DISCLOSURE DOCUMENT IN CONNECTION WITH THE WRITTEN CONSENT OF DISINTERESTED SHAREHOLDERS OF JAGUAR MINING INC.

JAGUAR MINING INC.

DISCLOSURE DOCUMENT

This disclosure document ("**Disclosure Document**") is being furnished along with the accompanying written shareholder consent attached hereto as Schedule "A" (the "**Shareholder Consent**") in connection with the approval by the shareholders of Jaguar Mining Inc. ("**Jaguar**" or the "**Corporation**") of the Proposed Transaction (as hereinafter defined), which constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (the "**Instrument**").

This information in this Disclosure Document is given as of June 1, 2015 except where otherwise indicated.

GENERAL

Jaguar is a corporation existing under the laws of the Province of Ontario. The registered office of the Corporation is located at 67 Yonge Street, Suite 1203, Toronto, Ontario, Canada, M5E 1J8. Jaguar is a gold mining company engaged in gold production and in the acquisition, exploration, development and operation of gold mineral properties.

Jaguar is a reporting issuer under the *Securities Act* (British Columbia), *Securities Act* (Alberta), *Securities Act* (Saskatchewan), *Securities Act* (Manitoba), *Securities Act* (Ontario), *Securities Act* (Québec), *Securities Act* (New Brunswick), *Securities Act* (Nova Scotia), *Securities Act* (Prince Edward Island) and *Securities Act* (Newfoundland).

DESCRIPTION OF CAPITAL STRUCTURE

The authorized capital of the Corporation consists of an unlimited number of common shares ("**Common Shares**"). Holders of Common Shares are entitled to receive notice of any meetings of shareholders, to attend and to cast one vote per Common Share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors, and holders of a majority of the Common Shares entitled to vote in any election of directors may therefore elect all directors standing for election. Holders of Common Shares are entitled to receive on a *pro-rata* basis such dividends, if any, as and when declared by the board of directors of the Corporation (the "**Board**"), at its discretion, from funds legally available therefore and upon the liquidation, dissolution or winding up of Jaguar are entitled to receive on a *pro-rata* basis the net assets of Jaguar after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a *pro-rata* basis with the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

As of June 1, 2015, the Corporation had 111,111,038 Common Shares issued and outstanding.

The Common Shares are listed on the TSX Venture Exchange ("**TSXV**") under the symbol "JAG".

THE PROPOSED TRANSACTION

<u>Background</u>

The Corporation intends to issue approximately US$16,000,000 aggregate principal amount of 12% senior secured convertible debentures (the "**Debentures**") on a non-brokered private placement basis (the "**Offering**"). The Offering was disclosed in a press release dated February 27, 2015, and revised terms of the Offering were disclosed in a press release dated May 4, 2015. Subject to obtaining requisite approvals, including approval of the Board, the size of the Offering may be increased up to US$20,000,000.

The Debentures will bear interest at a rate of 12% per annum, payable in United States dollars semi-annually commencing six months from the closing date of the Offering. The Debentures will be convertible into Common Shares at a conversion price of C$0.25 per share, representing a 32% premium to the closing price of Common Shares on the TSXV on May 29, 2015, and a conversion rate of 4,980 Common Shares per $1,000 principal amount of Debentures based on Canadian dollar exchange rate of 0.8030 on May 29, 2015. Upon conversion, holders will be entitled to receive accrued and unpaid interest up to, but excluding, the date of conversion.

The net proceeds of the Offering are intended to be used by the Corporation to repay the US$9.4 million outstanding under the credit facility (the "**Renvest Credit Facility**") held by Renvest Global Resource Fund c/o Renvest Mercantile Bancorp Inc. ("**Renvest**") and for general corporate purposes.

An insider of the Corporation, Dupont Capital Management Corp. ("**Dupont Capital**"), which holds 12,037,763 Common Shares (representing approximately 10.8% of the issued and outstanding Common Shares) through a fund it manages, intends to subscribe for 1,500 Debentures for an aggregate subscription amount of US$1,500,000 (the "**Dupont Subscription**").

Another insider of the Corporation, Outrider Management, LLC ("**Outrider Management**"), which holds 36,045,291 Common Shares (representing approximately 32.4% of the issued and outstanding Common Shares) through a fund it manages, Outrider Master Fund, L.P., intends to subscribe for 5,000 Debentures for an aggregate subscription amount of US$5,000,000 (the "**Proposed Transaction**").

<u>Applicability of the Instrument</u>

Outrider Management, LLC ("**Outrider Management**") and Dupont Capital Corp. ("**Dupont Capital**") are related parties (within the meaning of the Instrument). Consequently, their subscriptions are each a related party transaction (within the meaning of the Instrument), necessitating that the Corporation obtain a formal valuation for, and minority approval of, the Proposed Transaction, in the absence of exemptions therefor.

Dupont Capital Subscription

Although the Dupont Subscription constitutes a "related party transaction" under MI 61-101, implementation of the Dupont Subscription is exempt from:

> (i) the <u>formal valuation requirement</u> of the Instrument pursuant to section 5.5(b) of the Instrument, on the basis that no securities of the Corporation are listed or quoted on the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and the United States other than the Alternative Investment Market of the London Stock Exchange or the PLUS market operated by PLUS Markets Group plc; and
>
> (ii) the <u>"minority approval" requirement</u> of the Instrument pursuant to section 5.7(b) of the Instrument, on the basis that that (A) no securities of the Corporation are listed or quoted on the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and the United States other than the Alternative Investment Market of the London Stock Exchange or the PLUS market operated by PLUS Markets Group plc, (B) at the time the transaction was agreed to, neither the fair market value of the securities to be distributed in the transaction nor the consideration to be received for those securities, insofar as the transaction involves interested parties, exceeded $2,500,000, (C) the Corporation had one or more independent directors in respect of the transaction who are not employees of the issuer, and (D) at least two-thirds of the directors described in subparagraph (C) approved the transaction. In addition, since the proposed transaction involves a distribution of securities of the Corporation for cash consideration, (E) neither the Corporation nor, to the knowledge of the Corporation after reasonable inquiry, Dupont Capital has knowledge of any material information concerning the Corporation or its securities that has not been generally disclosed, and the disclosure document for the transaction includes a statement to that effect, and (F) the disclosure document for the transaction includes a description of the effect of the distribution on the direct or indirect voting interest of the related party.

For purposes of section 5.5(c) of the Instrument, neither the Corporation nor, to the knowledge of the Corporation after reasonable inquiry, Dupont Capital has knowledge of any material information concerning the Corporation or its securities that has not been generally disclosed.

Outrider Management Subscription

Implementation of the Proposed Transaction is exempt from the formal valuation requirement of the Instrument pursuant to section 5.5(b) of the Instrument, on the basis that no securities of the Corporation are listed or quoted on the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and the United States other than the Alternative Investment Market of the London Stock Exchange or the PLUS market operated by PLUS Markets Group plc.

However, other than considering the financial hardship exemption, there are no available exemptions from the minority approval requirements of the Instrument for the Proposed Transaction.

The Proposed Transaction is subject to certain conditions, including receipt of necessary TSXV and regulatory approvals (including the exemptive relief requested herein) and approval of the Corporation's shareholders (including the disinterested minority shareholder approval required by section 5.6 of the Instrument). Subject to the execution and delivery of the subscription agreements in connection with the Offering and the satisfaction of the conditions therein, the Offering is expected to close in on or about June 12, 2015. See *"Minority Shareholder Approval of Proposed Transaction"*.

MINORITY SHAREHOLDER APPROVAL OF PROPOSED TRANSACTION

To effect the Proposed Transaction, Jaguar is required to obtain approval by a majority of the votes cast by affected holders of Common Shares, excluding the votes attached to the Common Shares that are beneficially owned or over which control or direction is exercised by Outrider Management and other "interested parties" in the Proposed Transaction as defined in the Instrument, at a meeting of holders of that class of securities called to consider the Proposed Transaction (the "**Minority Approval**"). To the Corporation's knowledge there are no interested parties with respect to the Proposed Transaction other than Outrider Management. For greater certainty, Mr. Stephen Hope, a director of the Corporation, is not considered to be an "independent director" (as defined in the Instrument) as he is a principal and therefore, an "issuer insider" (as defined in MI 61-101) of Outrider Management.

The Corporation has applied to the Ontario Securities Commission (the "**OSC**") and TSXV for an exemption from the requirement to hold the shareholders meeting to obtain the required approval of the Proposed Transaction and instead is allowed to obtain this approval by having holders of more than 50% of the Commons Shares, excluding the shares held or over which control or direction is exercised by Outrider Management, approve the Proposed Transaction in writing by executing the Shareholder Consent to which this Disclosure Document is attached.

The Proposed Transaction is critical to the overall success of the Offering, as the subscription by Outrider Management is required in order for the Corporation to have sufficient funds for their intended purposes, being the repayment and discharge of the Renvest Facility and general corporate purposes. There can be no assurance that Outrider Management or the other potential subscribers will remain interested in participating in the Offering if the Proposed Transaction is delayed due to a shareholder meeting. To avoid such cost and delay, the Corporation proposes to obtain consent to the Proposed Transaction, by way of Shareholder Consent, from shareholders of Jaguar who hold more than a majority of the votes of the disinterested minority shareholders (and would be expected to represent a significantly higher percentage of the votes cast at any such meeting).

Due to current market conditions, the Corporation's current cash position, the impact of the Renvest Credit Facility's amortization period on the Corporation's liquidity, it is not feasible for the Jaguar and potential subscribers of the Offering to wait until the scheduled annual general meeting of shareholders is held to approve the Proposed Transaction.

PRINCIPAL HOLDERS OF COMMON SHARES

To the best of the knowledge of the directors and executive officers of the Corporation, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying 10 percent or more of the voting rights attached to any class of outstanding voting securities of the Corporation, as of the date hereof, other than as set forth below:

Name	Common Shares Beneficially Owned, Directly or Indirectly, Controlled or Directed[(1)]	
	(#)	(%)
Outrider Management, LLC	36,045,291	32.4
Dupont Capital Management Corp.	12,037,763[(2)]	10.8

(1) The information as to Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been furnished by the respective persons.
(2) Represents aggregate Common Shares of the Corporation owned by funds managed by DuPont Capital Management Corp.

OWNERSHIP OF COMMON SHARES PRE-OFFERING AND POST-OFFERING

To the best of the knowledge of the Corporation, the table below sets forth, as at the date hereof, the number of Common Shares beneficially owned, or over which control or direction was exercised, by each director and senior officer of the Corporation and, to the best of the knowledge of the Corporation after reasonable enquiry, each associate of a director or senior officer of the Corporation. To the best of the knowledge of the Corporation, other than as set forth in the table below, no: (i) associate or affiliate of an insider of the Corporation; or (ii) associate or affiliate of the issuer, holds any securities the Corporation.

The table set forth below was prepared on the basis that, as of the date hereof:

(i) there are 111,111,038 Common Shares outstanding;

(ii) 16,000 Debentures are issued pursuant to the Offering (which, for greater certainty, includes the 5,000 Debentures issued pursuant to the Proposed Transaction);

(iii) following closing of the Offering, the 16,000 Debentures may, at the holder's option, be converted into Common Shares at a conversion price of C$0.25 per Common Share at a ratio of 4,980 Common Shares per US$1,000 principal amount of Debentures based on the Canadian dollar to U.S. dollar exchange rate of 0.8030 on May 29, 2015; and

(iv) immediately following the closing of the Offering, the 16,000 Debentures will be converted into Common Shares at the above-noted conversion price of C$0.25 per Common Share, being a ratio of 4,980 Common Shares per US$1,000 principal amount of Debentures (assuming the same Canadian dollar to U.S. dollar exchange rate of 0.8030 on May 29, 2015), resulting in the issuance of 79,680,000 Common Shares.

Name	Position(s) with the Corporation	Pre-Offering		Post-Offering[1]	
		Common Shares Beneficially Owned, Directly or Indirectly, Controlled or Directed[2]		Common Shares Beneficially Owned, Directly or Indirectly, Controlled or Directed[2]	
		(#)	(%)	(#)	(%)
George Bee	Director / Chief Executive Officer	-	-	-	-
Richard D. Falconer	Director (Independent)	-	-	-	-
Edward V. Reeser	Director (Independent)	-	-	-	-
Luis Ricardo Miraglia	Director (Independent)	-	-	-	-
Stephen Hope [3]	Director	36,045,291	32.4	60,945,291	32.8
Jared Hardner	Director (Independent)	-	-	-	-
Robert J. Chadwick	Director (Independent)	-	-	-	-
Derrick Weyrauch	Chief Financial Officer	-	-	-	-
Cintia Zanellato	General Counsel and Corporate Secretary	-	-	-	-
Ubiratã Oliveira	Executive Vice President, Operations	-	-	-	-
Hashim Ahmed	Vice President, Finance	-	-	-	-
Jim Healy	Executive Vice President, Brazil	-	-	-	-
Outrider Management, LLC	Insider	36,045,291	32.4	60,945,291	31.9
Dupont Capital Management Corp.	Insider	12,037,763[4]	10.8	19,507,763[4]	10.2

(1) Assuming that immediately following the closing of the Offering,16,000 Debentures will be converted into Common Shares at the conversion price of C$0.25 per Common Share at a ratio of 4,980 Common Shares per US$1,000 principal amount of Debentures (assuming the same Canadian dollar to U.S. dollar exchange rate of 0.8030 on May 29, 2015), resulting in the issuance of 79,680,000 Common Shares.
(2) The information as to Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been furnished by the respective persons.
(3) Mr. Hope is not considered to be an independent director as he is a principal of Outrider Management, LLC. On April 22, 2014, a fund managed by Outrider Management, LLC acquired ownership of 36,045,291 Common Shares pursuant to proceedings under the *Companies' Creditors Arrangement Act*, representing approximately 32.4% of the total number of Common Shares outstanding at that time.
(4) Represents aggregate Common Shares of the Corporation owned by funds managed by DuPont Capital Management Corp.

The foregoing has been prepared on the basis of an Offering size of 16,000 Debentures, which may increase to an Offering size of up to approximately 20,000 Debentures, subject to obtaining requisite approvals, including approval of the board of directors of the Corporation.

To the knowledge of the Corporation, 36,045,291 Common Shares are to be excluded from the approval of the Proposed Transaction and, as a result, written consents approving of the Proposed Transaction are required from holders of the majority of the remaining 75,065,747 Common Shares.

BOARD APPROVAL AND RECOMMENDATION

The Board received periodic updates since the determination to proceed with the Offering in February 2015. The Board was informed, in each case as the events arose, with respect to: (a) the status of the Offering; (b) the fact that Outrider Management and Dupont Capital are expected to subscribe pursuant to the Offering; (c) the necessity for obtaining minority shareholder approval of the Proposed Transaction; (d) the approval requirements of the Board (including necessary approval of a majority of independent directors); and (e) the Corporation's application for exemptive relief from the shareholder meeting requirements set forth in the Instrument.

The Board consists of the seven individuals set forth in the table above. Of the seven directors, Jaguar has five directors who are "independent" (as defined in the Instrument) with respect to the Proposed Transaction.

In December 2014, a special committee comprised of four directors of the Corporation (the "**Special Committee**") was established to initiate a strategic review process to explore alternatives for the enhancement of shareholder value. Mr. Stephen Hope, a director of the Corporation and member of the Special Committee, is not considered to be an "independent director" (as defined in the Instrument) as it relates to the Proposed Transaction, as he is a principal and therefore, an "issuer insider" (as defined in the Instrument) of Outrider Management. Mr. Hope has recused himself from deliberations by the Special Committee and the Board relating to the terms of the Proposed Transaction.

The Special Committee and Board determined that the Offering was in the Corporation's best interests and unanimously approved the Proposed Transaction. In its determination, the Special Committee and Board came to its conclusion on the basis that neither Outrider Management nor Dupont Capital were receiving preferential treatment vis-à-vis other purchasers of Common Shares pursuant to the Offering and that all shareholders were being treated equally.

BENEFITS OF PROPOSED TRANSACTION

No person will benefit directly or indirectly (other than in respect Outrider Management's shareholdings) with respect to the Proposed Transaction (with Mr. Hope abstaining). However, Jaguar will benefit from the successful completion of the Proposed Transaction, as the Corporation will be able to avail itself of significantly increased Offering proceeds by virtue of the Proposed Transaction.

PRIOR VALUATIONS

The Corporation has not received nor has it requested a valuation of its securities in the 24 months prior to the date hereof.

OTHER BENEFITS

No director or disinterested shareholder has received nor will receive any collateral benefit in respect of the Proposed Transaction or agreeing to execute the Shareholder Consent attached hereto as Schedule "A".

TAX CONSEQUENCES

There are no income tax consequences to holders of Common Shares resulting from approval or the implementation of the Proposed Transaction.

MARKET FOR SECURITIES

The Corporation's Common Shares are listed and posted for trading on the TSXV under the symbol "JAG". The following table sets forth the reported high and low sales process and the trading volumes for the Common Shares on the TSXV as reported by sources the Corporation believes to be reliable for the periods indicated.

Month	High	Low	Trading Volume
May 2014(1)	$1.25	$0.50	978,081
June 2014	$0.97	$0.63	542,821
July 2014	$0.95	$0.77	159,920
August 2014	$0.80	$0.64	336,264
September 2014	$0.67	$0.53	372,329
October 2014	$0.84	$0.53	1,135,094
November 2014	$0.75	$0.51	94,727
December 2014	$0.59	$0.31	389,285
January 2015	$0.540	$0.315	376,963
February 2015	$0.650	$0.46	108,405
March 2015	$0.485	$0.30	159,129
April 2015	$0.315	$0.175	749,424
May 2015	$0.22	$0.125	1,021,440

(1) The Corporation's Common Shares began trading on the TSXV on May 1, 2014. Prior to May 1, 2014, the Corporation's Common Shares were listed on the Toronto Stock Exchange. However, trading in the Corporation's Common Shares was suspended on the Toronto Stock Exchange from December 23, 2013 to April 30, 2014.

COMMITMENTS TO ACQUIRE SECURITIES OF THE CORPORATION

Except with respect to the Offering (which, for greater certainty, includes the Proposed Transaction and the Dupont Subscription), Jaguar has no commitments with respect to the purchase of securities of the Corporation.

To the best of the knowledge of the Corporation, with the exception of the Proposed Transaction and the Dupont Subscription, no (i) director or officer of Jaguar, (ii) associate or affiliate of an insider of Jaguar, (iii) associate or affiliate of Jaguar, (iv) insider of Jaguar, other than a director or officer of Jaguar or (v) person or company acting jointly or in concert with Jaguar has any commitments to purchase Common Shares, Debentures or other equity securities of the Corporation. See *"The Proposed Transaction"*, *"Principal Owners of Common Shares"* and *"Ownership of Common Shares Pre-Offering and Post-Offering"*.

RIGHTS OF APPRAISAL AND ACQUISITION

Under the laws governing Jaguar, no rights of appraisal or acquisition arise as a result of the Proposed Transaction.

PRIOR SALES

The Corporation has not issued any Common Shares or securities convertible into Common Shares during the year ended December 31, 2014, other than:

- the Share Offering (as defined herein), please see *"Prior Sales – The Share Offering"*.

- 1,600,566 deferred share units pursuant to Jaguar's deferred share unit plan as an inducement to executives of the Corporation.
- 2,679,735 common share options granted under Jaguar's stock option plan, each with an exercise price of US$1.35 and expiry dates ranging from 2016 to 2022.

The Corporation has not issued any Common Shares or securities convertible into Common Shares subsequent to the year ended December 31, 2014.

The Share Offering

On November 13, 2013, the Corporation and its subsidiaries entered into a support agreement (as amended, the "**Support Agreement**") with holders (the "**Noteholders**") of approximately 81% of its $165.0 million 4.5% Senior Unsecured Convertible Notes due November 1, 2014 ("**4.5% Convertible Notes**") and 82% of its $103.5 million 5.5% Senior Unsecured Convertible Notes due March 31, 2016 (together with the 4.5% Convertible Notes, the "**Notes**") to effect a recapitalization and financing transaction that would eliminate approximately $268.5 million of the Corporation's outstanding indebtedness by exchanging the Notes for Common Shares of Jaguar and inject approximately $50.0 million into the Corporation by way of a backstopped share offering (the "**Share Offering**") by the Noteholders pursuant to a backstop agreement dated November 13, 2013 between the Corporation, its subsidiaries and certain Noteholders. Additional Noteholders signed consent agreements to the Support Agreement such that as of November 26, 2013, holders of approximately 93% of the Notes had signed the Support Agreement or a consent agreement thereto.

DIVIDEND POLICY

Jaguar has not paid any dividends and does not intend to pay dividends in the foreseeable future. Any future payment of dividends will be dependent upon the financial requirements of Jaguar to fund future projects, the financial condition of Jaguar and other factors that the Board, in its discretion, may consider appropriate under the circumstances.

MATERIAL CHANGES IN THE AFFAIRS OF JAGUAR

Except as described or referred to in the Disclosure Document, the directors and officers of Jaguar are not aware of any plans or proposals for material changes in the affairs of the Corporation, or of any material changes that have occurred since December 31, 2014, the date of the most recent annual consolidated financial statements of the Corporation, other than as publicly disclosed. Neither Jaguar, nor to the knowledge of Jaguar after reasonable inquiry, any of the subscribers of the Offering have knowledge of any material information concerning Jaguar or its securities that has not been generally disclosed.

MATERIAL INFORMATION REGARDING JAGUAR

The directors and officers of Jaguar have no knowledge of any material information regarding its securities that has not been generally disclosed.

EXPENSES OF THE OFFERING AND PROPOSED TRANSACTION

Whether or not the Offering (which, for purposes of this paragraph, includes the Proposed Transaction and Dupont Subscription) is completed, the Corporation will pay all reasonable expenses and fees in connection with the Offering, including all expenses of or incidental to the issue, sale or distribution of the Common Shares pursuant to the Offering, including, the fees and expenses of the Corporation's counsel and the subscribers' counsel; all costs incurred in connection with the preparation of documents relating to the Offering; all reasonable costs and expenses incurred by Renvest, including the reasonable fees and disbursemsnets of Renvest's counsel. All reasonable fees and expenses incurred by Renvest or on their behalf shall be payable by the Corporation on closing of the Offering and shall be retained from the gross proceeds from the sale of the Debentures.

ADDITIONAL INFORMATION

Additional information about the Corporation may be found on SEDAR under Jaguar's issuer profile at www.sedar.com and on EDGAR at www.sec.gov. Shareholders may request copies of the Corporation's annual consolidated financial statements and Management's Discussion and Analysis for the fiscal year ended December 31, 2014 by writing to the General Counsel and Corporate Secretary of the Corporation at 67 Yonge Street, Suite 1203, Toronto, Ontario, Canada M5E 1J8. Financial information relating to the Corporation is included in the comparative audited consolidated financial statements and management's discussion and analysis for the most recently completed financial year ended December 31, 2014, and unaudited condensed consolidated financial statement and management's discussion and analysis for the most recently completed interim period ended March 31, 2015.

EFFECTIVE DATE

The Board has approved the contents of this Disclosure Document and its distribution to shareholders in connection with the approval of the Proposed Transaction.

DATED as of this 2nd of June, 2015.

"Richard D. Falconer"
Richard D. Falconer
Chairman of the Board of Directors

Schedule "A"
<u>Shareholder Consent</u>

TO: Director, Ontario Securities Commission

AND TO: The TSX Venture Exchange

AND TO: Jaguar Mining Inc. (the "**Corporation**")

The undersigned beneficial shareholder of the Corporation hereby irrevocably acknowledges, confirms and agrees as follows:

(a) it has been advised that the Corporation intends to issue approximately US$16,000,000 aggregate principal amount of 12% senior secured convertible debentures (the "**Debentures**") on a non-brokered private placement basis (the "**Offering**") pursuant to and in accordance with the terms set forth in Exhibit "A" hereto. Subject to obtaining requisite approvals, including approval of the Board, the size of the Offering may be increased up to US$20,000,000. For greater certainty, the Debentures will bear interest at a rate of 12% per annum, payable in United States dollars semi-annually commencing six months from the closing date of the Offering. The Debentures will be convertible into Common Shares at a conversion price of C$0.25 per share, representing a 32% premium to the closing price of Common Shares on the TSX Venture Exchange on May 29, 2015, and a conversion rate of 4,980 Common Shares per $1,000 principal amount of Debentures based on Canadian dollar exchange rate of 0.8030 on May 29, 2015. Upon conversion, holders will be entitled to receive accrued and unpaid interest up to, but excluding, the date of conversion;

(b) the net proceeds of the Offering are intended to be used by the Corporation to repay the US$9.4 million outstanding under the credit facility (the "**Renvest Credit Facility**") held by Renvest Global Resource Fund c/o Renvest Mercantile Bancorp Inc. and for general corporate purposes;

(c) given current market conditions, the Corporation's current cash position, the impact of the Renvest Credit Facility's amortization period on the Corporation's liquidity, the timing of the meeting and the amount of time that has transpired since the commencement of the Offering, the Corporation has determined that it is in its best interests to cease marketing the Offering and close on subscriptions received to date;

(d) it acknowledges that an insider of the Corporation, Dupont Capital Management Corp. ("**Dupont Capital**"), as a beneficial owner of 10 percent or more of the Common Shares, has advised the undersigned and the Corporation that they will subscribe for 1,500 Debentures pursuant to the Offering (the "**Dupont Subscription**");

(e) it acknowledges that an insider of the Corporation, Outrider Management, LLC ("**Outrider Management**"), as a beneficial owner of 10 percent or more of the Common Shares and an entity with wich Stephen Hope, a director of the Corporation, is a principal, has advised the undersigned and the Corporation that they will subscribe for 5,000 Debentures pursuant to the Offering (the "**Proposed Transaction**");

(f) it has been advised that Outrider Management and Dupont Capital are related parties (within the meaning of Multilateral Instrument 61 -101 (the "**Instrumen**t")) and that the Dupont Subscription and Proposed Transaction are each a related party transaction (within the meaning of the Instrument), necessitating that the Corporation obtain a formal valuation for, and minority approval of, the Proposed Transaction, in the absence of exemptions therefor;

(g) it understands that, although the Dupont Subscription constitutes a "related party transaction" under the Instrument, implementation of the Dupont Subscription is exempt from (i) the formal valuation requirement of the Instrument pursuant to section 5.5(b) of the Instrument, on the basis that no securities of the Corporation are listed or quoted on a market specified in that provision, and (ii) the "minority approval" requirement of the Instrument pursuant to section 5.7(b) of the

Instrument, on the basis that neither the fair market value of the Debentures being distributed to Dupont Capital, nor the consideration to be received by the Corporation for those Debentures, exceeds $2,500,000, in addition to satisfying the other criteria therein;

(h) it understands that, while implementation of the Proposed Transaction is exempt from the formal valuation requirement of the Instrument pursuant to section 5.5(b) of the Instrument, there are no available exemptions from the minority approval requirements of the Instrument for the full amount of the Proposed Transaction (other than considering the financial hardship exemption);

(i) it beneficially owns or exercises voting control over that number of Common Shares in the capital of the Corporation set forth below (under the signature block);

(j) it hereby acknowledges that it is familiar with the material terms of the Offering and the Proposed Transaction, having received periodic updates from the Corporation since the determination to proceed with the Offering in February 2015 and further acknowledges that it has been informed with respect to: (a) the status of the Offering; (b) the fact that Outrider Management and Dupont Capital are expected to subscribe pursuant to the Offering; (c) the necessity for obtaining minority shareholder approval of the Proposed Transaction; (d) the approval requirements of the Board (including necessary approval of a majority of independent directors); and (e) the Corporation's application for exemptive relief from the shareholder meeting requirements set forth in the Instrument;

(k) it acknowledges that the Corporation has filed an application with the Ontario Securities Commission, as principal regulator, for a decision pursuant to section 9.1 of the Instrument for discretionary relief on an expedited basis from the requirements of section 5.3(2) of the Instrument;

(l) it has reviewed the disclosure set forth in the Disclosure Document and Exhibit "A" and Exhibit "B" attached hereto;

(m) it has not received and will not receive any collateral benefit in respect of the Proposed Transaction or agreeing to execute this Shareholder Consent;

(n) it would vote in favour of approving the Proposed Transaction if asked to approve the Proposed Transaction and all matters in connection therewith at a meeting of shareholders of the Corporation; and

(o) it hereby consents to the Offering and the Proposed Transaction and consents to use of this consent by the Corporation in its application for exemptive relief under section 9.1 of the Instrument from the requirements of section 5.3(2) of the Instrument to call a meeting of shareholders to consider the Proposed Transaction (being a related party transaction), to send an information circular to shareholders in connection with such meeting, and to obtain minority approval of such transaction at the meeting.

DATED at Toronto, the _________ day of _______________, 2015.

____

Name:
(please print)

____

Number of Common Shares beneficially held or over which control may be exercised

Exhibit "A"
Private Placement Term Sheet

ISSUER:	Jaguar Mining Inc.
ISSUE:	Convertible Senior Secured Debentures (the "**Debentures**").
SECURITY AND RANK:	The Debentures will be senior secured obligations of the Corporation, held for the benefit of the holders of the Debentures (collectively, the "**Debenture Holders**") by a collateral agent (the "**Collateral Agent**"). The credit facility entered into between the Issuer and certain of its subsidiaries and Global Resource Fund as the Lender ("**Renvest**") on December 17, 2012 (the "**Renvest Facility**"), and the security documents delivered in connection therewith, will be assigned to the Collateral Agent and amended and restated by the Collateral Agent to effect a novation under Brazilian law so that the Debenture Holders' security will be registered and perfected to the extent of the amounts owing under the Renvest Facility (US$9,400,000) concurrently with the issuance of the Debentures. The Debenture Holders' security will be shared among the Debenture Holders and the documents comprising the Debenture Holders' security are detailed in Appendix I hereto.
AMOUNT:	Approximately up to US$20,000,000.
ISSUE PRICE:	$1,000 per Debenture.
COUPON:	12% per annum. Interest will be paid in cash quarterly. The first payment shall be made on November 30, 2015.
MATURITY:	2 years from Closing.
UNDERLYING SHARES:	Common shares of the Corporation listed on the TSX Venture Stock Exchange ("**TSXV**") under the symbol JAG (the "**Common Shares**").
CONVERSION:	The Debentures will be convertible at the holder's option into Common Shares of the Issuer at a conversion price of C$0.25 per Common Share (the "**Conversion Price**"), being a ratio of 4,980 Common Shares per $1,000 principal amount of Debentures. The USD:CAD exchange rate being used is 0.8030, based on the exchange rate as of May 29, 2015. Settlement upon conversion will be in Common Shares of the Corporation. Holders converting their Debentures will receive accrued and unpaid interest thereon to the date of conversion.
CONVERSION PRICE ADJUSTMENTS:	The Conversion Price will be subject to standard anti-dilution adjustments upon, inter alia, reorganizations, share splits; share consolidations; the issuance of rights, options or warrants convertible into Shares at less than C$0.25 per share, excluding options granted in the normal course of business.

REDEMPTION:	The Debentures will not be redeemable before November 30, 2015 (the "**Call Date**"). With 30 days written notice, on and after the Call Date and prior to Maturity, subject to the exercise of the conversion right by a Debenture holder, the Debentures will be redeemable in cash in whole or in part from time to time at the Issuer's option at a price of 110% of the principal amount of the Debentures outstanding within year one and 105% in year two, plus any accrued and unpaid interest thereon.
ASSET SALES:	Within 30 days after the receipt of any net proceeds from a non-ordinary course asset sale attributable to any assets or properties of the Corporation, subject to applicable proceeds of US$2 million in any single or series of transactions or US$3 million or more over a 90 day period, and subject to the exercise of the conversion right by a Debenture holder, the Corporation will be required to make an offer to holders of the Debentures on a *pro-rata* basis, to apply 75% of such net proceeds to repurchase Debentures in cash at a price of 110% of the principal amount of the Debentures outstanding within year one and 105% of the principal amount of the Debentures outstanding in year two, plus any accrued and unpaid interest thereon.
CASH SWEEP:	Beginning on December 31, 2015 and each quarter end thereafter, the Corporation will be obligated to make an offer to holders of the Debentures to apply at least 75% of any cash balance above $15 million held by the Corporation at the end of each quarter to repurchase Debentures on a *pro-rata* basis in cash at a price of 110% of the principal amount of the Debentures outstanding within year one and 105% of the principal amount of the Debentures outstanding in year two, plus any accrued and unpaid interest thereon.
CHANGE OF CONTROL:	Within 30 days of the occurrence of a change of control, subject to the exercise of the conversion right by a Debenture holder, the Corporation will be required to make an offer to holders of the Debentures to repurchase their Debentures then outstanding in cash at a price of 110% of the principal amount of the Debentures outstanding within year one and 105% of the principal amount of the Debentures outstanding in year two, plus any accrued and unpaid interest thereon.
PAYMENT OF PRINCIPAL:	The Debentures will be repaid in cash at maturity.
USE OF PROCEEDS:	The proceeds will be used to repay the Renvest Facility in full (which, for greater certainty, represents an approximate amount US$9,400,000), with the remainder to be used for general corporate purposes and to advance asset optimization plans in conjunction with the Corporation's ongoing development and producing activities at its assets in Brazil.
FORM OF OFFERING:	Non-brokered private placement to Accredited Investors.
DOCUMENTATION:	The purchase of the debentures shall be made pursuant to a Subscription Agreement and the detailed terms of the Debenture shall be described in a note indenture that will contain typical terms, conditions, including all required third party consents and the approval of the TSXV, and covenants for transactions of this nature.

REPRESENTATIONS AND WARRANTIES AND EVENTS OF DEFAULT	The Subscription Agreement and note indenture shall include typical representations, warranties, covenants and events of default for transactions of this nature.
LISTING:	The Corporation does not plan to list the Debentures on an exchange.
FINDER FEE:	The Corporation may pay a Finder's Fee on the transaction.
EXPENSES:	All legal and reasonable and documented professional fees incurred by Renvest shall continue to be for the account of the Corporation, including in connection with the negotiation and documentation associated with this transaction, subject to a cap to be agreed between Renvest's Counsel and the Corporation. In addition, all legal and reasonable and documented professional fees incurred by the subscribers in connection with the negotiation and documentation associated with this transaction shall be for the account of the Corporation, subject to a cap to be agreed between the subscribers' Counsel and the Corporation, and provided all subscribers engage the same counsel.
CLOSING DATE:	On or about June 12, 2015 ("**Closing**").

Appendix I

Form of Security

As general and continuing security for the due payment and performance of the Obligations, the following Security originally delivered in connection with the Renvest Facility shall be assigned and amended and restated by the Collateral Agent for the benefit of the Debenture Holders:

(i) A general security agreement from the Borrower in favour of the Collateral Agent, on all present and after-acquired Property of the Borrower;

(ii) A pledge of machinery and equipment in respect of all present and after-acquired tangible assets with an original cost to a Guarantor equal or greater than $75,000 (or the equivalent in Brazilian Reais) from each Guarantor in favour of the Collateral Agent;

(iii) An unlimited guarantee from each subsidiary of the Borrower;

(iv) Mortgages or charges, as applicable against all present and after-acquired Real Property owned by MTL and MSOL;

(v) A pledge of mining permits from MTL and MSOL in favour of the Collateral Agent against all and after-acquired mining permits owned by MTL and MSOL;

(vi) A pledge of gold production from MTL and MSOL in favour of the Collateral Agent in respect of all gold production of MTL and MSOL;

(vii) A pledge of accounts and receivables from each Guarantor in favour of the Collateral Agent in respect of all present and after-acquired accounts and receivables;

(viii) A conditional assignment to the Collateral Agent of the rights, entitlements, and benefits of each Guarantor under any material contract, any inter-corporate debt and certain agreements relating to real property rights and mining permits;

(ix) The documents will be in form satisfactory to the Collateral Agent, the Debenture Holders and the Debenture Holders' Counsel, provided that such documents subject to Brazilian law or registered in Brazil shall be in Portuguese;

(x) Except in the case of confirmation and registration of the pledges of mining permits with the DNPM Brazilian Mines Department – Belo Horizonte, Minas Gerais and São Luiz, Maranhão, the Borrower shall use commercially reasonable efforts to deliver to the Collateral Agent, within 150 days following the Closing Date, confirmation of the due registration, filing and recording of the Security in all applicable offices or places in all Relevant Jurisdictions together with confirmatory legal opinions of Borrower's counsel in Brazil in respect thereof. The Borrower shall deliver confirmation of the due registration of the pledges of mining permits with the DNPM Brazilian Mines Department – Belo Horizonte, Minas Gerais and São Luís, Maranhão.

Additional Definitions used above:

"**MSOL**" means Mineração Serras do Oeste Ltda.;
"**MTL**" means Mineração Turmalina Ltda.;
"**Guarantors**" means MSOL, MTL and MCT (MCT Mineração Ltda.); and
"**Security**" means all security evidenced by the documents referred above.

Exhibit "B"
Ownership of Common Shares Pre-Offering and Post-Offering

The table set forth below was prepared on the basis that, as of the date hereof:

(i) there are 111,111,038 Common Shares outstanding;

(ii) 16,000 Debentures are issued pursuant to the Offering (which, for greater certainty, includes the 5,000 Debentures issued pursuant to the Proposed Transaction);

(iii) following closing of the Offering, the 16,000 Debentures may, at the holder's option, be converted into Common Shares at a conversion price of C$0.25 per Common Share at a ratio of 4,980 Common Shares per US$1,000 principal amount of Debentures based on the Canadian dollar to U.S. dollar exchange rate of 0.8030 on May 29, 2015; and

(iv) immediately following the closing of the Offering, the 16,000 Debentures will be converted into Common Shares at the above-noted conversion price of C$0.25 per Common Share, being a ratio of 4,980 Common Shares per US$1,000 principal amount of Debentures (assuming the same Canadian dollar to U.S. dollar exchange rate of 0.8030 on May 29, 2015), resulting in the issuance of 79,680,000 Common Shares.

Name	Position(s) with the Corporation	Pre-Offering		Post-Offering(1)	
		Common Shares Beneficially Owned, Directly or Indirectly, Controlled or Directed(2)		Common Shares Beneficially Owned, Directly or Indirectly, Controlled or Directed(2)	
		(#)	(%)	(#)	(%)
George Bee	Director / Chief Executive Officer	-	-	-	-
Richard D. Falconer	Director (Independent)	-	-	-	-
Edward V. Reeser	Director (Independent)	-	-	-	-
Luis Ricardo Miraglia	Director (Independent)	-	-	-	-
Stephen Hope (3)	Director	36,045,291	32.4	60,945,291	32.8
Jared Hardner	Director (Independent)	-	-	-	-
Robert J. Chadwick	Director (Independent)	-	-	-	-
Derrick Weyrauch	Chief Financial Officer	-	-	-	-
Cintia Zanellato	General Counsel and Corporate Secretary	-	-	-	-
Ubiratã Oliveira	Executive Vice President, Operations	-	-	-	-
Hashim Ahmed	Vice President, Finance	-	-	-	-
Jim Healy	Executive Vice President,	-	-	-	-

Name	Position(s) with the Corporation	Pre-Offering		Post-Offering[1]	
		Common Shares Beneficially Owned, Directly or Indirectly, Controlled or Directed[2]		Common Shares Beneficially Owned, Directly or Indirectly, Controlled or Directed[2]	
		(#)	(%)	(#)	(%)
	Brazil				
Outrider Management, LLC	Insider	36,045,291	32.4	60,945,291	31.9
Dupont Capital Management Corp.	Insider	12,037,763[4]	10.8	19,507,763[4]	10.2

(1) Assuming that immediately following the closing of the Offering,16,000 Debentures will be converted into Common Shares at the conversion price of C$0.25 per Common Share at a ratio of 4,980 Common Shares per US$1,000 principal amount of Debentures (assuming the same Canadian dollar to U.S. dollar exchange rate of 0.8030 on May 29, 2015), resulting in the issuance of 79,680,000 Common Shares.

(2) The information as to Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been furnished by the respective persons.

(3) Mr. Hope is not considered to be an independent director as he is a principal of Outrider Management, LLC. On April 22, 2014, a fund managed by Outrider Management, LLC acquired ownership of 36,045,291 Common Shares pursuant to proceedings under the *Companies' Creditors Arrangement Act*, representing approximately 32.4% of the total number of Common Shares outstanding at that time.

(4) Represents aggregate Common Shares of the Corporation owned by funds managed by DuPont Capital Management Corp.

The foregoing has been prepared on the basis of an Offering size of 16,000 Debentures, which may increase to an Offering size of up to approximately 20,000 Debentures, subject to obtaining requisite approvals, including approval of the board of directors of the Corporation.