



29 October 2009

Australian Securities Exchange  
Company Announcements Office

## JAGUAR MINERALS LTD (ASX:JAG) NON-RENOUNCEABLE ENTITLEMENT OFFER

Jaguar Minerals Ltd ("Jaguar" or the "Company") are pleased to announce that it will be offering eligible shareholders (being holders of ordinary fully paid shares) the opportunity to acquire fully paid ordinary shares (New Shares) in the capital of the Company via a non-renounceable Rights Offer (Rights Offer) on the basis of 1 New Share for every 2 shares held on the record date of 11 November 2009 (Record Date).

New shares under the Rights Offer will be offered at \$0.025 per Share. The number of shares which will be issued under the Rights Offer is approximately 38,968,000 New Shares to raise approximately \$974,200 before issue costs.

The proposed timetable for the Rights Issue is set out below.

KEY EVENT	DATE
ASX Announcement of Rights Issue	19 October 2009
Lodgement of Prospectus	29 October 2009
Application to ASX for issue of New Shares and New Options	29 October 2009
Notice of Issue sent to Eligible Shareholders	30 October 2009
<b>Shares trade "ex-entitlement"</b>	<b>05 November 2009</b>
Record Date to determine Entitlements under the Rights Issue	11 November 2009
Prospectus and Entitlement and Acceptance Form dispatched	13 November 2009
<b>Closing Date for acceptances</b>	<b>04 December 2009</b>
Securities quoted on a deferred settlement basis	07 December 2009
Notify ASX of under-subscriptions	09 December 2009
Dispatch of shareholding statements for New Shares	14 December 2009

Documents attached to this announcement in relation to the Rights Offer:

1. Appendix 3B
2. Non-Renounceable Entitlements Issue and Acceptance Form;
3. Letter to Shareholders
4. Letter to Option Holders (2).

For and on behalf of  
**JAGUAR MINERALS LTD**

A handwritten signature in black ink, appearing to read 'Lynton McCreery', written in a cursive style.

Lynton McCreery  
Company Secretary

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

**Jaguar Minerals Limited**

ACN

107 159 713

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |                                  |
|---|--|----------------------------------|
| 1 | +Class of +securities issued or to be issued   | Ordinary Shares                  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | Up to 38,968,000 ordinary shares |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Ordinary fully paid shares       |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>i) Yes</p>							
<p>5 Issue price or consideration</p>	<p>\$0.025 per share</p>							
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To raise additional working capital to further develop the Company's projects.</p>							
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p>Proposed date 14 December 2009</p>							
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td>116,904,000</td> <td>Ordinary Shares</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	116,904,000	Ordinary Shares	<table border="1"> <thead> <tr> <th><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td>Ordinary Shares</td> </tr> </tbody> </table>	<sup>+</sup> Class	Ordinary Shares
Number	<sup>+</sup> Class							
116,904,000	Ordinary Shares							
<sup>+</sup> Class								
Ordinary Shares								

---

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	3,950,000	25 cent options expiring 31 December 2009
	3,000,000	13.5 cent options expiring 30 November 2010
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

## Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	Non-Renounceable
13 Ratio in which the +securities will be offered	One Share For Every Two Shares Held
14 +Class of +securities to which the offer relates	Ordinary Fully Paid
15 +Record date to determine entitlements	11 November 2009
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17 Policy for deciding entitlements in relation to fractions	All Fractions Will Be Rounded Up
18 Names of countries in which the entity has +security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	The Issue Documents Will Only Be Sent To Australian And New Zealand Shareholders At Record Date
19 Closing date for receipt of acceptances or renunciations	4 December 2009

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	Nil
22	Names of any brokers to the issue	None
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	13 November 2009
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

---

+ See chapter 19 for defined terms.

- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional +securities

#### Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.

---

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

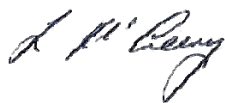
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



(Company secretary)

Date: 29 October 2009

Print name:

Lynton McCreery

====

---

+ See chapter 19 for defined terms.





**JAGUAR MINERALS LIMITED**  
**ABN 43 107 159 713**  
**("Jaguar")**

---

**NON-RENOUNCEABLE ENTITLEMENT ISSUE  
PROSPECTUS**

---

For an Offer of 38,968,000 New Shares on the basis of 1 New Share for every 2 Shares held on the Record Date at an issue price of 2.5 cents per New Share, to raise \$974,200 before costs.

**UNDERWRITER**

Ventnor Capital Pty Ltd  
(ACN 111 543 741)

**This is an important document and should be read in its entirety. If you have any doubts as to what you should do, you should seek advice from your stockbroker, accountant, solicitor or other professional adviser. Investment in the New Shares offered by this Prospectus should be considered speculative.**

**CORPORATE DIRECTORY****DIRECTORS**

Brian Hurley – Chairman  
Nanette Anderson - Managing Director  
Andrew Parker - Non Executive Director  
Richard Monti - Non Executive Director

**COMPANY SECRETARY**

Lynton McCreery

**BUSINESS ADDRESS**

Level 3  
50 Colin Street  
WEST PERTH WA 6005  
Telephone: (08) 9485 0911  
Facsimile: (08) 9485 0955  
[www.jaguarminerals.com.au](http://www.jaguarminerals.com.au)

**SOLICITORS**

Blakiston & Crab  
1202 Hay Street  
WEST PERTH WA 6005

**AUDITORS**

Stantons International  
Level 1  
1 Havelock Street  
WEST PERTH WA 6005

**UNDERWRITER**

Ventnor Capital Pty Ltd  
(ACN 111 543 741)  
16 Altona Street  
WEST PERTH WA 6005

**SHARE REGISTRY**

SECURITY TRANSFER REGISTRARS PTY LTD  
770 Canning Highway  
APPLECROSS WA 6153  
Telephone: (08) 9315 2333  
Facsimile: (08) 9315 2233

**IMPORTANT NOTICE**

This Prospectus is dated 29 October 2009 and is issued pursuant to section 713 of the Corporations Act as a prospectus for the offer of continuously quoted securities. A copy of this Prospectus has been lodged with ASIC on 29 October 2009. ASIC and ASX take no responsibility for the contents of this Prospectus.

The expiry date of this Prospectus is the date which is 13 months after the date of this Prospectus ("Expiry Date"). No New Shares will be issued or allotted on the basis of this Prospectus after the Expiry Date.

Jaguar has applied to ASX for quotation of the New Shares. The fact that ASX may quote the New Shares is not to be taken in any way as an indication of the merits of Jaguar.

Before deciding to participate in the Rights Issue, you should read and understand the entire Prospectus and, in particular, in considering Jaguar's prospects, you should consider the risk factors that could affect Jaguar's performance. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek advice from your professional adviser before deciding to invest. Investing in Jaguar involves risks. See 'Risk Factors' in Section 4 for a discussion of certain risk factors that you should consider before deciding to invest in Jaguar.

**Disclaimer**

No person is authorised to give any information or to make any representation in connection with the Offer that is not contained in this Prospectus or has not been released to ASX with the authorisation of Jaguar.

This Prospectus contains forward looking statements which are identified by words such as "may", "could", "believes", "expects", "intends", and other similar words that involve risks and uncertainties. These forward looking statements are subject to various risk factors that could cause Jaguar's actual outcomes to differ materially from the outcomes expressed or anticipated in these statements.

The Entitlement and Acceptance Form accompanying this Prospectus is important. Please refer to the instructions in Section 3 regarding the acceptance of your Entitlement. Applications can only be submitted on a valid Entitlement and Acceptance Form that is only available with this Prospectus.

**Restrictions on distribution**

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

It is the responsibility of any applicant to ensure compliance with any laws of a country relevant to their application. Return of a duly completed Entitlement and Acceptance Form will be taken by Jaguar as a representation that there has been no breach of such laws, that the applicant is an Eligible Shareholder and that the applicant is physically present in Australia or New Zealand. Shareholders outside Australia and New Zealand should refer to Section 1.12 for details of how your Entitlement will be dealt with.

**Definitions and glossary, financial amounts and time**

Definitions of certain terms used in this Prospectus are contained in Section 6. All references to currency are to Australian dollars and all references to time are to Western Standard Time, unless otherwise indicated.

**Enquiries**

If you have any queries concerning your Entitlement  
or what to do with this Prospectus:

**Please contact**

**Security Transfer Registrars Pty Ltd**

770 Canning Highway  
Applecross WA 6153  
Telephone: (61 8) 9315 2333  
Facsimile: (61 8) 9315 2233

**TABLE OF CONTENTS**

<b>CORPORATE DIRECTORY</b> .....	2
<b>IMPORTANT DATES</b> .....	6
<b>LETTER FROM THE CHAIRMAN</b> .....	7
<b>SECTION 1 – DETAILS OF THE RIGHTS ISSUE</b> .....	8
<b>SECTION 2 - PURPOSE AND EFFECT OF THE RIGHTS ISSUE</b> .....	11
<b>SECTION 4 - ACTION REQUIRED BY SHAREHOLDERS</b> .....	17
<b>SECTION 5 – ADDITIONAL INFORMATION</b> .....	21
<b>SECTION 6 – KEY DEFINITIONS</b> .....	30

**IMPORTANT DATES**

<b>Key Event</b>	<b>Date</b>
Announcement of Rights Issue	19 October 2009
Lodgment of Prospectus	29 October 2009
Application to ASX for issue of New Shares	29 October 2009
Notice of Issue sent to Eligible Shareholders	30 October 2009
Shares trade "ex-entitlement"	5 November 2009
Record Date to determine Entitlements under the Rights Issue	11 November 2009
Prospectus and Entitlement and Acceptance Form dispatched (Offer opens)	13 November 2009
Closing Date for acceptances	04 December 2009
Securities quoted on a deferred settlement basis	07 December 2009
Notify ASX of under-subscriptions and Underwriter notified of number of New Shares to be subscribed for by Underwriter	09 December 2009
Dispatch of shareholding statements for New Shares	14 December 2009

This timetable is indicative only and subject to change. The Directors generally reserve the right, in consultation with the Underwriter, to vary these dates, including the Closing Date, without prior notice. The Directors also reserve the right not to proceed with the whole or part of the Offer any time prior to allotment. In that event, the relevant Application Money will be returned without interest.

**LETTER FROM THE CHAIRMAN**

Dear Shareholder

On behalf of the Board of Jaguar Minerals Ltd ("Jaguar"), I would like to invite you to participate in a fully underwritten, non-renounceable rights issue of 38,968,000 New Shares at an issue price of 2.5 cents per New Share to raise \$974,200 (before costs). This Prospectus outlines the details of the Rights Issue.

The Rights Issue entitles Eligible Shareholders on the Record Date of 11 November 2009, to subscribe for 1 New Share for every 2 Shares held at the issue price of 2.5 cents per New Share. The Rights Issue is underwritten by Ventnor Capital Pty Ltd. Ventnor Capital Pty Ltd is an associated entity of Mr Richard Monti, a Director of Jaguar. Ventnor Capital Pty Ltd will receive no underwriting commission or fee for underwriting the Rights Issue. Entitlements are non-renounceable and so will not be tradeable on the ASX or otherwise transferable.

The Offer closes at 5.00pm (WST) on 04 December 2009.

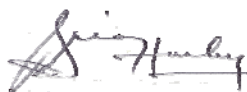
The net funds raised from the Rights Issue, after payment of all associated costs, are expected to provide the Company with approximately \$964,000 in additional capital. The funds raised will enable the Company to carry out work to actively advance projects in its current portfolio and review new opportunities.

Jaguar's ability to expeditiously assess and react to presented opportunities creates an ideal environment in which to grow the Company and complement its existing assets.

With the recent global financial atmosphere decisive measures have been taken to counter the downturn and conserve cash flow, while keeping options open for growth. As part of the Company's cost saving measures the scope of exploration programmes was reduced in early 2009. The focus shifted from high cost drilling activities of advanced projects to the invigoration of less costly, early stage target definition activities.

Moving forward to 2010, the Directors believe that the Company has an outstanding mineral inventory position. The funds raised by the Rights Issue will be used to pursue an active exploration programme to advance the existing projects as well as assessing new resource projects to add to the Company's existing portfolio.

Yours faithfully,



Brian Hurley  
Chairman

**SECTION 1****DETAILS OF RIGHTS ISSUE****1.1 The Rights Issue**

This Prospectus invites Eligible Shareholders to participate in a non-renounceable pro-rata Rights Issue of 38,968,000 New Shares on the basis of 1 New Share for every 2 Shares held as at the Record Date at an issue price of 2.5 cents each, to raise \$974,200 before costs.

As at the date of this Prospectus 77,936,000 Shares are on issue.

Existing holders of Options will not be entitled to participate in the Rights Issue. However, they may exercise their Options prior to the Record Date if they wish to participate in the Rights Issue.

The Company currently has the following unquoted Options on issue:

<b>Number</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
3,950,000	25 cents	31 December 2009
3,000,000	13.5 cents	30 November 2010

Accordingly, in the event that all these Options are exercised prior to the Record Date, this Prospectus will also offer to those Shareholders a further 3,475,000 New Shares, to raise a further \$86,875.

**1.2 Underwriting and Sub-Underwriting**

The Rights Issue is fully underwritten by Ventnor Capital Pty Ltd. A summary of the material terms of the Underwriting Agreement, including rights of termination, is set out in Section 5. The Underwriter will not be paid any consideration for underwriting the Rights Issue.

Mr Andrew Parker, a Director, has agreed with the Underwriter to sub-underwrite \$100,000 of the funds to be raised under the Rights Issue (4,000,000 New Shares) on the same terms and conditions as other sub-underwriters.

Mr Richard Monti, a Director, has agreed with the Underwriter to sub-underwrite \$100,000 of the funds to be raised under the Rights Issue (4,000,000 New Shares) on the same terms and conditions as other sub-underwriters.

Details of the sub-underwriting arrangements are contained in Section 5.7.

**1.3 Entitlement under Rights Issue**

Fractional Entitlements will be rounded up to the nearest whole number of New Shares.

An Entitlement and Acceptance Form setting out your Entitlement to New Shares accompanies this Prospectus.



#### **1.4 Use of proceeds**

Jaguar expects to raise \$974,200 under the Rights Issue, before Offer costs, and will use the proceeds as set out in Section 2.

#### **1.5 Actions Required by Shareholders**

An explanation of the actions required by Shareholders is set out in Section 3.

#### **1.6 Rights Issue Shortfall**

If you decide not to accept all or part of your Entitlement pursuant to the Rights Issue, you are not required to take any action. The New Shares not accepted will form part of the Shortfall and will be dealt with in accordance with the Underwriting Agreement. In these circumstances, you will receive no benefit.

#### **1.7 Allotment and Application Money**

All Eligible Shareholders who accept the Offer will receive their Entitlement in full.

It is expected that New Shares will be issued and allotted by no later than 14 December 2009.

All Application Money received before New Shares are issued will be held in trust in a special purpose account. Any interest earned on Application Money will be for the benefit of the Company and will be retained by it irrespective of whether allotment of the New Shares takes place.

#### **1.8 ASX Quotation**

The Company will make application to ASX within 7 days following the date of this Prospectus for official quotation of the New Shares to be offered pursuant to this Prospectus.

If approval is not granted by ASX within 3 months after the date of this Prospectus, the Company will not allot or issue any New Shares and will repay all Application Money as soon as practicable, without interest.

A decision by ASX to grant official quotation of the New Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company, or the New Shares now offered for subscription.

#### **1.9 No Issue of New Shares after 13 months**

No New Shares will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

#### **1.10 Opening and Closing Dates**

The Rights Issue will open for receipt of acceptances at 9.00am on 13 November 2009.

The Closing Date for acceptance of your Entitlement is 5.00 pm on 4 December 2009, or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine

and provided that the Company gives ASX notice of the change at least 6 Business Days prior to the Closing Date.

The Company reserves the right to cancel the Rights Issue at any time prior to allotment.

### **1.11 No Rights trading**

Entitlements to New Shares pursuant to the Rights Issue are non-renounceable and accordingly, Eligible Shareholders may not dispose of or trade any part of their Entitlement.

### **1.12 Treatment of Overseas Shareholders**

The Company is of the view that it is unreasonable to make an offer under this Prospectus to Shareholders outside of Australia and New Zealand ("**Non-qualifying Foreign Shareholder**") having regard to:

- the number of Shareholders outside of Australia and New Zealand;
- the number and value of the securities to be offered to Shareholders registered outside of Australia and New Zealand; and
- the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

Accordingly, the Company is not required to make offers under the Prospectus to Shareholders registered outside of Australia and New Zealand.

### **1.13 Rights attaching to New Shares**

The New Shares issued pursuant to this Prospectus will rank equally in all respects with existing Shares. Summaries of the important rights attaching to Shares, as set out in the Company's Constitution, are contained in Section 5.5.

### **1.14 No prospective financial forecasts**

The Company is an exploration company. Given the speculative nature of exploration, mineral development and production, there are significant uncertainties associated with forecasting future revenue. On this basis, the Directors believe that reliable forecasts cannot be prepared and accordingly have not included forecasts in this Prospectus.

### **1.15 Summary only**

The information set out in this Section provides a summary of the information contained in this Prospectus. Applicants should read this Prospectus in its entirety prior to making a decision to accept the Offer. If you have any questions about investing in the Company, please contact your stockbroker, accountant or independent financial adviser.

**SECTION 2****PURPOSE AND EFFECT OF THE RIGHTS ISSUE****2.1 Purpose of the Rights Issue**

The funds raised from the issue of New Shares pursuant to the Offer, after payment of all associated costs (estimated to be \$10,000), will enable the Company to carry out work to actively advance projects in its current portfolio and review new opportunities.

The application of the \$974,200 raised under the Rights Issue is summarised in the following table:

<b>Use of Funds</b>	<b>\$</b>
Estimated costs of the Rights Issue	10,000
Mt Jukes (Tas)	50,000
Darlot (WA)	250,000
NSW and Tasmanian Projects	100,000
Corporate and Administration	300,000
Assessing new resource projects	100,000
Working Capital	164,200
<b>TOTAL</b>	<b>974,200</b>

**2.2 Effect of the Rights Issue**

The principal effects of the Rights Issue are:

- the increase in the Company's cash reserves by \$974,200 less costs of the Rights Issue, which are estimated to be \$10,000;
- the provision to the Company of additional capital for the purposes referred to in Section 2.1; and
- the total number of issued Shares will be 116,904,000 (assuming no Options currently on issue are exercised). Assuming all Options currently on issue are exercised, a further 3,475,000 New Shares will be offered pursuant to this Prospectus.

### 2.3 Effect of the Rights Issue on capital structure

The effect of the Rights Issue on the Company's issued share capital will be as follows:

<b>Issued Capital</b>	<b>Number</b>
Existing Shares	77,936,000
Maximum number of New Shares to be issued pursuant to this Prospectus (assuming no Options exercised)*	38,968,000
<b>Total number of Shares after Rights Issue</b>	<b>116,904,000</b>
<b>Other securities:</b>	
Unquoted Options	3,950,000 (25 cents, 31/12/10)
Unquoted Options	3,000,000 (13.5 cents, 30/11/10)

\*Note: Assuming all Options currently on issue are exercised, a further 3,475,000 New Shares will be offered pursuant to this Prospectus.

### 2.4 Effect of the Rights Issue on Jaguar's balance sheet

Set out below is an unaudited pro forma Balance Sheet of the Company as at 30 September 2009 adjusted to reflect:

- the Rights Issue of 38,968,000 New Shares to raise \$974,200; and
- the costs of the Rights Issue of \$10,000.

The financial information prepared below is prepared in accordance with Australian Accounting standards.

	Unaudited 30 September 2009 \$	Proforma Adjustments \$	Proforma 30 September 2009 \$
<b>ASSETS</b>			
<i>Current Assets</i>			
Cash and cash equivalents	478,252	974,200	1,452,452
Trade and other receivables	17,724	-	17,724
<b>Total current assets</b>	<b>495,976</b>	<b>974,200</b>	<b>1,470,176</b>
<b>ASSETS cont'd</b>			
<i>Non-Current Assets</i>			
Receivables	67,000	-	67,000
Plant and equipment	17,000	-	17,000
<b>Total non-current assets</b>	<b>84,563</b>	<b>-</b>	<b>84,563</b>
<b>TOTAL ASSETS</b>	<b>580,539</b>	<b>974,200</b>	<b>1,554,739</b>
<b>LIABILITIES</b>			
<i>Current liabilities</i>			
Trade and other payables	75,704	10,000	85,704
Provisions	23,167	-	23,167
<b>Total current liabilities</b>	<b>98,871</b>	<b>10,000</b>	<b>108,871</b>
<i>Non Current Liabilities</i>			
Provisions	32,593	-	32,593
<b>Total non liabilities</b>	<b>32,593</b>	<b>-</b>	<b>32,593</b>
<b>TOTAL LIABILITIES</b>	<b>131,464</b>	<b>10,000</b>	<b>141,464</b>
<b>NET ASSETS</b>	<b>449,075</b>	<b>964,200</b>	<b>1,413,275</b>
<b>EQUITY</b>			
Contributed equity	7,618,096	964,200	8,582,296
Option reserve	469,415	-	469,415
Accumulated losses	(7,638,436)	-	(7,638,436)
<b>TOTAL EQUITY</b>	<b>449,075</b>	<b>964,200</b>	<b>1,413,275</b>

## 2.5 Market price of Shares

The highest and lowest closing market sale prices of Shares on ASX during the 3 months immediately preceding the date of this Prospectus and the respective dates of those sales were:

Highest:	\$0.062	20 October 2009
Lowest:	\$0.027	12 August 2009

The volume weighted average sale price on ASX of the Company's Shares during the 3 months immediately preceding the date of lodgment of this Prospectus with ASIC was \$0.046.

The latest available closing market sale price of Shares on ASX immediately prior to the date of issue of this Prospectus was \$0.054 on 28 October 2009.

---

## **SECTION 3**

### **ACTION REQUIRED BY SHAREHOLDERS**

#### **3.1 Acting on your Entitlement**

The number of New Shares to which Eligible Shareholders are entitled (your Entitlement) is shown on the accompanying Entitlement and Acceptance Form.

If you do not take up your Entitlement, then your percentage holding in the Company will be diluted.

As an Eligible Shareholder, you may:

- take up all of your Entitlement (refer Section 3.2)
- take up part of your Entitlement and allow the balance to lapse (refer Section 3.3); or
- allow all of your Entitlement to lapse (refer Section 3.4).

Non-qualifying Foreign Shareholders may not take any of the steps set out in Sections 3.2 to 3.4.

#### **3.2 To take up your full Entitlement**

If you wish to take up all of your Entitlement, complete the accompanying Entitlement and Acceptance Form for New Shares in accordance with the instructions set out in that form.

You should then forward your completed Entitlement and Acceptance Form together with your Application Money in accordance with Section 3.6 to reach the Share Registry no later than 5.00 pm on 04 December 2009.

#### **3.3 To take up part of your Entitlement and allow the balance to lapse**

If you wish to take up part of your Entitlement and allow the balance to lapse, complete the accompanying Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the steps required in accordance with Section 3.2.

#### **3.4 Non-Acceptance of Entitlement**

If you do not wish to take up any part of your Entitlement, you are not required to take any action. If you decide not to accept all or part of your Entitlement, the New Shares not accepted will be dealt with in accordance with Section 1.6.

#### **3.5 Returning a completed Entitlement and Acceptance Form**

Returning a completed Entitlement and Acceptance Form will be taken to constitute a representation by an Eligible Shareholder that they:

- have received a printed copy of the Prospectus accompanying the Entitlement and Acceptance Form and have read such documents in full;
- have a registered address in Australia or New Zealand;
- declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;

- acknowledge that once the Entitlement and Acceptance Form is returned it may not be withdrawn;
- agree to being issued the number of New Shares they apply for, subject to the terms of the Jaguar's Constitution from time to time; and
- authorise Jaguar and the Underwriter and their respective officers and agents to do anything on their behalf necessary for New Shares to be issued to them, including to act on the instructions received by the Share Registry using the contact details on the Entitlement and Acceptance Form.

### 3.6 Payment

Application Money for New Shares is payable in full on application. The Entitlement and Acceptance Form must be accompanied by a cheque or bank draft for the Application Money.

Cheques or bank drafts must be drawn in Australian currency on an Australian bank and made payable to:-

**"Jaguar Minerals Limited - Subscription Account"**

- and crossed "**Not Negotiable**". Applicants must not forward cash. Receipts for payment will not be issued.

You should ensure that sufficient funds are held in the relevant account(s) to cover the cheque(s). If the amount of Application Money received is not sufficient to pay Jaguar for the number of New Shares you have applied for, you may be taken to have applied for such lower number of New Shares as your cleared Application Money will pay for, or your application may be rejected.

### 3.7 Enquiries

If you have any questions about your Entitlement please contact the Share Registry on (08) 9315 2333.

Alternatively, contact your stockbroker or other professional adviser.

### 3.8 Brokerage

No brokerage or stamp duty is payable by Shareholders who accept their Entitlement.

---



## **SECTION 4**

### **RISK FACTORS**

Potential investors are reminded that the New Shares offered under this Prospectus are considered speculative because of the inherent risks associated with the Company's business of minerals exploration, appraisal, development, production, transport and marketing. In addition, there are risks inherent in investing in the share market in general.

The Directors have considered and identified in this Section the critical areas of risk associated with investing in the New Shares. The risks identified by the Directors are not exhaustive and potential investors should read this Prospectus in full and seek professional advice if they require further information on material risks in deciding whether to subscribe for New Shares.

New Shares offered pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

#### **4.1 Specific Risks**

##### **4.1.1 Exploration Risks**

The business of minerals exploration, project development and production involves risks by its very nature. It depends on the successful exploration, appraisal and development of commercially viable deposits. Outcomes of the exploration programmes will affect the future performance of the Company and its Shares.

##### **4.1.2 Commercialisation**

Even if recovery of potentially commercial quantities of minerals were to occur, there is no guarantee that Jaguar will be able to successfully transport the minerals to commercially viable markets or sell the minerals to customers to achieve a commercial return.

##### **4.1.3 Reserves and Resource Estimates**

Reserve and resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, reserve and resource estimates are imprecise and depend, to some extent, on interpretations which may prove to be inaccurate. As further information becomes available through further drilling and analysis, the estimates are likely to change.

This may result in alterations to development plans which may, in turn, adversely affect the Company's operations.

#### **4.1.4 Production Risks**

Operations such as design and construction of efficient mining and processing facilities, competent operation and managerial performance, and efficient transport and marketing services, are required to be successful. In particular, production operations can be hampered by force majeure circumstances, engineering difficulties, cost overruns, inconsistent recovery rates and other unforeseen events. In the event the Company proceeds to development of economic deposits production may be affected by these matters.

#### **4.1.5 Access to Land**

Significant delays may be experienced in gaining access to privately owned freehold or leasehold land. Delays may be caused by weather, deference to landholders' activities such as cropping, harvesting, calving and mustering, and other factors.

#### **4.1.6 Native title and Cultural Heritage**

The Native Title Act 1993 (Commonwealth), related State or Territory legislation and Aboriginal cultural heritage legislation may affect the Company's ability to obtain title in a timely manner or gain access to prospective exploration areas.

When exercising a right or permission for access to any land, it is an offence to disturb physical evidence of human occupation of prehistoric or historic significance without statutory permission. This restriction applies to any activity including minerals exploration and production.

The Company has not undertaken the comprehensive research, investigations or enquiries which would be necessary to enable it to form an opinion with certainty as to whether such issues will materially impact on any land covered by Jaguar' wholly-owned or optioned tenements.

#### **4.1.7 Environmental Impact Constraints**

The Company's exploration and appraisal programs will, in general, be subject to approval by government authorities. Development of any mineral resources will be dependent on the project meeting environmental guidelines and gaining approvals by government authorities.

#### **4.1.8 Exploration and Appraisal Expenditure**

Exploration and appraisal is a process subject to unforeseen contingencies. Exploration programmes must be flexible enough to respond to the results obtained.

The actual scope, costs and timetables of exploration programmes may differ substantially. Financial failure, or default by any future alliance or joint venture partner of the Company, may require the Company to face unplanned expenditure or risk forfeiting relevant tenements.

#### **4.1.9 Funding**

Unless and until the Company develops or acquires income producing assets, it will be dependent upon the funds raised by this Offer and its ability to obtain future equity or debt funding to support exploration, evaluation and development of the properties in which it has an interest. The Company's ability to raise further equity or debt or to divest part of its interest in a project, and the terms of such transactions, will vary according to a number of factors, including the success of exploration results and the future development of the projects, stock market conditions and prices for metals in world markets.

#### **4.1.10 Key Personnel**

The ability of the Company to achieve its objectives depends on the retention of key external contractors who constitute its technical panel and provide technical expertise. If the Company cannot secure external technical expertise (for example to carry out drilling) or if the services of the present technical panel cease to become available to the Company, this may affect the Company's ability to achieve its objectives either fully or within the timeframes and the budget the Company has decided upon.

Whilst the ability of the Company to achieve its objectives may be affected by the matters mentioned above, the Directors believe that appropriately skilled and experienced professionals would be available to provide services to the Company at market levels of remuneration in the event key external contractors cease to be available.

#### **4.1.11 Volatility in the price of minerals**

Commodity prices are influenced by the physical and investment demand for those commodities. Fluctuations in commodity prices may influence timing, viability and management of projects in which the Company has an interest.

#### **4.1.12 Volatility in the market price of Shares**

Although the Company is listed on the ASX, there is no assurance that an active trading market for its Shares will be sustained. There is also no assurance that the market price for the Shares will not decline below the issue price of New Shares under this Prospectus. The market price of the Company's Shares could be subject to significant fluctuations due to various external factors and events, including the liquidity of the Shares in the market, any difference between the Company's actual financial or operating results and broader market-wide fluctuations. Furthermore, any stock market volatility and weakness could result in the market price of the Shares decreasing so that they trade at prices significantly below the issue price of the New Shares, without regard to the Company's operating performance.

#### **4.1.13 Negative publicity may adversely affect the Share Price**

Any negative publicity or announcement relating to any of our substantial shareholders or key personnel may adversely affect the stock performance of the Company, whether or not this is justifiable.

Examples of this negative publicity or announcement may include involvement in legal or insolvency proceedings, failed attempts in takeovers, joint ventures or other business transactions.

#### **4.1.14 Insurance Risks**

The Company maintains insurance coverage that is substantially consistent with exploration industry practice. However, there is no guarantee that such insurance or any future necessary coverage will be available to the Company at economically viable premiums (if at all) or that, in the event of a claim, the level of insurance carried by the Company now or in the future will be adequate, or that a liability or other claim would not materially and adversely affect the Company's business.

### **4.2 General Risks**

#### **4.2.1 General Economic Climate**

Factors such as inflation, currency fluctuations, interest rates, legislative changes, political decisions and industrial disruption have an impact on operating costs and on metals prices.

The Company's future income, asset values and share price can be affected by these factors and, in particular, by the market price for any metals that the Company may produce and sell.

#### **4.2.2 Stock Market Conditions**

The market price of the New Shares when quoted on the ASX will be influenced by international and domestic factors affecting conditions in equity and financial markets. These factors may affect the prices for listed securities and the prices for the securities of minerals exploration companies quoted on the ASX, including Jaguar.

The stock market has in the past and may in the future be affected by a number of matters including:

- commodity prices;
- market confidence;
- supply and demand for money; and
- currency exchange rates.

### **4.3 Speculative Nature of Investment**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and other not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Prospectus.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Shares.

## **SECTION 5**

### **ADDITIONAL INFORMATION**

#### **5.1 Legal Framework of this Prospectus**

Jaguar is a "disclosing entity" under the Corporations Act and as such is subject to the regime of continuous disclosure and periodic reporting obligations. Specifically, like all ASX listed companies, Jaguar is required to continuously disclose to the market any information in its possession which a reasonable person would expect to have a material effect on the price or value of the its Shares. The New Shares to be issued pursuant to this Prospectus are in respect of a class of Shares that were continuously quoted securities at all times during the 3 months prior to the issue of this Prospectus.

#### **5.2 Applicability of Corporations Act**

As a "disclosing entity", this Prospectus qualifies for the special prospectus content rules under section 713 of the Corporations Act. In general terms, this section only requires this Prospectus to contain information investors and their professional advisers would reasonably require in order to make an informed assessment of the effect of the issue of the New Shares on Jaguar and the rights attaching to the New Shares. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company which is required to be included generally in prospectuses under section 710 of the Corporations Act for an initial public offering of securities in a company which is not listed on a stock exchange.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to Jaguar which has been notified to ASX. Investors should therefore have regard to other publicly available information in relation to Jaguar before making a decision whether or not to take up their Entitlement.

Having taken reasonable precautions and having made reasonable enquiries, Jaguar believes that it has complied with the general and specific requirements of ASX as applicable from time to time which apply to disclosing entities, and which require the Company to notify ASIC of information available to the securities market conducted by ASX, throughout the 12 months before the issue of this Prospectus.

Information that is already in the public domain has not been reported in this Prospectus other than that information which is considered necessary to make this Prospectus complete.

#### **5.3 Information Available to Shareholders**

Jaguar will provide a copy of each of the following documents, free of charge, to any investor who so requests during the application period under this Prospectus:

- (a) the 2009 Annual Financial Report of Jaguar which contains the financial statements for the twelve months to 30 June 2009; and
- (b) the following documents used to notify ASX of information relating to the Company during the period after lodging its 2009 Annual Financial Report and before the issue of this Prospectus:

<b>Date</b>	<b>Description of ASX Announcement</b>
19/10/09	Board Restructure, Non-Renounceable Rights Issue
15/10/09	Company's Request for Trading Halt
15/10/09	Trading Halt
09/10/09	Director Resignation
30/09/09	Becoming a substantial holder notices

#### **5.4 Trading in New Shares**

The Company participates in CHESS and will dispatch holding statements in lieu of share certificates that set out the number of New Shares issued to each successful applicant under this Prospectus. It is the responsibility of applicants to determine their allocation before trading in the New Shares. Applicants who sell New Shares before they receive their statement do so at their own risk.

#### **5.5 Rights attaching to New Shares**

The rights attaching to ownership of Shares (including New Shares) are:

- described in the Constitution; and
- regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the key provisions in the Constitution and the principal rights of Shareholders as set out in the Constitution, a copy of which can be inspected at the Company's registered office. This summary is not exhaustive, nor does it constitute a definitive statement of the rights and liabilities of Shareholders.

##### **Meetings and notices**

Each Shareholder is entitled to receive notice of and to attend general meetings of the Company and to receive all notices, financial reports and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the Listing Rules.

##### **Voting**

At meetings of Shareholders, every Shareholder present in person or by proxy, attorney or representative has one vote on a vote taken by a show of hands, and, on a poll, has one vote for every fully paid share held by him or her, and a proportionate vote for every partly paid share. A poll may be demanded by the chairperson of the meeting, by any five or more Shareholders present in person or by proxy, attorney or representative or by any one or more Shareholders who are together entitled to not less than 5% of the votes that may be cast on the resolution.

##### **Dividends**

Dividends are payable out of the Company's profits and are declared or determined to be payable by the Directors.

##### **Transfer**

A shareholder of the Company may transfer all or any of its Shares by:

- in the case of an ASIC-regulated transfer, in any manner required or permitted by the Listing Rules or ASTC Settlement Rules;
- in other cases, using any written transfer instrument in any common form or form approved or adopted by ASX or the Directors.

The Directors may decline to register any transfer, other than a market transfer, where permitted to do so by the ASX Listing Rules or ASTC Settlement Rules and must decline to register a transfer of Shares where required by the ASX Listing Rules.

### **Liquidation Rights**

The Company has one class of shares on issue, being ordinary shares. Each ordinary share ranks equally in the event of liquidation.

### **Variation of Rights**

Subject to the ASX Listing Rules, the rights attached to the Shares may be varied with the consent in writing of shareholders holding three-quarters of the Shares or by a special resolution passed at a separate meeting of the holders of the Shares in accordance with the Corporations Act.

The Directors may, subject to the restrictions on allotment of Shares imposed by the Constitution, the Corporations Act and the ASX Listing Rules, from time to time issue and allot further Shares on such terms and conditions as they see fit.

### **Alteration of constitution**

The Constitution can only be amended by a special resolution (that is, a resolution that has been passed by at least three-quarters of the votes cast by Shareholders entitled to vote on the resolution). While the Company is listed, at least 28 days written notice of the special resolution must be given.

### **Indemnification of Directors**

To the extent permitted by law, the Company indemnifies every person who is or has been an officer of the Company and indemnifies every person who is or has been an officer of the Company against reasonable legal costs incurred in defending an action for a liability incurred or allegedly incurred by the person as an officer of the Company.

## **5.6 Taxation**

The Directors consider that it is not appropriate to give advice regarding the taxation consequences associated with the acquisition or the subsequent disposal of any New Shares subscribed for under this Prospectus. The Directors recommend that all Eligible Shareholders consult their own professional tax advisors.

## **5.7 Underwriting Agreement**

Under an Underwriting Agreement dated 22 October 2009 between the Company and the Underwriter, the Underwriter has agreed to underwrite all of the Rights Issue pursuant to this Prospectus. The Underwriter is entitled to receive payment of reasonable costs and expenses incurred by it in connection with the Rights Issue, however, the Underwriter will receive no underwriting fee or commission.

The Company has given representations and warranties to the Underwriter which are considered usual in agreements of this nature.

The Underwriter may terminate the Underwriting Agreement and be relieved of all its obligations under the Underwriting Agreement by notice in writing to the Company on the occurrence of any one or more of the following termination events:

- (a) a statement contained in the Prospectus is misleading or deceptive, or a matter is omitted from the Prospectus (having regard to the provisions of sections 711, 713 and 716 of the Corporations Act);
- (b) any of the following events occur which, in the opinion of the Underwriter, would materially affect the ability of the Company to conduct its business as contemplated in the Prospectus:
  - (i) act of God, war, sabotage, civil commotion, fire, flood, lightning, earthquake, landslide, storm or other severe adverse weather conditions, strike or other labour difficulty, action or inaction of any governmental or other public body, local authority or other authority of any kind, or inaccessibility for any reason;
  - (ii) any adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company, from those respectively disclosed in the Prospectus;
  - (iii) there occurs a new circumstance that has arisen since the Prospectus was lodged that would have been required to be included in the Prospectus if it had arisen before the Prospectus was lodged in relation to the Company within the meaning of section 719 of the Corporations Act;
  - (iv) a contravention by the Company of the Corporations Act or the Constitution of the Company;
  - (v) the Prospectus or any aspect of the Rights Issue does not comply with the Corporations Act, or any other applicable law or regulation;
  - (vi) a default by the Company in the performance of any of its obligations under the Underwriting Agreement occurs;
  - (vii) a warranty contained in the Underwriting Agreement on the part of the Company is not true or correct;
  - (viii) the Company (or any officer of the Company) committing any material breach of the law;
  - (ix) the Company altering its capital structure without the prior approval of the Underwriter;
  - (x) the Company being wound up or any meeting being called to consider winding up;
  - (xi) any litigation being commenced or threatened against the Company for its winding up;
  - (xii) the Company entering into a scheme of arrangement, official management or administration or suspending payment of its debt;
  - (xiii) the Company committing any breach of the Underwriting Agreement;



- (xiv) the outbreak of a state of war or there is an escalation of a state of war involving any one or more of Australia, the United Kingdom or the United States of America;
- (xv) any material non-disclosure by the Company to the Underwriter;
- (xvi) any law being introduced in Australia imposing any measure which may substantially affect the financial position or prospects of the Company or the success of the Rights Issue;
- (xvii) the occurrence of any material adverse change in the actual or projected condition or financial position of the proposed assets or outlook for the Company;
- (xviii) refusal or omission by the Company to lodge any supplementary or replacement prospectus;
- (xix) a stop order being issued by the ASIC in relation to the Prospectus;
- (xx) any statement, report or representation contained in the Prospectus is found to be false or misleading or deceptive or there is a material omission from the Prospectus;
- (xxi) any authorisation which is material to any asset, obligation or undertaking of the Company revoked which is not acceptable to the Underwriter; or
- (xxii) there occurs any event which could materially adversely affect the standing or financial viability of any of the assets or undertakings of the Company.

## 5.8 Privacy

If you apply for New Shares, you will provide personal information to the Company. Company laws and tax laws require some of the information to be collected and kept. The Company will collect, hold and use the information provided by you to process your application and to administer your investment in the Company. If you do not provide the information requested in the Entitlement and Acceptance Form, the Company and the Share Registry may not be able to accept or process your application. The Company may disclose your personal information for purposes related to your investment to the Company's agents and service providers. The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- the Share Registry for ongoing administration of the shareholder register;
- printers and other companies for the purpose of preparation and distribution of statements and for handling mail;
- the Underwriter to confirm applications; and
- legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising, on the Shares and for associated actions.

The Company complies with its legal obligations under the Privacy Act 1988 (Cth). You may request access to your personal information held by (or on behalf of) the Company. You may be required to pay a reasonable charge to the Share Registry in order to access your personal information. You can

request access to your personal information by writing to or telephoning the Share Registry.

## 5.9 Directors' Interests

### *Directors' Holdings*

The interest of the Directors in the securities of the Company as at the date of this Prospectus are as follows:

Director	Associate	Shares	Options
Brian Hurley	Brian Hurley as trustee for The Hurley Family Trust <sup>1</sup>	100,000	700,000 (25 cents, 31/12/09)
Nanette Anderson	-	60,000	1,000,000 (25 cents, 31/12/09)
Andrew Parker	-	-	-
Richard Monti	Greatcity Corporation Pty Ltd <sup>2</sup>	3,925,000	-

Notes:

1. Brian Hurley is a trustee and beneficiary of The Hurley Family Trust.
2. Greatcity Corporation Pty Ltd is an entity controlled by Richard Monti.

### *Remuneration of Directors*

Details of remuneration provided to Directors and their associated entities during the past two financial years are as follows:

#### **Financial year up to 30 June 2009**

Directors	Director's Fees/Salaries \$	Super-annuation \$	Other \$	Total \$
Mr Brian Hurley	35,000	3150	-	38,150
Ms Nanette Anderson	163,753	14,739	16,831	195,323
Mr Andrew Parker	-	-	-	-
Mr Richard Monti	-	-	-	-

#### **Financial year up to 30 June 2008**

Directors	Director's Fees/Salaries \$	Super-annuation \$	Other \$	Total \$
Mr Brian Hurley	33,750	3,037	4,441	41,228
Ms Nanette Anderson	148,359	13,352	25,948	187,659
Mr Andrew Parker	-	-	-	-
Mr Richard Monti	-	-	-	-

Remuneration provided to the Directors since 30 June 2009 comprises \$9,537 paid to Mr Hurley, \$44,934 paid to Ms Anderson, nil paid to Mr Parker and nil paid to Mr Monti.

Except as disclosed in this Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Rights Issue; or
- the Rights Issue.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which a Director is associated to induce him to become, or to qualify as, a Director, or otherwise for services rendered by him or his company or firm with which the Director is associated in connection with the formation or promotion of the Company or the Rights Issue.

#### *Other interests*

Mr Andrew Parker has agreed with the Underwriter to sub-underwrite \$100,000 of the funds to be raised under the Rights Issue (4,000,000 New Shares) on the same terms and conditions as other sub-underwriters.

Mr Richard Monti has agreed with the Underwriter to sub-underwrite \$100,000 of the funds to be raised under the Rights Issue (4,000,000 New Shares) on the same terms and conditions as other sub-underwriters.

Messrs Parker and Monti will not receive any sub-underwriting fees.

It is further noted that Mr Richard Monti is a director and shareholder of Ventnor Capital Pty Ltd. Ventnor Capital Pty Ltd is acting as Underwriter to the Rights Issue under this Prospectus. Further details of any fees it will receive for acting as Underwriter, as well as the total of any payments made to it by the Company over the last two years are contained in Section 6.10.

### **5.10 Interests of Named Persons**

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Rights Issue; or
- the Rights Issue.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Rights Issue.

Ventnor Capital Pty Ltd has acted as Underwriter to the Rights Issue for which it 5.7. Ventnor Capital Pty Ltd has not provided any other professional services to the Company during the last two years and accordingly has not received any payments from the Company during the last two years.

Security Transfer Registrars Pty Ltd is the Company's share registry and has provided share registry services to the Company during the last two years for which the Company has paid approximately \$8,603.

The amounts disclosed above are exclusive of any amount of goods and services tax payable by the Company in respect of those amounts.

#### **5.11 Expenses of the Rights Issue**

The approximate expenses of the Rights Issue total \$10,000. These expenses are payable by the Company.

#### **5.12 Consents**

The following parties have given (and not before the lodgement of this Prospectus with the ASIC withdrawn) their consent to be named in this Prospectus in the capacity as noted below:

- Ventnor Capital Pty Ltd, as the Underwriter to the Rights Issue;
- Blakiston & Crabb, as the Company's solicitors;
- Security Transfer Registrars Pty Ltd, as the Company's share registry.
- Stanton International Pty Ltd, as the Company's auditors;

Each of the above named persons:

- has not authorised or caused the issue of this Prospectus;
- has not made any statement in this Prospectus, or any statement on which a statement in this Prospectus is based, except where expressly stated above;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and except where expressly stated above; and
- was not involved in the preparation of the Prospectus or any part of it except where expressly attributed to that person.

### 5.13 Directors' Responsibility Statement and Consent

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in the Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgment of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of New Shares pursuant to this Prospectus.

Each Director has given, and has not withdrawn, their consent to the lodgment of this Prospectus with ASIC.

Signed for and on behalf of the Directors pursuant to a resolution of the Board.

A handwritten signature in black ink, appearing to read 'N Anderson', with a long horizontal flourish extending to the right.

Nanette Anderson  
Managing Director

29 October 2009

## **SECTION 6**

### **KEY DEFINITIONS**

**"Application Money"** means monies received from persons applying for New Shares pursuant to the terms of the Rights Issue.

**"ASIC"** means the Australian Securities & Investments Commission.

**"ASTC"** means the ASX Settlement and Transfer Corporation Pty Ltd.

**"ASTC Settlement Rules"** means the settlement rules of the ASTC as amended from time to time (formerly known as the SCH Business Rules).

**"ASX"** means Australian Stock Exchange Limited ACN 008 624 691.

**"Business Day"** means a day on which trading takes place on the stock market of ASX.

**"CHESS"** means ASX Clearing House Electronic Sub-registry System

**"Closing Date"** means 5.00pm WST on 4 December 2009 or such other date as may be determined by the Directors and the Underwriters under this Prospectus.

**"Company"** or **"Jaguar"** means Jaguar Minerals Limited ABN 43 107 159 713 and where relevant, its subsidiary companies.

**"Constitution"** means the Company's Constitution as at the date of this Prospectus.

**"Corporations Act"** means the Corporations Act 2001 (Commonwealth).

**"Directors"** mean the directors of the Company.

**"Dollar"** or **"\$"** means Australian dollars.

**"Eligible Shareholder"** means a Shareholder other than a Non-Qualifying Foreign Shareholder.

**"Entitlement"** means an Eligible Shareholder's entitlement to subscribe for New Shares offered by this Prospectus.

**"Entitlement and Acceptance Form"** means the Entitlement and Acceptance Form attached to or accompanying this Prospectus.

**"Ex-Entitlement Date"** means 5 November 2009. Any shares purchased on or after this date will not be considered with respect to the Offer.

**"Issue"** means the issue of New Shares under this Prospectus.

**"Listing Rules"** or **"ASX Listing Rules"** means the Listing Rules of the ASX.

**“New Share”** means a fully paid ordinary share in the capital of the Company to be issued under this Prospectus.

**“Non-qualifying Foreign Shareholder”** means a Shareholder, whose registered address is not in Australia or New Zealand.

**“Offer”** means the offer of 1 New Share for every 2 existing Shares held at the Record Date at an issue price of 2.5 cents per New Share.

**“Option”** means an option to acquire a Share.

**“Prospectus”** means the prospectus constituted by this document.

**“Record Date”** means 5.00pm WST on 11 November 2009.

**“Rights”** means the right to subscribe for New Shares under this Prospectus.

**“Rights Issue”** has the same meaning as the Offer.

**“Section”** means a section of this Prospectus.

**“Share”** means a fully paid ordinary share in the capital of the Company.

**“Share Registry”** means Security Transfer Registrars Pty Ltd.

**“Shareholder”** means the holder of a Share registered on the Record Date.

**“Shortfall”** means the New Shares forming Entitlements, or parts of Entitlements, for which successful valid applications have not been received by the Closing Date.

**“Underwriter”** means Ventnor Capital Pty Ltd (ACN 111 543 741).

**“Underwriting Agreement”** means the underwriting agreement 22 October 2009 between the Company and the Underwriter.

**“WST”** means Western Standard Time.

---



29 October 2009

Dear Shareholder,

### PARTICIPATION IN NON-RENOUNCEABLE ENTITLEMENTS ISSUE

We are pleased to inform you that on 29 October 2009 Jaguar Minerals Limited ("Jaguar") lodged a Non-Renounceable Entitlement Issue Prospectus for an Offer of 1 New Share for every 2 shares held at an issue price of \$0.025 per New Share (**Rights Issue**). The Rights Issue will be open to existing shareholders of Jaguar with registered addresses in Australia and New Zealand.

The Rights Issue comprises an Offer of fully paid ordinary shares to existing shareholders who have purchased shares prior to the 5 November 2009 and hold those shares on the record date of 11 November 2009.

Under the Rights Issue Jaguar will issue approximately 38,968,000 New Shares to raise approximately \$974,000 before issue costs. Application will be made for quotation of the New Shares.

The Rights Issue is fully underwritten by Ventnor Capital Pty Ltd. The funds raised will be used for on-going exploration and project development activities at Jaguars Projects, with particular work planned for the Darlot JV tenements in Western Australia and Mt Jukes in Tasmania.

Jaguar expects the Rights Issue to be conducted according to the following timetable:

KEY EVENT	DATE
ASX Announcement of Rights Issue	19 October 2009
Lodgement of Prospectus	29 October 2009
Application to ASX for issue of New Shares and New Options	29 October 2009
Notice of Issue sent to Eligible Shareholders	30 October 2009
<b>Shares trade "ex-entitlement"</b>	<b>05 November 2009</b>
Record Date to determine Entitlements under the Rights Issue	11 November 2009
Prospectus and Entitlement and Acceptance Form dispatched	13 November 2009
<b>Closing Date for acceptances</b>	<b>04 December 2009</b>
Securities quoted on a deferred settlement basis	07 December 2009
Notify ASX of under-subscriptions	09 December 2009
Dispatch of shareholding statements for New Shares	14 December 2009



Jaguar reserves the right to extend the closing date, subject to the ASX Listing Rules and the consent of the underwriter, in which case the date of issue of the shares will alter accordingly. A prospectus for the Rights Issue has been lodged with ASIC and filed with the ASX and is available on both the ASX and Jaguar websites.

For and on behalf of  
**JAGUAR MINERALS LTD**

A handwritten signature in cursive script, appearing to read "N Anderson", followed by a horizontal line.

Nanette Anderson  
Managing Director



29 October 2009

Dear Option Holder

### NOTICE OF NON-RENOUNCEABLE ENTITLEMENT OFFER TO ENTITLED SHAREHOLDERS

We are writing to you in relation to your option holding in Jaguar Minerals Ltd (**Company**).

The Company has announced to ASX Limited (**ASX**) the details of a pro rata non-renounceable entitlement offer on the basis of one (1) new fully paid ordinary share (**New Share**) for every two (2) Shares held by shareholders of the Company as at 5.00pm WST on 11 November 2009 at an issue price of \$0.025 per New Share (**Offer**).

Pursuant to the terms of the options that were issued to you, the Company is required to notify you of your right to participate in any pro rata issue of securities if you exercise your options prior to the record date for the pro rata issue.

Accordingly, take notice that in order to participate in the Offer, you will need to exercise your options prior to the record date for the Offer, being 11 November 2009.

With the Company proposing to issue the new shares at \$0.025, being a lower price than the exercise price of your options, the exercise price is to be adjusted in accordance with item 9 of the Terms and Conditions of the options. Item 9 states:

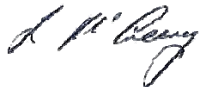
*"In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holders of Shares after the date of issue of the Options, the exercise price of the Options will be adjusted in accordance with the formula set out in ASX Listing Rule 6.22.2;"*

Details of the formula and calculation are set out in Appendix 1 attached to this letter. Based on this formula the final exercise price will be calculated on the ex-entitlements date (5 November 2009) As an **example only** of how this formula would affect the exercise price, if the formula was applied at today's date, the **indicative** adjusted exercise price of the options would be \$0.238.

The Company has lodged an Offer Document in relation to the Offer at the Australian Securities and Investigation Commission and that Offer Document will be dispatched to shareholders of the Company on 13 November 2009. The Offer Document outlines the Offer in detail.

Should you have any queries in relation to this matter, please do not hesitate to contact the Company.

Yours faithfully

A handwritten signature in black ink, appearing to read 'L. McCreery', written in a cursive style.

Lynton McCreery  
Company Secretary

Attach.

## APPENDIX 1

### RELEVANT SECTION OF ASX LISTING RULE 6.22

**6.22** An option may confer the right to a change in its exercise price, or a change to the number of +underlying securities over which it can be exercised, in any of the following cases.

Introduced 1/7/96. Origin: Listing Rule 3G(1)(c)(iii). Amended 1/7/97.

**6.22.2** If there is a +pro rata issue (except a +bonus issue) to the holders of the +underlying securities, the exercise price of an option may be reduced according to the following formula.

$$O' = O - \frac{E[P-(S+D)]}{N + 1}$$

O' = the new exercise price of the option.

O = the Old exercise price of the option.

E = the number of +underlying securities into which one option is Exercisable.

E = Note: E is one unless the number has changed because of a bonus issue.

P = the average +market Price per +security (weighted by reference to volume) of the +underlying securities during the **5 trading days ending on the day before the ex rights date or ex entitlements date.**

S = the Subscription price for a +security under the +pro rata issue.

D = the Dividend (in the case of a trust, Distribution) due but not yet paid on the existing +underlying securities (except those to be issued under the +pro rata issue).

N = the Number of +securities with rights or entitlements that must be held to receive a right to one new +security.

Introduced 1/7/96. Origin: Appendix 29. Amended 1/7/97, 1/7/98.

## CALCULATION

$$O' = O - \frac{E[P-(S+D)]}{N + 1}$$

**O'** = the new exercise price of the option.

O = 25 cents.

E = 1

P = 6.1 cents

S = 2.5 cents

D = 0

N = 2

$$O' = \$0.25 - \frac{1[\$0.061 - (\$0.025 + 0)]}{2 + 1}$$

**O' = \$0.238**



29 October 2009

Dear Option Holder

### NOTICE OF NON-RENOUNCEABLE ENTITLEMENT OFFER TO ENTITLED SHAREHOLDERS

We are writing to you in relation to your option holding in Jaguar Minerals Ltd (**Company**).

The Company has announced to ASX Limited (**ASX**) the details of a pro rata non-renounceable entitlement offer on the basis of one (1) new fully paid ordinary share (**New Share**) for every two (2) Shares held by shareholders of the Company as at 5.00pm WST on 11 November 2009 at an issue price of \$0.025 per New Share (**Offer**).

Pursuant to the terms of the options that were issued to you, the Company is required to notify you of your right to participate in any pro rata issue of securities if you exercise your options prior to the record date for the pro rata issue.

Accordingly, take notice that in order to participate in the Offer, you will need to exercise your options prior to the record date for the Offer, being 11 November 2009.

With the Company proposing to issue the new shares at \$0.025, being a lower price than the exercise price of your options, the exercise price is to be adjusted in accordance with item 9 of the Terms and Conditions of the options. Item 9 states:

*"In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holders of Shares after the date of issue of the Options, the exercise price of the Options will be adjusted in accordance with the formula set out in ASX Listing Rule 6.22.2;"*

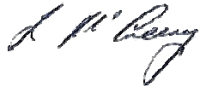
Details of the formula and calculation are set out in Appendix 1 attached to this letter. Based on this formula the final exercise price will be calculated on the ex-entitlement date (5 November 2009) As an **example only** of how this formula would affect the exercise price, if the formula was applied at today's date, the **indicative** adjusted exercise price of the options would be \$0.123.

The Company has lodged an Offer Document in relation to the Offer at the Australian Securities and Investigation Commission and that Offer Document will be dispatched to

shareholders of the Company on 13 November 2009. The Offer Document outlines the Offer in detail.

Should you have any queries in relation to this matter, please do not hesitate to contact the Company.

Yours faithfully

A handwritten signature in black ink, appearing to read 'L. McCreery', written in a cursive style.

Lynton McCreery  
Company Secretary

Attach.

## APPENDIX 1

### RELEVANT SECTION OF LISTING RULE 6.22

**6.22** An option may confer the right to a change in its exercise price, or a change to the number of +underlying securities over which it can be exercised, in any of the following cases.

Introduced 1/7/96. Origin: Listing Rule 3G(1)(c)(iii). Amended 1/7/97.

**6.22.2** If there is a +pro rata issue (except a +bonus issue) to the holders of the +underlying securities, the exercise price of an option may be reduced according to the following formula.

$$O' = O - \frac{E[P-(S+D)]}{N + 1}$$

O' = the new exercise price of the option.

O = the Old exercise price of the option.

E = the number of +underlying securities into which one option is Exercisable.

Note: E is one unless the number has changed because of a bonus issue.

P = the average +market Price per +security (weighted by reference to volume) of the +underlying securities during the **5 trading days ending on the day before the ex rights date or ex entitlements date.**

S = the Subscription price for a +security under the +pro rata issue.

D = the Dividend (in the case of a trust, Distribution) due but not yet paid on the existing +underlying securities (except those to be issued under the +pro rata issue).

N = the Number of +securities with rights or entitlements that must be held to receive a right to one new +security.

Introduced 1/7/96. Origin: Appendix 29. Amended 1/7/97, 1/7/98.



## CALCULATION

$$O' = O - \frac{E[P-(S+D)]}{N + 1}$$

**O'** = the new exercise price of the option.

O = 13.5 cents.

E = 1

P = 6.1 cents

S = 2.5 cents

D = 0

N = 2

$$O' = \$0.135 - \frac{1[\$0.061 - (\$0.025 + 0)]}{2 + 1}$$

**O' = \$0.123**