

Jaguar Mining Inc  
Form F-1  
July 30, 2014

**As publicly filed with the Securities and Exchange Commission on July 30, 2014**

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM F-1**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Jaguar Mining Inc.**

**(Exact name of Registrant as specified in its charter)**

**Ontario, Canada**

**1040**

**98-0396253**

**(Primary Standard Industrial**

**(State or other jurisdiction of**

**Classification Code Number)**

**(I.R.S. Employer**

**incorporation or organization)**

**67 Yonge Street, Suite 1203  
Toronto, Ontario, Canada, M5E 1J8  
(647) 494-5524**

**Identification Number)**

**(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)**

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*Copies to:*

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Norton Rose Fulbright Canada LLP  
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Toronto, Ontario M5J 2Z4, Canada**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	<b>Amount to be registered<sup>(1)</sup></b>	<b>Proposed maximum offering price per share<sup>(2)</sup></b>	<b>Proposed maximum aggregate offering price<sup>(1)(2)</sup></b>	<b>Amount of registration fee<sup>(3)</sup></b>
Common shares, no par value to be sold by selling shareholders	67,767,975	\$ 0.76	\$ 51,503,661	\$ 6,633.67

The shares will be offered for resale by the selling shareholders pursuant to the shelf prospectus contained herein.

<sup>(1)</sup> Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this registration statement shall be deemed to cover additional securities that may be offered or issued to prevent dilution resulting from splits, dividends or similar transactions.

<sup>(2)</sup> Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the bid and asked prices on July 30, 2014, as reported on the TSX Venture Exchange.

<sup>(3)</sup> Calculated at a rate of \$128 per \$1,000,000 of the proposed maximum aggregate offering price.

**The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the U.S. Securities and Exchange Commission, acting pursuant to such Section 8(a), may determine.**

Registration No. 333-

**The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the U.S. Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.**

**Subject to Completion  
Preliminary Prospectus dated July 30, 2014**

**PROSPECTUS**

**67,767,975 Common Shares**

JAGUAR MINING INC.  
(Incorporated in Canada)

This prospectus relates to the sale of up to 67,767,975 shares of our common shares, no par value, by the selling shareholders listed in the table under "Selling Shareholders." Throughout this prospectus, we refer to our common shares, no par value, as "common shares."

We will not receive any proceeds from the sale of the shares offered by the selling shareholders.

The selling shareholders may offer the shares from time to time through public or private transactions at prices related to prevailing market prices, or at privately negotiated prices. Additional information on the selling shareholders, and how they may sell the shares registered hereby, is provided under "Selling Shareholders" and "Plan of Distribution."

Our common shares are listed in Canada on the TSX Venture Exchange, under the symbol “JAG.” The last reported closing price of our common shares on the TSX Venture Exchange was CAD\$0.81 on July 29, 2014.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

**Investing in our common shares involves risks. See “Risk Factors” beginning on page 7 of this prospectus.**

The date of this prospectus is July , 2014.

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This prospectus is part of a shelf registration statement that we have filed with the Securities and Exchange Commission (the “SEC”) using a “shelf” registration process. Under this shelf registration process, the selling shareholders may, from time to time, offer and sell the common shares described in this prospectus in one or more offerings up to a total of 67,767,975 common shares. No shares are being registered hereunder for sale by Jaguar.

Neither we nor the selling shareholders have authorized anyone to provide any information other than that contained in this prospectus or in any free writing prospectus prepared by or on behalf of us or to which we may have referred you. Neither we nor the selling shareholders take any responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. Neither we nor the selling shareholders have authorized any other person to provide you with different or additional information, and neither of us are making an offer to sell the common shares in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus, regardless of the time of delivery of the prospectus or any sale of the common shares.

For investors outside of the United States, neither we nor the selling shareholders have done anything that would permit the offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. You are required to inform yourselves about and to observe any restrictions relating to the offering and the distribution of this prospectus outside of the United States.

## MARKET AND INDUSTRY DATA

This prospectus includes information with respect to industry and market conditions from third-party sources or that is based upon estimates using such sources when available. We believe that such information and estimates are reasonable and reliable. We also believe the information extracted from publications of third party sources has been accurately reproduced. However, we and the selling shareholders have not independently verified any of the data from third-party sources, nor have we or the selling shareholders ascertained the underlying economic assumptions relied upon therein. In addition, this prospectus includes data that we have prepared primarily based on our knowledge of the industry in which we operate, and unless otherwise noted, internal analysis and estimates may not have been verified by independent sources. Our estimates, in particular as they relate to our general expectations, involve risks and uncertainties and are subject to change based on various factors, including those discussed in the section entitled “Risk Factors.”

CAUTIONARY NOTE TO U.S. INVESTORS REGARDING MINERAL RESOURCE AND  
MINERAL RESERVE ESTIMATES

As used in this prospectus, the terms “Mineral Reserve,” “Proven Mineral Reserve” and “Probable Mineral Reserve” are Canadian mining terms defined in accordance with National Instrument 43–101 (*Standards of Disclosure for Mineral Projects*) (“NI 43–101”) and the Canadian Institute of Mining, Metallurgy and Petroleum (the “CIM”) standards. These definitions differ from the definitions in SEC Industry Guide 7 under the U.S. Securities Act. Under SEC Industry Guide 7, a Mineral Reserve is defined as that part of a mineral deposit which could be economically and legally extracted or produced at the time the reserve determination is made. The terms “Mineral Resource,” “Measured Mineral Resource,” “Indicated Mineral Resource” and “Inferred Mineral Resource” are defined in and required to be used by NI 43–101. However, these terms are not defined terms under SEC Industry Guide 7. Investors are cautioned not to assume that all, or any part of a mineral deposit in these Mineral Resources categories will ever be converted into Mineral Reserves. “Measured Mineral Resources,” “Indicated, Mineral Resources” and “Inferred Mineral Resources” have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all, or any part, of a Measured, Indicated Mineral or an Inferred Mineral Resource will ever be upgraded to a Proven or Probable Reserve Category. Under Canadian rules, estimates of Inferred Mineral Resources may not form the basis of feasibility or preliminary feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an Inferred Mineral Resource exists or is economically or legally mineable. Disclosure of “contained ounces” in a resource is permitted disclosure under Canadian regulations. However, the SEC normally only permits issuers to report mineralization that does not constitute “reserves” by SEC standards as in place tonnage and grade without reference to unit measures. Accordingly, information contained in this prospectus and the exhibits filed herewith or incorporated by reference herein contain descriptions of our mineral deposits that may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under U.S. federal securities laws and the rules and regulations promulgated thereunder. Further, the term “mineralized material” as used in this prospectus does not indicate “reserves” by SEC standards. We cannot be certain that mineralized material will ever be confirmed or converted into SEC Industry Guide 7 compliant “reserves.” Investors are cautioned not to assume that mineralized material will ever be confirmed or converted into reserves or that mineralized material can be economically or legally extracted. Please see the section titled “Business – Business of the Company – United States and Canadian Reporting Definition Differences For Mineral Properties” for more information.

## SUMMARY

The following summary highlights certain information contained elsewhere in this prospectus and is qualified in its entirety by the more detailed information and consolidated financial statements included elsewhere in this prospectus. Because this is a summary, it may not contain all of the information that is important to you in making a decision to invest in our common shares. Before making an investment decision, you should carefully read the entire prospectus, including the “Risk Factors” and “Important Information and Cautionary Statement Regarding Forward-Looking Statements” sections. You should also read carefully the consolidated financial statements and notes thereto and the other information about us that is contained in this prospectus, as well as our annual report on Form 20-F for the fiscal year ended December 31, 2013 filed with the Securities and Exchange Commission on May 15, 2014.

Unless the context indicates otherwise, when we refer to “we,” “our,” “us,” “Jaguar,” and “the Company” for purposes of this prospectus, we are referring to Jaguar Mining Inc. and its consolidated subsidiaries.

### Overview

Jaguar Mining Inc. is a gold mining company engaged in gold production and in the acquisition, exploration, development and operation of gold mineral properties in Brazil. Jaguar plans to grow organically through the expansion of its existing operations and the advancement of its exploration properties. In addition, Jaguar may consider the acquisition and subsequent exploration, development and operation of other gold properties.

For the years ended December 31, 2013, 2012 and 2011, Jaguar sold approximately 94,850 oz., 103,676 oz. and 155,525 oz. of gold and generated revenues of \$134.1 million, \$172.4 million and \$243.1 million for the periods, respectively. Please see the section titled "Management's Discussion And Analysis Of Financial Condition And Results Of Operations" and the financial statements located after the text of this prospectus.

### Jaguar's Resources and Production

In March 2014, Jaguar completed an internal reconciliation of its Mineral Resources and Reserves (the "Reconciliation"). The Reconciliation was prepared by the Company's technical services team under the supervision of Wilson Miola, Jaguar's Director of Engineering. Mr. Miola is a Qualified Person in accordance with NI 43-101. Please read the below in conjunction with our "Cautionary Note to U.S. Investors regarding Mineral Resource and Mineral

Reserve Estimates.”

Based on the Reconciliation, as of December 31, 2013, through its wholly-owned subsidiaries, Mineração Serras do Oeste Ltda. (“MSOL”), Mineração Turmalina Ltda. (“MTL”) and MCT Mineração Ltda. (“MCT”), Jaguar has interests in, and controls the mineral rights, concessions and licenses to the mineral resources and reserves set forth below. Jaguar’s Mineral Resources are (i) Measured and Indicated Mineral resources of 167,607,470 tonnes with an average grade of 1.19 grams per tonne containing 6,392,430 ounces of gold and (ii) Inferred Mineral resources of 20,743,340 tonnes with an average grade of 2.03 grams per tonne containing 1,352,640 ounces of gold. Jaguar’s Proven and Probable Mineral Reserves, which are included in the Measured and Indicated Mineral Resource figure above, are 69,309,920 tonnes with an average grade of 1.24 grams per tonne containing 2,767,690 ounces of gold. For more detailed information, please see the section titled “Business – Mineral Properties – Summary Mineral Resource and Mineral Reserve Estimates” below.

#### Jaguar’s Properties

Jaguar’s has two primary operating mining complexes: Turmalina and Caeté, both of which are located in or adjacent to the Iron Quadrangle region of Brazil, a greenstone belt located east of the city of Belo Horizonte in the state of Minas Gerais. Jaguar’s portfolio also includes the Gurupi Project in the state of Maranhão, the Pedra Branca Project in the state of Ceará and the Paciência operation, which has been on care and maintenance since May 2012.

## Turmalina

The Turmalina mining complex is comprised of 4,908 hectares of mining and exploration concessions. Jaguar acquired the Turmalina property and associated mining concessions from AngloGold Ashanti Ltd on September 30, 2004.

Based on the Reconciliation, as of December 31, 2013, Turmalina has an estimated 5,948,640 tonnes of Measured and Indicated Mineral Resources at an average grade of 4.07 grams per tonne totaling 777,580 ounces of gold and 3,201,310 tonnes of Inferred Mineral Resources at an average grade of 3.00 grams per tonne totaling 309,250 ounces of gold. As of early-2011, all ore bodies are being mined using the “cut-and-fill” method and ore produced at the Turmalina Mine was transported to the adjacent 1,800 tonnes per day Turmalina Plant. The cut-and-fill method allows for mining selectivity during ore breaking, high recovery, and stability of openings and of the mine as a whole. It also improves environmental conditions by reducing the amount of waste and tailings disposed on the surface.

## Caeté

The Caeté mining complex, which includes the Pilar and Roça Grande mines and the Caeté Plant is comprised of 9,190 hectares of mining and exploration concessions. In December 2003, Jaguar acquired the Santa Bárbara property, which includes the Pilar mineral concessions, from Vale. In November 2005, Jaguar entered into a mutual exploration and option agreement with Vale with respect to seven concessions, known as the Roça Grande concessions, located on 9,500 acres of highly prospective gold properties along 25 kilometers of a key geological trend in the Iron Quadrangle. The contract between Jaguar and Vale provided Jaguar with the exclusive right over a 28 month period beginning November 28, 2005 to explore and conduct feasibility studies and to acquire gold mining rights in the Vale properties if the studies supported economical mining operations. The contract granted corresponding rights for Vale to explore the Jaguar property for iron and acquire mineral rights in the property during a three-year period. In November 2007, Jaguar notified Vale of its intent to exercise the option to acquire all seven Roça Grande concessions. The final transfers of the Roça Grande concessions to Jaguar were concluded in December 2010 and August 2011.

Based on the Reconciliation, as of December 31, 2013, Caeté has an estimated 13,885,310 tonnes of Measured and Indicated Mineral Resources at an average grade of 3.5 grams per tonne totaling 1,564,610 ounces of gold and 7,642,990 tonnes of Inferred Mineral Resources at an average grade of 2.75 grams per tonne totaling 675,870 ounces of gold. Caeté’s mining complex is composed of two underground mines (Roça Grande and Pilar) that primarily utilize the “cut-and-fill” mining method as well as sublevel stoping in some areas.



The following table sets forth the ore processed and gold produced at the Turmalina and Caeté operations for the twelve months ended December 31, 2013.

	Ore Processed (Tonnes)	Gold Production (Ounces)
Turmalina	467,608	43,425
Caeté	625,000	52,170
Total capital spending	1,092,608	95,595

### Corporate History and Information

Jaguar was incorporated on March 1, 2002 pursuant to the *Business Corporations Act* (New Brunswick). Jaguar was continued into Ontario in October 2003 pursuant to the *Business Corporations Act* (Ontario) (the “OBCA”) and currently is a corporation existing under the laws of Ontario. On October 9, 2003, pursuant to an amalgamation agreement dated July 16, 2003, Jaguar amalgamated with Rainbow Gold Ltd. (“Rainbow”), a New Brunswick corporation and a then inactive reporting issuer listed on the TSX Venture Exchange (the “TSXV”), through a reverse take-over. The amalgamated entity adopted the name “Jaguar Mining Inc.”

On December 23, 2013, Jaguar filed for creditor protection (the “CCAA Proceedings”) under the *Companies’ Creditors Arrangement Act* (Canada) (the “CCAA”) in the Ontario Superior Court of Justice (Commercial List) (the “Court”). The CCAA Proceedings were commenced in order to implement a recapitalization transaction through a plan of compromise and arrangement (as amended, supplemented or restated from time to time, the “CCAA Plan”). On April 23, 2014, Jaguar announced that it had successfully implemented the CCAA Plan with an effective date of April 22, 2014.

Jaguar’s principal administrative office is located at Rua Levindo Lopes 323, Funcionários, Belo Horizonte, Minas Gerais, CEP 30140-170, Brazil and its telephone number is 55 31 3232-7100. Jaguar’s registered office is located at 67 Yonge Street, Suite 1203, Toronto, Ontario M5E 1J8, Canada, and its telephone number is 647-494-5524. Jaguar’s website address is [www.jaguarmining.com](http://www.jaguarmining.com). Information on Jaguar’s website and the websites linked to it do not constitute part of this prospectus or the registration statement to which this prospectus forms a part. Our agent for service of process in the United States is Bill Glahn of McLane, Graf, Raulessen & Middleton, which has a principal place of business at 900 Elm St., Manchester, NH 03105-0326.



The following chart summarizes our corporate structure as of the date of this prospectus:

## Risk Factors

Investing in our common shares involves substantial risk. The risks described under the heading “Risk Factors” immediately following this summary may cause us not to realize the full benefits of our strengths or may cause us to be unable to successfully execute all or part of our strategy. Some of the more significant challenges include the following:

- Jaguar’s potential failure to profitably exploit mineral deposits;
- Jaguar’s lack of profitable operations in recent periods;
- Jaguar’s susceptibility to fluctuations in currency exchange rates;
- The highly competitive market for new mining properties may hinder Jaguar’s growth;
- Jaguar’s exposure to labor disruptions, changing labor and employment regulations and labor claims;
- Jaguar’s ability to successfully transition its new management team; and
  - Increases in energy costs or the interruption of Jaguar’s energy supply.

You should carefully consider all of the information included in this prospectus, including matters set forth under the headings “Risk Factors” and “Important Information and Cautionary Statement Regarding Forward-Looking Statements,” before deciding to invest in our common shares.



## THE OFFERING

Unless otherwise indicated, all information in this prospectus is based on 111,111,038 shares outstanding as of July 30, 2014.

Issuer	Jaguar Mining Inc.
Common shares offered for resale by the selling shareholders	67,767,975 common shares.
Shares outstanding immediately prior to this offering	111,111,038
Shares outstanding immediately after this offering if the selling shareholders sell all of their shares	111,111,038
Voting rights	Our common shares have one vote per share.
Use of proceeds	We will not receive any proceeds from the sale of our common shares by the selling shareholders. The selling shareholders will receive all of the net proceeds and bear all commissions and discounts, if any, from the sale of our common shares pursuant to this prospectus. Please see the sections titled “Use of Proceeds” and “Selling Shareholders.”
Dividend policy	Jaguar has paid no dividends on its common shares since incorporation and does not anticipate doing so in the foreseeable future. Payment of any future dividends will be at the discretion of the board of directors of the Company. Please see the section titled “Dividend Policy.”
Listing	Our common shares are not listed for trading in the United States and are listed in Canada on the TSX Venture Exchange.
Tax considerations	See the section titled “Material Tax Consequences.”
Risk factors	See “Risk Factors” and other information included in this prospectus for a discussion of factors you should consider before deciding to invest in our common shares.



## Summary Consolidated Historical Financial Data

The following table sets forth our summary historical combined and consolidated financial and other data.

The summary consolidated historical financial data for the three month period ending March 31, 2013 and the fiscal years ended December 31, 2013, 2012 and 2011 are derived from the audited consolidated financial statements included in this prospectus. The summary consolidated historical financial data for the three month period ended March 31, 2014 is derived from the unaudited interim condensed consolidated financial statements included in this prospectus.

The information presented below should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and the consolidated financial statements and the related notes thereto. Pursuant to SEC Release No. 33-8879 “Acceptance from Foreign Private Issuers of Financial Statements Prepared in Accordance with International Reporting Standards Without Reconciliation to U.S. GAAP,” the Company includes selected financial data prepared in compliance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) without reconciliation to U.S. GAAP. For a discussion of the basis of preparation, see Notes 1 and 3 to our unaudited interim consolidated financial statements and audited consolidated financial statements, respectively.

	3 month period ended March 31, 2014	3 month period ended March 31, 2013	Year ended December 31, 2013	Year ended December 31, 2012	Year ended December 31, 2011
(\$USD in ‘000’s except per share amounts)					
Gold sales	31,100	41,170	134,140	172,430	243,137
Gross profit	1,087	10,382	12,786	6,143	43,352
Net income (loss)	(15,755 )	(6,926 )	(249,307 )	(84,537 )	(65,623 )
Weighted average shares	86,396,356	84,906,423	85,715,349	84,409,569	84,386,569
Basic income (loss) per share	(0.18 )	(0.08 )	(2.91 )	(1.00 )	(0.78 )
Diluted income (loss) per share	(0.18 )	(0.08 )	(2.91 )	(1.00 )	(0.78 )
Net assets	(109,582 )	147,547	(93,559 )	153,803	237,809
Total assets	285,372	504,564	294,788	503,875	660,666
Capital stock	371,077	370,603	371,077	370,043	370,043



## RISK FACTORS

You should carefully consider the risks described below and in the other sections of, and the documents we have incorporated by reference into, this prospectus, when deciding whether to purchase our common shares. The risks and uncertainties described below and in the documents we have incorporated by reference into this prospectus are not the only ones we face. Additional risks and uncertainties that we are not aware of or that we currently believe are immaterial may also adversely affect our business, financial condition, results of operations, and our liquidity. Our business, financial condition, or results of operations could be materially adversely affected by any of these risks. The trading price of our common shares could decline due to any of these risks, and you may lose all or part of your investment.

This prospectus contains forward-looking statements that involve risks and uncertainties. See “Important Information and Cautionary Statement Regarding Forward-Looking Statements.” Our actual results could differ materially and adversely from those anticipated in these forward-looking statements.

### Risks Relating to Jaguar’s Business

Jaguar’s operations involve exploration and development and there is no guarantee that any such activity will result in commercial production of mineral deposits.

The proposed programs on the exploration properties in which Jaguar holds an interest are exploratory in nature and such properties do not host known bodies of commercial ore. Development of these mineral properties is contingent upon, among other things, obtaining satisfactory exploration results. Mineral exploration and development involves substantial expenses related to locating and establishing mineral reserves, developing metallurgical processes and constructing mining and processing facilities at a particular site. It also involves a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to adequately mitigate. Few properties which are explored are ultimately developed into producing mines, and there is no assurance that commercial quantities of ore will be discovered on any of Jaguar’s exploration properties. There is also no assurance that, even if commercial quantities of ore are discovered, a mineral property will be brought into commercial production, or if brought into production, that it will be profitable. The discovery of mineral deposits is dependent upon a number of factors including the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit is also dependent upon, among a number of other factors, its size, grade and proximity to infrastructure, current metal prices, and government regulations, including regulations relating to required permits, royalties, allowable production, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but any one of these factors or the combination of any of these factors may prevent Jaguar from receiving an adequate return on invested capital. In addition, depending on the type of mining operation involved, several years can elapse from the initial phase of drilling until commercial operations are commenced. Some ore reserves may become unprofitable to develop if there are unfavorable long-term market price

fluctuations in gold, or if there are significant increases in operating or capital costs. Most of the above factors are beyond Jaguar's control, and it is difficult to ensure that the exploration or development programs proposed by Jaguar will result in a profitable commercial mining operation.

The results of Jaguar's Gurupi feasibility study remain subject to many risks relating both to that project and mining operations generally.

Jaguar's decision to develop a mineral property is typically based on the results of a feasibility study. Jaguar has completed feasibility study work which outlines Mineral Reserves for the Gurupi Project in accordance with NI 43-101. Feasibility studies estimate the anticipated project economic returns. These estimates are based on assumptions regarding, among other things:

- future gold prices;
- future foreign currency exchange rates;
- anticipated tonnages, grades and metallurgical characteristics of ore to be mined and processed;

· anticipated recovery rates of gold extracted from the ore; and

· anticipated capital expenditure and cash operating costs.

Actual cash operating costs, production and economic returns may differ significantly from those estimated by such studies. Operating costs and capital expenditure are driven to a significant extent by the costs of the commodity inputs, including the cost of fuel and chemical reagents, consumed in mining activities. In addition, there are a number of uncertainties inherent in the development and construction of any new mine, including the timing and cost of the construction of mining and processing facilities (which can be considerable), the availability and cost of skilled labor, power, water and transportation facilities, and the availability and cost of appropriate smelting and refining arrangements, the ability to obtain necessary environmental and other governmental permits and the time to obtain such permits, and the availability of funds to finance construction and development activities.

These estimates used in Jaguar's feasibility studies depend upon the data available and the assumptions made at the time the relevant estimate is made. Ore reserve estimates are not precise calculations and depend on the interpretation of limited information on the location, shape and continuity of the occurrence and on the available sampling results. Further exploration and feasibility studies can result in new data becoming available that may change previous ore reserve estimates which will impact upon both the technical and economic viability of production from the relevant mining project. Changes in the forecast prices of commodities, exchange rates, production costs or recovery rates may change the economic status of mineral reserves resulting in revisions to previous ore reserve estimates. These revisions could impact depreciation and amortization rates, asset-carrying values provisions for closedown, restoration and environmental clean-up costs.

Fluctuations in currency exchange rates may adversely affect Jaguar's financial position and results of operations.

Fluctuations in currency exchange rates, particularly operating costs denominated in currencies other than U.S. dollars, may significantly impact Jaguar's financial position and results of operations. Jaguar generally sells its gold based on a U.S. dollar price, but a major portion of Jaguar's operating expenses are incurred in non-U.S. dollar currencies. In addition, the appreciation of the Brazilian Real against the U.S. dollar has and could further increase the dollar costs of gold production at Jaguar's mining operations in Brazil, which could materially and adversely affect Jaguar's earnings and financial condition.

Competition for new mining properties may prevent Jaguar from acquiring interests in additional properties or mining operations.

The gold mining industry is intensely competitive. Significant and increasing competition exists for gold and other mineral acquisition opportunities throughout the world. Some of the competitors are large, more established mining companies with substantial capabilities and greater financial resources, operational experience and technical capabilities than Jaguar. As a result of this competition, Jaguar may be unable to acquire rights to additional attractive mining properties on terms it considers acceptable. Increased competition could adversely affect Jaguar's ability to attract necessary capital funding or acquire an interest in additional operations that would yield reserves or result in commercial mining operations.

Jaguar relies on its new management team and key personnel, and there is no assurance that such persons will fully transition into their respective new positions, remain at Jaguar, or that it will be able to recruit skilled individuals.

In connection with the implementation of the CCAA Plan on April 22, 2014, Jaguar has reconstituted its board of directors (the "Board" or the "Board of Directors") with three new directors and appointed a new chief executive officer and chief financial officer. Jaguar will be relying heavily on its new management team. If these new management members are unable to successfully transition into their respective positions, our operations will be adversely affected. Jaguar does not maintain "key man" insurance. Recruiting and retaining qualified personnel is critical to Jaguar's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for the services of such persons is intense. In addition, as Jaguar's business activity grows, it may require additional key financial, administrative, technical and mining personnel. The failure to attract and/or retain such personnel to manage growth effectively could have a material adverse effect on Jaguar's business, prospects, financial condition and results of operations.

Actual capital costs, operating costs, production and economic returns may differ significantly from those estimated by Jaguar and there can be no assurance that any future development activities will result in profitable mining operations.

Capital and operating costs, production and economic returns, and other estimates contained in the feasibility studies for Jaguar's projects may differ significantly from those anticipated by Jaguar's current studies and estimates, and there can be no assurance that Jaguar's actual capital and operating costs will not be higher than currently anticipated. In addition, delays to construction schedules may negatively impact the net present value and internal rates of return of Jaguar's mineral properties as set forth in the applicable feasibility studies.

Increases in energy costs or the interruption of Jaguar's energy supply may adversely affect Jaguar's results of operations.

Jaguar's operations are energy intensive and rely upon third parties for the supply of the energy resources consumed in its operations. The prices for and availability of energy resources may be subject to change or curtailment, respectively, due to, among other things, new laws or regulations, imposition of new taxes or tariffs, interruptions in production by suppliers, worldwide price levels and market conditions. In addition, in recent years, the price of oil has risen dramatically due to a variety of factors. Disruptions in supply or increases in costs of energy resources could have a material adverse impact on Jaguar's financial condition and the results of operations.

There can be no assurance that the interests held by Jaguar in its properties are free from defects.

Jaguar's properties may be subject to prior recorded and unrecorded agreements, transfers or claims, and title may be affected by, among other things, undetected defects. Title insurance is generally not available for mineral properties, and Jaguar's ability to ensure that it has obtained a secure claim to individual mining properties or mining concessions may be severely constrained. Jaguar has not conducted surveys of all of the claims in which it holds direct or indirect interests. A successful challenge to the precise area and location of these claims could result in Jaguar being unable to operate on its properties as permitted or being unable to enforce its rights with respect to its properties. No assurance can be given that Jaguar's rights will not be revoked or significantly altered to its detriment. There can also be no assurance that its rights will not be challenged or impugned by third parties.

Jaguar is exposed to risks of changing political stability and government regulation in the country in which it operates.

Jaguar holds mineral interests in Brazil that may be affected in varying degrees by political instability, government regulations relating to the mining industry and foreign investment therein, and the policies of other nations in respect of Brazil. Any changes in regulations or shifts in political conditions are beyond Jaguar's control and may adversely affect its business. Jaguar's operations may be affected in varying degrees by government regulations, including those with respect to restrictions on production, price controls, export controls, various taxes (including income, mining, withholding, and indirect taxes), expropriation of property, employment, land use, water use, environmental legislation and mine safety. The regulatory environment is in a state of continuing change, and new laws, regulations and requirements may be retroactive in their effect and implementation. Jaguar's operations may also be adversely affected in varying degrees by political and economic instability, economic or other sanctions imposed by other nations, terrorism, military repression, crime, extreme fluctuations in currency exchange rates and high inflation.

Jaguar is subject to significant governmental regulations.

Jaguar's mining and exploration activities are subject to extensive local laws and regulations. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities, who may require operations to cease or be curtailed, or corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation of such requirements, could have a material adverse impact on Jaguar and cause increases in capital expenditures or production costs or reductions in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Jaguar's operations are subject to numerous governmental permits, which are difficult to obtain, and it may not be able to obtain or renew all of the permits it requires, or such permits may not be timely obtained or renewed.

Government approvals and permits are sometimes required in connection with Jaguar's operations. Although Jaguar believes it has all of the material approvals and permits to carry on its operations, Jaguar may require additional approvals or permits or may be required to renew existing approvals or permits from time to time. Obtaining or renewing approvals or permits can be a complex and time-consuming process. There can be no assurance that Jaguar will be able to obtain or renew the necessary approvals and permits on acceptable terms, in a timely manner, or at all. To the extent such approvals are required and not obtained, Jaguar may be delayed or prohibited from proceeding with planned exploration, development or mining of mineral properties.

Under current regulations, all exploration activities that the Company undertakes through its subsidiaries must be carried out on valid exploration licenses or prospecting permits issued by the DNPM, a department of the Brazilian federal government. The DNPM is responsible for the administration of all mining and exploration licenses, and prospecting permits. According to local regulations, Jaguar must submit a final exploration report before the expiry date of any license or permit, which is usually three years from the date of grant. However, Brazilian mining laws and regulations are currently undergoing a restructuring, and draft legislation to this effect has been submitted to the federal legislature for review and approval. The effects of this restructuring will, if adopted, be far-reaching in the ways that mining rights can be acquired and maintained in the country.

Current proposals include an auction process for new licenses, minimum expenditures designed to eliminate the "warehousing" of mining permits and licenses as well as new fee schedules. They also provide for land owner participation where applicable. It is the Company's understanding, based on consultations with local counsel, that licenses currently held in good standing will be grandfathered and not subject to certain requirements of the proposed new regime. Production from the Company's mines results in a 1% royalty fee payment to the Brazilian government (the "CFEM"), on the value of the ore produced, in the amount of US\$1.3 million for the financial year ended December 31, 2013. However, and as mentioned above, the Brazilian government is currently considering the adoption of new mining legislation which would include increases in the CFEM royalties.

Environmental permits are granted for one to two year periods and all local agencies have the right to monitor and evaluate compliance with the issued permits. Any changes to the exploration activities that result in a greater environmental impact require approval.

The work the Company carries out on its exploration licenses is largely restricted to drilling and ancillary activities associated with the drilling programs (i.e., low impact road construction, drilling stations). As such, the reclamation costs in respect of drilling activities are not material to the Company and are factored into the budget for exploration programs.

Jaguar is subject to substantial environmental laws and regulations that may increase its costs and restrict its operations.

All phases of Jaguar's operations are subject to environmental regulations in the jurisdictions in which it operates. These laws address emissions into the air, discharges into water, management of waste and hazardous substances, protection of natural resources and reclamation of lands disturbed by mining operations. Environmental legislation is evolving in a manner that will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. Compliance with environmental laws and regulations may require significant capital outlays and may cause material changes or delays in, or the cancellation of, Jaguar's intended activities. There can be no assurance that future changes in environmental regulation, if any, will not be materially adverse to Jaguar's operations.