

**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 period ended December 31, 2001, or**

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
 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 V6C 1E1  
*(Address of principal executive offices)*

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 issuer's classes of capital or common stock as of the close of the period covered by the annual report.

**43,834,801** as at **December 31, 2001**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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

ITEM 17  ITEM 18

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## CAUTIONARY STATEMENT FOR PURPOSES OF THE SAFE HARBOR PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This document may contain forward-looking statements. The Company 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 Company and could cause those results to differ materially from those expressed in the forward-looking statements contained herein.

The Company's estimated or anticipated future results or other non-historical facts are forward-looking and reflect the Company'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 Company'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 company's other Securities and Exchange Commission ("SEC") filings.

Therefore, the Company 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 Company's filings with the SEC as such factors, in some cases, could affect the ability of the Company 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 below.

### GLOSSARY OF MINING TERMS

The Company is required under Canadian law (National Instrument 43-101 Standards Of Disclosure For Mineral Projects) 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 the 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.

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

**Au** - gold.

**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 sample is extracted internally.

**Commission** - United States Securities and Exchange Commission.

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

**Cut-off grade** - deemed grade of mineralisation, established by reference to economic factors, above which material is included in mineral deposit calculations and below which the material is considered waste. May be either an external cut-off grade which refers to the grade of mineralisation used to control the external or design limits of an open pit based upon the expected economic parameters

of the operation, or an internal cut-off grade which refers to the minimum grade required for blocks of mineralisation present within the confines of an open pit to be included in mineral deposit estimates.

**diamond drill** - a machine designed to rotate under pressure an annular diamond studded cutting tool to produce a more or less continuous core sample or solid sample of the rock or material being drilled.

**geological reserves** - mineralised material which in total does not constitute ore, but which may contain one or more zones of ore; the potential for mining of which has not yet been determined. Geological reserves are categorized as possible, probable and proven, according to the degree of certainty with which their grade and tonnage are known; geological reserves are sometimes referred to as a "mineral resource" or "mineral inventory".

**gm/mt** or **gpt** - grams per tonne.

**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. When gold equivalent is used to express metal sold, the calculation is based on actual prices received. When grades are expressed in gold equivalent, the relative recoveries of the two metals are also taken into account.

**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.

**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.

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

**mineral resource** means a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge.

**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.

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

**Oz/tn** or **opt** - troy ounces per ton

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

**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; and until February 1, 2002 includes an association of geoscientists in Ontario and until February 1, 2003 includes an association of geoscientists in a Canadian jurisdiction other than Ontario that does not have a statutorily recognized self-regulatory association.

**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.

**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.

**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.

**stock** - 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.

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

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

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

1 mile	= 1.609 kilometres	2,204 pounds	= 1 tonne
1 yard	= 0.9144 meter	2,000 pounds/1 short ton	= 0.907 tonnes
1 acre	= 0.405 hectare	1 troy ounce	= 31.103 grams

## **PART I.**

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

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

### **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

#### A. Selected financial data.

The following financial information with respect to the five years ended December 31, 2001 and as of December 31, 2001, 2000, 1999, 1998, and 1997 (stated in United States dollars) has been derived from the Company's audited consolidated financial statements prepared in accordance with Canadian generally accepted accounting principles ("CD. GAAP"). A reconciliation of certain material variations in the financial information from that which would be provided if the financial statements were prepared in accordance with United States generally accepted accounting principles ("U.S. GAAP") is provided in Item 8 Financial Information, Reconciliation with Generally Accepted Accounting Principles in the United States of America and in Note 12 to the audited Consolidated Financial Statements dated December 31, 2001.

Selected Financial Information (stated in thousands of U.S. dollars, except per share amounts)	Year ended December 31				
	2001	2000	1999	1998	1997
(a) Net sales or total revenue					
Canadian GAAP	41	21	46	11	119
U.S. GAAP	41	21	46	11	119
(b) Loss before extraordinary items (1)					
Total					
Canadian GAAP	3,660	771	465	2,799	4,028
U.S. GAAP	444	777	568	2,293	6,778
Loss per equity share					
Canadian GAAP	0.09	0.02	0.01	0.08	0.12
U.S. GAAP	0.01	0.02	0.01	0.06	0.20
(c) Total assets					
Canadian GAAP	17,081	20,696	21,302	21,102	23,226
U.S. GAAP	6,366	6,763	7,404	7,307	23,226
(d) Total long-term debt (2)					
Canadian GAAP	-	-	-	-	-
U.S. GAAP	-	-	-	-	-
(e) Shareholders Equity (Net Assets)					
Canadian GAAP	16,837	20,204	20,764	20,996	22,690
U.S. GAAP	6,122	6,271	6,866	7,201	22,690
(f) Cash dividends declared per share					
Canadian GAAP	No dividends declared in any of these periods				
U.S. GAAP	No dividends declared in any of these periods				
(g) Net loss					
Total					
Canadian GAAP	3,660	771	465	2,799	4,028
U.S. GAAP	444	777	568	2,293	6,778
Loss per equity share					
Canadian GAAP	0.09	0.02	0.01	0.08	0.12
U.S. GAAP	0.01	0.02	0.01	0.06	0.20
Fully Diluted loss per equity share					
Canadian GAAP	Not calculated as effect is anti-dilutive				
U.S. GAAP	Not calculated as effect is anti-dilutive				
(h) Shares					
Diluted Number of Common Shares	50,258,801	45,968,301	44,079,698	41,583,698	42,398,363
Number of Common Shares	43,834,801	40,834,801	39,782,448	38,412,448	35,536,548

(1) The write-off of resource properties and disposal of investments are not treated as extraordinary items but are unusual items.

(2) The Registrant has no preferred shares.

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

On May 31, 2002, the Bank of Canada mid-market rate for the conversion of United States dollars into Canadian dollars was Cdn\$1.5280.

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

Month	Year	High Cdn\$	Low Cdn\$
January	2002	1.6132	1.5897
February	2002	1.6110	1.5885
March	2002	1.5952	1.5767
April	2002	1.5994	1.5632
May	2002	1.5701	1.5311

The following table lists the average exchange rate for U.S. \$1.00 to the Canadian dollar for the last five years based on the average month-end exchange rates.

Year	Rate
1997	1.3893
1998	1.4884
1999	1.4826
2000	1.4868
2001	1.5484

#### 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.

#### 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.

#### 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.

##### *Estimates of Mineral Deposits*

Although the 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 an identified mineralized deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. Estimates regarding mineralized deposits can also be affected by such factors 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 deposits, 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.

##### *Competition*



Significant and increasing competition exists for the limited number of gold acquisition opportunities available in North, South and Central America and elsewhere. As a result of this competition, some of which is with large established mining companies who 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.

### *Mineral Prices*

The mining industry is competitive and therefore 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 price of gold has experienced volatile and significant price movements over short periods of time, and is 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 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. There is assurance that the price of gold will be such that the Registrants properties can be mined at a profit.

### *Exploration and Development Risks*

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. At present, only two of the Registrant's properties have known bodies of commercial ore and the proposed exploration programs are an exploratory search for 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 is 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. There is no certainty that the expenditures to be made by the Registrant or its joint venture partners in the exploration of any of its properties as described herein will result in discoveries of commercial quantities of ore. Most exploration projects do not result in the discovery of commercially mineable deposits of ore. 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 and Development Risks*

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 who can provide such expertise. The auditors' report on the December 31, 2001 consolidated financial statements includes additional comments for U.S. readers which refers to conditions and events that cast substantial doubt on the Registrant's ability to continue as a going concern. The consolidated financial statements do not include any adjustments which might result from the outcome of that uncertainty.

### *Uninsured 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.

### *Title Matters*

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 Company has only relied upon representations of property vendors. 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 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 GNC 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.

### *Conflicts of interest*

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 (a past director) were directors of Rembrandt Gold Mines Ltd. and Consolidated Magna Ventures Ltd. (one of the Registrant's previous joint venture partners in Venezuela). Patricio Varas, a Director of Minera Aztec Silver Corporation, is also a Director and Officer of Far West Mining Ltd., Minera Aztec's previous joint venture partner on the Lobo properties in Mexico. Also, some of the other directors and officers of Canarc Resource Corp are, or were, directors, officers or employees of Minera Aztec Silver Corporation. The interests of these companies may differ from time to time. In the event that such a conflict of interest arises at a meeting of the Registrant's directors, a director who has such a conflict will abstain from voting for or against any resolution involving any such conflict. From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the laws of the Province of British Columbia, 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.

### *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*

The Registrant maintains a portion of its funds in U.S. dollar denominated accounts. The majority of the Registrants property and related contracts are denominated in U.S. dollars. Accordingly, the Registrant has taken some steps to reduce its risk to foreign currency fluctuations. However, the Registrant's operations in countries other than Canada are normally carried out in the currency of that country and make the Registrant subject to foreign currency fluctuation 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 fluctuation 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 an interest 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 has no direct contractual relationship with the underlying property holder.

### *Environmental and Other 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 regulations.

#### *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 all of its officers and directors are residents of a foreign country, that the independent accountants 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.

### **ITEM 4. INFORMATION ON THE COMPANY**

#### A. History and development of the Company.

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

#### *Incorporation and Reporting Status*

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.

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

#### *Current Business Address*

Suite 800, 850 West Hastings Street, Vancouver, British Columbia, Canada, V6C 1E1, telephone number: (604) 685 9700

#### *Introduction*

The Registrant is a Canadian resource company engaged in the acquisition, exploration and, if warranted, development of precious metal properties in British Columbia, Suriname, Mexico and Costa Rica. The Registrant owns or holds, directly or indirectly, interests of between 10% to 100% in a total of five precious metal properties, which are known as the New Polaris and GNC properties in British Columbia, the Bellavista property in Costa Rica and the Sara Kreek and Benzdorp properties in Suriname. The Registrant also holds or has rights to acquire, directly or indirectly, additional interests of up to 100% in certain mineral properties in Suriname and Mexico.

The Registrant has capitalized costs, net of recoveries and write-downs, of **\$16,408,000** in connection with the acquisition, exploration and development on its currently held properties on a consolidated basis from inception to **December 31, 2001**. Any information relating to the Registrants principal capital expenditures and divestitures for the last three fiscal years, to the date of this document or currently in progress, is set out in Items 4B and 4C.

The Registrant and its management group have been actively involved in the evaluation, acquisition and exploration of mineral properties in Canada, U.S.A., Central and South America, Africa and Indonesia. Starting with grass roots exploration prospects, the organization progressed to more advanced properties. To date the Registrant has not developed any commercial mineral production or significant revenues from its mining properties. The Registrant plans to continue exploring and developing its properties and, at the appropriate time, seek partners or buyers to purchase, or assist in further development (by way of joint venture or otherwise) of its properties. The Registrant seeks to source and 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. Consequently, there is a significant risk that adverse claims may arise or be asserted with respect to certain of the Registrant's properties. See Item 3D "Risk Factors" and Item 4B "Business Overview".

### *Early Development*

In April 1991, Canarc entered into an agreement to acquire common shares of Suntac Minerals Corporation ("Suntac"), which at that time held an option to acquire a 60% interest in the New Polaris Property, owned by Rembrandt Gold Mines Ltd. ("Rembrandt"). In November 1992, Canarc made a share exchange take-over bid for all of the shares of Suntac it did not already own. Upon the completion of the bid, an arrangement pursuant to the Canada Business Corporations Act ("CBCA") was completed which resulted in Suntac and 2820684 Canada Inc. ("2820684"), a wholly-owned subsidiary of Canarc, amalgamating and becoming a wholly-owned subsidiary of Canarc known as "Golden Angus Mines Ltd." on June 1, 1993 (name changed to "New Polaris Gold Mines Ltd." on April 21, 1997).

In September 1991, Canarc acquired an approximate 13% equity interest in Rembrandt pursuant to a private placement. Canarc subsequently privately acquired additional common shares of Rembrandt and in November 1992, made a share exchange take-over bid for all of the shares of Rembrandt. Following the expiration of the bid, Canarc held approximately 63% of the outstanding shares of Rembrandt. A former controlling shareholder of Rembrandt obtained leave and commenced a derivative action in the Supreme Court of British Columbia on behalf of Rembrandt against Canarc, the directors of Rembrandt and others. This action was settled upon terms which resulted in the Company acquiring a 100% direct interest in New Polaris (subject to a 15% net profits interest in favour of Rembrandt) and a net 18.27% indirect carried interest in the Bellavista property, Costa Rica. In consideration of the settlement of the action and the acquisition of the New Polaris Property and the indirect interest in the Bellavista Property, Canarc issued 500,000 of the 600,000 common shares to be issued to Rembrandt, paid a further \$356,000 to Rembrandt in lieu of up to 100,000 of the 600,000 common shares required to be issued to Rembrandt and paid a further \$375,000 to Rembrandt and returned to Rembrandt all of the securities of Rembrandt owned by Canarc. The Supreme Court of British Columbia approved the settlement on May 12, 1994 and the transactions pursuant to the settlement were concluded on August 26, 1994. See ITEM 4D for further details.

Beginning in 1993 the Registrant also began to focus its attention on South America. The Registrant focused on those countries whose territory includes portions of the Guyana Shield, due to the attractive geological environment associated with it. None of the Registrant's properties in which it has a right to acquire an interest are with a known body of ore. See ITEM 4D for further details.

On November 14, 1995, the Board of Directors adopted a Shareholders' Rights Plan. The objective of the Plan is to ensure that all shareholders of the Company are treated equally and fairly in connection with any takeover bid for the Company. The Plan's intention is not to block takeover bids but to discourage discriminatory or unfair takeover tactics and to provide the Board sufficient time to fully evaluate a takeover offer. The Plan is operative for a term ending November 14, 2003.

In November 1997 the Registrant and Placer Dome (CLA) Limited entered into an agreement whereby Placer Dome could earn up to 60% of the Registrant's interest in the Benzdorp property in Suriname. Consideration included payments of up to US\$20.3 million and initial expenditures of up to US\$3.5 million on exploration, including a minimum 3,000 meters of diamond drilling in Year 1, the assumption of the Registrant's cash and work obligations to its partner, N.V. Grasshopper Aluminum Company ("Grassalco"), a schedule of annual work commitments over 3 years, the completion of a Feasibility Study and arranging the Registrant's share of any financing required for the construction of a mine and the commencement of commercial production.

In early 1998, a subsidiary company of the Registrant, Minera Aztec Silver Corp. and a partner acquired by staking a 100% interest in 13 properties in the states of Zacatecas and San Luis Potosi Mexico known as the Lobo properties. The staking was based upon a compilation of geological, geochemical and geophysical data combined with an evaluation of the known deposits in the area.

On March 4, 1998 the Lobo 3 property, totalling 19,600 hectares, in San Luis Potosi State, Mexico was optioned to Mill City International Inc. Under the terms of the option, as amended January 27, 1999, Mill City can earn a 50% interest in Lobo 3 by paying

US\$200,000, issuing 200,000 shares and spending US\$2,000,000 over a 4 year period. An additional 100,000 shares are to be issued upon completion of a bankable feasibility study on the project. For further details see ITEM 4D.

In August, 1998 the Registrant announced that Placer Dome Inc. had elected not to proceed with their option to earn a 60% interest in the Registrant's Benzdorp property located in Suriname due to the failure of Grassalco to deliver title for the Benzdorp property to the Registrant. In October, 1998 the Registrant began its filing for arbitration under the UNCITRAL rules in the Hague with its partner, Grassalco, regarding compensation for, and resolution of various Grassalco defaults under the Canarc-Grassalco agreement on the Benzdorp property.

In September, 1998 the Registrant entered into separate agreements on the Lobo 6 and Lobo 8 properties in Zacatecas State, Mexico with Minerales Noranda S.A. de C.V., a subsidiary of Noranda Minerals Inc., whereby Noranda can earn up to a 70% interest in each property over a 6-year period by making a schedule of cash payments, stock investments, and work commitments. For further information see ITEM 4D.

In November, 1998 the Registrant entered into an agreement on the Lobo 7 property in Zacatecas State, Mexico with Minerales Noranda S.A. de C.V., a subsidiary of Noranda Minerals Inc. Noranda carried out some preliminary work and eventually dropped its interest in the property.

## B. Business Overview

### *General Development of Business of the Registrant - Past Three Fiscal years*

In February, 1999 the Registrant entered into an agreement on 9 properties (Lobos 4, 9, 10, 14 –19) covering 485,949 hectares in central Mexico with Far West Mining Ltd. The agreement calls for Far West to spend US\$5.5 million on work expenditures, make US\$500,000 in cash payments and issue 1 million shares (subject to regulatory approval) to Aztec Silver over a 3 year term to earn a 50% interest in the properties. For further details see ITEM 4D - Description of Property, MEXICO.

In May 1999, the Registrant announced a machine trenching program on the Sara Kreek property in the Republic of Suriname. The goal of the program was to seek to establish a high grade, mineable gold ore reserve suitable for a feasibility study and, if positive, commercial production. In June a bulldozer trenching program from the Sara Kreek property returned positive results. In view of the results, the Registrant proceeded with a feasibility study on the DP vein zone that was completed in August. The study by Ross Glanville & Associates Ltd. recommended commercial production at an estimated operating cost of US\$62 per oz. gold.

In June 1999 an accord has been reached with Grassalco to resolve a dispute regarding the Benzdorp property. The parties jointly agreed to withdraw their respective arbitration and legal actions and to finalize the discussions needed to complete the articles of incorporation for the Benzdorp joint venture company.

On August 10, 1999 the Registrant entered into an agreement with Minera Uruachic S.A. de C.V. to acquire up to a 60% interest in the La Nopalera mineral claim located in Chihuahua State, Mexico. Under the terms of the agreement, as amended October 8, 1999 Minera Aztec Silver Corporation can earn a 60% interest in the La Nopalera claim by paying Cdn. \$55,000, issuing 250,000 of its common shares (50,000 shares issued to date) and carrying out exploration expenditures totaling Cdn.\$1,000,000 within a 4 year period ending October 15, 2003. The agreement also covers two additional properties, the La Flor Del Trigo and the El Pavo Real mineral claims.

In December, 1999, the Registrant announced that a drill program by Homestake Mining on its GNC property intersected the same prospective rock formations that host the adjacent high grade Eskay Creek mine. Although no gold or silver mineralisation was found, Homestake concluded that "the area remains prospective" and "further drilling is required".

In February 2000, the Registrant approved an optimization report on the DP Gold Mine, subject to financing. The proposed DP mine would be a small, high grade, open pit operation projected to produce approximately 13,000 oz. (420 kg) gold over a 9 month period. Additional production would be possible as the gold deposit appeared to be open at both ends as well as to depth.

Also in February, the operator of the Bellavista Property, Wheaton River Minerals Ltd., announced that it had received an offer of limited recourse project financing totaling US\$19 million from Barclays Bank PLC. An additional US\$3 million to US\$5 million subordinate financing was being sought by Wheaton River.

During 1999 Minera Aztec and Far West carried out a US\$1 million exploration program to evaluate the potential on 20% of the nine properties. The work consisted of 14,500 line kilometers of airborne magnetics and radiometrics and 400 line kilometers of airborne

EM and magnetics and drilling. In late 1999 1,200 meters of drilling was completed on two targets at Lobo 10. However, the holes did not reach the potential host rocks to test mineralization because of block faulting.

On March 18, 2000 the Registrant commenced a reverse circulation drilling program on its Lobo 14 property. The program was funded by Far West Mining Ltd. The drilling program focused on the San Vicente, Carmen and San Antonio areas of the Lobo 14 property. The program included 4,800 line kilometers of airborne geophysical magnetometer and scintillometer surveying (portions of two properties), CSAMT and geochemical surveys (covering targets of six properties).

Also, in early 2000 Noranda Minerals scheduled a drilling program on the Lobo 6 and Lobo 8 properties in the State of Zacatecas, Mexico for the 2nd Quarter of 2000. The drill program tested four IP-resistivity geophysical anomalies for their polymetallic, massive sulfide potential in areas of prospective rock formations covered by thin desert pediment.

On June 2000, the Company announced that the drill program on the Lobo 14 property intersected a wide zone of vein mineralisation in the Carmen prospect area along strike from the rich La Paz silver mine. In the initial RC drilling program at Lobo 14, a total of 6071 metres were drilled in 16 holes to test 6 separate targets in 2 prospect areas. Overall results on the properties did not meet expectations and Far West dropped all of their interests in Lobo properties. The Company also announced that Noranda had notified the Company that the drill program on the Lobo 6 property failed to intersect mineralisation and that, as a result, it would be dropping its option on the Lobo 6 and 8 properties.

Minera Aztec Silver Corporation finalized a Prospectus in the Province of British Columbia with an Effective Date of April 5, 2000. The 1,700,000 share offering proposed in the Prospectus was to raise approximately Cdn\$1,450,000 for Minera Aztec Silver Corporation. The proceeds of the offering were to have been spent on the Nopalera Property, located in Chihuahua State, Mexico. In June, 2000 Canaccord Capital Corporation, the agent for Minera Aztec Silver Corporation, marketed out of the IPO and the offering was not completed. Canaccord also resigned as Agent for Aztec at the request of the Company. Due to the incompleteness of the IPO and the lack of funds for future exploration, the property option agreement on the Nopalera properties fell into default.

In March, 2001 the Company was granted an option to acquire a 100% interest in two mineral claims located in Mexico known as the "Clara" properties in consideration of incurring exploration expenditures on the property of \$500,000, issuing 500,000 shares of the Company's subsidiary Minera Aztec Silver Corporation and paying an aggregate of \$185,000 to the optionor, over a four year period. The optionor will retain a 2% smelter return of which 50% may be purchased for \$1,000,000. The agreement is subject to a due diligence review and the signing of a formal agreement.

In February, 2001 the Company was granted an option to acquire a 100% interest in nine mineral claims located in the Kamloops Mining Division, British Columbia known as the Finn/Ish properties in consideration of cash payments in the aggregate of Cdn\$35,000 (Cdn\$2,500 paid), the issue of 200,000 common shares and incurring exploration expenditures in the aggregate of Cdn\$80,000 on the property over a three year period. The option was dropped in June 2001.

In February, 2001 the Company was granted an option to acquire a 100% interest in four mineral claims located in the Kamloops Mining Division, British Columbia known as the "Red" properties in consideration of the issue of 100,000 common shares and incurring exploration expenditures in the aggregate of Cdn\$60,000 on the property over a three year period. The property is subject to a 2% net smelter return in favour of the optionor. The option was dropped in August 2001.

In May 2001, the Company announced a Cdn\$450,000 equity financing. The private placement for 3 million units priced at CA\$0.15 per unit, with each unit consisting of one common share and one common share purchase warrant, closed on June 1, 2001. The warrants have a three year term and each warrant can be exercised to purchase a common share at CA\$0.18 within two years and CA\$0.20 within the third year.

The proceeds were added to working capital so as to maintain a positive treasury into 2002. The Company also announced further cost-cutting measures by laying off the balance of its geological staff. Canarc also announced plans to await higher gold prices before further expanding or developing its existing gold property portfolio.

On June 7, 2001 the Company announced the election of a new Board of Directors at the Annual General Meeting of Shareholders held June 5, 2001. Two new Directors were appointed, Mr. Leonard Harris and Mr. Stephen Peck, joining the three incumbent Directors, Derek Bullock, Chris Theodoropoulos and Bradford Cooke.

Subsequent to December 31, 2001, on January 16, 2002, the Registrant granted options to acquire an aggregate of 1,500,000 common shares exercisable at Cdn \$0.17 per share on or before January 16, 2007 to directors, employees and consultants. Also, the Registrant

initiated two private placements for total proceeds of approximately \$210,000. A total of 1,080,000 units of the Company are expected to be issued in June, 2002 at a price of Cdn\$0.18 per share. Each unit will comprises one common share and one non-transferable Share Purchase Warrant (a "Warrant" or the "Warrants") each one such warrant entitling the holder to purchase one additional share on or before 4:00 p.m. on April 8, 2004 at a price of \$0.21 per share. In addition 70,000 shares are expected to be issued in June, 2002 to an insider at a price of Cdn\$0.22125 per share.

### 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:

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.

Canarc (Barbados) Mining Ltd., a company duly incorporated under the laws of Barbados on July 26, 1993.

Canarc Virginia (Barbados) Ltd., a company duly incorporated under the laws of Barbados on July 26, 1993.

Canarc Suriname (Barbados) Ltd., a company duly incorporated under the laws of Barbados on January 26, 1994.

Sara Kreek Resource Corporation N.V., a company duly incorporated under the laws of Suriname January 9, 1995.

Carib Industries Ltd., a company duly incorporated under the laws of the Cayman Islands, B.W.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 shares. See ITEM 2-Bellavista Property, Costa Rica and ITEM 3 for details.

Minera Aztec Silver Corporation (formerly Aztec Silver Corporation , IndoAsia Gold Ltd. and Atec (Barbados) Ltd., name changes on January 7, 2000, March 27, 1998 and March 12, 1997), 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..

Minera Aztec S.A. de C.V., a Company duly incorporated under the Laws of Mexico on May 28, 1998.

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



## D. Property, plants and equipment.

### *Description Of Property*

#### PROPERTY SUMMARY CHART (as of December 31, 2001)

Property Name	Location	Maximum <sup>1</sup> % Interest held (or to be earned)	Capitalized Acquisition Expenditures	Capitalized Exploration Expenditures
New Polaris <sup>2</sup>	B.C., Canada	100%	\$3,605,000	\$5,469,000
GNC/Eskay Creek	B.C., Canada	33-1/3%	\$188,000	\$14,000
Benzdorp	Suriname	80%	\$151,000	\$1,876,000
Sara Kreek	Suriname	80%	\$1,567,000	\$3,434,000
Bellavista	Costa Rica	23.2%	\$90,000	N/A
Mexican Properties	Mexico	100%	N/A	\$14,000

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

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

*NOTE: All references to U.S.\$ unless otherwise noted. See below for further details on each property. See Note 12 to Financial statements as of December 31, 2001, for description of differences between US and Canadian GAAP.*

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

#### MATERIAL MINERAL PROJECTS

##### New Polaris Property, Atlin Mining Division, British Columbia, Canada

The Company's interest in the above property is the subject of a report (the "Walton Report"), dated June 19, 2002, prepared by Godfrey Walton, P. Geo of G. J. Walton & Associates Ltd, 5463 Cortez Crescent, North Vancouver, British Columbia, V7R 4R1, a copy of which has been filed with the applicable regulatory bodies on approximately the same date as the filing of this Annual Information Form and which is incorporated herein by this reference.

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

**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. The geological resource is currently subject to a review suitable for a 44-133 report. The mineralization is wide open along strike and at depth and could easily increase with further drilling. New Polaris is currently on the "back burner" until gold prices improve and the neighbouring Tulsequah Chief base metal mine project owned by Redcorp receives its final mine permits. Their project application includes the construction of an access road which would make New Polaris much more attractive economically.

**Location and Access:** Northwestern British Columbia, 60 miles south of Atlin, B.C., and 40 miles east of Juneau, Alaska, on the west bank of the Tulsequah River near the B.C.-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 recently received preliminary government approval to build their Tulsequah Chief mine located only 3 miles away from New Polaris and a 160 km access road from Atlin is planned.

**Description and Ownership:** Sixty-one crown granted mineral claims and 1 modified grid claim totaling 2,956 acres, 100% owned by Canarc subject to a 15% net profits interest to Rembrandt Gold Mines, which Canarc can reduce to 10% NPI.

**Current Status:** Currently on hold pending higher gold prices and the construction of the Tulsequah Chief access road, both of which will have a dramatic positive impact on the project economies. New Polaris is an advanced stage exploration project, requiring infill drilling to further define proven and probable ore reserves followed by a full feasibility study.

**Mining 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. 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 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 mineralization 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:** The previous resource calculations were reviewed to identify the order of magnitude of the “resource”. Although all of the estimations were made prior to Policy 43-101 being implemented, the estimations are useful as a guide to an order of magnitude for the resource. An estimate of New Polaris “reserves” was made prior to 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, 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. Estimates after this have included parts of this estimate. No other information is available about this estimation.

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 carried out 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 1200 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 1200 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 are summarized on Table 11 of the Report. His calculations are 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 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 National Policy 43- 101 they can conform with the Probable Resource used by Giroux being called an Indicated Resource and the Possible Resource would be an Inferred Resource. This was confirmed by a telephone conversation between the author and Gary Giroux during the preparation of this report. A new mineral inventory is warranted to add in the additional intersections identified in the geological modeling, the new intersections obtained during the 1996 and 1997 diamond drilling programs. At this time it would be beneficial for the project to re-classify the resource estimates so that they conform to National Policy 43-101.

Although the vein intersection require significant modeling and 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.

**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 foot 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 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. Using flotation and cyanidation of the flotation tailings, and pressure oxidation (autoclaving) of the flotation concentrate, 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, bio-oxidation, and microwave processes to treat the flotation concentrate will be completed in future work.

**Site Infrastructure:** New office/dry complex built on the site in 1996. Several existing buildings refurbished for bunkhouses and a kitchen facility. Existing camp is capable of supporting 35 personnel. Shop 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 ground water monitoring underway. Discharge permit obtained for the dewatering and care and maintenance phases of the mine pumping.

## OTHER MINERAL PROJECTS

### Eskay Creek Property, British Columbia

**Introduction:** The GNC property partially surrounds the high grade Eskay Creek mine of Barrick Gold Corporation (“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 continues to explore the property systematically for Eskay Creek-type ore bodies. They tend to be of small tonnage but extremely high grade.

**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 totaling 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.

**Current Status:** Early stage exploration.

**Mining 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. Canarc’s GNC 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 significant 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 GNC property and several mineralized prospects have been found. The footwall ineralis are typically altered to chlorite and sericite, and the hanging wall mudstones carry semi-massive sulfide mineralization, including pyrite, chalcopyrite, sphalerite, and various silver minerals, encased by pervasive carbonate alteration.

### Bellavista Gold Project, Costa Rica

**Introduction:** Bellavista is a large, low-grade development-stage epithermal gold deposit. Wheaton River Minerals, the operator, has identified a smaller, higher grade, mineable reserve suitable for low cost open pit, heap leach gold production. Canarc owns an 18.3% carried interest (after payback) and Wheaton River is currently seeking project financing.

**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 2000 hectares in the Central Gold Belt, owned by Wheaton River Minerals (approximately 65%) and others. Canarc’s 18.3% interest is carried whereby Wheaton River must incur all development costs to production, subject to payback from cash flow.

**Current Status:** Wheaton River is in discussions with financial institutions regarding project financing. Canarc receives pre-production advance royalty payments totaling US \$117,750 annually. Canarc has already received from Wheaton River pre-production payments for the years ended December 31, 2002 and 2003 by the payment of US \$58,875 and the issuance of 529,000 common shares of Wheaton River.

**Mining History:** The Bellavista and Montezuma mines produced small tonnages of gold-silver ore from underground workings at the turn of the century. In the 1980’s, 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. A total of more than US\$30 million has been spent on the property to date.

**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 US \$400 gold. Wheaton River has 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 Wheaton River, 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 Wheaton River calls for 60,000 oz./year for 7.3 years at a mill rate of 5,745 tonnes/day at a strip ratio of 1.32:1. Capital costs are estimated at US \$28.3 million, operating costs come in at a low US \$156 per oz and total cash operating costs are US\$179 per oz.

#### Sara Kreek Mine, Suriname

**Introduction:** Sara Kreek is the largest operating gold mine in the Republic of Suriname, South America. Production in 2001 was approximately 10,000 oz. gold from the small, open pit placer mine and gravity recovery systems. A second high grade, open pit lode mine is also ready for development, subject to financing. The Sara Kreek property produced over 500,000 oz. gold historically and has the potential for additional discoveries in the million oz. plus range.

**Location and Access:** East central Suriname, 160 km south of Paramaribo, the capital city, accessible by charter aircraft to a 1500 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.

**Property Description:** One Exploitation Concession measuring 17 km x 19 km, totaling 22,500 hectares. Canarc owns 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. Our local partner, Suriname Wylap Development Corp., currently operates the small placer mine on the property.

**Current Status:** The Sara Kreek placer mine currently operates at a small profit notwithstanding the low gold price. Canarc recently completed a feasibility study recommending commercial production from one of the several lode prospects on the property. Management is now seeking project financing for the new DP lode mine.

**Mining History:** Gold production was first recorded from Sara Kreek in the late 1800's, 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 Suriname Wylap Development Corp. modernized the placer mines and operated briefly in the late 1980's. Canarc acquired its property interests in 1993 and funded the re-commencement of placer gold mining in 1995. Gold production for 2001 was 10,000 oz., and the mine operated at around break-even at the recent low gold prices.

**Recent Work:** Exploration to seek out the underlying lode sources to the placer gold began in earnest in 1994. In the past 5 years, Canarc has completed 20,000 soil and silt samples, hundreds of deep auger holes, several kms of machine trenching and 28 diamond drill holes at a cost exceeding US \$4 million. Most recently, Canarc completed a feasibility study on the DP zone that recommends commercial production from a small, high grade, open pit to produce 13,500 oz. at a cash cost of US \$62 per oz.

**Regional Geology:** The Guyana Shield became the focus of exploration interest in the past six years as a result of the 12 million oz. Las Cristinas gold discovery by Placer Dome in Venezuela, as well as the commencement of commercial production by Cambior at the 4 million oz. Omai gold deposit in Guyana, the only modern gold mine operating throughout the Guyana Shield. Both of these gold discoveries have strong affinities to the porphyry gold, bulk tonnage, open pit model. In addition, these lower Proterozoic greenstone belts are prolific for high grade, shear-hosted gold deposits elsewhere in the world, such as the 50 million oz. Ashanti mine in Ghana. The gold prospects at Sara Kreek exhibit shear-hosted or porphyry-type mineralization related to quartz-carbonate veins or stockworks within volcano-sedimentary greenstone belts intruded by tonalite-diorite plutons along major crustal breaks within the Guyana Shield. Deposit potential here is up to one million ounces, plus.

**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 appears 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.

**Significant Results:** Canarc found multiple soil anomalies by reconnaissance sampling, including two main mineralized shear zones that extend for 7 km and 6 km respectively. Follow-up deep augering, machine trenching and diamond drilling has confirmed high grades over mineable widths in four gold prospect areas. Trench results include 13.6 gpt over 10 m, 2.3 gpt over 40 m and 1.2 gpt over 160 m. Drill intersections include 7.0 gpt over 13.5 m, 2.9 gpt over 16.6 m and 5.9 gpt over 10.7 m.

**Reserves:** DP mine reserves are 16,000 oz. gold contained in 65,000 tonnes soft saprolite ore grading 7.5 gpt, still open in 3 directions. No reserves are estimated for the placer mine but there are several kilometres of known gold-bearing creek gravels that should support many years of placer mining.

**Mining:** DP mine methods are shallow open pit truck and shovel operation, no drilling or blasting, 8:1 strip ratio, 8½ month mine life. The placer mine is an open pit, excavator and hydraulic-ing operation.

**Processing:** DP mine process gives an 85%+ recovery using gravity methods. The ore is cleaned and screened in a trommel, reduced to ¼ inch in a crusher, ground to 80%-200 mesh in a ball mill, and the gold is separated using Falcon concentrators and a shaking table. A bulk sample for metallurgical testing consistently returned higher grades than the channel sampling. The placer mine recovers coarse gold only with sluice boxes.

**Exploration Target:** The exploration target at Sara Kreek is 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.

**Production Model:** Base case production for the DP mine is 13,600 oz. over a 9 month period, capital costs estimated at US \$1.25 million and total operating costs come in at US \$62 per oz. Similar positive exploration results were found at the ED, WP and PP prospects, leading management to believe that production will come from several high grade open pits that could eventually coalesce into one large lode gold mining operation with million oz. plus potential

#### Sara Kreek DP Mine Fact Sheet

<b>Contained Gold</b>	<b>16,000 oz.</b>
<b>Mineable Reserves</b>	<b>65,000 t</b>
<b>Ore Grade</b>	<b>7.5 gpt</b>
<b>Mill Recovery</b>	<b>85%+</b>
<b>Recoverable Gold</b>	<b>13,500 oz.+</b>
<b>Strip Ratio</b>	<b>8:1</b>
<b>Mine Life</b>	<b>8½ months</b>
<b>Capital Cost</b>	<b>US \$1.25 million</b>
<b>Operating Cost</b>	<b>US \$0.81 million</b>
<b>Mine Revenues</b>	<b>US \$3.50 million</b>
<b>Equipment Resale</b>	<b>US \$0.20 million</b>
<b>Net Cash Flow (after capital &amp; cash costs)</b>	<b>US \$1.62 million</b>
<b>Net Present Value (10%)</b>	<b>US \$1.47 million</b>
<b>Internal Rate Return</b>	<b>150%</b>
<b>Cash Costs</b>	<b>US \$62 per oz.</b>

### 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. Canarc's exploration results confirm the potential for a new gold discovery.

**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. Canarc holds an option to acquire a 100% interest (subject to a 20% NPI or 1½ to 6% NSR) in the subsurface mineral rights from Grassalco, the state-owned mining company.

**Current Status:** Canarc and Grassalco are in the process of incorporating a local Suriname company into which the mineral titles will be transferred. Canarc has earned a 40% interest in the shares of that company to date.

**Mining History:** Gold production was first recorded from Benzdorp in the late 1800's 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's oz. gold each year by reprocessing the river gravels. Canarc acquired its property option in 1996 and since then has spent US \$2 million on 1000's of soil samples, 100's of deep auger drill holes, and three long bulldozer trenches.

**Property 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.

### *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 above, and general office equipment at its offices located in Vancouver, Mexico and Suriname.

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

Management's Discussion and Analysis in this Item 5 is intended to provide the reader with a review of factors that affected the Company's performance during the year 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 most recent fiscal periods ended December 31 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 Canadian GAAP. Reference is made to Note 12 of the consolidated financial statements of the Registrant included herein for discussion of the material differences between Canadian GAAP and U.S. GAAP and their effect on the Registrant's financial statements.

**The Reader is also referred to the Company's Form 20-F for the period ending December 31, 1999 exhibit titled Minera Aztec Prospectus for a description of Minera Aztec Silver Corporation and the financial summaries and audited statements included therein as of the relevant dates of those documents**

## A. Operating Results

**Fiscal 2001**-year ended December 31, 2001 compared with fiscal 2000.

The Registrant experienced a loss of \$3,660,000 for the year ended December 31, 2001 as compared to a loss of \$771,000 for the year ended December 31, 2000. Write-downs of resource properties and marketable securities totalled \$3,157,000 for the year as compared to \$353,000 for December 31, 2000.

The Registrant incurred cash expenditures totalling \$212,000 on general and administration, travel, corporate development and shareholder relations for December 31, 2001 as compared to \$386,000 for December 31, 2000. Property investigation costs decreased to \$62,000 for December 31, 2001 as compared to \$169,000 for December 31, 2000.

**Fiscal 2000** - year ended December 31, 2000 compared with fiscal 1999.

The Registrant experienced a loss of \$771,000 for the year ended December 31, 2000 as compared to a loss of \$465,000 for the year ended December 31, 1999. Write-downs of resource properties and marketable securities totalled \$353,000 for the year as compared to \$82,000 for December 31, 1999.

The Registrant incurred cash expenditures totalling \$386,000 on general and administration, travel, corporate development and shareholder relations for December 31, 2000 as compared to \$323,000 for December 31, 1999. Property investigation costs increased to \$169,000 for December 31, 2000 as compared to \$62,000 for December 31, 1999.

**Fiscal 1999** - year ended December 31, 1999 compared with fiscal 1998.

The Registrant experienced a loss of only \$465,000 for the year ended December 31, 1999 as compared to a loss of \$2,799,000 for the year ended December 31, 1998. Write-downs of resource properties and marketable securities were a total of only \$82,000 as compared to \$2,258,000 for December 31, 1998.

The Registrant incurred cash expenditures totalling \$323,000 on general and administration, travel, corporate development and shareholder relations for December 31, 1999 as compared to \$522,000 for December 31, 1998. Property investigation costs were steady at \$62,000 for December 31, 1999 as compared to \$64,000 for December 31, 1998.

### *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 Cdn\$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 resource property interests.

## B. Liquidity and Capital Resources

The Registrant is in the development stage and has not yet determined whether its resource properties contain reserves that are economically recoverable. The recoverability of amounts capitalized for resource properties is entirely dependent upon the existence of economically recoverable reserves, the ability of the Registrant to obtain the necessary financing to complete the development and upon future profitable production.

The Registrant knows of no trends, demands, commitments, events or uncertainties that may result in the Registrant's liquidity either materially increasing or decreasing at the present time or in the foreseeable future. Material increases or decreases in the Registrant's liquidity 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 be brought into production to 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 that it believes has the potential to achieve cash flow within a reasonable time frame. As a result, the Registrant has incurred losses during each of its fiscal years since incorporation. This result is typical of smaller mining companies and will continue unless positive cash flow is achieved.

The Registrant had positive working capital of \$366,000 at year-end as compared to a working capital deficit of \$42,000 at December 31, 2000. Current assets rose 48% to \$474,000 and current liabilities dropped 70% to \$108,000 during the fiscal year 2001 as the Company continued to pay down its current accounts payable. Management elected to take a write-down of \$3,187,000 on the New Polaris property to reflect the impairment of this project and value due to the lack of recent development activity, the depressed gold price and capital markets for gold shares, and the reduced values of comparable projects in the junior resource sector. The Company also incurred a \$258,000 loss on the disposition of certain capital assets, principally in Suriname, where there was a significant reduction in the size of Canarc's offices, equipment and furniture. Canarc undertook further cost-cutting measures in 2001 by laying off the balance of its geological and office staff.

The Company's principal sources of funds continue to be the annual US\$117,750 cash payments from our partner on the Bellavista project in Costa Rica and the raising of capital from time to time by issuing securities. Subsequent to December 31, 2001, the Registrant initiated two private placements for approximately \$210,000. In May 2001, the Company announced the CA\$450,000 equity financing. The private placement was for 3 million units priced at CA\$0.15 per unit, with each unit consisting of one common share and one common share purchase warrant and closed on June 1, 2001. The warrants have a three year term and each warrant can be exercised to purchase a common share at CA\$0.18 within two years and CA\$0.20 within the third year. The proceeds were added to working capital so as to maintain a positive treasury into 2002. During the year ended December 31, 2000 the Registrant raised \$210,000 cash through the issue of securities as compared with \$209,000 for the year ended December 31, 1999. The Registrant issued no securities for the non-cash acquisition of resource properties or for the settlement of any property payment commitments in the year ended December 31, 2001, the year ended December 31, 2000 and the year ended December 31, 1999.

The Registrant has entered into a number of option agreements for resource properties that involve payments in the form of cash and/or shares of the Registrant or Minera Aztec Silver Corporation as well as minimum exploration expenditure requirements. As the Registrant performs exploration on these 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 British Columbia, Suriname and Mexico, the Registrant must incur exploration expenditures on the properties and make payments to the optionors as follows:

for the year ended December 31, 2002 - \$150,000; 2003 - \$200,000; 2004-2007 - \$4,750,000 for a total of \$5,100,000. 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.

As discussed above, the Registrant operates in Mexico and Suriname, both of which have economies that have undergone significant inflation in the recent past and are viewed by the Registrant as carrying a certain degree of risk. In order to minimize the risk associated with such inflation, the Registrant does not maintain significant cash resources in any of these countries at any point in time, but rather maintains the majority of its investments in U.S. or Canadian denominated instruments.

#### C. Research and development, patents and licenses, etc.

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

#### D. Trend Information

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 effected 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 3D - Risks.

**Critical Accounting Policies** - For the Company's exploration activities, there is no production, sales or inventory in the conventional sense. The Company's financial success will be dependent upon the extent to which it can discover mineralization and the economic viability of developing such properties. Such development may take years to complete and the amount of resulting income, if any, is difficult to determine with any certainty. The sales value of any mineralization discovered by the Company is largely dependent upon factors beyond the Company's control such as the market value of the metals produced.

As the carrying value and amortization of mineral properties and capital assets is, in part, related to the Company's mineral reserves, the estimation of such reserves is significant to the Company's position and results of operations.

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### A. Directors and senior management.

In accordance with the provisions of the Company Act RSBC 1996 the overall control of the business and affairs of the Company is vested in its board of directors. The board of directors of the Company currently consists of five members elected by the shareholders of the Company at each annual meeting of shareholders of the Company.

The directors and senior management of the Company as of May 31, 2002 are:

<i>Name, Position and Country of Residence<sup>(1)</sup></i>	<i>Principal Occupation and Occupation During the Past 5 Years<sup>(1)</sup></i>	<i>Previous Service as a Director</i>	<i>Number of Shares<sup>(2)</sup></i>
<b>COOKE, Bradford James<sup>(3)</sup> President, Chief Executive Officer and Director, Canada</b>	President and CEO of Canarc Resource Corp.	Since January 22, 1987	302,600 (0.7%)
<b>THEODOROPOULOS, Chris<sup>(3)</sup> Director, Canada</b>	Barrister & Solicitor, Chairman and Director of Novra Technologies Inc.	Since March 12, 1996	Nil
<b>BULLOCK, Derek Director Canada</b>	President, Bullock Engineering Corporation, Mining & Mineral Resource Consultants	Since March 12, 1996	Nil
<b>PECK, Stephen Director U.S.A.</b>	Partner, Torrey Associates LLC	Since June 5, 2001	207,000
<b>HARRIS, Len Director U.S.A.</b>	Retired, Director of Glamis Gold Ltd.	Since June 5, 2001	Nil
<b>LOCKWOOD, Stewart Secretary</b>	Barrister & Solicitor, Corporate Secretary of Canarc Resource Corp., Director of Skinny Technologies Inc.	N/A	2,000

\* Mr. Aelicks resigned on February 15, 2001. Mr. Godfrey Walton's position, as a Vice President of the Company, and Mr. Lockwood's position as acting CFO terminated on or about April 1, 2001

#### NOTES:

- (1) The information as to country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) The information as to shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually. The percentages shown are relative to all of the 43,834,801 issued common shares of the Company as of May 31, 2002.

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.

## B. Compensation

### *Statement Of Executive Compensation*

The Company 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 Company's directors and officers that has been disclosed to the Company's shareholders under applicable Canadian law.

During the fiscal period ending **December 31, 2001**, the aggregate cash compensation paid by the Company to all individuals who were officers and directors in all capacities as a group was **Cdn\$118,500**.

The table below discloses information with respect to executive compensation paid by the Company to the Named Executive Officers indicated for the fiscal years ended December 31, 2001, 2000 and 1999. Named Executive Officers includes the CEO and any other executive officers serving as such at the end of the most recently completed fiscal year whose individual salary and bonus was at least Cdn.\$100,000. Also included are any additional individuals who would be required to disclose compensation but for the fact they were not serving as executive officers at the end of the most recently completed fiscal year end.

During the fiscal year ended December 31, 2001, the Company had one named executive officer (for the purposes of applicable securities legislation), namely Bradford J. Cooke, the President and Chief Executive Officer (the "**Named Executive Officer**").

The following table sets forth, for the periods indicated, the compensation of the Named Executive Officers.

### **NAMED EXECUTIVE OFFICERS SUMMARY COMPENSATION TABLE** (all amounts in **Canadian** dollars)

		Annual Compensation <sup>(1)</sup>			Long Term Compensation			
		Salary (\$) (c)	Bonus (\$) (d)	Other Annual Compensation (\$) <sup>(2)</sup> (e)	Awards		Payouts	
Name and Principal Position (a)	Year ended Dec. 31 (b)				Securities Under Options/ SARs granted #(1) (f)	Restricted Shares or Restricted Share Units (g)	LTIP Payouts (\$) (h)	All Other Compen- sation (\$) (i)
Bradford J. Cooke	2001	90,660	0	0	0	0	0	0
Chief Executive	2000	111,000	0	0	500,000	0	0	0
Officer and President	1999	163,500	0	0	0	0	0	0

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

The following table (if applicable) sets forth information concerning grants of stock options under the Company's Stock Option Plan during the fiscal period ended **December 31, 2001** to each of the executive officers named in the Summary Compensation Table. No SAR's are outstanding.

### Options and Stock Appreciation Rights ("SARs")

No incentive stock options were granted to the Named Executive Officers during the most recently completed financial year (January 1, 2001 to December 31, 2001) (the "Financial Period").

No incentive stock options were exercised by the Named Executive Officers during the Financial Period.

### Pension Plan

The Company and its subsidiaries do not have any pension plan arrangements in place.

### REPORT ON EXECUTIVE COMPENSATION

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

#### *Executive Compensation Program*

The Company'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 Company, thereby enabling the Company to compete for and retain executives critical to the Company'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 each of the named executive 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 Company 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 Company.

The Company'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 Company effectively to recognize and reward those individuals whose efforts have assisted the Company 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 Company to attract and retain individuals with experience and ability and to reward individuals for current performance and expected future performance. The Board considers stock option grants when reviewing executive officer compensation packages as a whole.

#### *Other Compensation*

For the fiscal period ending **December 31, 2001**, the Board has entered into an employment agreement with the Company'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 Company. The Chief Executive Officer is entitled to receive, as severance compensation, the equivalent of three years' salary.

### *Directors' and Officers' Liability Insurance*

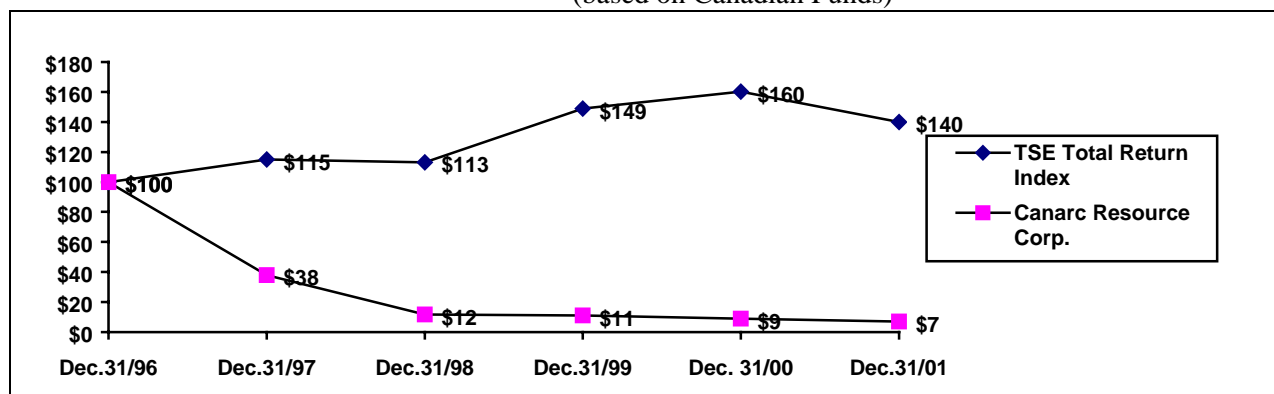
The Company at this time does not carry insurance policies for itself or its directors and officers against liability incurred by them in the performance of their duties as directors and officers of the Company.

## PERFORMANCE GRAPH

### Shareholder Return Performance Graph

The charts below compare the yearly percentage change in the cumulative total shareholder return on the Company's common shares against the cumulative total shareholder return of the Toronto Stock Exchange 300 Total Return Index for the period commencing **December 31, 1996** and ending **December 31, 2001**.

Comparison of Total Shareholder Return on Common Shares  
of the Company and the Toronto Stock Exchange Index  
(based on Canadian Funds)



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

### COMPENSATION OF DIRECTORS

The Company does not compensate its directors in their capacities as such. Bradford J. Cooke, the President and Chief Executive Officer, receives cash compensation as consideration for his duties as an officer of the Company as disclosed in the Summary Compensation Table above. All other directors of the Company who are not Named Executive Officers received no cash compensation from the Company other than reimbursement for out-of-pocket expenses incurred on behalf of the Company, with the exception of Mr. Theodoropoulos who received compensation valued at **Cdn\$10,000** for legal and consulting fees provided to the Company in the past.

During the fiscal period ended **December 31, 2001**, the Company did not grant incentive stock options to its directors or officers.

No funds were set aside or accrued by the Company or its subsidiaries during the period ended **December 31, 2001** to provide pension, retirement or similar benefits for directors or officers of the Company pursuant to any existing plan provided or contributed to by the Company or its subsidiaries under applicable Canadian laws.

### C. Board Practices

#### *Statement Of Corporate Governance Practices*

The Toronto Stock Exchange (the "TSE") 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 Corporation's response to each of the TSE guidelines is as follows:

**1. Stewardship of the Corporation** -The Board of Directors of the Corporation explicitly assumes responsibility for stewardship of the Corporation, 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. Dedicated strategic planning sessions are also held on a periodic basis in conjunction with regular meetings of Directors. Management reports regularly to the Board of Directors in relation to the principal risks which potentially affect the Corporation's business activities. Management also responds to specific risk-related issues identified by Directors or by management, with the assistance of expert outside advisors where 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 Corporation 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 Corporation.

**2. Composition of the Board of Directors and Relationship to Significant Shareholder** -The Corporation has five Directors. Four of these individuals qualify as unrelated directors, and unrelated Directors thereby constitute a majority of the Board. Bradford J. Cooke, the President and CEO of the Company, is an officer of the Company. In the Board's view, the ratio of unrelated to related Directors, as outlined above, fairly reflects the investment in the Corporation by shareholders. There is no significant shareholder of the Company other than as already set out in this Information Circular.

**3. Analysis of Status of Directors as "Unrelated"** -Other than interests and relationships arising from shareholdings of Directors, Messrs. Chris Theodoropoulos, Derek Bullock, Stephen Peck and Len Harris are independent of management of the Corporation 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 Corporation.

**4. Committee for Nomination and Assessment of Directors** -The Board has not yet constituted 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 Corporation'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. Nonetheless, it will continue to monitor its effectiveness on an on-going basis, with a view to fully implementing the TSE guideline at the appropriate time.

**5. Assessment of Effectiveness and Contribution** -For the reasons outlined under guideline 4 above, the Board has not yet 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 Corporation 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 Company (excluding additional directors that may be appointed between annual general meetings). The Board of Directors is of the view that its present complement of **five** individuals is appropriate and facilitates effective decision-making.

**8. Directors' Compensation** -Taking into account the Corporation'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.

**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 Corporation.

**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 Corporation, 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, specific position descriptions for Directors have been deferred

until the Corporation'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 corporations of the Company's size. However, the Directors feel that this is not an impediment to the proper discharges of the directors' responsibilities. Furthermore, 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 Company'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 Corporation's Audit Committee is made up of Messrs. Cooke, Peck and Theodoropoulos. A majority of the members of the Audit Committee are not members of management, as required by the British Columbia Company Act RSBC 1996. The Board is of the view that the proposed composition of the Audit Committee is appropriate having regard to the size of the Company. Audit Committee meetings are held not less than once each year. 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.

**14. Engagement of Outside Advisers** -To date, no Director has requested the engagement of an outside adviser at the expense of the Corporation. If a request of this kind is made, the appropriate arrangements would be implemented.

#### 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 Mexico, Barbados and Suriname. As of May 31, 2002 the Registrant had a total of one full-time staff based in Vancouver, Canada, 1 full-time staff based in Suriname and 1 part-time staff based in Mexico.

#### E. Share Ownership

The various tables in Items 6A and 6B set forth the Common Shares held by each senior officer and/or director as well as any options to purchase Common Shares held, the exercise price of such option and the expiration date of such option in the format as required in the home country (Canada) of the Registrant.

Details of all total outstanding options, warrants and other rights to purchase securities of the Registrant and its subsidiaries as at **May 31, 2002** unless otherwise stated are set forth below:

#### **Stock Option Summary**

<b>Amount Outstanding</b>	<b>Price (\$Cdn)</b>	<b>Date Granted</b>	<b>Expiry Date</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, 1997	January 29, 2008
504,000	\$0.25	April 20, 1999	April 20, 2009
200,000	\$0.26	Sept. 30, 1999	Sept. 30, 2009
20,000	\$0.34	Mar. 27, 2000	Mar. 27, 2005
750,000	\$0.27	June 23, 2000	June 23, 2010
1,500,000	\$0.17	January 16, 2002	January 16, 2007
<b>4,049,000</b>	<b>TOTAL</b>		

#### **Warrant Summary Chart**

<b>Amount Outstanding</b>	<b>Price (\$Cdn)</b>	<b>Date Granted</b>	<b>Expiry Date</b>
525,000	\$0.35	June 16, 2000	June 16, 2002
3,000,000	\$0.18 / \$0.20	May 17, 2001	May 17 2003 / 2004

The total amount of securities, subject to the above options and warrants held by directors and officers of the Registrant as a group, is **3,940,500**.

#### 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 TSE 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 the Registrant requires; 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 (SAR's). 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 his 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. Options may be granted on authorized but unissued common shares up to but not exceeding **7,413,989** common shares of the Registrant under this Plan, 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 Exchanges, 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;
- (c) no financial assistance will be provided with respect to the exercise of stock options.

## ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

### A. Major Shareholders

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

As at **April 12, 2002**, the only persons or groups known to the Registrant to own more than **5%** of the Registrant's issued and outstanding common shares and the number of common shares owned, directly or indirectly, by officers and directors of the Registrant as a group are as follows:

Title of Class	Identity of Person or Group	Shares Owned	Percentage of Class (2)
Common Shares	Cede & Co. New York, New York, U.S.A.	21,312,974 (1)	48.6%
Common Shares	CDS & Co. Toronto, Ontario	13,845,627 (1)	31.6%
Common Shares	Anthony Low-Beer, New York, New York, U.S.A.	5,323,500*	12.14%
Common Shares	Officers and Directors as a group	511,600	1.2%

\*as at April 12, 2002



- (1) 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 10% of the Registrant's outstanding common shares.
- (2) Based on **43,834,801** shares outstanding as at **April 12, 2002**. 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.

All shares of the Registrant, including all those held by any major shareholders, are common shares with similar voting rights. As of **April 12, 2002** there were **43,834,801** 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 4th Floor, 510 Burrard Street, Vancouver, British Columbia, Canada as at such date there were 471 registered holders of the Registrant's common shares resident in the United States (72% of all registered holders) holding 27,732,085 common shares. This number represents approximately 62% of the total issued and outstanding common shares of the Registrant at that date.

## B. Related Party Transactions

The following is a summary of material transactions since January 1, 2001 or proposed material transactions, to which the Registrant or and of its subsidiaries was or is a party, in which a related party has or will have a direct or indirect material interest. In each case the transactions 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*

See ITEM 6 for 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 Registrants 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 10% 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, 2000 (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 Minera Aztec Silver Corporation, is also a Director and Officer of Far West Mining Ltd., Minera Aztec's 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 Minera Aztec Silver Corporation. The interests of these companies may differ from time to time. See "Risks - Conflicts of interest"

## 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 SUPPLEMENTAL INFORMATION

### A. Consolidated statements and other financial information

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

:

- (a) Consolidated Balance Sheets as of December 31, 2001 and 2000;
- (b) Consolidated Statements of Operations and Deficit for each of the three years ended December 31, 2001, 2000, 1999;
- (c) Consolidated Statements of Cash Flows, for each of the three years ended December 31, 2001, 2000, 1999;
- (d) Notes to the consolidated financial statements.

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

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. Earnings, if any, will be retained to finance further growth and development of the business of the Issuer.

### B. Significant changes

There has been no significant change in the financial condition of the Registrant since December 31, 2001.

## ITEM 9. THE OFFER AND LISTING

### 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 have traded on The Toronto Stock Exchange in Canada (the "TSE") under the symbol "CCM". The following prices are in Cdn\$.

The following tables sets forth the high, and low prices and volume of the Common Shares for the periods indicated.

All prices are in Cdn\$.

Calendar Year	High \$	Low \$	Volume
1997	\$2.20	\$0.45	13,313,361
1998	\$0.75	\$0.11	11,812,704
1999	\$0.37	\$0.17	8,140,827
2000	\$0.37	\$0.14	4,570,800
2001	\$0.19	\$0.09	2,447,350

All prices are in Cdn\$.

Quarter	High	Low	Volume
2002			
1st Quarter	\$0.35	\$0.11	996,683
2001			
4th Quarter	\$0.19	\$0.09	798,109
3rd Quarter	\$0.18	\$0.10	437,810

Quarter	High	Low	Volume
2nd Quarter	\$0.19	\$0.11	431,160
1st Quarter	\$0.19	\$0.13	780,271
2000			
4th Quarter	\$0.27	\$0.14	1,269,000
3rd Quarter	\$0.28	\$0.20	1,178,300
2nd Quarter	\$0.37	\$0.23	939,600
1st Quarter	\$0.37	\$0.19	1,183,900

All prices are in Cdn\$.

Month	High	Low	Volume
2002			
April	\$0.31	\$0.19	219,851
March	\$0.35	\$0.20	374,304
February	\$0.31	\$0.17	543,879
January	\$0.17	\$0.11	78,500
2001			
December	\$0.19	\$0.10	460,858
November	\$0.19	\$0.13	71,551

#### 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.

#### C. Markets

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

#### 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.

#### 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.

#### 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**

#### 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.

**B. Memorandum and articles of association.**

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.

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:  
None.
- (b) Directors' power, in the absence of an independent quorum, to vote compensation to themselves or any members of their body:  
None.
- (c) Borrowing powers exercisable by the directors and how such borrowing powers can be varied:  
None.
- (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 Issuer rank equally as to dividends, voting powers and participation in assets and in all other respects. Each share carries one vote per share at meetings of the shareholders of the Issuer. 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 Rights Plan detailed below;

**Shareholder Rights Plan:**

On October 25, 1995, the shareholders of the Registrant approved a shareholders rights plan (the "Plan"). The Plan became effective on November 14, 1995. 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 to purchase from treasury one common share at Cdn. \$25, subject to certain adjustments intended to prevent dilution. Until the occurrence of certain events the rights will trade with the common shares and be represented by the certificates for the common shares.

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 in a transaction not approved by the Directors. On the occurrence of these certain triggering events, the Rights will entitle holders (other than the acquiring person or group) to acquire shares of the Registrant at a 50% discount to the prevailing market price. The rights will not be triggered, however, by purchasers of common shares of the Registrant made under a "permitted bid": A takeover bid made for all shares to all holders of common shares on identical terms which complies with other conditions, including a requirement that it remain open for at least 60 days. The Rights expire in November 2003.

4. The rights of holders of Common Shares may not be modified other than by vote of 3/4 of the Common Shares voting on such modification. Because a quorum for a general meeting of shareholders can exist with one shareholder (proxy-holder) personally present, 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.

Shareholders may apply to the Supreme Court of British Columbia for various remedies on the grounds that the affairs of the Registrant are being conducted in a manner oppressive to one or more of the shareholders or that some resolution of shareholders has been passed or is proposed that is unfairly prejudicial to one or more of the shareholders. That Court may, with a view to bringing it to an end or to remedying the matters complained of, make an interim or final order if it considers appropriate, including the following:

- (a) direct or prohibit any act or cancel or vary any transaction or resolution;
- (b) regulate the conduct of the Registrant's affairs in the future;
- (c) provide for the purchase of the Common Shares of any member of the Registrant by another member of the Registrant, or by the Registrant;
- (d) in the case of a purchase by the Registrant, reduce the Registrant's capital or otherwise;
- (e) appoint a receiver or receiver manager;
- (f) order that the Registrant be wound up;
- (g) authorize or direct that proceedings be commenced in the name of the Registrant against any party on the terms the Court directs;
- (h) require the Registrant to produce financial statements;
- (i) order the Registrant to compensate an aggrieved person; and
- (j) direct rectification of any record of the Registrant.

Where a special resolution to modify the rights of the holders of Common Shares has been passed, the holders of not less than 10% of the Common Shares who are entitled to vote and did vote against the special resolution (in person or by proxy), may apply to the Supreme Court of British Columbia to set aside the resolution.

There are no restrictions on the purchase or redemption of Common Shares by the Registrant while there is any arrearage in the payment of dividends or sinking fund installments.

5. The directors of the Registrant call all annual general meetings and extraordinary general meetings. Any one or more shareholders holding 10% or more of the Registrant's shares can requisition a meeting. In certain circumstances, a shareholders' meeting can be called by the Supreme Court of British Columbia.

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 capital.

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

9. The law of British Columbia 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.

### C. Material contracts.

For the two years immediately preceding May 31, 2001 there were no material contracts entered into, other than contracts entered into in the ordinary course of business, to which the Company or any member of the group was a party. For a description of those contracts entered into in the ordinary course of business refer to Item 4B – Business Overview

#### D. Exchange controls.

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

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

#### 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. (See "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 Company 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 Company 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 Company.

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

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

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

U.S. Holders receiving dividend distributions (including constructive dividends) with respect to common shares of the Company 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 Company 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. (See more detailed discussion at "Foreign Tax Credit" below). To the extent that distributions exceed current or accumulated earnings and profits of the Company, 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 Company 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 Company 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 Company) deduction of the United States source portion of dividends received from the Company (unless the Company qualifies as a "foreign personal holding company" or 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 Company'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 Company'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 Company'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 Company may be entitled, at the option of the U.S. Holder, to either receive a deduction or a tax credit for such foreign tax paid or withheld. Generally, it will be more advantageous to claim a credit because a credit reduces United States federal income taxes on a dollar-for-dollar basis, while a deduction merely reduces the taxpayer's income subject to tax. This election is made on a year-by-year basis and applies to all foreign taxes paid by (or withheld from) the U.S. Holder during that year. There are significant and complex limitations that apply to the credit, among which is the general limitation that the credit cannot exceed the proportionate share of the U.S. Holder's United States income tax liability that the U.S. Holder's foreign source income bears to his or its worldwide taxable income. In the determination of the application of this limitation, the various items of income and deduction must be classified into foreign and domestic sources. Complex rules govern this classification process. In addition, this limitation is calculated separately with respect to specific classes of income such as "passive income," "high withholding tax interest," "financial services income," "shipping income," and certain other classifications of income. Dividends distributed by the Company 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 Company may be entitled to an "indirect" foreign tax credit under Section 902 with respect to the payment of

dividends by the Company 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 Company 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 Company 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 Company. 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 Company 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 Personal Holding Company*

If at any time during a taxable year (i) more than 50% of the total combined voting power or the total value of the Company's outstanding shares is owned, directly or indirectly, by five or fewer individuals who are citizens or residents of the United States and (ii) 60% (50% in some circumstances) or more of the Company's gross income for such year was "foreign personal holding company income" (e.g. dividends, interest and similar income), the Company may be treated as a "foreign personal holding company." In that event, U.S. Holders that hold common shares would be required to include in gross income for such year their allocable portions of such "foreign personal holding company income" to the extent the Company does not actually distribute such income. The Company does not believe that it currently qualifies as a foreign personal holding company. However, there can be no assurance that the Company will not be considered a foreign personal holding company for the current or any future taxable year.

#### *Foreign Investment Company*

If 50% or more of the combined voting power or total value of the Company's outstanding shares is held, directly or indirectly, 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)), and the Company 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 Company 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 Company does not believe that it currently qualifies as a foreign investment company. However, there can be no assurance that the Company 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 Company 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 Company's income which is passive, or the percentage of the Company'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.

The Company believes that it was not a PFIC for its fiscal year ended December 31, 2000 and does not believe that it will be a PFIC for the fiscal year ending December 31, 2001. However, because the PFIC determination is made annually on the basis of income and assets, there can be no assurance that the Company will not be a PFIC in the current or in a subsequent year. In addition, there can be no assurance that the Company'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 Corporation*

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 Company 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 Company ("United States Shareholder"), the Company could be treated as a controlled foreign corporation ("CFC") under Subpart F of the Code. This classification would effect 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 Company 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 Company 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 corporations 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 Company does not believe that it currently qualifies as a CFC. However, there can be no assurance that the Company will not be considered a CFC for the current or any future taxable year.

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

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

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

The discussion under this heading summarizes the principal Canadian federal income tax consequences of acquiring, holding and disposing of shares of common stock of the Corporation for a shareholder of the Corporation 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 Corporation 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 Corporation is effectively connected with such permanent establishment or fixed base. This summary is based on the provisions of the Canadian 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 Corporation had increased by reason of the payment of such dividend. The Corporation will furnish additional tax information to shareholders in the event of such a dividend. Interest paid or deemed to be paid on the Corporation'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 constituted and operated exclusively to administer a pension, retirement or employee benefit fund or plan, if the organization is a resident of the United States and is exempt from income tax under the laws of the United States.

### **Dispositions of Common Shares**

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

Under the Canadian Tax Act, a non-resident of Canada is subject to Canadian tax on taxable capital gains, and may deduct allowable capital losses, realized on a disposition of "taxable Canadian property." Shares of common stock of the Corporation 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 Corporation 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, and at any time during the 10 years immediately preceding, the disposition and the shares were owned by him 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.

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.

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.

H. Documents on display.

Copies of the most recent annual report, financial statements for the year ended December 31, 2001 and subsequent interim financial statements of the Company may be obtained, upon request, from the Secretary of the Company. The Company may require the payment of a reasonable fee in respect of a request therefore made by a person who is not a security holder of the Company.

I. Subsidiary Information.

Refer to Item 4.C.

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

The Company believes that it does not have any material exposure to interest or commodity risks. The Company does not own any derivative instruments, does not engage in any hedging transactions and does not have any outstanding long-term debt.

**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. [Reserved]**

**ITEM 16. [Reserved].**

## PART III

### ITEM 17. FINANCIAL STATEMENTS

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

Financial Statements		Page # in Sequential Numbering System
1.1	Auditors' report dated March 21, 2002.	XX update after finalized 51
1.2	Consolidated balance sheets as at December 31, 2001 and 2000 (audited) together with the consolidated statements of operations and deficit and cash flows for each of the years ended December 31, 2001, 2000 and 1999 (audited).	XX 52

### ITEM 18. FINANCIAL STATEMENTS

Not Applicable

### ITEM 19. EXHIBITS

Exhibits			Page # in Sequential Numbering System
Exhibit #	Date	Description	
1	June 20, 2002	Technical Report on New Polaris Mine Site	XX to end

### 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, as of May 31, 2002.

**CANARC RESOURCE CORP.**

Per:

“Bradford J. Cooke”

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Bradford J. Cooke, President and Director