

Form 45-106F6
British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;

Canarc Resource Corp. (the “Issuer”)

- the issuer’s website address; and

www.canarc.net

- the address, telephone number and email address of the issuer’s head office.

301-700 West Pender Street
Vancouver, BC V6C 1G8
Telephone: 604 685-9700
Email: info@canarc.net

B. If an underwriter is completing this report, state the following: N/A

- the full name of the underwriter;
- the underwriter’s website address; and
- the address, telephone number and email address of the underwriter’s head office.

Item 2: Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

The Issuer is a reporting issuer in the Provinces of British Columbia, Alberta, Saskatchewan, Ontario and Nova Scotia.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered. N/A

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ securitized products issuers

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☒ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table. N/A

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter. N/A

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
N/A			

Details of distribution

Item 5: Distribution date

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

March 3, 2016.

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

The Issuer distributed units (each a “Unit”) at a purchase price of \$0.09 per Unit. Each Unit consists of one common share of the Issuer and one-half of one non-transferable common share purchase warrant (each whole warrant, a “Warrant”). Each Warrant will entitle the holder thereof to purchase one additional common share of the Issuer (a “Warrant Share”) at an exercise price of \$0.12 per Warrant Share until March 3, 2019.

- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

The Issuer distributed 17,705,152 Units pursuant to the closing of the first tranche of its non-brokered private placement of Units completed on March 3, 2016. See “describe the type of security” under Item 6 above for a description of the convertible securities.

- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption. N/A

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder’s fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	6	\$0.09	\$329,300.00
Alberta	1	\$0.09	\$13,500.00
United States	6	\$0.09	\$188,653.77
Belize	1	\$0.09	\$201,060.00
Israel	1	\$0.09	\$225,000.00
Austria	1	\$0.09	\$4,500.00
Germany	2	\$0.09	\$39,999.96
Thailand	1	\$0.09	\$12,500.01
Paraguay	2	\$0.09	\$115,000.03

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Marshall Islands	1	\$0.09	\$449,999.91
Guatemala	1	\$0.09	\$13,950.00
Total number of Purchasers	23		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,593,463.68

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

Item 8: Information about purchasers

Instructions

- A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table. N/A
- B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete
- the following table for each purchaser that is not an individual, and
 - the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

- C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Mindat Research Inc. #301 – 700 West Pender St. Vancouver, BC V6C 1G8 Telephone #: 604.685.9700 Contact Person: Bradford Cooke	(I)	2,000,000 Units	\$180,000.00	s.2.5 of NI 45-106	2016-03-03
Marlin Gold Mining Ltd. #250 – 1199 West Hastings Street Vancouver, BC V6E 3T5 Telephone #: 604.671.0918 Contact Person: Scott Kelly	(I)	500,000 Units	\$45,000.00	s.2.3 of NI 45-106	2016-03-03
Palisade Capital Corp. New Horizon Building, Ground Floor 3 ½ Miles Philip S.W. Goldson Highway Belize City, Belize Telephone #: +301.744-8744 Contact Person: Collin Kettell	--	2,234,000 Units	\$201,060.00	BCI 72-503	2016-03-03
Mezzo Consulting Services S.A. Almacen 50, 5350 Independencia Guaira, Paraguay Telephone #: +174.206.2678 Contact Person: Siegmars Schöps	--	1,111,111 Units	\$100,000.00	BCI 72-503	2016-03-03
Concept Capital Management Ltd. Trust Company Complex Ajeltaek Rd, Ajeltake Isle. Majuro Marshall Islands, MH 96960 Telephone #: +011.497.021.74281 Contact Person: Bernd Hogel	--	4,999,999 Units	\$449,999.91	BCI 72-503	2016-03-03
Gold Seek LLC 8420 S. Continental Divide Rd #201 Littleton, CO 80127 USA Telephone #: +303.948.5265 Contact Person: Peter Spina	--	369,230 Units	\$33,230.70	BCI 72-503	2016-03-03

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Ruthless Industries Ltd. 137 Tuscany Springs Way, NW Calgary, AB T3L 2N4 Telephone #: 403.831.9911 Contact Person: Tom Bodrovics	--	150,000 Units	\$13,500.00	s.2.3 of NI 45-106	2016-03-03
TOTAL		11,364,340 Units	\$1,022,790.61		

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

- A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.
- B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
N/A						

Certificate

On behalf of the Issuer, I certify that the statements made in this report are true.

Date: March 11, 2016

CANARC RESOURCE CORP.

Name of Issuer (please print)

Philip Yee, CFO, 604.685.9700

Print name, title and telephone number of person signing

"Philip Yee"

Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Telephone: (604) 899-6500

Toll free across Canada: 1-800-373-6393

Facsimile: (604) 899-6581