



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of Jaguar Mining Inc. (the “**Corporation**”) will be held at the offices of Miller Thomson LLP, Scotia Plaza, 40 King Street West, Suite 5800, Toronto, ON, M5H 3S1, on Thursday, **July 30, 2020** at 10:00 a.m. (Toronto time).

This year, in response to the global COVID-19 pandemic, and in consideration of the health and safety of our Shareholders, colleagues and the broader community, the Corporation will make available to Shareholders the option of listening to and participating in the Meeting in real time by way of teleconference accessible at:

<b>Teleconference</b>	<b>Dial-In:</b> 1.647.788.3472
	<b>Conference ID:</b> 9618116269

While the option to attend the Meeting in person remains available, the Corporation strongly encourages Shareholders to refrain from physically attending the Meeting and to vote by proxy in advance of the Meeting by following the instructions provided on your proxy or voting instruction form and as discussed herein and in the accompanying management information circular (the “**Circular**”). The Corporation will continue to monitor conditions in light of COVID-19 and the changing expectations and restrictions on the number of people who can safely congregate, and reserves the ability to conduct this year’s Meeting virtually without a physical meeting location.

The Meeting will be held for the following purposes:

1. to receive and consider the consolidated financial statements of the Corporation for its financial year ended December 31, 2019, together with the auditor’s report thereon;
2. to reappoint KPMG LLP, Chartered Accountants, as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration and the terms of their engagement;
3. to elect the directors for the ensuing year;
4. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution, substantially in the form set out in the Circular, ratifying and approving an increase in the number of common shares in the capital of the Corporation reserved for issuance under the Corporation’s deferred share unit plan, as more fully described in the Circular; and

5. to transact such further or other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The board of directors of the Corporation has fixed a record date as of **June 15, 2020** for the purposes of determining Shareholders entitled to receive notice of, and to vote at, the Meeting and any postponement or adjournment thereof. Due to the health concerns surrounding COVID-19, all registered Shareholders are strongly encouraged to properly complete, sign, date and return the form of proxy accompanying this notice of meeting in the envelope provided for that purpose. In particular, Shareholders should not appoint a proxyholder other than the proxyholders named in the proxy form or voting instruction form to participate in the Meeting. The proxy form will allow Shareholders to appoint a proxy nominee to represent, attend and act on behalf of those Shareholders at the Meeting and must be deposited either with (i) TSX Trust Company ("**TSX Trust**"), the Corporation's registrar and transfer agent, at the address set out in the accompanying form of proxy no later than 10:00 a.m. (Toronto time) on **July 28, 2020**, or at least 48 hours, excluding Saturdays, Sundays and holidays, prior to any adjournment or postponement of the Meeting at which the proxy is to be used, or (ii) the Chairman of the Meeting on the day of the Meeting or any adjournment or postponement thereof at which the proxy is to be used prior to the commencement thereof. The Chairman of the Meeting has the discretion to accept late proxies. As a further alternative to voting in person at the Meeting or delivering a form of proxy as described above, registered Shareholders may vote via the Internet by following the instructions set out in the form of proxy and the Circular. Beneficial Shareholders who receive the form of proxy or other voting instruction form directly from the Corporation or through an intermediary must deliver their proxy or voting instruction form, as applicable, in strict accordance with the instructions set out therein, which instructions may allow for voting via the Internet.

Shareholders delivering a proxy or voting instruction form are urged to complete, sign, date and return the form of proxy or voting instruction form, as applicable, in accordance with the instructions set out therein to TSX Trust as soon as possible so that as large a representation as possible may be had at the Meeting.

**All Shareholders are strongly encouraged to vote by proxy in accordance with the Corporation's procedures in advance of the Meeting to the greatest extent possible. Due to the health concerns surrounding COVID-19, Shareholders should not appoint a proxyholder other than the proxyholders named in the proxy form or voting instruction form to participate in the Meeting. To the extent that a Shareholder cannot vote by proxy and wishes to vote directly at the Meeting, they must complete the Request for Voting Number Form attached to the Circular as Schedule "C" and return the completed form to TSX Trust at TSXTRUSTPROXYVOTING@TMX.COM at least 10 days prior to the Meeting, upon which they will receive a voting number which will enable them to vote at the Meeting.** If you have any questions or need assistance with the completion and delivery of your proxy, please contact the Corporation's CFO, Hashim Ahmed, by email at hashim.ahmed@jaguarmining.com.

DATED at Toronto, Ontario, Canada, this 15<sup>th</sup> day of June 2020.

BY ORDER OF THE BOARD OF DIRECTORS OF  
JAGUAR MINING INC.

*"Jeff Kennedy"*

Jeff Kennedy

Chairman of the Board of Directors