

**JAGUAR FINANCIAL CORPORATION**

**ANNUAL INFORMATION FORM**

**RELATING TO THE YEAR ENDED DECEMBER 31, 2008**

**March 31, 2009**

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## **PRELIMINARY NOTES AND CAUTIONARY STATEMENT**

### **Date of Information**

In this Annual Information Form (“AIF”), information is given as at December 31, 2008, unless stated otherwise.

### **Currency**

All currency references in this AIF are in Canadian dollars unless otherwise indicated.

### **Caution on Forward-Looking Statements**

This AIF contains certain “forward-looking statements” that reflect Jaguar’s current expectations and projections about its future results. When used in this AIF, forward looking statements can be identified by the use of words such as “estimate”, “consider”, “expect”, “anticipate”, “objective” and similar expressions or variations of such words. Forward looking statements are, by their very nature, not guarantees of Jaguar’s future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause Jaguar’s actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. No representation or warranty is intended, with respect to anticipated future results, that estimates and projections will be sustained or that any project will otherwise prove to be economic.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this AIF or as of the date otherwise specifically indicated herein. Due to risks and uncertainties, including the risks and uncertainties identified elsewhere in this AIF, actual events may differ materially from current expectations. Jaguar disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities law.

## **ITEM 2. CORPORATE STRUCTURE**

### **2.1 Name, Address and Incorporation**

Jaguar Financial Inc. (“**Jaguar**” or the “**Company**”) was incorporated by Letters Patent dated April 5, 1956, pursuant to the *Mining Companies Act* (Québec) under the name “Chesbar Chibougamau Mines Ltd. (No Personal Liability)”. The Company’s name was changed to “Chesbar Iron Powder Limited (No Personal Liability)” by Supplementary Letters Patent granted to the Company on June 12, 1969 and, at such time, its share capital was consolidated on a 1-for-5 basis. Supplementary Letters Patent were granted to the Company on March 28, 1973, changing its name to “Chesbar Resources Inc./Ressources Chesbar Inc. (No Personal Liability)”. By Supplementary Letters Patent granted on May 15, 1986, the authorized capital of the Company was increased to 20,000,000 common shares without par value (the “Common Shares”).

On November 6, 1986, Private Bill No. 243, “An Act respecting Chesbar Resources Inc.”, was introduced in the National Assembly (Québec). This act was proclaimed in force and the continuation of the Company under Part 1A of the *Companies Act* (Québec) was effected upon the filing of Articles of Continuance by the Company on February 23, 1987. As a result, there was no longer a maximum number of Common Shares which the Company is authorized to issue and there was no limit to the consideration for which its Common Shares may be issued.

On June 26, 2003, by Articles of Amendment, the name of the Company was changed to “Jaguar Nickel Inc.”

On July 11, 2007, by Articles of Amendment, the name of the Company was changed to “Jaguar Financial Inc.”

On July 2, 2008, the Company effected a three-cornered amalgamation for the purpose of becoming organized under the OBCA. A new entity, Jaguar Financial Corporation, organized under the OBCA, acquired all of the assets and liabilities of Jaguar Financial Inc. and all of Jaguar Financial Inc.'s securities were exchanged for a like number of securities of Jaguar Financial Corporation. As at July 2, 2008, the business of Jaguar is now carried on by Jaguar Financial Corporation. In connection with this transaction, the shares of Jaguar Financial Corporation became listed on the TSX under the symbol "JFC", effective July 7, 2008.

The head office, executive offices and principal place of business of the Company are located at 145 King Street West, Suite 2020, Toronto, Ontario, M5H 1J8.

## **2.2 Intercorporate Relationships**

As of December 31, 2008, Jaguar did not have any material subsidiaries.

### **ITEM 3. GENERAL DEVELOPMENT OF THE BUSINESS**

#### **3.1 Three-year History**

In April 2002, Jaguar completed its acquisition of Mayamerica by purchasing the remaining 30% interest held by Intrepid Minerals Corporation ("Intrepid") by issuing 1,225,000 Common Shares valued at \$282,000 to Intrepid. In September 2004, Mayamerica's name was changed to Jaguar Nickel, S.A.

The primary focus of the 2004 exploration program was the definition drilling of the mineralized areas within the Company's Sechol exploration licenses. Core drilling was undertaken on 100m x 100m grids over the principal areas of laterite development starting with the El Inicio area and progressively moving to the El Segundo and Rio Negro areas (collectively the "Sechol Project"). The drilling results showed well-mineralized nickel laterite with good continuity present over the majority of the El Inicio area.

In the first quarter of 2005, Jaguar engaged Snowden Mining Industry Consultants of Vancouver to undertake a National Instrument 43-101 - compliant block model resource estimate over the El Inicio grid and polygonal resource estimates of those parts of the El Segundo and Rio Negro grids over which drilling of the Sechol Phase One Drilling Program was completed in 2004.

The Sechol Phase Two Drilling Program commenced in January 2005 and was completed in the third quarter of 2005. Access agreements with the surface rights holders were concluded over those areas drilled and over those areas targeted for further drilling.

Land surveying of the drilling grids and an airborne laser scanning survey were undertaken in 2005.

A ground penetrating radar survey was conducted on the El Segundo deposit. The primary objective of the survey was to image the contact at the base of the laterite profile and the bedrock. Consideration was given to further surveys to attempt to image the contact between limonitic material at the top of the profile and saprolite at the base of the profile.

A program to evaluate high priority nickel laterite targets in the other exploration licenses held by Jaguar was advanced. Reconnaissance mapping and sampling were completed in selected areas.

#### *Sale of Guatemalan Subsidiary*

In May 2005, the Company formed a Special Committee of the Board of Directors which established the criteria and review process to identify the most advantageous strategic relationship for the Company and its shareholders with a view to enhancing shareholder value. To assist in this regard, the Committee retained Scotia Capital Inc. ("Scotia Capital") as its financial advisor. Jaguar requested that Scotia Capital assist the Company in exploring market interest with potential strategic and financially interested parties for a transaction involving the possible sale of its wholly owned Guatemalan subsidiary Jaguar Nickel, S.A. and

other assets of the Company, including identifying potential buyers, assessing possible offers, and assisting Jaguar in the execution of a potential transaction and any related matters.

In July 2005, Jaguar prepared a confidential information memorandum with respect to the business of Jaguar, S.A. and held discussions with a number of parties regarding a range of potential transactions. A number of strategic and financial players were contacted in connection with a confidential competitive auction process, including BHP Billiton.

In October 2005, BHP Billiton submitted an offer to Jaguar. Jaguar determined that the proposed offer from BHP Billiton represented the best offer that the Company received, given the price to be paid and the benefit of an on-going relationship with BHP Billiton by way of an alliance agreement (the "Alliance" or "Alliance Agreement"), and two mining property option agreements with wholly owned indirect subsidiaries of BHP Billiton, the Canadian Property Agreement and the USA Property Agreement, respectively, for the exploration and development of nickel mining properties in Canada, Alaska, the mid-continental United States and Greenland.

On November 29, 2005, the Company and BHP Billiton entered into a Share Purchase Agreement, pursuant to which the Company agreed to sell 100% of the issued and outstanding common shares of Jaguar, S.A. for a total consideration of \$19,000,000 and the benefits of the Alliance and the Canadian and USA Property Agreements. Following receipt of shareholders' approval, the Company closed the sale on January 31, 2006, receiving \$18,000,000 cash, a holdback receivable of \$1,000,000 bearing interest at 5% per annum due on or before January 31, 2007, reimbursement of specified exploration expenditures totalling \$797,219, and executed Alliance Agreements. The holdback receivable was reduced by \$443,561 for losses related to environmental damage and the balance of approximately \$556,000 was paid to the Company in full satisfaction of the holdback receivable.

#### *Alliance Agreement*

The Company was granted an option to acquire a 51% interest in the Cottonwood Property in Minnesota under the terms of the USA Property Agreement by incurring aggregate exploration expenditures of \$1,000,000 by December 31, 2008. After initial investigation of the mineral potential of the property in early 2006, the Company elected not to incur further expenditures.

The Company was also granted an option to acquire a 51% interest in the Kasba and Target 87 project areas in the Northwest Territories and Nunavut, respectively, under the terms of the Canadian Property Agreement by incurring aggregate exploration expenditures of \$1,000,000 in each project area. During 2006 the Company incurred expenditures of approximately \$607,000, primarily in the Target 87 area. The exploration programs were put on hold as the Company engaged in business combination discussions. Subsequently, management determined that meeting the remaining expenditure requirements of the Alliance Agreement would not be in the best interests of the Company and terminated the Alliance with BHP Billiton in December 2006.

#### *Business Combination Discussions*

As a result of inquiries from and discussions with a number of interested parties regarding a range of potential transactions following the sale of the Guatemalan subsidiary, the Board of Directors formed a Special Committee of the Board in April 2006 to establish the criteria and a review process for the purpose of identifying the most advantageous strategic relationship for Jaguar and its shareholders.

On May 1, 2006, the Company signed a letter agreement, subject to due diligence and receipt of all necessary and shareholder approvals, to combine with First Nickel Inc. ("FNI") whereunder FNI would issue to the shareholders of the Company one common share of FNI in exchange for every 3.5 common shares of Jaguar. On June 12, 2006, the Company and FNI announced that they had mutually agreed not to proceed with the business combination. Each of FNI and Jaguar considered it in their respective best interest not to enter into a definitive merger agreement and negotiations ended on amicable terms. As there were no technical or financial findings identified in the mutual due diligence which led to the decision not to proceed, each of FNI

and Jaguar agreed that no termination fees would be payable as a result of the termination of the proposed combination.

Immediately following the decision not to proceed with the business combination with FNI, the Company undertook an exercise to greatly reduce Jaguar's corporate overhead and significantly reduced the number of employees at the Company as well as downsizing premises and other costs.

The Company subsequently entered into discussions relating to a potential business combination with Monterey Explorations Ltd., a private oil and natural gas exploration and development company. Negotiations did not advance beyond the discussion phase.

#### *New Board of Directors*

On September 19, 2006, Northern Financial Corporation and Romspen Investment Corporation ("Northern") announced that they, together with an investment group, owned or exercised control or direction over 14.6% of the issued common shares of Jaguar and requested a special meeting of Jaguar's shareholders for the purpose of removing Jaguar's directors and appointing five new directors nominated by Northern. Jaguar's Board of Directors thereupon adopted a shareholders rights plan in connection with any offer to acquire shares of the Company. Northern applied for a cease trade order with respect to the rights plan and, after hearings held in October, the Bureau de decisions et de revisions en valeurs mobilières (Quebec) issued a cease trade order on the rights plan. On November 2, 2006, Northern announced that it acquired additional shares of Jaguar bringing its ownership to 18.2% in total.

At the December 6, 2006, special meeting of Jaguar's shareholders a new slate of directors nominated by Northern, Jaguar's largest shareholder, was elected.

On February 23, 2007, Jaguar announced its intention to change the focus of the Company from a mineral exploration company to a merchant bank focused on creating value for Jaguar's shareholders by making investments in undervalued companies in various industry sectors.

Initially this change in business resulted in a review of the Company's listing on the Toronto Stock Exchange ("TSX"). Ultimately, after a review and an appeal process, on February 28, 2008, after meeting all of the conditions set by the TSX, the Listings Committee of the TSX determined that the Company satisfies the TSX's continued listing requirements.

Since commencing operations as a merchant bank in Q1 of 2007, Jaguar has invested in publicly traded securities of forty-six companies, which the Company believed were undervalued. Thirty-four of those positions were liquidated – seven in fiscal 2007, and twenty-six in 2008, respectively. The Company currently holds the shares of twelve companies from different industries.

The largest investment undertaken by the Company in 2007 was in the shares of Century II Holdings Inc. ("Century"). On July 30, 2007, Jaguar announced its offer to acquire all of the common shares it did not already own of Century, at a cash price of \$6.75 per share. Subsequent to Jaguar's offer, TransForce Income Fund ("Transforce") offered to purchase all of the common shares of Century for \$10.20 per share. Jaguar supported Transforce's offer and tendered its shares to Transforce on October 31, 2007, realizing a gain of \$10.2 million.

The Company also undertook another substantial investment during 2007 in the common shares of Rand A Technology Corporation. Those shares were sold into a take-over bid by Ampersand Ventures at \$2.10 per share on November 1, 2007, realizing a gain of \$608,143.

The Company made a significant investment in Lakeside Steel Inc. ("Lakeside", formerly Added Capital Corporation) during 2007. Lakeside holds all the issued shares of Lakeside Steel Corporation ("LSC"), a diversified steel pipe and tube manufacturer, located in Welland, Ontario. Jaguar owned approximately 23% of the outstanding shares of Lakeside as at December 31, 2008. The Chairman and Chief Executive Officer of the Company is also the Chairman and Chief Executive Officer of Lakeside. The Company is focused on generating significant shareholder value for both Jaguar and Lakeside. As at December 31, 2008, the fair

value of the investment portfolio, including the investment in Lakeside, stood at \$15.5 million. Jaguar accounts for its investment in Lakeside using the equity method.

The Company also has a significant investment in Royal Laser Corporation (“Royal”) which represents approximately 18.02% (December 31, 2007 – 11.8%) of the total issued and outstanding Royal common shares (“Royal Shares”).

On September 2, 2008, the Company announced an offer (the “Offer”) to acquire up to 31,620,495 of Royal Shares at a cash price of \$0.80 per share. The offer was subsequently revised and extended.

On December 3, 2008, the Company announced that its take-over bid for the Royal Shares expired on December 2, 2008. Several conditions to Jaguar’s Offer were not satisfied or waived, including the condition that there be validly deposited and not withdrawn under the Offer that number of Royal Shares which, when taken together with the number of Royal Shares owned by Jaguar, represents at least 50% of the issued and outstanding Royal Shares plus one Royal Share. As such, Jaguar did not take up any Royal Shares deposited under the Offer and all Royal Shares deposited under the Offer were returned.

In the third quarter of 2008, the Company made a significant investment in Virtek Vision International Inc. (“Virtek”). The Company, together with an investor group, owned or exercised control or direction over a total of approximately 19.9% (December 31, 2007 – nil) of the outstanding shares of Virtek. In Q4 of 2008, the Company tendered its shares of Virtek to a take-over bid by Gerber Scientific Canada Inc., a subsidiary of Gerber Scientific Inc. for \$1.05 per share and total proceeds of \$7,015,260 for a total gain to the investor group of \$769,645. Jaguar’s portion of the gain was \$360,319.

On December 31, 2008, the Company also had an investment in HudBay Minerals Inc. (“HudBay”) of 1,500,000 shares which represents approximately 1.0% of the total issued and outstanding HudBay common shares.

As at December 31, 2008, the Company also had a significant investment in Tiomin Resources Inc. (“Tiomin”). The investment in Tiomin represents approximately 9.1% (December 31, 2007 – nil) of the total issued and outstanding Tiomin shares.

The Company’s strategy, as discussed above, will remain the same going forward. The current economic and capital market environment, though challenging, provides opportunities for the Company to enhance shareholder value.

### **3.2 Significant Acquisitions**

During its most recently completed financial year, Jaguar did not complete any significant acquisitions.

## **ITEM 4. DESCRIPTION OF THE BUSINESS**

### **4.1 General**

#### ***Jaguar***

Jaguar is a Canadian merchant bank that invests in undervalued small capitalization companies in a variety of industry sectors. Prior to 2007, the Company was a mineral exploration and development company. Jaguar is listed on the Toronto Stock Exchange under the symbol JFC.

On February 23, 2007, Jaguar announced its intention to change the focus of the Company from a mineral exploration company to a merchant bank, focused on creating value for Jaguar’s shareholders by making investments in what management considers undervalued companies in various industry sectors. The Company believes that management has very good merchant banking experience, which will assist it in making investments in undervalued companies and realizing on such investments, passively or proactively, depending on the circumstances of the particular company. Proactive involvement by Jaguar could involve working with management or the directors of the particular company to implement necessary changes to

create shareholder value, or by initiating change at the board level, or by implementing a change of control transaction.

Up until the time that Jaguar changed its focus to that of a Canadian merchant bank, the Company was a natural resource company that was principally engaged in the exploration and development of nickel laterite mineral properties in Guatemala. In the period from May 2003 until March 7, 2005, Jaguar also investigated the economic viability of using a third generation of nickel leaching technology, known as the Atmospheric Chloride Leach Process (ACLP) for the treatment of ore processed from its properties in Guatemala and, as a result of due diligence test work and third party economic assessment, elected to defer further substantial development work on the ACLP as of March 7, 2005. See “Process Technology”.

Through its acquisition of Jaguar, S.A., the Company indirectly acquired exploration licenses in the Lake Izabal area of Guatemala, including the Sechol Project, the site of Jaguar’s principal exploration project. As a result of exploration work conducted by Jaguar through 2005, its holdings in Guatemala covered by exploration licenses (or applications for extensions thereof) totalled approximately 597 km<sup>2</sup> and applications for exploration licenses totalled approximately 140 km<sup>2</sup>. Much of the property covered by such licenses or applications lies within the areas of nickel bearing laterites that are a feature of this part of Guatemala. From previous work on these properties and geological reconnaissance by Jaguar’s geologists, all of this area was considered to have had potential for adding to the resources already identified on the Sechol Project. In the last five years, Jaguar advanced the investigation and exploration of the Sechol Property and expended over \$13,800,000 in exploration and property costs in Guatemala.

In order to achieve its strategic goal to evolve from a junior exploration company to project development, Jaguar determined in 2005 that it would require additional capital and expertise. Management believed that the most appropriate tactic to execute its long-term strategy was to enter into a relationship with a well-established producing company.

#### *Background of the Transaction*

As a result of inquiries from interested parties, on May 16, 2005, the Board of Directors formed a special committee of the Board (the “Special Committee”) to establish the criteria and a review process for the purpose of identifying the most advantageous strategic relationship for Jaguar and its shareholders.

In May 2005, the Special Committee engaged Scotia Capital Inc. to act as its financial advisor in conducting a strategic review of its operations with a view to enhancing shareholder value, including a review of the Company’s investment in Jaguar, S.A. Later, Jaguar requested that Scotia Capital assist the Company in exploring market interest in the possible sale of the shares of Jaguar, S.A., and other assets of the Company, including identifying potential buyers, assessing possible offers, and assisting Jaguar in the execution of a potential transaction and any related matters.

In July 2005, Jaguar prepared a confidential information memorandum with respect to the business of Jaguar, S.A. From May to September 2005, Scotia Capital, on Jaguar’s behalf, explored market interest with potential strategic and financially interested parties for a transaction involving Jaguar, S.A. and held discussions with a number of parties regarding a range of potential transactions. A number of strategic and financial players were contacted by Scotia Capital in connection with a confidential competitive auction process initiated in July 2005. However, none of these discussions resulted in a transaction which was financially superior to the transaction with BHP Billiton in the opinion of Scotia Capital.

Several of these parties that were contacted entered into confidentiality agreements with Jaguar in order to protect Jaguar’s proprietary interests in the business of Jaguar, S.A. and Jaguar’s process technology and reviewed non-public information with respect thereto. Interested parties were invited to submit written proposals. The interested parties had access to a data room organized by the Company and conducted due diligence. Jaguar received a number of non-binding expressions of interest from interested parties.

In October 2005, BHP Billiton submitted an offer to Jaguar. Jaguar determined that the proposed offer from BHP Billiton represented the best offer that the Company had received, given the price to be paid and the

benefit of the Alliance, which would be beneficial for the future growth of the Company, and two mining property option agreements with BHP Billiton for the exploration and development of nickel mining properties in Canada, Alaska, the mid-continent United States and Greenland, excluding certain properties currently held by BHP Billiton following completion of the Transaction. With effect as of October 14, 2005, the parties signed a non-binding letter of intent reflecting the above terms for a purchase price of \$19,000,000 for all of the shares of Jaguar, S.A.

A number of meetings of the Board of Directors were held during the fall of 2005, at which management reported on the process. On November 16, 2005, a meeting of the Board of Directors of the Company was convened to consider the proposed Transaction (the “Proposed Transaction”). At this meeting, Scotia Capital provided its opinion to the Board of Directors that the consideration of \$19,000,000 in cash to be paid by BHP Billiton for all of the issued and outstanding shares of Jaguar, S.A. pursuant to the Share Purchase Agreement and the implementation of the Alliance, was fair to shareholders of the Company, from a financial point of view. See “Deliberations and Recommendation of the Board of Directors – Fairness Opinion”.

#### *Deliberations and Recommendation of the Board of Directors*

For the reasons set out below, the Company’s Directors determined that the Proposed Transaction was in the best interests of the Company. The Directors unanimously approved the Proposed Transaction and recommended to the shareholders that they vote in favour of the approval, ratification and confirmation of the Proposed Transaction.

The Board of Directors based its determination upon, among other factors, the following:

- the sale of Jaguar, S.A. was consistent with the strategic review that the Company initiated in May 2005;
- the fairness opinion of Scotia Capital to the Board of Directors that the consideration to be paid by BHP Billiton for Jaguar, S.A. was fair, from a financial point of view, to the shareholders of the Company;
- the Share Purchase Agreement was the result of a process in connection with which the Company held discussions with numerous interested parties and determined that the Proposed Transaction contemplated by the Share Purchase Agreement represented the best option to the Company; and
- the Alliance would be beneficial for the future growth of the Company.

#### *Opinion of the Financial Advisor of Jaguar*

As part of its engagement, Scotia Capital solicited expressions of interest from a number of potential strategic and financially strong purchasers of Jaguar, S.A. and assisted the management of Jaguar and advised the Company’s Board of Directors regarding the relative financial merits of the expressions of interest received by Jaguar as part of the process.

Scotia Capital’s mandate also included providing a fairness opinion to the Board of Directors in connection with a potential transaction, if so requested. Pursuant to the engagement agreement with Scotia Capital, Jaguar agreed to pay Scotia Capital customary fees for its services as financial advisor. In connection with such engagement, Scotia Capital provided the fairness opinion to the Board of Directors.

#### *Fairness Opinion*

On November 16, 2005, Scotia Capital delivered its opinion to the Board of Directors that, as of that date, the consideration for the sale by Jaguar of all of the issued and outstanding shares of Jaguar Nickel, S.A. for \$19 million in cash pursuant to the Share Purchase Agreement and the implementation of the Alliance is fair, from a financial point of view, to the shareholders of Jaguar.

The full text of the fairness opinion of Scotia Capital set forth the assumptions made, procedures followed and matters considered by Scotia Capital. References to the fairness opinion in this document and the discussion of the fairness opinion included above are qualified in their entirety by reference to the full text of

the fairness opinion. The full text of the fairness opinion of Scotia Capital is set forth as Appendix B to the Company's Management Information Circular dated December 15, 2005.

Following the execution of the non-binding letter of intent, BHP Billiton engaged in its due diligence investigations of Jaguar, S.A. and negotiated the definitive terms of the Share Purchase Agreement with the Company. On November 29, 2005, Jaguar and BHP Minerals Holdings Pty Ltd. entered into the Share Purchase Agreement, pursuant to which the Company agreed to sell 100% of the issued and outstanding common shares of Jaguar, S.A. for a total consideration of \$19,000,000 and the benefit of the Alliance. The purchase price, less a \$1,000,000 holdback, was paid in full in cash at the Closing.

On January 31, 2006, following receipt of approval of the Transaction by its shareholders at a special meeting held January 24, 2006, Jaguar announced the Closing and that it had entered into:

1. the Alliance Agreement with a wholly-owned indirect subsidiary of BHP Billiton. The Alliance Agreement provides Jaguar with an ongoing relationship with BHP Billiton for the purpose of exploring for and developing minerals within Canada, Alaska, the Mid-Continental United States and Greenland;
2. an option agreement (the "Canadian Property Agreement") with a wholly-owned subsidiary of BHP Billiton, pursuant to which Jaguar was granted an option to acquire a 51% interest in mineral properties located in the Kasba, Target 87 and Nelson River areas of Canada; and
3. an option agreement (the "USA Property Agreement") with a wholly-owned subsidiary of BHP Billiton, pursuant to which Jaguar was granted an option to acquire a 51% interest in mineral properties located in the area around Cottonwood, Minnesota.

Subsequently, management determined that meeting the expenditure requirements of the Alliance Agreement would not be in the best interests of the Company and terminated the Alliance with BHP Billiton in December 2006.

As at December 31, 2006, the Company had only three employees and was no longer engaged in any exploration activities, owned no mineral properties and had no ongoing activities in the exploration and development industry. The Company had cash and term deposits in excess of \$26,000,000 and announced on February 23, 2007, its intention to change the focus of the Company to that of a merchant bank that would invest in undervalued small capitalization companies in a variety of industry sectors. The Company believes that management has very good merchant banking experience, which will assist it in making undervalued investments and realizing on such investments, passively or proactively, depending on the circumstances of the particular company. Proactive involvement by Jaguar could involve working with management or the directors of the particular company to implement necessary changes to create shareholder value, or by initiating change at the board level, or by implementing a change of control transaction.

### *Process Technology*

Having changed its business focus to that of a merchant bank, the Company is no longer in the mineral exploration and development business. The Company has over the years developed proprietary process technology patent rights relating to the atmospheric chloride leach process and a process for the recovery of value metals from sulphide based ores.

During 2007, the Company entered into a joint venture agreement with Process Research ORTECH Inc. ("Ortech") to develop, market and license the sulphide leaching technology. Under the terms of the agreement, Ortech and Jaguar will have equal ownership of the intellectual property in relation to the sulphide leaching technology. Jaguar made a payment of \$125,000 and transferred 50% of the patent rights to Ortech. Jaguar does not have any further obligations to fund development, marketing or licensing of the technology.

### ***Lakeside Steel Inc. and Lakeside Steel Corporation***

LSC is a wholly owned subsidiary of Lakeside, formerly Added Capital Corp.

LSC was an Ontario corporation formed specifically to acquire substantially all of the assets and liabilities of Stelpipe. The Stelpipe business has operations dating back approximately 100 years and became a wholly-owned subsidiary of Stelco in 1965. Stelco filed for creditor protection under the *Companies Creditors Arrangement Act* on January 29, 2004, and the Stelpipe business was offered for sale pursuant to a court approved bidding process. LSC acquired the Stelpipe business on October 31, 2005, for a total purchase price of approximately \$65 million. For additional information regarding the acquisition by LSC of the former Stelpipe business and the subsequent going public transaction, please see the filing statement of Added Capital Corp. (now Lakeside Steel Inc.), dated November 19, 2007, a copy of which is available on [www.sedar.com](http://www.sedar.com).

After obtaining the requisite shareholder approvals at the annual and special meeting held on September 29, 2008, in Calgary, Alberta, Added Capital Corp. changed its name to “Lakeside Steel Inc.” and completed the continuance from the *Business Corporations Act* (Alberta) to the *Business Corporations Act* (Ontario), effective October 10, 2008.

LSC manufactures both tube and pipe products which are sold to numerous markets including Oil and Gas, Automotive, Mining, and Commercial and Industrial. Additional information regarding LSC’s business, products, markets, risk factors, environmental liabilities and other matters can be found generally in the continuous disclosure documents filed on [www.sedar.com](http://www.sedar.com) by LSC and, particularly in the filing statement of Added Capital Corp. (now Lakeside Steel Inc.), dated November 19, 2007, also available on [www.sedar.com](http://www.sedar.com).

Since November 19, 2007, LSC has implemented a number of restructuring initiatives. Examples of financial restructuring initiatives and operational and capital improvements completed include the following:

- Proceeds from the qualifying transaction were used to pay down long term debt.
- Improved credit terms have been negotiated with certain suppliers.
- LSC’s primary working capital lender has increased its line of credit by \$5 million.
- Man-hours per ton have been improved in both the SRM and 8” mills.
- Repair and maintenance costs have been reduced by internalizing these services.
- Head count has been reduced while overall production in 2008 increased.
- New ultra sonic testing and high frequency welding equipment have been installed to improve reliability, quality and throughput.
- Significant infrastructure upgrades have been made, including new facing and roofing in many areas of the plant as well as new yard lighting throughout the plant.

As at December 31, 2008, LSC employed 143 employees who are represented by Local Union No 523 CAW-TCA (the “Union”) and 61 staff employees for a total head count of 204 employees. On October 31, 2008, LSC and the Union reached agreement on a new collective bargaining agreement which was ratified by members on November 4, 2008. For additional details regarding the new collective bargaining agreement, please refer to LSC’s press releases of November 3 and 4, 2008, as well as subsequent continuous disclosure documents filed on [www.sedar.com](http://www.sedar.com) by Lakeside.

## **4.2 Risk Factors**

### ***Jaguar – Risk Factors***

An investment in securities of Jaguar is speculative and involves significant risks that should be carefully considered by prospective investors before purchasing such securities. Investors should not invest in securities of Jaguar unless they can afford to lose their entire investment. The risks involved in the going forward activities of the Company as a merchant bank are very different than those of its historical activity as a mineral exploration company. In addition to the other information set forth elsewhere in this annual information form, investors should carefully review the following risk factors. The risk factors outlined

below are not a definitive list of all risk factors associated with an investment in the securities of the Company or in connection with the Company's operations.

#### *Portfolio Exposure*

Given the nature of our activities, our results of operations and financial condition will be dependent upon the market value of the securities within our investment portfolio. Market value can be reflective of the actual or anticipated results of the companies within our portfolio and/or the general market conditions within the industry sectors those companies operate in. Our intention is to concentrate our portfolio in the securities of small capitalization companies. While we believe there is growth potential in this area, there is no guarantee that these firms will ever mature or generate the returns we anticipate or may require an extended time horizon of several years to do so. Macro factors such as geopolitical forces, economic conditions or commodity prices could have an adverse impact on the industry sectors we invest in. Company specific risks could also adversely affect our portfolio results.

#### *Illiquid Securities*

Some of the public securities we may invest in may be illiquid. A considerable period of time may pass when a decision to dispose of such securities is made and the securities are actually sold. The value of these securities could decline in the interim. Illiquid securities present challenges to generate planned exit strategies at attractive prices and may require substantial periods of time to liquidate. Due to low trading volumes in certain securities it may also be difficult to dispose of these securities without forcing the price down.

#### *Concentration*

The Company is not restricted from investing a large proportion of its portfolio in a particular company or industry sector. Performance may therefore be significantly affected, positively or negatively, by the performance of a single investment.

#### *No Guarantee on Returns*

There is no guarantee that any of our intended investments will generate a positive return in the short or long term. The task of identifying suitable investment opportunities, maintaining the investment, and identifying an appropriate time for exit is a difficult one. Many merchant banks do not generate positive returns for extended periods of time.

#### *Due Diligence*

The due diligence process undertaken before an investment is made may not reveal all relevant information regarding a particular investment. Nor does the act of due diligence necessarily result in a successful investment.

#### *Competition*

Jaguar will compete with other merchant banking companies for attractive investment opportunities. These firms may have greater financial resources and technical skills than Jaguar. There is no guarantee that enough opportunities will exist for us to generate suitable returns or that our competitors will not identify these opportunities before us.

#### *Management*

Jaguar currently has a small executive management group, which is sufficient for Jaguar's present stage of development. Jaguar will rely upon a small number of highly skilled and experienced advisors and others for investment expertise. Jaguar's future will depend on the efforts of the current executive group. The loss of

members of this group or the Company's inability to attract and retain additional skilled employees could have a material adverse effect on Jaguar, its business and its future operations.

#### *Dividends*

No dividends have been declared or paid on the Common Shares since Jaguar's incorporation. Since the Company intends to employ available funds for investment purposes it does not intend to pay any dividends in the immediate or foreseeable future.

#### *Public Market*

The Common Shares are listed on the TSX. The Company cannot predict at what price the Common Shares will trade and there can be no assurance that an active trading market in the Common Shares will be sustained. A publicly traded merchant bank will not necessarily trade at values determined solely by reference to the underlying value of its investments. In addition, the market price for the Common Shares may be affected by changes in general market conditions, fluctuations in the markets for equity securities and numerous other factors beyond Jaguar's control.

#### *Lakeside – Risk Factors*

An investment in securities of Lakeside is speculative and involves significant risks that should be carefully considered by prospective investors before purchasing such securities. Investors should not invest in securities of Lakeside unless they can afford to lose their entire investment. For a detailed description of some of the risk factors facing Lakeside see the filing statement of Added Capital Corp. (now Lakeside Steel Inc.), dated November 19, 2007, also available on [www.sedar.com](http://www.sedar.com). The risk factors outlined in the filing statement are not a definitive list of all risk factors associated with an investment in the securities of Lakeside or in connection with Lakeside's operations.

### **ITEM 5. DIVIDENDS**

#### **5.1 Dividends**

No dividends have been declared or paid on the Common Shares since Jaguar's incorporation. Since the Company intends to employ available funds for investment purposes, it does not intend to pay any dividends in the immediate or foreseeable future. The future dividend policy will be determined by the Board of Directors.

Further, to the best of Jaguar's knowledge, no dividends have been declared or paid on the common shares of Lakeside since November 19, 2009. Lakeside has not paid any dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. It is possible that Lakeside may require any cash flow generated from its operations for purposes other than the payment of dividends such as for capital projects.

### **ITEM 6. DESCRIPTION OF CAPITAL STRUCTURE**

#### **6.1 General Description of Capital Structure**

The authorized share capital of Jaguar consists of an unlimited number of Common Shares without par value. As of December 31, 2008, 107,562,832 Common Shares were issued and outstanding.

On February 5, 2008, the Company announced its intention to conduct a Normal Course Issuer Bid ("NCIB") through the facilities of the TSX to purchase a maximum of 8,429,621 of its common shares, being approximately 10% of the public float. The NCIB expired in accordance with its terms on February 6, 2009. As of December 31, 2008, Jaguar has cancelled 533,600 Common Shares purchased under the NCIB.

Holders of Common Shares are entitled to vote at meetings of shareholders; share equally in the remaining assets of Jaguar upon liquidation, dissolution or winding-up of Jaguar; and receive dividends if, as, and when declared by the Board of Directors of Jaguar.

## ITEM 7. MARKET FOR SECURITIES

### 7.1 Trading Price and Volume

The Common Shares are listed for trading on the Toronto Stock Exchange under the symbol “JFC”. The following table summarizes the reported high and low prices and the volume of trading of the Common Shares for the periods indicated:

Period	High \$	Low \$	Volume #
<b>2008</b>			
January	0.195	0.120	843,918
February	0.200	0.150	926,422
March	0.185	0.165	1,062,566
April	0.175	0.120	2,226,133
May	0.150	0.125	814,745
June	0.155	0.115	1,659,070
July	0.145	0.105	526,350
August	0.220	0.110	875,223
September	0.180	0.100	5,322,144
October	0.125	0.060	2,585,271
November	0.100	0.060	3,875,481
December	0.090	0.055	5,386,420
<b>2009</b>			
January	0.125	0.065	1,837,702
February	0.120	0.060	484,730
March (to March 30)	0.095	0.060	190,975

The closing price of the Common Shares on the Toronto Stock Exchange on March 30, 2009, was \$0.07 per Common Share.

### 7.2 Prior Sales

No Common Shares were issued by Jaguar during its most recently completed financial year.

## ITEM 8. ESCROWED SECURITIES

### 8.1 Escrowed Securities

No securities of Jaguar are currently held in escrow.

## ITEM 9. DIRECTORS AND OFFICERS

### 9.1 Name, Occupation and Security Holding

The name, province and country of residence of each director and executive officer of Jaguar in place as of March 30, 2009, their respective positions and offices held with Jaguar, the dates they became directors and their principal occupations are as follows:

<b>Name and Province of Residence</b>	<b>Position with Jaguar</b>	<b>Director since</b>	<b>Principal Occupation for the Previous Five Years</b>
Vic Alboini <sup>(3)</sup> Ontario, Canada	Chairman and Chief Executive Officer	December 2006	Chairman and Chief Executive Officer of Jaguar since December 2006; Chairman, and Chief Executive Officer of Northern Financial Corporation; President and Chief Executive Officer of Northern Securities Inc. and Chairman and Chief Executive Officer of Lakeside Steel Inc.
Doug Chornoboy Ontario, Canada	Chief Financial Officer	N/A	Chief Financial Officer of Jaguar since December 2006; Chief Financial Officer of Northern Financial Corporation and Northern Securities Inc. since June 2006; self employed financial advisor from January 2004 to May 2006; and prior thereto Senior Vice President & Controller, Canadian Imperial Bank of Commerce.
Doug Fowler <sup>(1)(2)(3)</sup> Ontario, Canada	Director	July 2007	President, Kyjormac Inc., an active Canadian investment firm.
Joe Panetta <sup>(1)(2)(3)</sup> Ontario, Canada	Director	June 2007	Investor and co-owner of several construction businesses, including Diplock Floor Ltd., in the industrial and commercial sector.
Richard Pinkerton Ontario, Canada	Director	December 2006	Head of Capital Markets and Managing Director, Northern Securities Inc.
Kyler Wells Ontario, Canada	General Counsel and Corporate Secretary <sup>(4)</sup>	N/A	General Counsel and Corporate Secretary of Jaguar; General Counsel of Northern Financial Corporation; Corporate Secretary of Lakeside Steel Inc. Formerly Legal Counsel to the Corporate Finance Branch of the Ontario Securities Commission from June 2005 to December 2007.
John Welton <sup>(1)(2)(3)</sup>	Director	July 2008	Principal of United Lands, a commercial and residential real estate developer with projects in Canada and the United States.

Notes:

- (1) Member of the Audit Committee.
- (2) Member of the Compensation Committee.
- (3) Member of the Investment Committee.
- (4) Mr. Pinkerton held the position of Corporate Secretary until July 2, 2008, at which time Mr. Wells was appointed as Corporate Secretary.

The term of office of each of Jaguar's directors expires at Jaguar's next annual meeting of shareholders at which directors are elected for the upcoming year. Jaguar's last annual meeting took place on June 30, 2008.

As at March 29, 2009, the directors and executive officers of Jaguar, as a group, beneficially owned, directly or indirectly, or exercised control or direction over, 28,380,992 Common Shares or 26.4% of the 107,562,832 Common Shares issued and outstanding.

## 9.2 Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of management of Jaguar, no director or executive officer of Jaguar is, as at the date of this AIF, or was within 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including Jaguar), that:

- (a) was subject to an order<sup>1</sup> that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or
- (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

<sup>1</sup> For the purposes of this section, "order" means (a) a cease trade order; (b) an order similar to a cease trade order; or (c) an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

Except as set forth below, to the knowledge of management of Jaguar, no director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is, as at the date of this AIF, or has been within the 10 years before the date of this AIF, a director or executive officer of any company (including Jaguar) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Mr. Alboini and Mr. Pinkerton were formerly directors of Blue Note Mining Inc. (“Blue Note”). After Mr. Alboini and Mr. Pinkerton resigned from the Blue Note Board, Blue Note reported on February 20, 2009, that its wholly-owned subsidiary, Blue Note Caribou Mines Inc., had obtained an order from the New Brunswick Court of Queen’s Bench for creditor protection pursuant to the provisions of the *Companies’ Creditors Arrangement Act*.

John Welton was formerly a director of Launch Resources Inc., a junior oil and gas company listed on the TSX Venture Exchange under the symbol “LAU”. On September 2, 2004, Launch applied for and was granted an Initial Order by the Court of Queen’s Bench of Alberta providing for creditor protection under the *Companies’ Creditors Arrangement Act*.

#### *Penalties or Sanctions*

To the knowledge of management of Jaguar, none of Jaguar, Lakeside and any director or executive officer of Jaguar or Lakeside, or any shareholder holding a sufficient number of securities of Jaguar or Lakeside to affect materially the control of Jaguar or Lakeside, has:

- (a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or
- (b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

### **9.3 Conflicts of Interest**

The Chief Executive Officer and Chief Financial Officer of Jaguar are also the Chief Executive Officer and Chief Financial Officer, respectively, of Northern Financial Corporation (“Northern”), the largest shareholder of Jaguar. This relationship could lead to a potential conflict of interest. The Company has developed a governance agreement between the Company and Northern, which governs the relationship between the two companies and seeks to address potential conflicts of interest.

Directors and officers of Jaguar may serve as directors and/or officers of other companies or have significant shareholdings in other companies and, to the extent that such other companies may participate in ventures in which Jaguar may participate, the directors of Jaguar may have a conflict of interest in negotiating and conducting terms in respect of such participation. In the event that such conflict of interest arises at a meeting of Jaguar’s Board of Directors, a director who has such a conflict is required to disclose such conflict and abstain from voting for or against the approval of such participation or such terms.

## **ITEM 10. PROMOTERS**

### **10.1 Promoters**

No persons or company has been a promoter of Jaguar within the three most recently completed financial years.

## **ITEM 11. LEGAL PROCEEDINGS**

### **11.1 Legal Proceedings**

The Company is not currently a party to any material legal proceedings nor is the Company aware of any contemplated material legal proceedings.

To the best of Jaguar's knowledge, neither Lakeside nor LSC are currently parties to any material legal proceedings nor is Jaguar aware of any contemplated material legal proceedings involving Lakeside and/or LSC.

## **ITEM 12. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

### **12.1 Interest of Management and Others in Material Transactions**

In the course of its merchant banking activities, the Company will make investments in the securities of publicly traded companies. In doing so, it will utilize the services of Northern Securities Inc. ("**Northern Securities**"), an investment dealer and a wholly owned subsidiary of Northern. Brokerage commissions will be paid to Northern Securities in the normal course of business as is customary.

The Company may also periodically engage Northern Securities as its financial advisor on transactions that the Company is undertaking. Advisory and other fees may be payable to Northern Securities in connection with such engagements, subject to receipt of applicable regulatory approvals.

The Company acquired 7,057,455 shares of LSC from Northern at a price of \$0.27 per share on November 29, 2007, prior to completion of a qualifying transaction by Lakeside (formerly, Added Capital Corp.) with LSC, whereby Lakeside acquired all of the issued and outstanding common shares of LSC. The qualifying transaction enabled LSC to complete a going public transaction. The LSC shares acquired by Jaguar were exchanged for an equal number of shares of Lakeside on completion of the qualifying transaction on November 30, 2007.

To the knowledge of Jaguar, i) no director or executive officer of Jaguar, or ii) person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class of Jaguar's outstanding securities, or iii) associate or affiliate of any of the parties in i) and ii) other than that stated above has had any material interest, direct or indirect, in any transaction in the last three most recently completed financial years, or in any proposed transaction, that has materially affected or will materially affect Jaguar.

To the knowledge of Jaguar, i) no director or executive officer of Lakeside or LSC, or ii) person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class of Lakeside's outstanding securities, or iii) associate or affiliate of any of the parties in i) and ii), other than that stated above, has had any material interest, direct or indirect, in any transaction in the last three most recently completed financial years, or in any proposed transaction, that has materially affected or will materially affect Lakeside or LSC.

## **ITEM 13. TRANSFER AGENT AND REGISTRAR**

### **13.1 Transfer Agent and Registrar**

The transfer agent and registrar for the Common Shares is Equity Transfer and Trust Company, 200 University Avenue, Toronto, Ontario.

**ITEM 14. MATERIAL CONTRACTS**

**14.1 Material contracts**

Within the most recently completed financial year no material contracts were entered into by the Company outside the ordinary course of business.

Within the most recently completed financial year no material contracts were entered into by Lakeside or LSC outside the ordinary course of business.

**ITEM 15. INTERESTS OF EXPERTS**

**15.1 Names and Interests of Experts**

The Company's financial statements for the year ended December 31, 2008, were audited by Grant Thornton LLP.

Lakeside's financial statements for the year ended March 31, 2008, were audited by Grant Thornton LLP.

**ITEM 16. ADDITIONAL INFORMATION**

**16.1 Additional Information**

Additional information relating to the Company and Lakeside may be found on the Company's website at [www.jaguarfinancial.ca](http://www.jaguarfinancial.ca) and on SEDAR at [www.sedar.com](http://www.sedar.com).

Additional information regarding the directors' and officers' remuneration, their indebtedness to the Company, the principal holders of the Common Shares, the options to purchase Common Shares and the interests of insiders in material transactions, where applicable, will be contained in the Company's 2009 Management Information Circular for the meeting of shareholders expected to be held on April 9, 2009, at which meeting directors will be elected. Additional financial information is provided in the Company's comparative financial statements and management's discussion and analysis filed on SEDAR.

**16.2 Audit Committee**

The audit committee of the Company's board of directors is composed of Doug Fowler, Joe Panetta and John Welton.

*Audit Committee Charter*

The Audit Committee has a formal charter, the text of which is included in Schedule "A" to this AIF, setting out its mandate and responsibilities that the board of directors adopted after careful consideration of Multilateral Instrument 52-110 *Audit Committees* ("MI 52-110") of the Canadian Securities Administrators and other applicable policies.

*Composition of Audit Committee*

<b>Name</b>	<b>Independent</b>	<b>Financially Literate</b>
Doug Fowler	Yes	Yes
Joe Panetta	Yes	Yes
John Welton	Yes	Yes

The Audit Committee is comprised of three independent directors as defined within the meaning of MI 52-110. All the members of the Committee are "financially literate" and have:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements;

- (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
- (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting.

The following is a brief summary of the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member:

Doug Fowler is an active investor in and advisor to many companies covering several industries. For the past 10 years, Mr. Fowler has been President of Kyjormac Inc., an active Canadian investment firm.

Joe Panetta is an investor and co-owner of several construction businesses. Mr. Panetta is also an active investor.

John Welton is an active investor in many companies covering several industries. For the past 30 years, Mr. Welton has been a Principal of United Lands, a commercial and residential real estate developer with projects in Canada and the United States.

The Audit Committee meets on a quarterly basis and holds special meetings, as circumstances require.

#### *Audit Committee Oversight*

At no time since the commencement of the Company's most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Company's external auditors not been adopted by the board of directors.

#### *Pre-Approval Policies and Procedures*

The Audit Committee approves the engagement terms for all audit and non-audit services to be provided by the Company's independent auditors before such services are provided to the Company.

#### *External Auditor Service Fees*

The fees charged to the Company by its external auditor in each of the last two fiscal years are as follows:

	<b>Fiscal Year Ended December 31, 2008</b>	<b>Fiscal Year Ended December 31, 2007</b>
Audit Fees <sup>(1)</sup>	<b>\$107,237</b>	<b>\$78,350</b>
Audit-Related Fees <sup>(2)</sup>	<b>Nil</b>	<b>Nil</b>
Tax Fees <sup>(3)</sup>	<b>Nil</b>	<b>Nil</b>
All Other Fees	<b>Nil</b>	<b>Nil</b>

Notes:

- <sup>(1)</sup> Audit fees include fees for services related to the audit of the Company's financial statements or other services that are normally provided by the external auditors in connection with statutory or regulatory filings or engagements. These fees also include fees for comfort letters, statutory audits, attest services, consents and assistance with the preparation and review of documents filed with regulators, as well as in connection with the interpretation of accounting and financial reporting standards.
- <sup>(2)</sup> Audit-related fees include assurance and related services that are performed by the Company's auditors. These services also include accounting consultations in connection with divestitures and internal control reviews.
- <sup>(3)</sup> Tax fees include fees for assistance with tax planning, during restructurings and when taking a tax position, as well as preparation and review of income and other tax returns and tax opinions.

**SCHEDULE “A”**  
**to Annual Information Form for the year ended December 31, 2008**

**JAGUAR FINANCIAL CORPORATION**

**AUDIT COMMITTEE CHARTER**

**COMMITTEE**

The Audit Committee (the “Committee”) is composed of three or more non-employee directors of the Company (i.e. directors who are not officers or employees of the Company or any of its subsidiaries). All directors shall be independent directors under applicable legal, regulatory or stock exchange rules and requirements and shall have sufficient financial experience, financial literacy and ability to enable them to discharge their responsibilities.

The board of directors of the Company (the “Board”) appoints the members of the Committee (the “Members”) from among its members after the annual meeting of shareholders of the Company and delegates its responsibilities with the duty to report and make recommendations with respect thereto. The Members are appointed to hold office until the next annual meeting of shareholders of the Company or until their successors are appointed.

A Member may resign at any time. The Board may remove a Member at any time. The Board fills any vacancy occurring on the Committee.

The Members elect one of their number as Chair of the Committee. The Chair of the Committee reports quarterly to the Board on behalf of the Committee.

**MANDATE**

The purpose of the Audit Committee shall be to assist the Board in its oversight of the integrity of the financial statements of the Company, of the Company’s compliance with legal and regulatory requirements, of the independence and qualification of the independent auditors, ensuring appropriate risk management techniques are in place and financial control framework is established by management and of the performance of the Company’s independent auditors.

**RESPONSIBILITIES**

In assisting the Board in fulfilling its oversight responsibilities relating to the Company’s corporate accounting and reporting practices the Audit Committee shall:

1. Review and discuss with management and the independent auditors, as appropriate, the annual audited financial statements, the quarterly financial statements, Management’s Discussion and Analysis accompanying such financial statements, press releases reporting financial results and any other matter required to be reviewed under applicable legal, regulatory or stock exchange requirements, and make recommendations thereon to the Board for its approval, prior to public disclosure of this information;
2. Review the results of the external audits and any changes in accounting practices or policies and the financial statement impact thereof;
3. Review the Annual Information Form and report thereon to the Board;
4. Review the performance of, terms of engagement and audit plans of the external auditors and determine through discussion with the auditors that no restrictions were placed by management on the scope of their examination or on its implementation;
5. Assess management’s programs and policies regarding the adequacy, integrity and effectiveness of internal controls over the accounting and financial reporting system within the Company;

6. Recommend to the Board a firm of independent auditors for appointment by the shareholders and report to the Board on the fees and expenses of such auditors. The Committee shall have the authority and responsibility to select, evaluate and if necessary replace the independent auditors. The Committee shall have the authority to approve all audit engagement fees and terms and the Committee, or a member of the Committee, must review and pre-approve any non-audit service provided to the Company by the Company's independent auditors and consider the impact on the independence of the auditors;
7. Enquire into and report regularly to the Board, with associated recommendations, on any matter referred to the Committee;
8. Discuss with management and the independent auditors, as appropriate, financial information press releases and any financial information and earnings guidance provided to analysts and rating agencies;
9. Discuss with management and the independent auditors, as appropriate, any audit problems or difficulties and management's response, and the Company's risk assessment and risk management policies, including the Company's major financial risk exposure and steps taken by management to monitor and mitigate such exposure;
10. Obtain and review at least annually a formal written report from the independent auditors delineating the auditing firm's procedures for reviewing internal controls and any material issues raised within the preceding five years by (i) the auditing firm's internal quality-control reviews, (ii) peer reviews of the firm, or (iii) any governmental or other inquiry or investigation relating to any audit conducted by the firm. The Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews. Also, in order to assess auditor independence, the Committee will review at least annually all relationships between the independent auditors and the Company;
11. Prepare and publish an annual Committee report in the Company's management information circular;
12. Set clear hiring policies for employees or former employees of the independent auditors;
13. Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
14. Have authority to retain such outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion and to approve related fees and retention terms.
15. Review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

## **MEETINGS**

The Committee shall meet separately at least quarterly with management and, as appropriate, with the Company's independent auditors. Notice of meetings of the Committee is given to each Member not less than 48 hours before the time where the meeting is to be held.

A quorum for a meeting of the Committee is a majority of the Members. The chair of the Committee, if present, acts as Chair of the meetings of the Committee. If the Chair of the Committee is not present at a meeting of the Committee, the Members present at the meeting may select one of their number to act as Chair of the meeting.

To the extent not set out in these terms of reference, the provisions of By-law No. 1 (a by-law regulating the business and affairs of the Company) are applicable to meetings of the Committee.