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## CORPORATE GOVERNANCE GUIDELINES

Adopted by the  
Board of Directors of Jaguar Mining Inc.

November 7, 2006



## **Corporate Governance Guidelines**

The Board of Directors (the "Board") of Jaguar Mining Inc. (the "Corporation") places great importance on the maintenance of an accountable and effective system of corporate governance. It recognizes that the effectiveness of the Board is closely related to the structures and processes it creates, and to the effectiveness of the individual directors that comprise the Board. These corporate governance guidelines (the "Guidelines") are intended to describe the Board's current governance structures and processes.

The Corporation will, with assistance from outside counsel and consultants where appropriate, regularly meet to evaluate its current governance structures and processes. If the nature of the Corporation or the regulatory environment in which it operates changes, modifications to the Guidelines may take place as the Board strives to maintain flexible and effective governance practices. Disclosure of any such modifications will be publicly disclosed in accordance with applicable securities laws and the rules or guidelines of any stock exchange upon which shares of the Corporation are listed for trading.

## **Director Qualification Standards and Selection Processes**

### *Qualifications*

A majority of the Board must be Canadian residents as defined in applicable corporate laws. A majority of the Board must be "independent" as defined in applicable securities laws and the rules or guidelines of any stock exchange upon which shares of the Corporation are listed for trading.

No person shall be elected or appointed as a director if that person is less than 18 years old, of unsound mind or is bankrupt. Generally, a director shall serve from the meeting at which he or she is elected or appointed until the next annual meeting of the shareholders.

### *Nomination Process*

The Corporate Governance Committee of the Corporation is tasked with the objective of identifying individuals qualified to become Board members and to select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders. Any member of the Board is permitted to submit a potential nominee for the position of director. The Board as a whole, taking into account the advice of the Corporate Governance Committee, reviews the field of all potential nominees, discusses the achievements, leadership qualities and professional acumen of such potential nominees, and agrees on which candidates are presented to shareholders as official nominees supported by the Board.



## **Director Responsibilities**

### *Board Mandate*

Upon the recommendation of the Corporate Governance Committee, the Board adopted a written mandate (the "Board Mandate") in 2006. The Board Mandate clearly defines the responsibilities and duties of the Board, and is intended to guide the Board toward the fulfillment of its objectives. A copy of the Board Mandate is attached as Appendix A to these Guidelines.

As discussed in the Board Mandate, the Board is responsible for the supervision of the management of the business and affairs of the Corporation. The Board strives to enhance shareholder value by careful management (including approval of all material actions) of the Corporation's businesses, and by continuously assessing long-range opportunities to expand these businesses. The Board sets long-term goals, reviews strategic planning and policies established by senior management, supervises the implementation of such goals and policies, and critically reviews the progress of such goals and policies at its meetings.

### *Board Committees*

The Board shall maintain such committees as required by applicable corporate or securities laws and the rules or guidelines of any stock exchange upon which shares of the Corporation are listed for trading. In addition, the Board may maintain any committee it deems appropriate (on an *ad hoc* basis or otherwise) and delegate to such committee such authority as the Board sees fit and as permitted by applicable law. Notwithstanding any such delegation, the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities. At present, the Board maintains (a) a Compensation Committee, (b) an Audit Committee, (c) a Corporate Governance Committee, and (d) a Health, Safety and Environmental Committee.

### *Conduct of Meetings*

Each director is expected to attend in person all regularly-scheduled meetings of the Board and the committees that he or she is a member of. It is acceptable for a director to participate in such meetings by conference call if attendance in person is not possible. Attendance is taken at each Board meeting and a summary of attendance at all meetings of the Board over the previous year is publicly disclosed to shareholders in advance of all shareholder meetings at which the election of directors is to occur.

To prepare for meetings of the Board and committees, directors are expected review the materials that are sent to directors in advance of those meetings. Directors are to advise the Secretary of the Board or the chair of the appropriate committee of matters which they believe should be added to a meeting agenda.

When determined to be necessary by the Chair of the Board, the independent directors may meet separately from the other directors to discuss certain matters.



### *Ethical Practices*

The Board and the Corporation have a long-standing commitment to conduct the business of the Corporation in compliance with applicable laws and regulations and in accordance with the highest ethical principles. Directors of the Corporation are expected to act in an ethical manner, and to avoid even the appearance of conflict between their personal interest and those of the Corporation. Directors owe a duty to the Corporation to advance its legitimate interests when the opportunity to do so arises. Each director must represent the interests of shareholders generally, and not solely those of a particular group of shareholders. Any director unable to do this should excuse himself or herself from discussion of the particular issue. Directors are expected to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Corporation in a manner consistent with their fiduciary duties.

Upon the recommendation of the Corporate Governance Committee, the Board adopted a Code of Conduct and Ethics in 2006. The Corporation expects directors as well as officers and employees of the Corporation to act ethically at all times and to acknowledge their adherence to the policies contained in the Code of Conduct and Ethics. The Board is responsible for monitoring the Corporation's compliance with the Code of Conduct and Ethics, and is responsible for the granting of any waivers from the Code of Conduct and Ethics to directors or executive officers. Upon the granting of any such waiver, disclosure thereof will be made in the Corporation's quarterly report that follows the grant of such waiver.

### **Board Communications**

#### *Access to Management*

The Corporation will provide directors with access to such individuals and documents that are required to assist them in the fulfillment of their responsibilities under the Board Mandate. Individual members of the Board are encouraged to make themselves available to management of the Corporation in order to provide specific advice and counsel on those areas where such members have special knowledge or expertise. The Board will make reasonable efforts to ensure that any interaction with management of the Corporation is carried out in such a manner as to minimize the disruption of the Corporation's business operations.

#### *Access to Outside Advisors*

The Board and each committee, to the extent set forth in the Board or committee mandate, have the right to consult and retain independent legal and other advisors at the expense of the Corporation. Directors are entitled to reasonably rely on advice from outside advisors such as lawyers, accountants, engineers or other persons whose profession lends credibility to a statement by such person. Directors should assess the qualifications of any such outside advisors and the processes such advisors rely on to reach their decisions and recommendations.



### *Communications with Stakeholders*

The Board has approved, and will revise from time to time as circumstances warrant, a Corporate Disclosure Policy to address communications with shareholders, employees, financial analysts, governments and regulatory authorities, the media and the communities in which the business of the Company is conducted. It is expected that all members of the Board will adhere to this policy when involved in any such communications.

### **Director Compensation**

The Corporation compensates directors via the payment of cash fees, and the granting of stock options in accordance with the Corporation's stock option plan. No cash fees are payable to directors who have employment agreements with the Corporation.

The Corporation has adopted a written policy (the "Director Compensation Policy") for compensating directors which was developed by the Compensation Committee after a careful review of industry standards and the recommendations of outside consultants. The Director Compensation Policy was last updated on May 11, 2006 and may be updated from time to time so that it may remain consistent with industry standards as they evolve.

### **Director Orientation and Continuing Education**

The Corporation provides necessary education to directors (through management and outside counsel and consultants where appropriate) on specific issues as they arise. The practice of the Board is to conduct an initial orientation session for any new directors and an annual orientation meeting to update all directors regarding relevant matters. When first appointed to any committee, Board members will be offered any assistance and information required for them to participate effectively in the work of the committee to which they have been appointed. Directors are also encouraged to take advantage of any other educational opportunities that would improve their understanding of the Corporation's business and enhance their performance on the Board.

### **Succession Planning**

The Board as a whole oversees that succession planning programs are in place within the Corporation, including programs to train and develop management. The Board is responsible for approving the succession plans of management for the Chief Executive Officer and other officers of the Corporation.

### **Evaluation Processes**

The Corporate Governance Committee of the Board has been tasked with developing a formal process for evaluating individual directors, the entire Board and each committee. In addition, the Board shall annually conduct a self-evaluation

### **Approval and Review of Guidelines**



The Guidelines were approved by the Board in July, 2007. The Board, with the assistance of the Corporate Governance Committee will review the Guidelines at least annually.



## **APPENDIX A**

### **BOARD MANDATE JAGUAR MINING INC. BOARD MANDATE**

#### **History of the Board Mandate**

Adopted by the Board of Directors: November 7, 2006

#### **Purpose of the Board**

The directors are elected by the shareholders and are responsible for the stewardship of the business and affairs of the Company. The Board seeks to discharge this responsibility by reviewing, discussing and approving the Company's strategic planning and organizational structure and supervising management to oversee that the strategic planning and organizational structure enhance and preserve the business of the Company and the underlying value of the Company.

Although directors may be elected by the shareholders to bring special expertise or a point of view to Board deliberations, they are not chosen to represent a particular constituency. The best interests of the Company must be paramount at all times.

#### **Mandate**

The Board discharges its responsibility for overseeing the management of the Company's business by delegating to the Company's senior officers the responsibility for day-to-day management of the Company. The Board discharges its responsibilities both directly and through its committees, the Audit Committee, the Corporate Governance Committee, the Compensation Committee, and the Health, Safety and Environmental Committee. In addition to these regular committees, the Board may appoint ad hoc committees periodically to address issues of a more short-term nature. The Board's primary roles are overseeing corporate performance and providing quality, depth and continuity of management to meet the Company's strategic objectives. Other principal duties include, but are not limited to, the following categories:

##### **A. Appointment of Management**

1. The Board is responsible for approving the appointment of the Chief Executive Officer and the other officers of the Company and reviewing the performance of the executive officers. The Board responds to recommendations of the Compensation Committee concerning the compensation of the Chief Executive Officer and the other executive officers of the Company and approves their compensation.
2. The Board from time to time delegates to senior management the authority to enter into transactions, such as financial transactions, subject to specified limits. Investments and other expenditures above the specified limits, and material transactions outside the ordinary course of business are reviewed by and are subject to the prior approval of the Board.



3. The Board oversees that succession planning programs are in place, including programs to train and develop management. The Board is responsible for approving management's succession plans for the Chief Executive Officer and the other officers of the Company.

#### **B. Board Organization**

1. The Board will respond to recommendations received from the Corporate Governance Committee, but retains responsibility for managing its own affairs by giving its approval for its composition and size, the selection of the Chair of the Board, candidates nominated for election to the Board, committee and committee chair appointments, committee charters and director compensation.
2. The Board may delegate to Board committees matters the Board is responsible for, including the approval of compensation of the Board and management, the conduct of performance evaluations and oversight of internal controls systems, human resources, safety, environmental and other matters, but the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.

#### **C. Strategic Planning**

1. The Board has oversight responsibility to participate directly, and through its committees, in reviewing, questioning and approving the mission and goals of the Company.
2. The Board is responsible for reviewing the business, financial and strategic plans by which it is proposed that the Company may reach those goals.
3. The Board is responsible for providing input to management on emerging trends and issues and on strategic plans, objectives and goals that management develops.
4. The Board will consider alternate strategies in response to possible change of control transactions or take-over bids with a view to maximizing value for shareholders.

#### **D. Monitoring of Financial Performance and Other Financial Reporting Matters**

1. The Board is responsible for enhancing congruence between shareholder expectations, Company plans and management performance.
2. The Board is responsible for:
  1. (a) adopting processes for monitoring the Company's progress toward its strategic and operational goals, and to revise its direction to management in light of changing circumstances affecting the Company; and
  2. (b) taking action when Company performance falls short of its goals, or when other special circumstances warrant.
3. The Board is responsible for approving the annual audited financial statements, the interim financial statements, and the notes and Management's Discussion and Analysis accompanying such financial statements.
4. The Board is responsible for reviewing and approving material transactions outside the ordinary course of business and those matters which the Board is required to approve under the Company's governing statute, including the payment of dividends, the issuance, purchase and redemption of securities, acquisitions and dispositions of material capital assets and material capital expenditures.





## **E. Risk Management**

The Board is responsible for the identification of the principal risks of the Company's business and ensuring the implementation of appropriate systems to effectively monitor and manage those risks with a view to the long-term viability of the Company and achieving a proper balance between the risks incurred and the potential return to the Company's shareholders.

## **F. Environmental Oversight**

The Board is responsible for ensuring the implementation of appropriate environmental stewardship and health and safety management systems, that are sufficient within the terms and practices of the mining industry, to ensure compliance with applicable laws and Company policies.

## **G. Policies and Procedures**

1. The Board is responsible for:
  - a) approving and monitoring compliance with all significant policies and procedures by which the Company is operated; and
  - b) approving policies and procedures designed to ensure that the Company operates at all times within applicable laws and regulations and in accordance with ethical and moral standards.
2. The Board shall enforce its policy respecting confidential treatment of the Company's proprietary information and the confidentiality of Board deliberations.

## **H. Communications and Reporting**

1. The Board has approved and will revise from time to time as circumstances warrant a Corporate Disclosure Policy to address communications with shareholders, employees, financial analysts, governments and regulatory authorities, the media and the communities in which the business of the Company is conducted.
2. The Board is responsible for:
  - a) overseeing the accurate reporting of the financial performance of the Company to shareholders, other security holders and regulators on a timely and regular basis;
  - b) overseeing that the financial results are reported fairly and in accordance with generally accepted accounting standards and related legal disclosure requirements;
  - c) taking steps to enhance the timely disclosure of any other developments that have a significant and material impact on the Company;
  - d) reporting annually to shareholders on its stewardship for the preceding year; and
  - e) overseeing the Company's implementation of systems to accommodate feedback from shareholders.