



JAGUAR MINERALS LIMITED
ACN 107 159 713

NOTICE OF GENERAL MEETING

PROXY FORM

DATE AND TIME OF MEETING

24 APRIL 2012
AT 10.00AM WST

PLACE OF MEETING

LEVEL 1, 703 MURRAY STREET
WEST PERTH 6005
WESTERN AUSTRALIA

Notice is hereby given that the General Meeting of Shareholders of the Company will be held at Level 1, 703 Murray street, West Perth, Western Australia 6005, on **24 April 2012** at **10.00:AM** (WST). The Proxy Form forms part of this Notice of Annual General 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 Meeting are those who are registered as Shareholders of the Company at 5:00PM on 20 April 2012 (WST).

ORDINARY BUSINESS

>RESOLUTION 1 – RATIFICATION OF PRIVATE PLACEMENT SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 17,500,000 Shares on the terms and conditions set out in the explanatory statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of that person. However, the Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form or it is cast by the person chairing the General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

>RESOLUTION 2 – APPROVAL OF PRIVATE PLACEMENT SHARES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the allotment and issue within three months of the date of this resolution of up to 12,000,000 Shares for the purposes and on the terms and conditions set out in the explanatory statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of that person. However, the Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form or it is cast by the person chairing the General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

>EXPLANATORY STATEMENT

Shareholders are referred to the Explanatory Statement accompanying and forming part of this Notice of General Meeting for further information in relation to the Resolutions. Capitalised terms used in this Notice of General Meeting of Shareholders are defined in schedule 1 of the Explanatory Statement.

>PROXIES

Shareholders are encouraged to attend the Meeting, but if you are unable to attend the Meeting, we encourage you to complete and return the enclosed Proxy Form. In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- every Shareholder has the right to appoint a proxy
- the proxy need not be a Shareholder of the Company; and

- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Annual General Meeting and return it as soon as possible to the Company by:

- Facsimile (08) 9485 0955 (international dial: +61 8 9485 0955)
- Post PO Box 180, WEST PERTH WA 6872, Australia

Proxy Forms must be received by the Company no later than 48 hours before the time specified for the commencement of the Meeting.

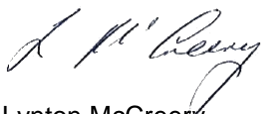
Proxy Forms received later than this time would be invalid.

>CORPORATE REPRESENTATIVES

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the meeting when registering as a corporate representative.

If a representative of the corporation is to attend the Meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

By order of the Board



Lynton McCreery
Company Secretary

Date: 19 March 2012

1. >INTRODUCTION

This Explanatory Statement has been prepared to assist Shareholders of the Company in understanding the business to be put to Shareholders for their consideration at the forthcoming General Meeting.

2. >RESOLUTION 1 – RATIFICATION OF PRIVATE PLACEMENT SHARES

As announced to Shareholders 28 February 2012 the Company issued securities to investors compliant with section 708 of the Corporations Act, raising \$437,500.

Listing Rule 7.1 prevents, subject to certain exceptions, the Company from issuing, or agreeing to issue, equity securities in any 12 month period which amounts in excess of 15% of the issued ordinary shares of the Company (as it stands at the beginning of the 12 month period) without Shareholder approval.

Resolution 1 therefore seeks Shareholder approval pursuant to Listing Rule 7.1 to refresh the Company's capacity to issue securities pursuant to ASX Listing Rule 7.4.

In accordance with Listing Rule 7.3, the Company provides the following information:

Number Allotted: 17,500,000 ordinary Shares

Allotment Date/Date of Issue: The 17,500,000 Shares were allotted and issued 28 February 2012

Issue Price: \$0.025 (2.5 cents).

Allottee: Issued to sophisticated investors pursuant to section 708 of the Corporations Act 2001 (Cth), being unrelated parties to the Company, who after the issue do not hold 20% or more of the issued capital of the Company.

Terms: The issued Shares are fully paid ordinary shares in the capital of the Company, which rank equally in all respects with the Company's existing Shares.

Intended Use of Funds: The funds will be applied towards working capital, in particular contributions towards the Company's 20% holding in the Mt Jukes JV.

Voting Exclusion: An appropriate voting exclusion statement is included in the Notice of General Meeting.

3. >RESOLUTION 2 – APPROVAL OF PRIVATE PLACEMENT SHARES/OPTIONS BACKGROUND

Under Resolution 2, the Company seeks shareholder approval to issue and allot up to 12,000,000 Placement Shares to Eye Investment Fund Ltd.

The purpose of Resolution 2 is to raise funds which will be applied towards working capital, in particular contributions towards the Company's 20% holding in the Mt Jukes JV.

3.1 ASX LISTING RULE REQUIREMENTS

ASX Listing Rule 7.1 provides, in summary, that a listed Company may not issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a Company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the Company at the beginning of the 12 month period, except with the prior approval of shareholders.

Resolution 2 seeks shareholder approval under ASX Listing Rule 7.1 for the issue of up to 12,000,000 Placement Securities. The effect of such approval is that any such Placement Securities will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

3.2 ASX LISTING RULE DISCLOSURE REQUIREMENTS

The following information is provided in accordance with ASX Listing Rule 7.3:

a) The Maximum number of equity securities the entity is to issue

The maximum number of equity securities to be issued is 12,000,000 shares. The Directors will have the discretion to issue the Placement Securities.

b) The date by which the entity will issue the equity securities

The Placement Securities will be issued no later than three months after the date of the meeting, or such later date as may be approved by the ASX.

c) The issue price of the equity securities

The Placement Securities will be placed at \$0.025.

d) The names of the allottees (if known) or the basis upon which the allottees will be identified or selected

Allotted to Eye Investment Fund Ltd

The Eye Investment Fund is a globally-oriented absolute return fund, which has a natural resources focussed core portfolio.

e) The terms of the equity securities

The Placement Securities will rank equally in all respects with the Company's current issued Shares.

f) The intended use of the funds raised

The funds raised by the issue of the Placement Securities pursuant to Resolution 2 will be used to fund:

- contributions towards the Company's 20% holding in the Mt Jukes JV
- the ongoing working capital of the Company

g) The dates of allotment or a statement that allotment will occur progressively

The Placement Securities will be allotted within three months of the date of Share Holder approval.

3.3 DIRECTORS' RECOMMENDATION

The Board recommends that Shareholders vote in favour of Resolution 2 as it will assist the Company to raise funds for the purposes set out above.

This Explanatory Memorandum is intended to provide shareholders in Jaguar Minerals Limited ACN 107 159 713 ("**Company**") with sufficient information to assess the merits of Resolutions 1 and 2 contained in the Notice of General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to Resolutions 1 to 2.

>SCHEDULE 1 - DEFINITIONS

In this Explanatory Memorandum and Notice of Annual General Meeting:

Associate has the meaning given by Sections 10 to 17 of the Corporations Act.

ASX means ASX Limited ACN 008 624 691 and the market operated by it, as the context requires.

ASX Listing Rules means the Listing Rules of ASX and any other rules of ASX which are applicable while the entity is admitted to the official list of ASX, each as amended or replaced from time to time except to the extent of any express written waiver by ASX.

Board means the board of Directors of the Company.

Constitution means the constitution of the Company, as amended from time to time.

Company or **JAG** means Jaguar Minerals Ltd ABN 43 107 159 713 of First Floor, 703 Murray Street, West Perth, Western Australia 6005.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum which accompanies and forms part of this Notice.

Fully Paid Share means a fully paid Share listed on the ASX.

General Meeting or **Meeting** means the annual general meeting of the Company to be held on 24 April 2012 at Level 1 703 Murray street West Perth WA. at 10.00am (WST), convened by this Notice.

Notice means this Notice of General Meeting.

Placement Securities means ordinary fully paid shares in the share capital of the Company.

Relevant Interest has the meaning given to that term in section 9 of the Corporations Act.

Resolution means a resolution referred to in this Notice.

Securities means a Share in the capital of the Company.

Share means an ordinary share in the capital of the Company.

Shareholder means each person registered as a holder of a Share.

Trading Day has the same meaning as defined in the ASX Listing Rules.

WST means Australia Western Standard Time.



The Company Secretary
Jaguar Minerals Ltd
Level 1, 703 Murray St
WEST PERTH WA 6005
Fax: (08) 9485 0955

PROXY FORM

I/We (Name of Shareholder)

Of (Address)

being a member/members of Jaguar Minerals Ltd ("**Company**") hereby appoint

Name

Of Address

and/or failing him (name)

Of Address

or failing that person then the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 10.00am on 24 April 2012 at Level 1, 703 Murray Street, West Perth, Western Australia, and at any adjournment thereof.

.....
Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below.

1. PROXY INSTRUCTIONS

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

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



2. ORDINARY BUSINESS

Please mark to indicate your directions

For Against Abstain

Resolution 1 Ratification of Allotment and Issue of 17,500,000 Shares

Resolution 2 Authority to Issue and Allot 12,000,000 Shares

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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. My total voting right isshares

If shareholder is an individual:

If shareholder is a Company:

Signature

Director/Sole Director and Secretary

OR



Dated: 2012

Director / Secretary

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 5 pm WST on 20 April 2012** by post to PO Box 180, West Perth WA 6872 or facsimile (61 8) 9485 0955
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.