



Compensation Committee Charter

(effective December 1, 2008)

The following Board Charter has been approved by the Board of Directors (the “**Board**”) of Canarc Resource Corp. (the “**Corporation**”).

1. Purpose of Compensation Committee

The Compensation Committee shall advise and make recommendations to the Board of Directors in its oversight role with respect to the Corporation’s strategy, policies and programs on the compensation and development of senior management and directors.

2. Composition

The Compensation Committee shall be comprised of a minimum of two directors, each of whom shall be unrelated and independent as determined by the Board of Directors in accordance with the applicable requirements of the laws governing the Corporation, the applicable stock exchanges on which the Corporation’s securities are listed and applicable securities regulatory authorities.

The members of the Compensation Committee shall be appointed by the Board of Directors annually and shall serve until their successors are duly appointed. The Board of Directors shall designate one member of the Compensation Committee as the chair of the Compensation Committee (the “Chair”), but if it fails to do so, then members of the Compensation Committee may designate the Chair by a majority vote of the full Compensation Committee membership.

3. Meetings

The Committee shall meet at least annually or more frequently as required. The Compensation Committee shall seek to act on the basis of consensus, but an affirmative vote of a majority of Members of the Compensation Committee participating in any meeting of the Compensation Committee shall be sufficient for the adoption of any resolution.

4. Duties and Responsibilities

The Compensation Committee's generally include, but are not restricted to, undertaking the following:

1. review and assess the adequacy of this Charter annually and, where necessary, recommend changes to this Charter;
2. review the adequacy and form of compensation of senior management and ensure that the compensation realistically reflects the risks and responsibilities of such positions;
3. review and recommend to the Board of Directors for approval policies relating to compensation of the Corporation's senior management and directors;
4. review the performance of the Corporation's senior management and recommend annually to the Board of Directors for approval the amount and composition of compensation to be paid to the Corporation's senior management;
5. review and approve the corporate goals and objectives relevant to Chief Executive Officer, President and Chief Financial Officer and other senior officer's compensation, as relevant, evaluate their performance in light of these goals and objectives and set their compensation based on this evaluation;
6. review and make recommendations to the Board of Directors with respect to bonuses, stock option and other incentive plans for the benefit of senior management;
7. oversee the administration of the Corporation's employee stock option plan for the benefit of directors, officers and employees of and services providers to the Corporation and its subsidiaries;
8. review the adequacy and form of the compensation of directors and ensure that the compensation realistically reflects the responsibilities and risks of such positions and fix the amount and composition of compensation to be paid to members of the Board of Directors and the committees thereof;
9. review and assess the design and competitiveness of the Corporation's compensation and benefit programs generally;
10. report to the Board of Directors on all other matters and recommendations made by the Compensation Committee;
11. follow the process established by it for all committees of the Board for assessing the performance of the Committee; and
12. exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board of Directors.

5. General

This Charter may from time to time be amended pursuant to regulatory rules, regulations and trends as required, subject to the approval of the Board.

Approved by the Board as of the date first written above.