

**CANARC RESOURCE CORP. (the "Company")**

**AUDIT COMMITTEE CHARTER**

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**1. AUDIT COMMITTEE MANDATE**

The Audit Committee (the “Committee”) will assist the Board of Directors (the “Board”) of Canarc Resource Corp. (the “Company”) in fulfilling its oversight responsibilities. The Committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Company's process for monitoring compliance with laws and regulations and its own code of business conduct as more fully described below. In performing its duties, the Committee will maintain effective working relationships with the Board of directors, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each Committee member will obtain an understanding of the responsibilities of Committee membership as well as the Company’s business, operations and risks.

## **2. COMMITTEE ORGANIZATION**

### **2.1 Composition & Independence**

The Committee will be comprised of **three (3)** or more members (each, a “Member”) of the Board as determined by the Board, **ALL** of whom shall satisfy the “independence” requirement of National Instrument 52-110 *Audit Committees* or any successor policy.

### **2.2 Financial Training & Financial Expert**

Each Member will either be “financially literate”, as defined in National Instrument 52-110 *Audit Committees* or any successor policy, or shall become financially literate within a reasonable period of time after his or her appointment to the Committee. Each Member will have an understanding of the accounting principles used by the Company to prepare its financial statements. At least one Member (the “Financial Expert”) will be engaged in the active supervision of the persons engaged in the preparation, audit, analysis or evaluation of certain types of financial statements.

### **2.3 Financial Expert Duties**

The designation or identification of a Member as the Financial Expert shall not impose on such Member any duties, obligations or liabilities that are greater than the duties, obligations and liabilities imposed on any other member of the Committee or the Board.

### **2.4 Annual Appointment and Removal**

The Board will appoint annually, at the organizational meeting of the full board on the recommendation of the Nominating / Corporate Governance Committee, if any, the Members. The Board may at any time fill any vacancy in the Committee from members among the Board.

A Member shall be automatically removed without further action of the Board if the Member resigns, ceases to be a director of the Company, or is found by the Board to no longer be an independent director as required by this Charter. Members may be otherwise removed or replaced by a vote of the Board upon recommendation of the Nominating Committee on / Corporate Governance Committee.

### **2.5 Chairman and Secretary Appointment**

The Board will appoint one Member as the Chairman and one Member as the Secretary of the Committee. The Secretary of the Committee will keep minutes of all meetings of the Committee, including all resolutions passed by the Committee.

### **2.7 Compensation**

No Member shall receive directly or indirectly, any compensation, advisory or other compensation fee from the Company or an affiliate of the Company other than director fees for service as a director.

### **3. MEETINGS**

#### **3.1 Quarterly Meetings**

The Committee is to meet at least four (4) times annually, each time the Company proposes to issue a press release with its quarterly or annual earnings information and as many additional times as the Committee deems necessary. Members will endeavor to be present at all meetings either in person or by telephone. As necessary or desirable, but in any case at least quarterly, the Committee shall meet with members of management and, if required external auditors, to discuss the financial reporting and any matter that the Committee or management deems necessary. Members must be given at least three days' notice of each meeting, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting.

#### **3.2 Chairman Duties**

The Chairman in consultation with other Members, the Company's independent auditors and the appropriate officers of the Company, will be responsible for calling meetings of the Committee, establishing the agenda and chairing the conduct of the meeting. In the absence of the Chairman, the other Members may appoint one of their number as chair of the meeting. The Committee may also take any action permitted hereunder by unanimous written consent. The Chairman or his or her delegate will report to the Board following each meeting of the Committee.

#### **3.3 Third Party Attendees at Meetings**

The Committee may request any officer or employee of the Company or the Company's outside legal counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consult to, the Committee.

#### **3.4 Quorum & Majority Voting**

Except as otherwise provided by this Charter or applicable laws or regulations, as amended from time to time:

- (a) A majority of the Members, either present in person or by means of remote communication, or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the Committee, and
- (b) All actions of the Committee shall be by affirmative vote of a majority of those Members so determined to be present or represented by proxy.

### **4. AUTHORITY**

#### **4.1 Authority to Investigate & Require Disclosure**

Subject to the prior approval of the Board, the Committee is granted the authority to investigate and require such information and explanation from the Company's management, as it considers

reasonably necessary, any matter or activity involving financial accounting, financial reporting, financial risk, and the internal controls of the Company. In addition, the Committee has the authority to require the Company's management to promptly inform the Committee and the external auditor of any material misstatement or error in the financial statements following the discovery of such instance.

#### **4.2 Authority to Engage Outside Advisers**

The Committee has the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties and to set and pay the compensation for any advisors employed by the Committee.

#### **4.3 Authority Over Company Auditors**

In recognition of the fact that the independent auditors are ultimately accountable to the Committee, the Committee shall have the authority and responsibility to nominate for shareholder approval, evaluate, and where appropriate, replace the independent auditors and shall approve all audit engagement fees and terms and all non-audit engagements with the independent auditors. The Committee shall consult with management but shall not delegate these responsibilities.

### **5. ANNUAL PERFORMANCE EVALUATION**

The Committee will conduct and review with the Board an annual evaluation of the Committee's performance with respect to the requirements of this Charter. The evaluation should set forth the goals and objectives of the Committee for the upcoming year.

### **6. SPECIFIC DUTIES**

In carrying out its oversight responsibilities, the Committee will:

- (a) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- (b) Review with the Company's management and, as necessary, its external auditors and recommend to the Board the Company's quarterly and annual financial statements and management discussion and analysis that is to be provided to shareholders, stakeholders and the appropriate regulatory authorities, including any financial statement contained in a prospectus, information circular, registration statement or other similar document.
- (c) Review the Company's management annual and interim earnings press release before any public disclosure.
- (d) Recommend to the Board the external auditors to be nominated for the purposes of preparing or issuing an audit report or performing other audit's review or attest services and the compensation to be paid to the external auditors. The external auditors shall report directly to the Committee.
- (e) The Committee will annually review the qualifications, expertise and resources and the overall performance of external auditor and, if necessary, recommend to the

- Board the termination of the external auditor (and its affiliates), in accordance with the applicable securities laws.
- (f) Review with management the scope and general extent of the external auditors' annual audit. The Committee's review should include an explanation from the external auditors of the factors considered in determining the audit scope, including major risk factors. The external auditors should confirm to the Committee whether or not any limitations have been placed upon the scope or nature of their audit procedures.
  - (g) Be directly responsible for the oversight of the work of the external auditors, including the resolution of disagreements between management of the Company and the external auditors.
  - (h) Review with the Company's management and external auditors the Company's accounting and financial reporting controls. Obtain annually in writing from the external auditors their observations, if any, on significant weaknesses in internal controls as noted in the course of the auditor's work.
  - (i) Evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company and ensure that the external auditors discuss with the Committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.
  - (j) The Committee is to meet at least once annually, with the independent auditors, separately, without any management representatives present for the purpose of oversight of accounting and financial practices and procedures.
  - (k) Review with the Company's management and external auditors significant accounting and reporting principles, practices and procedures applied by the Company in preparing its financial statements. Discuss with the external auditors their judgment about the quality of the accounting principles used in financial reporting.
  - (l) Inquire as to the independence of the external auditors and obtain from the external auditors, at least annually, a formal written statement delineating all relationships between the Company and the external auditors and the compensation paid to the external auditors.
  - (m) At the completion of the annual audit, review with management and the external auditors the following:
    - i. The annual financial statements and related notes and financial information to be included in the Company's annual report to shareholders.
    - ii. Results of the audit of the financial statements and the related report thereon and, if applicable, a report on changes during the year in accounting principles and their application.
    - iii. Significant changes to the audit plan, if any, and any serious disputes or difficulties with management encountered during the audit. Inquire about the cooperation received by the external auditors during the audit, including all requested records, data and information.
    - iv. Inquire of the external auditors whether there have been any material disagreements with management, which, if not satisfactorily resolved, would cause them to issue a not standard report on the Company's financial statements.

- (n) Meet with management, to discuss any relevant significant recommendations that the external auditors may have, particularly those characterized as “material” or “serious”. Typically, such recommendations will be presented by the external auditors in the form of a Letter of Comments and Recommendations to the Committee. The Committee should review responses of management to the Letter of Comments and Recommendations from external auditors and receive follow-up reports on action taken concerning the aforementioned recommendations.
- (o) Have the sole authority to review in advance, and grant any appropriate pre-approvals, of all non-audit services to be provided by the independent auditors and, in connection therewith, to approve all fees and other terms of engagement. The Committee shall also review and approve disclosures required to be included in periodic reports filed with securities regulators with respect to non-audit services performed by external auditors.
- (p) Be satisfied that adequate procedures are in place for the review of the Company’s disclosure of financial information extracted or derived from the Company’s financial statements, and periodically assess the adequacy of those procedures.
- (q) Ensure that the management of the Company has designed, implemented, and is maintaining an effective system of internal financial controls.
- (r) Review and approve the Company’s hiring of partners, employees and former partners and employees of the present and past auditors.
- (s) Review with management and the external auditors the methods used to establish and monitor the Company’s policies with respect to unethical or illegal activities by the Company employees that may have a material impact in the financial statements.
- (t) The Committee will conduct an appropriate review of all proposed related party transactions to identify potential conflict of interest and disclosure situations. The Committee shall submit the related party transaction to the Board of Directors for approval by a majority of independent directors, excluding any director who is the subject of a related transaction, and implementation of appropriate action to protect the Company from potential conflicts of interest.
- (u) The Committee will, if required, prepare a report for the inclusion on the Company’s proxy statement for its annual meeting of stockholders describing the Committee’s structure, its Members and their experience and education. The report will address all issues then required by the rules of the regulatory authorities.
- (v) Review and approve the Company’s interim financial statements and related Management’s Discussion & Analysis (“MD&A”), including the impact of unusual items and changes in accounting principles and estimates.
- (w) Review the Company’s compliance with regulatory and statutory requirements as they relate to financial statements, tax matters, and disclosure of financial information.
- (x) Report regularly to the Board on the fulfillment of its duties and responsibilities.

## **7. COMPLAINT PROCEDURES**

The Committee shall establish procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;
- (b) the confidentiality, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

- (c) ensuring that significant findings and recommendations made by management and the external auditor are received and discussed on a timely basis;
- (d) the review of policies and procedures in effect for considering officers' expenses and perquisites; and
- (e) the performance of other oversight functions as requested by the Board.

The Committee must periodically review such procedures to ensure they are effective and ensure compliance by the Company with such procedures.

## **8. LIMITATIONS ON COMMITTEE'S DUTIES**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. These are the responsibility of management and the independent auditor. Nor is it the duty of the Committee to assure compliance with the laws and regulations.