> | \$715   | \$1,902 |

Supplemental disclosure with respect to cash flows (Note 11).

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)

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*Canarc Resource Corp.*

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**CANARC RESOURCE CORP.**

Notes to the Consolidated Financial Statements

Years ended December 31, 2005, 2004 and 2003

(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 \$39,704,767 at December 31, 2005. Furthermore, the Company has working capital of \$1,201,000 as at December 31, 2005, 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, its subsidiaries, all of which are wholly-owned except for:

-

Sara Kreek Resource Corporation N.V., in which the Company holds an 80% interest;

-

Aztec Metals Corp. (formerly, Minera Aztec Silver Corporation) ( Aztec ), in which the Company held a 63% interest as at December 31, 2004 and diluted its interest to 27% as at December 31, 2005 when its investment was accounted using the equity method (Note 6);

-

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

-

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

All significant intercompany transactions and balances have been eliminated.

(b)

Cash and cash equivalents:

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

(c)

Marketable securities:

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

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*Canarc Resource Corp.*

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**CANARC RESOURCE CORP.**

Notes to the Consolidated Financial Statements

Years ended December 31, 2005, 2004 and 2003

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

**2.**

**Significant Accounting Policies** (continued)

(d)

Mineral properties:

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

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

(e)

Equipment:

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

(f)

Investment in affiliated company:

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.

(g)

Stock-based compensation plan:

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

(h)

Asset retirement obligations:

During the year ended December 31, 2004, the Company adopted the Canadian Institute of Chartered Accountants (CICA) Handbook Section 3110 *Asset Retirement Obligations* (HB 3110). This new standard recognizes statutory contractual or other legal obligations related to the retirement of tangible long-lived assets when such obligations are incurred, 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.

Prior to the adoption of HB 3110, the Company had accounted for reclamation and closure costs by accruing an amount associated with the retirement of tangible long-lived assets as a charge to operations over the life of the asset. The Company adopted HB 3110 retroactively, resulting in no changes to amounts previously presented.



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*Canarc Resource Corp.*

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**CANARC RESOURCE CORP.**

Notes to the Consolidated Financial Statements

Years ended December 31, 2005, 2004 and 2003

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

**2.**

**Significant Accounting Policies** (continued)

(i)

Income taxes:

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

(j)

Earnings (loss) per share:

Basic earnings (loss) per share is computed by dividing the earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the year. For all years presented, earnings (loss) available to common shareholders equals the reported earnings (loss). The Company uses the treasury stock method for calculating diluted earnings per share. Under the treasury stock method, the weighted average number of common shares outstanding used for the calculation of diluted earnings per share assumes that the proceeds to be received on

the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the year. In the Company's case, diluted earnings (loss) per share presented is the same as basic earnings (loss) per share as the effect of outstanding options and warrants in the earnings (loss) per share calculation would be anti-dilutive.

(k)

Foreign currency translation:

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

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

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

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

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

(l)

Flow-through shares (EIC 146):

In March 2004, guidelines related to the accounting for flow-through shares were issued by the Emerging Issues Committee of the Canadian Institute of Chartered Accountants ( CICA ) under EIC 146 *Flow-Through Shares*. EIC 146 requires the recognition of a provision 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. EIC 146 is applicable on a prospective basis for flow-through share transactions after March 2004. The Company adopted EIC 146 on a prospective basis.

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*Canarc Resource Corp.*

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**CANARC RESOURCE CORP.**

Notes to the Consolidated Financial Statements

Years ended December 31, 2005, 2004 and 2003

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

**2.**

**Significant Accounting Policies** (continued)

(m)

Use of estimates:

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

(n)

Fair value of financial instruments:

The fair values of the Company's cash and cash equivalents, receivables, and accounts payable and accrued liabilities approximate their carrying values due to the short terms to maturity. The fair value of marketable securities is disclosed in Note 3. It is not practicable to determine the fair value of amounts due to or from related parties due to their related party nature and the absence of a market for such instruments.

(o)

Variable interest entities:

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

(p)

Comparative figures:

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

3.

### Marketable Securities

|  | 2005  | 2004    |
|--|-------|---------|
| Investment in shares of companies, at cost                 | \$893 | \$1,081 |
| Unrealized exchange foreign gains (cumulative write-downs) | 6     | (214)   |
|  | \$899 | \$867   |

The quoted market value of shares of companies is approximately \$2,469,562 at December 31, 2005 (2004 - \$2,077,782).

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**CANARC RESOURCE CORP.**

Notes to the Consolidated Financial Statements

Years ended December 31, 2005, 2004 and 2003

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

**3.****Marketable Securities** (continued)

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, 2005, these shares had a cost of \$850,038 (2004 - \$873,944), a carrying value of \$850,038 (2004 - \$810,335) and a quoted market value of approximately \$2,373,526 (2004 - \$1,977,290). In 2005, the Company exercised 250,000 warrants of Endeavour with an exercise price of CAD\$0.35 and an expiry date of October 6, 2005, and also exercised 200,000 warrants with an exercise price of CAD\$2.00 and an expiry date of October 22, 2005. Endeavour's shares closed at CAD\$2.69 on December 30, 2005.

**4.****Mineral Properties**

|                                | 2005                 |                             |         | 2004                 |                             |         |
|--------------------------------|----------------------|-----------------------------|---------|----------------------|-----------------------------|---------|
|                                | Acquisition<br>Costs | Exploration/<br>Development | Total   | Acquisition<br>Costs | Exploration/<br>Development | Total   |
| British Columbia:              |                      |                             |         |                      |                             |         |
| New Polaris (Note<br>4(a)(i))  | \$3,605              | \$1,229                     | \$4,834 | \$3,605              | \$749                       | \$4,354 |
| Eskay Creek (Note<br>4(a)(ii)) | -                    | -                           | -       | 188                  | 14                          | 202     |
|                                |                      |                             |         |                      |                             | 216     |



## Costa Rica:

|                        |   |   |   |    |   |    |
|------------------------|---|---|---|----|---|----|
| Bellavista (Note 4(b)) | - | - | - | 89 | - | 89 |
|------------------------|---|---|---|----|---|----|

## Suriname:

|                           |     |   |     |     |   |     |
|---------------------------|-----|---|-----|-----|---|-----|
| Sara Kreek (Note 4(c)(i)) | 100 | - | 100 | 100 | - | 100 |
|---------------------------|-----|---|-----|-----|---|-----|

|                          |     |       |       |     |       |       |
|--------------------------|-----|-------|-------|-----|-------|-------|
| Benzdorp (Note 4(c)(ii)) | 301 | 4,423 | 4,724 | 301 | 3,983 | 4,284 |
|--------------------------|-----|-------|-------|-----|-------|-------|

## Mexico:

|                             |   |   |   |    |    |    |
|-----------------------------|---|---|---|----|----|----|
| Sonia II (Notes 4(d) and 6) | - | - | - | 10 | 19 | 29 |
|-----------------------------|---|---|---|----|----|----|

|       |   |   |   |   |   |   |
|-------|---|---|---|---|---|---|
| Other | - | - | - | - | 8 | 8 |
|-------|---|---|---|---|---|---|

|  |         |         |         |         |         |         |
|--|---------|---------|---------|---------|---------|---------|
|  | \$4,006 | \$5,652 | \$9,658 | \$4,293 | \$4,773 | \$9,066 |
|--|---------|---------|---------|---------|---------|---------|

(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. During fiscal 2001, the Company wrote-down the property by \$3,187,104 to reflect management's estimate of the property's recoverable value at that time, and continued depressed gold markets contributed to further write-downs of \$5,486,286 early in fiscal 2002. Acquisition costs at December 31, 2005 and 2004 include a reclamation bond for CAD\$249,000.

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**4.**

**Mineral Properties** (continued)

(a)

British Columbia: (continued)

(ii)

Eskay Creek:

The Company owns a one-third carried interest in the Eskay Creek property, Skeena Mining Division, British Columbia, pursuant to a joint venture with Barrick Gold Corporation ( Barrick ). The property is subject to a 2% net smelter return in favour of a related company. In 2005, no exploration work was conducted on the property by Barrick. The Company has elected to write-off the associated property costs in 2005.

(b)

Bellavista, Costa Rica:

The Company holds a net profit interest in the Bellavista property, which is located near San Jose, Costa Rica. A property agreement giving Glencairn Gold Corporation ( Glencairn ) the right to earn a 100% working interest in the property calls for pre-production payments to be made to the Company in the amount of \$117,750 annually up to and including the year commercial production commences. The pre-production payments for the years ended December

31, 2003 and 2002 were made by the previous property holder, Wheaton River Minerals Inc. ( Wheaton ), for cash of \$58,875 and the issuance of 529,000 common shares of Wheaton. Glencairn paid the Company \$120,546 in fiscal 2005. In December 2005, Glencairn achieved commercial production in its Bellavista mine.

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

(c)

Suriname:

(i)

Sara Kreek:

The Company holds 80% of the shares of Sara Kreek Resource Corporation N.V., the company that holds the Sara Kreek concession. The Company may be required to issue an additional 200,000 shares to the vendor upon completing a feasibility study and commencing commercial production of the underground deposits. During fiscal 2002, the Company wrote down the property by \$1,717,000 to reflect management's estimate of the property's recoverable value, and in fiscal 2004, the property was further written down by \$3,184,000 to a nominal \$100,000 in accordance with Canadian generally accepted accounting principles. However, a loan to the vendor that was included in acquisition costs, with a principal balance of \$400,000 plus accrued interest remains outstanding and continues to be owed to the Company. The write-down of the property for accounting purposes does not affect the Company's legal claim and right to recover the outstanding loan plus accrued interest owed to it, and the Company continues with its collection and settlement efforts.

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**4.**

**Mineral Properties** (continued)

(c)

Suriname: (continued)

(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, which included a management fee of 10%, subject to acceptance and verification by Grassalco.

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, 2005, the Company did not complete a feasibility study.

The Company has earned a 40% interest in the Benzdorp property, and expects to exercise its right to increase its interest by making additional option payments (Note 4(e)). During fiscal 2004, Grassalco transferred the Benzdorp concessions to an incorporated company in which the Company owns 40% and Grassalco owns 60%.

(d)

Mexico:

Sonia II:

In July 2004, 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 \$30,000 has been paid. In 2005 the Company's interest in Aztec was diluted from 63% to 27% and its investment in Aztec is accounted for using the equity method as at December 31, 2005 (Note 6).

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**4.****Mineral Properties** (continued)

(e)

Expenditure options:

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 make payments in the form of cash and/or shares to the optionors as follows:

|  | Option/Advance<br>Royalty Payments | Expenditure<br>Commitments | Shares  |
|--|------------------------------------|----------------------------|---------|
| Benzdorp (Note 4(c)(ii)):                |                                    |                            |         |
| On commercial production <sup>(i)</sup>  | \$450                              | \$-                        | -       |
| Sara Kreek (Note 4(c)(i)):               |                                    |                            |         |
| On commercial production                 | -                                  | -                          | 200,000 |
| New Polaris (Note 4(a)(i)):              |                                    |                            |         |
| Net profit interest reduction or buydown | -                                  | -                          | 150,000 |



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**6.**

**Investment in Affiliated Company**

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 is 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. 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 is accounted for using the equity method.

**7.**

**Share Capital**

(a)

Authorized and issued:

In 2005, the Company increased its authorized share capital from 100,000,000 common shares without par value to unlimited common shares without par value.

The Company's issued share capital is as follows:

|   | Number of Shares | Amount   |
|---|------------------|----------|
| Balance at December 31, 2002                      | 47,159,444       | \$45,125 |
| Issued:   |                  |          |
| Private placements (Note 7(a)(i))                 | 4,697,500        | 2,639    |
| Exercise of warrants (Note 7(d))                  | 615,000          | 92       |
| Exercise of options (Note 7(c))                   | 60,000           | 9        |
| Exercise of share appreciation rights             | 526,504          | 41       |
| Balance at December 31, 2003                      | 53,058,448       | 47,906   |
| Issued:   |                  |          |
| Private placements (Note 7(a)(ii))                | 810,000          | 372      |
| Exercise of warrants (Note 7(d))                  | 4,090,000        | 786      |
| Exercise of options (Note 7(c))                   | 360,000          | 170      |
| Balance at December 31, 2004                      | 58,318,448       | 49,234   |
| Issued:   |                  |          |
| Exercise of options (Note 7(c))                   | 220,000          | 56       |
| Exercise of share appreciation rights             | 6,667            | 3        |
| Provision for flow-through shares (Note 7(a)(ii)) | -                | (143)    |
| Balance at December 31, 2005                      | 58,545,115       | \$49,150 |

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 2003, the Company closed a private placement for 1,250,000 units at CAD\$0.52 per unit for gross proceeds of CAD\$650,000. Each unit was comprised of one common share and one-half of a share purchase warrant; each whole share purchase warrant was exercisable to acquire one common share at CAD\$0.63 until February 4, 2005 (Note 7(d)).

In November 2003, the Company closed two private placements. One private placement was for 250,000 units at CAD\$1.05 per unit for gross proceeds of CAD\$262,500. 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 common share at CAD\$1.25 until November 13, 2005 (Note 7(d)). A finder's fee of 17,500 units was issued, with each unit 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 CAD\$1.25 until November 13, 2005 (Note 7(d)). The finder's fee has been shown on a net basis in share capital. These funds were expended in 2003. The second private placement was for 3,080,000 units at CAD\$0.90 per unit for gross proceeds of CAD\$2,772,000. Each unit was comprised of one common share and one-half of a share purchase warrant; each whole share purchase warrant was exercisable to acquire one common share at CAD\$1.10 until November 13, 2005 (Note 7(d)).

In December 2003, the Company closed a private placement for 100,000 units at CAD\$1.05 per unit for gross proceeds of CAD\$105,000. 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 common share at CAD\$1.25 until December 30, 2005 (Note 7(d)). These funds were expended in 2004.

(ii)

In October 2004, the Company closed a private placement for 750,000 flow-through common shares at CAD\$0.65 per share for total proceeds of CAD\$487,500, which were expended in 2004. A finder's fee of 60,000 non-flow-through common shares was issued and has been shown on a net basis in share capital.

In February 2005, the Company renounced CAD\$487,500 in exploration expenditures from the proceeds of this flow-through private placement, resulting in an income tax recovery of \$143,321.

(iii)

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, 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.



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7.

**Share Capital** (continued)

(b)

Contributed surplus:

|  |         |
|--|---------|
| Balance at December 31, 2003           | \$524   |
| Changes during the year:               |         |
| Exercise of options                    | (75)    |
| Fair value of stock options recognized | 639     |
| Balance at December 31, 2004           | 1,088   |
| Changes during the year:               |         |
| Exercise of options                    | (18)    |
| Fair value of stock options recognized | 432     |
| Balance at December 31, 2005           | \$1,502 |

(c)

Stock option plan:

The Company has a stock option plan that allows it to grant options to its employees, directors and consultants to acquire up to 18,374,095 common shares, of which options for 6,984,000 common shares are outstanding as at December 31, 2005. 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, 2005, 2004 and 2003 is as follows:

|  | 2005               |   | 2004               |   | 2003               |   |
|--|--------------------|---|--------------------|---|--------------------|---|
|  | Number             | Weighted<br>average<br>exercise<br>price<br>(CAD\$) | Number             | Weighted<br>average<br>exercise<br>price<br>(CAD\$) | Number             | Weighted<br>average<br>exercise<br>price<br>(CAD\$) |
|  | of Shares          |   | of Shares          |   | of Shares          |   |
| Outstanding, beginning of year                     | 5,649,000          | \$0.57  | 4,509,000          | \$0.47  | 3,629,000          | \$0.39  |
| Granted  | 2,395,000          | \$0.36  | 1,500,000          | \$0.82  | 1,730,000          | \$0.54  |
| Exercised  | (220,000)          | \$0.19  | (360,000)          | \$0.34  | (60,000)           | \$0.20  |
| Converted to stock appreciation rights on exercise | (20,000)           | \$0.34  | -                  | -   | (790,000)          | \$0.25  |
| Expired  | (820,000)          | \$0.70  | -                  | -   | -                  | -   |
| Outstanding, end of year                           | 6,984,000          | \$0.50  | 5,649,000          | \$0.57  | 4,509,000          | \$0.47  |
| Exercise price range (CAD\$)                       | \$0.17 -<br>\$1.00 |   | \$0.17 -<br>\$1.05 |   | \$0.17 -<br>\$1.05 |   |

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7.

**Share Capital** (continued)

(c)

Stock option plan: (continued)

The following table summarizes information about stock options outstanding at December 31, 2005:

| Options Outstanding and Exercisable |   |   |                                  |
|-------------------------------------|---|---|----------------------------------|
| Price Intervals                     | Number Outstanding and Exercisable at December 31, 2005 | Weighted Average Remaining Contractual Life (Number of Years) | Weighted Average Exercise Prices |
| (CAD\$)                             |   |   | (CAD\$)                          |
| \$0.01 - \$0.24                     | 80,000  | 1.1   | \$0.17                           |
| \$0.25 - \$0.49                     | 3,569,000   | 4.4   | \$0.33                           |
| \$0.50 - \$0.74                     | 2,609,500   | 2.4   | \$0.60                           |
| \$0.75 - \$0.99                     | 185,500   | 1.7   | \$0.87                           |
| \$1.00 - \$1.24                     | 540,000   | 3.2   | \$1.00                           |

|           |     |        |
|-----------|-----|--------|
| 6,984,000 | 3.5 | \$0.50 |
|-----------|-----|--------|

At December 31, 2005, 6,984,000 options are exercisable and expire at various dates from January 16, 2007 to December 5, 2010, with a weighted average remaining life of 3.5 years. During the year ended December 31, 2005, the Company recognized stock-based compensation of \$432,424 (2004 - \$638,808 and 2003 - \$502,000) based on the fair value of options granted on or after January 1, 2003 that were earned by the provision of services during the year.

In February 2006, the Company granted 50,000 options with an exercise price of CAD\$0.67 and an expiry date of February 13, 2008.

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:

|   | 2005     | 2004     | 2003     |
|---|----------|----------|----------|
| Fair value of options granted during the year | \$0.18   | \$0.43   | \$0.29   |
| Risk-free interest rate                       | 2.25%    | 2.90%    | 3.49%    |
| Expected dividend yield                       | 0.000000 | 0.000000 | 0.000000 |
| Expected stock price volatility               | 0.866100 | 0.943900 | 0.887200 |
| Expected option life in years                 | 4        | 4        | 4        |

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7.

**Share Capital** (continued)

(d)

Warrants:

At December 31, 2005, the Company had no outstanding warrants as follows:

| Exercise<br>Prices<br>(CAD\$) | Expiry Dates         | Oustanding at<br>December 31,<br>2004 | Issued | Exercised | Expired     | Oustanding at<br>December 31,<br>2005 |
|-------------------------------|----------------------|---------------------------------------|--------|-----------|-------------|---------------------------------------|
| \$0.63                        | February 4,<br>2005  | 625,000                               | -      | -         | (625,000)   | -                                     |
| \$1.25                        | November 13,<br>2005 | 133,750                               | -      | -         | (133,750)   | -                                     |
| \$1.10                        | November 13,<br>2005 | 1,540,000                             | -      | -         | (1,540,000) | -                                     |



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|        |                      |           |   |   |             |   |
|--------|----------------------|-----------|---|---|-------------|---|
| \$1.25 | December 30,<br>2005 | 50,000    | - | - | (50,000)    | - |
|        |                      | 2,348,750 | - | - | (2,348,750) | - |

At December 31, 2004, the Company had outstanding warrants to purchase an aggregate 2,348,750 common shares as follows:

| Exercise<br>Prices<br>(CAD\$) | Expiry Dates          | Oustanding at<br>December 31,<br>2003 | Issued | Exercised   | Expired | Oustanding at<br>December 31,<br>2004 |
|-------------------------------|-----------------------|---------------------------------------|--------|-------------|---------|---------------------------------------|
| \$0.20                        | May 17, 2004          | 3,000,000                             | -      | (3,000,000) | -       | -                                     |
| \$0.21                        | April 8, 2004         | 465,000                               | -      | (465,000)   | -       | -                                     |
| \$0.50                        | September 10,<br>2004 | 625,000                               | -      | (625,000)   | -       | -                                     |
| \$0.63                        | February 4,<br>2005   | 625,000                               | -      | -           | -       | 625,000                               |
| \$1.25                        | November 13,<br>2005  | 133,750                               | -      | -           | -       | 133,750                               |
| \$1.10                        | November 13,<br>2005  | 1,540,000                             | -      | -           | -       | 1,540,000                             |
| \$1.25                        | December 30,<br>2005  | 50,000                                | -      | -           | -       | 50,000                                |
|                               |                       | 6,438,750                             | -      | (4,090,000) | -       | 2,348,750                             |

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7.

**Share Capital** (continued)

(d)

Warrants: (continued)

At December 31, 2003, the Company had outstanding warrants to purchase an aggregate 6,438,750 common shares as follows:

| Exercise<br>Prices<br>(CAD\$) | Expiry Dates          | Oustanding at<br>December 31,<br>2002 | Issued  | Exercised | Expired | Oustanding at<br>December 31,<br>2003 |
|-------------------------------|-----------------------|---------------------------------------|---------|-----------|---------|---------------------------------------|
| \$0.20                        | May 17, 2004          | 3,000,000                             | -       | -         | -       | 3,000,000                             |
| \$0.21                        | April 8, 2004         | 1,080,000                             | -       | (615,000) | -       | 465,000                               |
| \$0.50                        | September 10,<br>2004 | 625,000                               | -       | -         | -       | 625,000                               |
| \$0.63                        | February 4,           | -                                     | 625,000 | -         | -       | 625,000                               |

|        |                      |   |           |           |           |           |
|--------|----------------------|---|-----------|-----------|-----------|-----------|
|        | 2005                 |   |           |           |           |           |
| \$1.25 | November 13,<br>2005 | - | 133,750   | -         | -         | 133,750   |
| \$1.10 | November 13,<br>2005 | - | 1,540,000 | -         | -         | 1,540,000 |
| \$1.25 | December 30,<br>2005 | - | 50,000    | -         | -         | 50,000    |
|        |                      |   | 4,705,000 | 2,348,750 | (615,000) | -         |
|        |                      |   |           |           |           | 6,438,750 |

(e)

Shares reserved for issuance:

|                                  | Number of Shares |
|----------------------------------|------------------|
| Outstanding, December 31, 2005   | 58,545,115       |
| Property agreements (Note 4(e))  | 350,000          |
| Stock options (Note 7(c))        | 6,984,000        |
| Fully diluted, December 31, 2005 | 65,879,115       |

(f)

Shareholder rights plan:

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

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together with affiliated or associated persons, acquires, or makes a take-over bid to acquire, beneficial ownership of 20% or more of the outstanding common shares of the Company. The Rights expire on April 30, 2015.

**8.**

**Related Party Transactions**

At December 31, 2004, amounts due from a related party comprise of balances owed from a company with certain common directors. The amounts were for reimbursement of costs in the normal course of business and for out-of-pocket property expenditures. At December 31, 2004, the Company had a balance due to Endeavour of CAD\$142,476.

General and administrative costs during 2005 include CAD\$Nil (2004 - CAD\$Nil and 2003 - CAD\$60,000) of consulting fees charged by a company controlled by a director of the Company, and CAD\$59,385 (2004 - CAD\$86,438 and 2003 - CAD\$90,000) of salaries paid to a director. In fiscal 2005, the Company paid a total of CAD\$40,000 (2004 - CAD\$34,500 and 2003 - CAD\$Nil) to all directors in their capacity as Directors of the Company.

In April 2004, the Company participated in a private placement for 400,000 units of Endeavour at CAD\$1.60 per unit. Each unit was comprised of one common share and one-half of a share purchase warrant; each whole share purchase warrant entitled the Company to acquire one common share at an exercise price of CAD\$2.00 until October 22, 2005. The Company exercised these warrants in 2005 (Note 3).

In November 2003, the Company participated in a private placement for 500,000 units of Endeavour at CAD\$0.30 per unit. Each unit was comprised of one common share and one-half of a share purchase warrant; each whole share purchase warrant entitled the Company to acquire one common share at CAD\$0.35 until October 6, 2005. The Company exercised these warrants in 2005 (Note 3).

Details of transactions with Aztec are provided in Note 6.

**9.**

### **Segment Disclosures**

The Company has one operating segment, being mineral exploration, and substantially all assets of the Company are located in Canada except for certain mineral properties as disclosed in Note 4.

**10.**

### **Income Taxes**

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

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Notes to the Consolidated Financial Statements

Years ended December 31, 2005, 2004 and 2003

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

|   | 2005    | 2004    | 2003   |
|---|---------|---------|--------|
| Canadian statutory tax rates                            | 34.12%  | 35.62%  | 37.62% |
| Income tax benefit computed at Canadian statutory rates | \$(108) | \$1,421 | \$336  |
| Foreign tax rates different from statutory rate         | (143)   | 588     | (2)    |
| Temporary differences not recognized in year            | (71)    | (1,786) | (15)   |
| Permanent differences                                   | 330     | (209)   | (109)  |
| Unrecognized tax losses                                 | (8)     | (14)    | (210)  |
|   | \$-     | \$-     | \$-    |

**10.****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, 2005 and 2004 are as follows:



|                                    | 2005    | 2004    |
|------------------------------------|---------|---------|
| Future income tax assets:          |         |         |
| Non-capital losses carried forward | \$936   | \$1,318 |
| Capital losses carried forward     | 27      | 28      |
| Resource properties                | 2,356   | 2,564   |
| Equipment                          | 368     | 390     |
|                                    | 3,687   | 4,300   |
| Valuation allowance                | (3,687) | (4,300) |
| Future income tax assets, net      | \$-     | \$-     |

At December 31, 2005, the Company has non-capital losses for Canadian tax purposes of approximately \$2,744,000 which expire on various dates to 2012, and Canadian capital losses of approximately \$158,000 which are without expiry.

## 11.

### Supplemental Disclosure with respect to Cash Flows

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Notes to the Consolidated Financial Statements

Years ended December 31, 2005, 2004 and 2003

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

|  | 2005 | 2004 | 2003 |
|--|------|------|------|
| Non-cash financing and investing activities:                           |      |      |      |
| Settlement of accounts payable with marketable securities              | \$-  | \$-  | \$-  |
| Fair value of stock options allocated to shares issued on exercise of: |      |      |      |
| Share appreciation rights  | 3    | -    | 41   |
| Stock options  | 18   | 75   | 1    |
| Supplemental cash flow information:                                    |      |      |      |
| Income taxes paid  | \$-  | \$-  | \$-  |
| Interest paid  | -    | -    | -    |

**12.****Differences between Canadian and United States Generally Accepted Accounting Principles**

Accounting practices under Canadian and United States generally accepted accounting principles ( GAAP ), as they affect the Company, are substantially the same, except for the following.

Under U.S. GAAP, marketable securities considered trading securities would be recorded at market value with any unrealized gains (2005 - \$359,685; 2004 - \$839,251; 2003 - \$251,312) being recorded in operations.

Under U.S. GAAP, loss before undernoted would be calculated inclusive of write-off of equipment and write-down of mineral properties (2005 - \$1,151,000; 2004 - \$4,726,000; 2003 - \$1,026,000).

Under U.S. GAAP, employee and director remuneration would include the stock-based compensation expense reported separately for Canadian GAAP (2005 - \$569,000; 2004 - \$840,000; 2003 - \$652,000).

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. The Securities and Exchange Commission ( SEC ) staff has indicated that their interpretation of U.S. GAAP requires 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. Accordingly, for all periods presented, the Company has expensed all mineral property exploration costs for U.S. GAAP purposes.

SEC staff have indicated that their interpretation of U.S. GAAP requires that funds raised through the issuance of flow-through shares be shown as restricted cash and not be considered to be a component of cash and cash equivalents. In addition, the restricted cash would be excluded from cash and cash equivalents in the statement of cash flows and shown as an adjustment to financing activities. Funds from the issuance of flow-through shares in fiscal 2004 were expensed in fiscal 2004.

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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 US GAAP, no such provision is recognized.

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

During 2005 and 2004, 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 it had no significant impact on the Company's financial statements, based on the current stage of the Company's resource properties.

**12.**

**Differences between Canadian and United States Generally Accepted Accounting Principles**

(continued)

The effect of the differences between Canadian GAAP and U.S. GAAP on the balance sheets and statements of operations and cash flows is summarized as follows:

|  | December 31, |      |
|--|--------------|------|
|  | 2005         | 2004 |

|   |          |          |
|---|----------|----------|
| Assets under Canadian GAAP                        |          |          |
|   | \$11,182 | \$10,777 |
| Adjustments to reconcile to U.S. GAAP:            |          |          |
| Adjustment for marketable securities              | 1,571    | 1,211    |
| Adjustment for mineral property exploration costs | (5,652)  | (4,773)  |
| Assets under U.S. GAAP                            | \$7,101  | \$7,215  |

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Notes to the Consolidated Financial Statements

Years ended December 31, 2005, 2004 and 2003

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

|   | December 31,<br>2005 | 2004     |
|---|----------------------|----------|
| Shareholders' equity under Canadian GAAP          | \$10,947             | \$10,302 |
| Adjustments to reconcile to U.S. GAAP:            |                      |          |
| Adjustment for marketable securities              | 1,571                | 1,211    |
| Adjustment for mineral property exploration costs | (5,652)              | (4,773)  |
| Shareholders' equity under U.S. GAAP              | \$6,866              | \$6,740  |

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Notes to the Consolidated Financial Statements

Years ended December 31, 2005, 2004 and 2003

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

**12.****Differences between Canadian and United States Generally Accepted Accounting Principles (continued)**

|   | Years ended December 31, |            |            |
|---|--------------------------|------------|------------|
|   | 2005                     | 2004       | 2003       |
| Income (loss) for the year under Canadian GAAP                          | \$315                    | \$(4,013)  | \$(876)    |
| Adjustments to reconcile to U.S. GAAP:                                  |                          |            |            |
| Adjustment for marketable securities                                    | 360                      | 839        | 252        |
| Mineral property exploration costs incurred in the year                 | (920)                    | (1,631)    | (1,141)    |
| Deferred exploration costs included in write-down of mineral properties | 14                       | 1,717      | 14         |
| Adjustment for future income tax recovery                               | (143)                    | -          | -          |
| Loss for the year under U.S. GAAP                                       | \$(374)                  | \$(3,088)  | \$(1,751)  |
| Basic and diluted loss per share under U.S. GAAP                        | \$(0.01)                 | \$(0.06)   | \$(0.04)   |
|   | 58,518,229               | 55,956,982 | 49,332,516 |

Weighted average number of shares  
outstanding

|  | Years ended December 31, |           |           |
|--|--------------------------|-----------|-----------|
|  | 2005                     | 2004      | 2003      |
| Cash used for operating activities under Canadian GAAP | \$(725)                  | \$(775)   | \$(247)   |
| Adjustment to reconcile to U.S. GAAP:                  |                          |           |           |
| Adjustment for mineral property exploration costs      | (920)                    | (1,631)   | (1,141)   |
| Adjustment for future income tax recovery              | 143                      | -         | -         |
| Cash used for operating activities under U.S. GAAP     | \$(1,502)                | \$(2,406) | \$(1,388) |

|  | Years ended December 31, |           |         |
|--|--------------------------|-----------|---------|
|  | 2005                     | 2004      | 2003    |
| Cash provided (used for) from investing activities under Canadian GAAP | \$458                    | \$(1,665) | \$(805) |
| Adjustments to reconcile to U.S. GAAP:                                 |                          |           |         |
| Adjustment for mineral property exploration costs                      | 920                      | 1,631     | 1,141   |
| Cash provided from investing activities under U.S. GAAP                | \$1,378                  | \$(34)    | \$336   |



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Notes to the Consolidated Financial Statements

Years ended December 31, 2005, 2004 and 2003

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

**12.****Differences between Canadian and United States Generally Accepted Accounting Principles (continued)**

|  | Years ended December 31, |         |         |
|--|--------------------------|---------|---------|
|  | 2005                     | 2004    | 2003    |
| Cash provided from financing activities<br>under Canadian GAAP | \$41                     | \$1,253 | \$2,739 |
| Adjustments to reconcile to U.S. GAAP:                         |                          |         |         |
| Adjustment for restricted cash                                 | -                        | -       | (81)    |
| Cash provided from financing activities<br>under U.S. GAAP     | \$41                     | \$1,253 | \$2,658 |

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**EXHIBIT 12.1**

**Certification of Chief Executive Officer pursuant to  
Title 18, United States Code, Section 1350, as adopted pursuant to  
Section 906 of The Sarbanes-Oxley Act of 2002**

I, Bradford Cooke, Chairman and Chief Executive Officer of Canarc Resource Corp. ("Canarc"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to the best of my knowledge:

1.

The Annual Report on Form 20-F of Canarc for the year ended December 31, 2005 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and

2.

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Canarc.

Vancouver, Canada

*/s/ Bradford Cooke*

Bradford Cooke

June 30, 2006

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.

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**EXHIBIT 12.2**

**Certification of Chief Financial Officer pursuant to  
Title 18, United States Code, Section 1350, as adopted pursuant to  
Section 906 of The Sarbanes-Oxley Act of 2002**

I, Philip Yee, Chief Financial Officer of Canarc Resource Corp. ("Canarc"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to the best of my knowledge:

1.

The Annual Report on Form 20-F of Canarc for the year ended December 31, 2005 (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

June 30, 2006

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.