

CANARC RESOURCE CORP.

Nominating Committee Charter

1. Purpose

The function of the Nominating Committee (the “Committee”) of Canarc Resource Corp. (the “Corporation”) is to identify individuals qualified to become board members and to select, or to recommend that the Board of Directors select, the director nominees for the next annual general meeting of stockholders, to oversee the selection and composition of committees of the Board of Directors, and to oversee management continuity planning processes and to carry out self evaluation.

2. Composition

The Committee shall consist of two or more members (each, a “Member”) of the Board of Directors, each of whom is determined by the Board of Directors to be “independent”, as defined in National Instrument 52-110 *Audit Committees* or any successor policy (“NI 52-110”), and 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.

3. Appointment and Removal

Each Member shall be appointed by the Board of Directors and shall serve until such Member’s successor is duly elected and qualified or until such Member’s earlier resignation or removal. The Members may be removed, with or without cause, by a majority vote of the Board of Directors.

4. Chairperson

Unless a Chairperson is elected by the full Board of Directors, the Members shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings.

5. Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

6. Meetings

The Committee shall meet as frequently as circumstances dictate, but not less than once every fiscal year. The Chairman of the Board or any Member may call meetings of the Committee. The Committee may invite to its meetings any director, member of management of the Corporation, and such other persons as it deems appropriate in order to carry out its responsibilities.

Members must be given 48 hours advance notice of each meeting, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by conference call. A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The chairperson will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by a written resolution signed by all Members.

7. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- i. Establish criteria for the selection of new directors to serve on the Board of Directors, taking into account at a minimum all applicable laws, rules, regulations and listing standards, a potential candidate's experience, areas of expertise and other factors relative to the overall composition of the Board of Directors;
- ii. Identify individuals believed to be qualified as candidates to serve on the Board of Directors, assess the competencies and skills of the identified individuals and reporting the results of that assessment to the Board of Directors, and select, or recommend that a majority of independent members of the Board of Directors select, the candidates for all directorships to be filled by the Board of Directors or by the shareholders at an annual or special meeting;
- iii. Monitor the orientation and continuing education program for directors, as applicable;
- iv. Review the Board of Director's committee structure and recommend to the Board of Directors to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and when appropriate, make recommendations regarding the removal of any member of any committee;
- v. Recommend members of the Board of Directors to serve as the Chair of the committees of the Board of Directors;
- vi. Oversee and approve the management continuity planning process. Annually review and evaluate the succession plans relating to the Chief Executive Officer and other executive officer positions and make recommendations to the Board of Directors with respect to the selection of individuals to occupy these positions. Succession planning should include policies and principles for the Chief Executive Officer and President selection and performance review as well as policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer or the President. The entire Board will work with the Nominating Committee to evaluate and nominate potential successors to the Chief Executive Officer and the President;
- vii. Develop, with the Board clear goals for the Chief Executive Officer and the President, which includes delineating management's responsibilities and the corporate goals and objectives that the Chief Executive Officer and the President are responsible for meeting. The evaluation should be based on criteria including performance of the business, accomplishment of long-term strategic objectives, the handling of extraordinary events and development of management. The criteria should ensure that the Chief Executive Officer's and the President's interests are aligned with the long-term interests of the Corporation's shareholders.
- viii. Develop and recommend to the Board of Directors for its approval an annual self-evaluation process of the Board of Directors and its committees. Based on the results of the annual evaluation, as well as on any other matters the Committee shall deem relevant, which should include a solicitation of comments from all directors and a report annually to the Board on the

results of this evaluation, the Committee shall make such recommendations to the Board of Directors regarding board processes, competencies and skills on the Board of Directors, and other items deemed appropriate to improve or ensure the effective functioning of the Board of Directors as the Committee shall from time to time deem advisable or appropriate.

- ix. Annually, and more frequently if appropriate, assess the independence and financial literacy (as those terms are defined in NI 52-110 or any successor policy) of the individual directors of the Corporation and report the results of that assessment to the Board of Directors.
- x. Perform any other activities consistent with this Charter, the Corporation's Articles and governing law as the Committee or the Board of Directors deem appropriate.

8. Advisors

The Committee shall have the authority to retain a search firm to assist in identifying director candidates, and retain outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

9. Reports and Performance Review

The Committee shall report its actions and any recommendations to the Board of Directors after each Committee meeting and shall conduct and present to the Board of Directors an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.

10. Disclosure of Charter

This Charter will be made available in accordance with applicable rules and regulations.

11. 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.