



JAGUAR MINERALS LIMITED
ABN 43 107 159 713

ANNUAL GENERAL MEETING 2010

**NOTICE OF
ANNUAL GENERAL MEETING
AND PROXY FORM**

DATE OF MEETING
26 NOVEMBER 2010

TIME OF MEETING
11.00AM

PLACE OF MEETING
CWA HOUSE
1176 HAY STREET
WEST PERTH WA



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual general meeting of the members of Jaguar Minerals Limited (“**Jaguar**” or “**the Company**”) will be held on the date and at the location and time specified below:

DATE: Friday, 26 November 2010
LOCATION: CWA House, 1176 Hay Street West Perth WA
TIME: 11.00 AM (WST)

You are encouraged to attend the meeting,
but if you cannot, you are requested to
complete and return the enclosed Proxy Form to:

PO Box 180, West Perth,
Western Australia, 6872,

or by facsimile on facsimile number +61 (0)8 9485 0955,

or by email at admin@jaguarminerals.com.au,

no later than 5:00 PM (WST) on Wednesday, 24 November 2010.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 9.00 am WST on 24 November 2010.

ORDINARY BUSINESS

2010 FINANCIAL STATEMENTS

To receive and consider the financial statements of the Company for the year ended 30 June 2010, consisting of the Annual Financial Report, the Directors’ Report and Auditor’s Report.

The Corporations Act requires the Company to lay its Financial Report, Directors’ Report and Auditor’s Report for the last financial year before the Annual General Meeting. No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the reports.

The Company’s Auditor will also be present at the meeting and shareholders will be given the opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor’s report, the accounting policies adopted by the Company and the independence of the Auditor.

A downloadable version of the Annual Financial Report is available on the Company’s website at www.jaguarminerals.com.au. Shareholders may receive a hard copy of the Annual Report upon request by emailing admin@jaguarminerals.com.au or telephoning on +61(0)8 9485 0911.

RESOLUTION 1

ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as set out in the Director’s Report in the Annual Report for the year ended 30 June 2010”.

The vote on this resolution is advisory only and does not bind the Directors of the Company.

The Board is voluntarily submitting its Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution. The Remuneration Report is contained within the Directors’ Report of the Annual Report. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

RESOLUTION 2

RE-ELECTION OF NANETTE ANDERSON AS A DIRECTOR

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, in accordance with clause 2 of the Company’s Constitution and for all other purposes, Ms Nanette Anderson, a Director who was appointed to the Board on 10 September 2010, retires and being eligible, is re-elected as a Director of the Company.”

Ms Nanette Anderson was appointed Non-Executive Director on 10 September 2010 and is seeking Shareholders ratification of her appointment as Non-Executive Director of Jaguar Minerals Ltd.

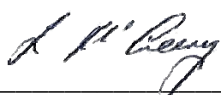
RESOLUTION 3

RESOLUTION ON CHANGE OF AUDIT FIRM

To consider and if thought fit to appoint Stantons International Audit and Consulting Pty Ltd trading as Stantons International as auditors of the Company.

Due to an internal restructure of Stantons International Pty Ltd trading as Stantons International a new authorised audit company, Stantons International Audit and Consulting Pty Ltd trading as Stantons International, has been incorporated. In accordance with the Corporations Act 2001 there is a requirement for shareholders to approve the appointment of Stantons International Audit and Consulting Pty Ltd trading as Stantons International as the auditor of the company.

By order of the Board



Lynton McCreery
Company Secretary

Date: 20 September 2010

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11.00 AM WST at CWA House, 1176 Hay Street, West Perth, Western Australia on Friday 26 November 2010. This Explanatory Statement is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed.

2010 FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2010 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

In accordance with amendments to the Corporations Act the Company is no longer required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at www.jaguarminerals.com.au

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

In accordance with Section 250R(2) of the Corporations Act, the Company must put a resolution that the Directors' Remuneration as set out in the Directors' Report of the Annual Report 2010 be adopted to vote at the Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual Financial Report of the Company for the financial year ending 30 June 2010.

A reasonable opportunity will be provided for discussion of the Directors' Remuneration at the Annual General Meeting.

RESOLUTION 2: RE-ELECTION OF DIRECTOR – MS NANETTE ANDERSON

Clause 2 of the Constitution requires that at every Annual General Meeting of the Company one third of the Directors shall retire from office. The Directors to retire are those who have been longest in office since their last election. A retiring Director is eligible for re-election. Accordingly, Ms Anderson is up for re-election.

Ms Anderson has worked in the exploration and mining industry for over a decade. With a background in geology she has experience exploring and developing gold, diamond and base metal projects throughout Australia and Indonesia. Her particular area of expertise at that time included design and co-ordination of mine planning, critical analysis of exploration targets and resource modelling and reconciliation.

Moving into the corporate side of the business, Ms Anderson has successfully undertaken capital raisings, project acquisitions and joint venture negotiations. Ms Anderson is a member of the Australasian Institute of Mining and Metallurgy (AusIMM) and the Geological Society of Australia. Ms Anderson has not held any former directorships in the last 3 years.

RESOLUTION 3: RESOLUTION ON CHANGE OF AUDIT FIRM

Due to an internal restructure of Stantons International Pty Ltd trading as Stantons International a new authorised audit company, Stantons International Audit and Consulting Pty Ltd trading as Stantons International, has been incorporated. In accordance with the Corporations Act 2001 there is a requirement for shareholders to approve the appointment of Stantons International Audit and Consulting Pty Ltd trading as Stantons International as the auditor of the company.

In Accordance with section 328B of the Corporations Act, notice in writing nominating Stantons International has been given to the Company by a Shareholder. A copy of this notice is included in this notice of meeting as Attachment 1. The appointment of Stantons International will be by vote of shareholders as an ordinary resolution.

ENQUIRIES

Shareholders are required to contact the Company Secretary on (+61 8) 9485 0911 if they have any queries in respect of the matters set out on these documents.

ATTACHMENT 1.

T.M. Allen
PO Box 1398
WEST PERTH WA 6872

13 September 2010

The Directors
Jaguar Minerals Ltd
PO Box 180
WEST PERTH WA 6872

Dear Board,

I, Terrence Allen hereby nominate Stantons International Audit and Consulting Pty Ltd (trading as Stantons International) to be appointed as auditors of Jaguar Minerals Ltd at the forthcoming 2010 AGM of Jaguar Minerals Ltd.

Yours faithfully,


Terrence Allen

GLOSSARY

\$ or dollars means Australian dollars.

Annual General Meeting means the meeting convened by the Notice of Meeting.

ASIC is an acronym the Australian Securities and Investments Commission.

ASX is an abbreviation for Australian Securities Exchange Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means any week day in which banks are open in Western Australia and any other day that ASX declares is not a business day.

Company means Jaguar Minerals Limited (ACN 107 159 713).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement of the Company.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share in the Company.

WST means Western Standard Time as observed in Perth, Western Australia.



APPOINTMENT OF PROXY

I/We: _____

Of: _____

being a member/s of Jaguar Minerals Ltd and entitled to attend and vote hereby appoint:-



The Chairman of the meeting (mark with an 'X')

OR



If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered security holder) you are appointing as your proxy.

or failing that person then the Chairperson of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 26 November 2010 at 11am WST and at any adjournment of the meeting.

PROXY INSTRUCTIONS



If you **do not** wish to direct your proxy how to vote please place a mark in this box. By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as a proxy holder will be disregarded because of that interest. The Chairman has advised that his intention is to vote in favour of all resolutions.

If you wish to instruct your proxy how to vote, insert "X" in the appropriate column against the item of business set out below.

RESOLUTIONS

For Against Abstain

1 ADOPTION OF REMUNERATION REPORT

2 RE-ELECTION OF NANETTE ANDERSON AS DIRECTOR

3 RESOLUTION ON CHANGE OF AUDIT FIRM

This proxy is appointed to represent ____% of my voting right, or if 2 proxies are appointed Proxy 1 represents ____% and Proxy 2 represents ____% of my total votes.

Date: _____

If the shareholder is an Individual:

Signature

If the shareholder is a Company:

Affix common seal (if required by Constitution)

Director/Sole Director/Company Secretary

Director/Company Secretary

Print Name

Print Name

**FORMS TO BE SUBMITTED BY 11.00AM (WST) ON 24 NOVEMBER 2010
BY POST TO PO BOX 180, WEST PERTH WA 6872, FACSIMILE +61 (0) 8 9485 0955
OR EMAIL ADMIN@JAGUARMINERALS.COM.AU**



INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by each of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this General Meeting, **that is, by 11.00am WST on 24 November 2010** by post to PO Box 180, West Perth WA 6872, facsimile **+61 (0) 8 9485 0955** or email **admin@jaguarminerals.com.au**
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
 - c) if the proxy is the Chairperson, the proxy must vote on a poll and must vote that way; and
 - d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.