

**CERTIFICATE**  
**(Section 2.20 of National Instrument 54-101)**

To: British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Financial Services Commission  
Ontario Securities Commission  
Nova Scotia Securities Commission

I, Scott Eldridge, Chief Executive Officer of Canarc Resource Corp. (the "Corporation"), hereby certify that the Corporation is relying on section 2.20 of NI 54-101 to abridge the time prescribed in subsections 2.2(1) and 2.5(1) of NI 54-101 and that the Corporation has:

- (a) arranged to have proxy-related materials for the Corporation's annual and special meeting of shareholders to be held on Thursday, June 27, 2019 (the "Meeting") to be sent in compliance with National Instrument 54-101 ("NI 54-101") to all beneficial owners at least 21 days before the date fixed for the Meeting; and
- (b) arranged to have carried out all of the requirements of NI 54-101 in addition to those described in subparagraph (a).

DATED as of the 23rd day of May, 2019.

**CANARC RESOURCE CORP.**

Per: "*Scott Eldridge*"

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**SCOTT ELDRIDGE**  
Chief Executive Officer