



**CHARTER OF THE AUDIT AND RISK**

**COMMITTEE**

**Adopted by the Board**

**March 20, 2017**



## **Purpose of the Committee**

The Audit and Risk Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Jaguar Mining Inc. (the "Company") to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for the Company, including the preparation of any report required by The Ontario Securities Commission or other similar bodies in Canada or other countries.

The primary purpose of the Committee with respect to its audit mandate is to assist Board oversight of: (i) the integrity of the Company's financial statements, (ii) the qualifications and independence of the Company's external auditor (the "Independent Auditor") and the Internal Auditor (iii) the performance of both the Company's internal audit function and the Independent Auditor.

The primary purpose of the Committee with respect to its risk mandate is to assist the Board in fulfilling its oversight responsibilities related to the risks to which the Company is exposed and its enterprise risk management approach to managing and insuring against those risks.

The Committee is also the primary working committee of the Board with respect to overseeing matters related to compliance with ethical and anti-corruption legislation.

## **A. Duties**

The Committee's primary duties and responsibilities are to serve as an independent and objective committee of the Company's Board, with responsibility for the completion of the general tasks set out in this section and the specific tasks set out in Section F. In addition, the Committee shall report to the Board with such recommendations and other matters as the Committee deems appropriate so that the Board is informed of the Committee's activities.

1. Conduct such reviews and discussions with management and the independent auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;
2. Assess the integrity of internal controls and financial reporting procedures of the Company and ensure implementation of such controls and procedures;
3. Review the quarterly and annual financial statements, management's discussion and analysis of the Company's financial position and operating results, and all press releases and website postings pertaining to financial matters prior to their being filed with the appropriate regulatory authorities or posted on the Company's website and report thereon to the Board;
4. Recommend the selection of the Company's external auditors and monitor the independence and performance of the Company's external auditors (the "Independent Auditors") and internal auditors, including attending private meetings with both and reviewing and approving prior to recommendation to the Board all renewals or dismissals and the remuneration of both;



5. Set clear policies regarding the hiring of employees or former employees (including partners) of the present and former Independent Auditors by the Company;
6. Monitor the quality and integrity of the Company's financial statements and other financial information; and
7. Provide oversight to related party transactions entered into by the Company.
8. Oversee the operation of the Company's whistleblower program to ensure timely and effective compliance with legal requirements and high ethical standards.
9. Oversee the Company's compliance with the Foreign Corrupt Practices Act and similar legislation in all countries relevant to the Company
10. Oversee the Company's information technology programs to ensure data integrity, sound financial control processes and security measures to protect the Company's data and information.
11. Oversee the Company's enterprise risk management and insurance programs.

## **B. General Authority**

1. The Committee shall have the resources and authority it deems necessary and appropriate to discharge its responsibilities at the Company's expense, including authority to select and retain legal or other consultants or experts, to approve the fees and other retention terms related to the appointment of such consultants or experts, and to terminate the services of any such consultants or experts with respect to any matters including compensation.
2. The Committee shall have the power to call upon assistance from officers and employees of the Company and outside counsel and other advisers, including the Independent and Internal Auditors.
3. The Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by officers and employees of the Company, whom such member believes to be reliable and competent in the matters presented and on counsel or other persons as to matters which the member believes to be within the professional competence of such person.
4. Except as limited by law, or applicable securities rules and regulations, the Committee may form and delegate authority to such individuals or subcommittees as it deems appropriate.
5. The Committee has the authority to conduct any investigation appropriate to its responsibilities.
6. The Committee shall be given unrestricted access to the books and records of the Company.



7. The Committee may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory or other conditions. The Committee shall keep the Board apprised of any additional duties it intends to fulfill.

8. The Committee shall have the power to adopt its own operating rules and procedures, without the consent of management.

9. The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

## **C. Composition and Meetings**

### *I. Composition of Committee*

1. The Committee shall be composed of three or more directors of the Company as shall be designated by the Board from time to time. The Board shall appoint a member who shall serve as Chair of the Committee.

2. Each member of the Committee shall be “independent” and “financially literate” (as such terms are defined in Multilateral Instrument 52-110 of the CSA) and meet any eligibility criteria mandated by applicable corporate or securities law, or the rules of any applicable stock exchange.

3. Members of the Committee and the Chair shall receive such remuneration for their service on the Committee as the Board may determine from time to time (which remuneration may include cash and/or shares or options or other in-kind consideration ordinarily available to directors).

### *II. Committee Meetings*

1. The Committee shall meet at least once each quarter, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements.

2. A minimum of two and at least 50% of the members of the Committee present either in person or by telephone shall constitute a quorum.

3. If and whenever a vacancy shall exist that is not filled by an appointment by the Board, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.

4. The time and place of the Committee meetings shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of teleconference or if those absent have waived notice or otherwise signified their consent to the holding of such meeting. The independent auditor will be provided notice of all meetings of the Committee and will generally attend unless the subject matter is such that attendance is not required or desirable.



5. The Chair will chair all meetings of the committee and set the agendas for committee meetings.
6. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member to act as a secretary at any meeting.
7. The Committee may invite such officers, directors and employees of the Company and its subsidiaries or any other person as it may see fit to attend at meetings of the Committee.
8. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. All decisions or recommendations of the Audit Committee shall require the approval of the Board prior to implementation by the Company, except for any recommendation or approval that is specifically delegated by the Board.
9. The Committee will prepare an annual work plan to guide its activities and shall review the work plan with the Board.

## **D. Responsibilities**

### *1. Financial Accounting and Reporting and Internal Controls*

1. The Committee shall review the Company's annual audited financial statements to satisfy itself that they are presented in accordance with applicable accounting principles and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review and approve the Company's quarterly financial statements and management discussion and analysis prior to their being filed with the appropriate regulatory authorities and report thereon to the Board. With respect to financial statements and related materials, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the Independent Auditors as and when the Committee deems it appropriate to do so.
  2. The Committee shall review all press releases pertaining to financial matters to ensure conformity with the Company's financial statements and timely disclosure obligations.
  3. The Committee shall satisfy itself that the information contained in the annual audited and quarterly financial statements is not erroneous or misleading in a material manner and that the audit and/or review function has been effectively carried out.
2. The Committee shall review annual and quarterly management's discussion and analysis and annual and quarterly financial statements and any other public disclosure documents that are required to be reviewed by the Committee under any applicable laws prior to their public disclosure or being filed with the appropriate regulatory authorities including, without limitation, any press releases announcing annual or quarterly earnings.



3. The Committee shall review management's internal control reports and the evaluation of such reports by the Independent Auditors, together with management's responses.
4. The Committee shall meet no less frequently than annually with the Independent Auditors and the Chief Financial Officer to review accounting practices, internal controls and such other matters as the Committee deems appropriate.
5. The Committee shall inquire of management and the Independent Auditors about significant risks or exposures, both internal and external, to which the Company may be subject, and assess the steps management has taken to minimize such risks.
6. The Committee shall review, during an in-camera meeting, the post-audit or management letter containing the recommendations of the Independent Auditors and management's response and subsequent follow-up to any identified weaknesses.
7. The Committee shall provide oversight to related party transactions entered into by the Company.
8. The Committee shall satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information derived or extracted from the Company's financial statements and periodically assess the adequacy of those procedures.
9. The Committee shall provide oversight of the Company's programs for hedging gold prices and currencies.

## *II. Independent Auditors*

1. The Committee shall be responsible for recommending to the Board the selection, appointment, renewal, dismissal, compensation and oversight of the Independent Auditors, and the Independent Auditors shall report directly to the Committee.
2. The Committee shall directly monitor and assess the relationship between management and the Independent Auditors and monitor, confirm, support and ensure the independence and objectivity of the Independent Auditors. The Committee shall be responsible for resolving disagreements between management and the Independent Auditors. The Committee shall establish procedures to receive and respond to complaints with respect to accounting, internal accounting controls and auditing matters.
3. The Committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the Independent Auditors to the Company or its subsidiaries. This can be completed by the Chairman of the Committee, provided the Committee receives a report at the next meeting. The Committee shall not allow fees for non-audit services provided by the Independent Auditors to exceed \$25,000 for a specific project or \$50,000 in aggregate during a given year without express approval of the Board.
4. The Committee shall review the Independent Auditor's audit plan, including scope, procedures and timing of the audit.



5. The Committee shall review, during an in camera meeting, the results of the annual audit with the Independent Auditors, including matters related to the conduct of the audit.

6. The Committee shall obtain timely reports from the Independent Auditors describing critical accounting policies and practices, alternative treatments of information within applicable accounting standards that were discussed with management, their ramifications, and the Independent Auditors' preferred treatment and material written communications between the Company and the Independent Auditors.

7. The Committee shall review fees paid by the Company to the Independent Auditors and other professionals in respect of audit and non-audit services on an annual basis.

### *III. Internal Auditors*

1. The Committee shall be directly responsible for the selection, appointment, renewal, dismissal, compensation and oversight of the Company's Internal Auditor(s), and the Internal Auditor will report directly to the Committee (through the Chairman) on all functional matters. The Internal Auditor shall report to the CEO with respect to operational matters and the Chairman of the Committee and the CEO will work together to ensure an appropriate balance between the independence of the Internal Auditor and conformity with the Company's overall procedures and processes.

2. The Committee will review annually the Internal Audit Charter and recommend any proposed changes to Management.

3. The Committee shall review and approve the annual internal audit plan prepared by the company's internal audit group, including scope, procedures and timing of activities.

4. The Committee shall at each Audit and Risk Committee Meeting receive a report from the Company's internal auditors based on the results of their internal audit activities.

5. The Committee shall at each Audit and Risk Committee Meeting discuss during an in camera meeting the results of the internal audit activities with the Company's internal auditors, including matters related to the undertaking of the internal audits. In addition the Committee will periodically review with the internal auditors any significant difficulties, disagreements with management, or scope restrictions encountered in the course of their work.

### *IV. Whistleblower Policy*

1. The Committee shall oversee the procedures for the receipt, retention and treatment of complaints including confidential or anonymous employee complaints with respect to accounting, internal accounting controls and auditing matters.

2. The Company will promptly forward to the Chairman of the Committee any complaints that it has received regarding financial statement disclosures, accounting, internal accounting controls or auditing matters. The Chairman shall keep the members of the Committee apprised of the progress of each investigation on a regular basis.

3. Any employee of the Company or any of its subsidiaries may submit, on a confidential and anonymous basis if the employee so desires, any concerns regarding financial statement



disclosures, accounting, internal accounting controls or auditing matters. All such concerns will be set forth in writing and forwarded in a sealed envelope addressed to the attention of the chairman of the Audit Committee, c/o the Company's Toronto address set forth at the Company's website, in an envelope labeled with a legend such as: "To be opened by the Audit Committee only. Submitted pursuant to the Jaguar Mining Inc. Whistleblower Policy." If an employee would like to discuss any matter with the Committee, the employee should indicate this in the submission and include a telephone number at which he or she can be reached, should the Committee deem such communication is appropriate. Alternatively, concerns can be communicated by phone to Ethics Point, an independent service partner, at 1-888-279-5268 for US and Canada, 0-800-891-1667 for Brazil or [www.jaguarmining.com/s/corporategovernance/whistleblower](http://www.jaguarmining.com/s/corporategovernance/whistleblower).

4. Following the receipt of any complaints submitted, the Chairman shall initiate an investigation. Following the investigation the Company shall take such corrective and disciplinary actions as it considers appropriate, and such action shall be discussed with the Chairman of the Committee. The Chairman shall report to the full Committee on a regular basis regarding investigation results and corrective action.

5. The Committee may enlist employees of the Company and/or outside legal, accounting or other advisor to conduct any investigation of complaints regarding financial statement disclosures, accounting, accounting controls or auditing matters. In conducting any investigation the Committee shall use reasonable efforts to protect the confidentiality and anonymity of the complainant.

6. It is the policy of the Company that employees will not be discharged, demoted, suspended, threatened, harassed or in any other manner discriminated against as a result of any complaint made hereunder in good faith.

7. The Company shall make this policy available to all employees.

8. The Committee will retain as a part of its records any such complaints or concerns for a period of at least seven (7) years.

#### **G. Review of Charter and Self-Assessment**

1. The Committee should review and reassess the adequacy of this Charter no less than every two years.

2. The Committee shall review annually the Committee's own performance.

3. The Committee should review no less than every two years the Whistleblower Policy.

#### **H. Other Responsibilities**

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.





The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.