

Court File No.

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF JAGUAR MINING INC.

Applicant

NOTICE OF APPLICATION

TO: THE RESPONDENTS

A LEGAL PROCEEDING HAS BEEN COMMENCED by the applicant. The claim made by the applicant appears on the following page.

THIS APPLICATION will come on for a hearing before a judge presiding over the Commercial List on a date to be determined at 330 University Avenue, Toronto, Ontario.

IF YOU WISH TO OPPOSE THIS APPLICATION, to receive notice of any step in the application or to be served with any documents in the application, you or an Ontario lawyer acting for you must forthwith prepare a notice of appearance in Form 38A prescribed by the Rules of Civil Procedure, serve it on the applicant's lawyer or, where the applicant does not have a lawyer, serve it on the applicant, and file it, with proof of service, in this court office, and you or your lawyer must appear at the hearing.

IF YOU WISH TO PRESENT AFFIDAVIT OR OTHER DOCUMENTARY EVIDENCE TO THE COURT OR TO EXAMINE OR CROSS-EXAMINE WITNESSES ON THE APPLICATION, you or your lawyer must, in addition to serving your notice of appearance, serve a copy of the evidence on the applicant's lawyer or, where the applicant does not have a lawyer, serve it on the applicant, and file it, with proof of service, in the court office where the application is to be heard as soon as possible, but not later than 2 days before the hearing.

IF YOU FAIL TO APPEAR AT THE HEARING, JUDGMENT MAY BE GIVEN IN YOUR ABSENCE AND WITHOUT FURTHER NOTICE TO YOU. IF YOU WISH TO OPPOSE THIS APPLICATION BUT ARE UNABLE TO PAY LEGAL FEES, LEGAL AID MAY BE AVAILABLE TO YOU BY CONTACTING A LOCAL LEGAL AID OFFICE.

Date: December 23, 2013

Issued by _____

Address of Court Office 330 University Avenue
Toronto, Ontario
M5G 1R7

TO: Goodmans LLP
Bay Adelaide Centre
Suite 3400
333 Bay Street
Toronto, Ontario M5H 2S7

Counsel for the Ad Hoc Committee of Holders of 5.5% Convertible Notes and 4.5% Convertible Notes

TO: Bennett Jones LLP
3400 One First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

Counsel for The Bank of New York Mellon and BNY Trust Company of Canada, as co-trustees under the indentures governing the 4.5% Convertible Notes and the 5.5% Convertible Notes

TO: Cassels Brock & Blackwell LLP
Suite 2100, Scotia Plaza
40 King Street West
Toronto, Ontario M5H 3C2

Counsel for Global Resource Fund, secured creditor

TO: Osler Hoskin & Harcourt LLP
100 King Street West
1 First Canadian Place
Suite 4600, P.O. Box 50
Toronto ON M5X 1B8

Counsel for the FTI Consulting Canada Inc., the proposed Monitor

APPLICATION

1. The applicant, Jaguar Mining Inc. (the "**Applicant**"), makes an Application for:
 - (a) an order declaring that the Applicant is a company to which the *Companies' Creditors Arrangement Act* (the "**CCAA**") applies, and granting the Applicant a CCAA Initial Order in the form of the Commercial List Model CCAA Initial Order, with such changes as will be brought to the attention of the Court;
 - (b) authorizing the Applicant to file a draft Plan of Arrangement and Compromise, in substantially the form attached as an exhibit to the affidavit of David M. Petroff sworn December 23, 2013 (the "**Petroff Affidavit**");
 - (c) granting such additional relief as may be necessary in the course of these CCAA proceedings and to permit the finalization of the Plan of Arrangement and Compromise (the "**Plan**"), the consideration of that Plan by affected creditors, and the sanction of that Plan by this Court, including the granting of a Meeting Order and a Claims Procedure Order to be requested at the first hearing in this Application; and
 - (d) such other relief as counsel for the Applicant may request and this Court deems fit.

2. The grounds for the Application are:
 - (a) the Applicant is a corporation to which the CCAA applies;
 - (b) the Applicant is insolvent and is facing an imminent liquidity crisis; it needs the assistance of this Court to attempt to reorganize its affairs;
 - (c) the Applicant's Application already has the support of most of the unsecured creditors that will be affected by the Plan;
 - (d) in the circumstances, the Applicant must move forward expeditiously in implementing both a claims process and a process for the calling and conduct of a meeting of those creditors to be affected by the Plan;
 - (e) the results of the creditors' meeting will be reported to the Court prior to a hearing to consider the sanction of Plan, as such Plan may be amended;

- (f) the provisions of the CCAA; and
 - (g) such further and other grounds as counsel for the Applicant may advise and this Court may permit.
3. The following documentary evidence will be used at the hearing of the Application:
- (a) the Petroff Affidavit, including the exhibits thereto;
 - (b) the Pre-Filing Report to the Court of the Proposed Monitor; and
 - (c) such further and other material as counsel for the Applicant may advise and this Court may permit.

December 23, 2013

NORTON ROSE FULBRIGHT CANADA LLP
Royal Bank Plaza, South Tower, Suite 3800
200 Bay Street, P.O. Box 84
Toronto, Ontario M5J 2Z4 CANADA

Tony Reyes LSUC#: 28218V
Tel: (416) 216-4825
Email: Tony.Reyes@nortonrosefulbright.com

Evan Cobb LSUC#: 55787N
Tel: (416) 216-1929
Email: Evan.Cobb@nortonrosefulbright.com

Fax: (416) 216-3930

Lawyers for the Applicant, Jaguar Mining Inc.

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF JAGUAR
MINING INC.

Court File No:

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

NOTICE OF APPLICATION

Norton Rose Fulbright Canada LLP
Royal Bank Plaza, South Tower, Suite 3800
200 Bay Street, P.O. Box 84
Toronto, Ontario M5J 2Z4 CANADA

Tony Reyes LSUC#: 28218V
Tel: 416.216.4825
Email: tony.reyes@nortonrosefulbright.com

Evan Cobb LSUC#: 55787N
Tel: 416.216.1929
Email: evan.cobb@nortonrosefulbright.com
Fax: 416.216.3930

Lawyers for the Applicant,
Jaguar Mining Inc.