

**THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT
AND REQUIRE YOUR IMMEDIATE ATTENTION**

If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, as amended, if you are in the UK or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your ordinary shares in Jangada Mines Plc (the **Company**), please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into the United States, Canada, Australia, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the laws of such jurisdiction. If you have sold or transferred only part of your holding of shares in the Company, please retain this document and the accompanying Form of Proxy and contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

JANGADA MINES PLC
(the "**Company**")

(incorporated and registered in England and Wales under the Companies Act 2006 with registered number 09663756)

Notice of General Meeting

This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company, which sets out the directors' recommendations.

Notice of the General Meeting of Jangada Mines Plc to be held at 09.30 a.m. on 19 August 2025 at the offices of Bird & Bird LLP, 12 New Fetter Lane, London EC4A 1JP is set out at the end of this document. Shareholders are requested to complete, sign and return the Form of Proxy accompanying this document to the Company's registrar, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, as soon as possible but in any event so as to be received by no later than 09.30 a.m. on 15 August 2025 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding non-working days). The return of a proxy appointment will not preclude a Shareholder from attending and voting at the General Meeting in person should he or she subsequently decide to do so.

LETTER FROM THE CHAIRMAN

JANGADA MINES PLC

(Incorporated and Registered in England and Wales, with company number 09663756)

Directors:

Brian McMaster (Executive Chairman)
Luis Azevedo (Non-Executive Director)
Nicholas von Schirnding (Non-Executive Director)

Registered office:

Eastcastle House
27-28 Eastcastle Street
London
W1W 8DH

1 August 2025

Dear Shareholder,

Notice of General Meeting

The purpose of this letter is to invite you to a General Meeting ("**GM**") of Jangada Mines Plc (the "**Company**"), at which the Company is to seek Shareholders' approval to allot further shares and other relevant securities in the Company.

The formal Notice of GM and the resolutions to be proposed at the GM (the "**Resolutions**") are set out on page 4 of this document. This letter sets out the details of the items of business to be transacted at the meeting.

Background

On 21 July 2025, the Company announced that it had signed a non-binding Heads of Terms covering the potential acquisition of an initial 33.3% equity interest in MTGOLD MINERAÇÃO LTDA ("**MTgold**"), with an option to increase its stake to 50.1%, along with securing management rights. MTgold is the owner of the highly prospective Paranaíta Gold Project ("**Paranaíta**" or the "**Project**"), located in Brazil's historically significant Alta Floresta - Juruena Gold Province ("**AFGP**"). As part of signing the Heads of Terms, Jangada was granted a period of up to 60 days in which to complete its ongoing due diligence and proceed to execution of definitive documentation.

To fund the potential acquisition, which if completed would involve executing a rapid development programme at Paranaíta, and for additional working capital, the Company raised £800,000 through a placing (the "**Placing**") of 133,333,334 new ordinary shares (the "**Placing Shares**") of £0.0004 par value in the capital of the Company at a price of 0.6 pence per share (the "**Placing Price**") to new and existing shareholders arranged by the Company's broker, Tavira Financial Ltd. Additionally, the Company issued an Investor Warrant of 1 warrant per 1 Placing Share (the "**Investor Warrants**"), exercisable at 1 pence for a period of 2 years from admission of the Placing Shares (which took effect on 24 July 2025).

Under the terms of the proposed transaction as set out in the Heads of Terms, the indicative purchase price comprises £1 million in new Ordinary Shares (the "**First Tranche Consideration Shares**"), valued at a 20-day VWAP to be set at the point Jangada confirms successful completion of due diligence, and £250,000 in cash. Jangada also holds an option to increase its stake to 50.1% through the issue of a further £500,000 in new Ordinary Shares, again priced using a 20-day VWAP at the time of exercise (the "**Second Tranche Consideration Shares**"), together with the First Tranche Consideration Shares, the "**Consideration Shares**"). All amounts payable to the vendors will be paid pro rata to their respective holdings in MTgold and will be subject to a voluntary 12 month lock up.

The terms of the proposed transaction and Placing were agreed following the notice of the 2025 Annual General Meeting having been posted to shareholders, which refreshed the Company's annual shareholders authorities, with a large component of such refreshed authorities being used to issue and allot the Placing Shares. Accordingly, in order to ensure the Company has sufficient authority from shareholders to allot the Consideration Shares and Investor Warrants ahead of completion of the proposed acquisition, the Board is requesting permission for an elevated level of authority to allot Ordinary Shares and other relevant securities in the Company up to a maximum of 250,000,000 Consideration Shares (with an aggregate nominal value of £100,000.00, being calculated for prudence as the number of new Ordinary

Shares that would need to be issued to satisfy the maximum share consideration payable of £1.25 million at a reference price of 0.6 pence, being the Placing Price) and up to a maximum of 133,333,334 new Ordinary Shares to satisfy the exercise of the Investor Warrants. In addition, the Company proposes to refresh its general authorities to allot Ordinary Shares, in place of those obtained at the recent Annual General Meeting, in order to ensure that the refreshed authorities are based on the enlarged issued share capital of the Company following the Placing, in order to provide the Company with greater flexibility to issue Ordinary Shares in the period to the next Annual General Meeting.

Action to be taken

A Form of Proxy is enclosed for use by Shareholders at the GM. Shareholders are asked to complete, sign and return the Form of Proxy by post or by hand in accordance with the instructions printed therein so as to be received as soon as possible by the Company's registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, but in any event so as to arrive no later than 48 hours before the General Meeting. Alternatively, you may submit your proxy appointment electronically (see notes).

Recommendation

The Board considers that all the resolutions as set out in the notice of GM are in the best interests of the Company and of its shareholders as a whole and unanimously recommend shareholders to vote in favour of them, as each of the directors intends to do in respect of their own beneficial holdings.

Yours faithfully,

Brian McMaster
Executive Chairman

JANGADA MINES PLC
(the "Company")

(incorporated and registered in England and Wales under the Companies Act 2006 with registered number 09663756)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that the General Meeting ("GM") of the Company will be held at the offices of Bird & Bird LLP, 12 New Fetter Lane, London EC4A 1JP, on 19 August 2025 at 9.30 a.m. to consider and, if thought fit, pass the following Resolutions:

ORDINARY RESOLUTIONS

1. THAT, in relation to the Investor Warrants, the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot and issue Ordinary Shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £53,333.34 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) except that the Directors may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or rights granted after the expiry of such period and the Directors may allot shares or grant rights in pursuance of that offer or agreement as if this authority had not expired.
2. THAT, in relation to the Consideration Shares, the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to allot and issue Ordinary Shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £100,000.00 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) except that the Directors may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or rights granted after the expiry of such period and the Directors may allot shares or grant rights in pursuance of that offer or agreement as if this authority had not expired.
3. THAT, the Directors be and are generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £181,440.81 being 100 per cent of the current issued share capital of the Company provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) except that the Directors may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or rights granted after the expiry of such period and the Directors may allot shares or grant rights in pursuance of that offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

4. THAT subject to and conditional upon the passing of resolution 1 above, the Directors be empowered pursuant to section 571 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 1 above as if Section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £53,333.34, and specifically in relation to the allotment of 133,333,334 Ordinary Shares to satisfy the exercise of the Investor Warrants.

The powers conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) on a date which is either 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company (the "Section 571 Period") but so that the Company may at any time prior to the expiry of the Section 571 Period make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 571 Period and the Directors may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.

5. THAT, subject to the passing of resolution 3 above, the Directors be empowered pursuant to section 571 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred on them by resolution 3 above as if Section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:

- (a) the allotment of equity securities in connection with any offer by way of rights or an open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities which represent fractional entitlements or on account of either legal or practical problems arising in connection with the laws or requirements of any regulatory or other authority in any jurisdiction; and
- (b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £90,720.41 being approximately 50 per cent of the current issued share capital of the Company

Provided that the powers conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on a date which is either 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company (the "Section 571 Period") but so that the Company may at any time prior to the expiry of the Section 571 Period make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 571 Period and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authorities hereby conferred had not expired.

6. THAT, subject to the passing of resolution 3 above, the Directors be empowered pursuant to section 571 of the Act and in addition to any authority granted under resolution 5 above, to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 3 above as if Section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:

- (a) up to an aggregate nominal amount of £90,720.41 being approximately 50 per cent of the current issued share capital of the Company; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment and which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue,

Provided that the powers conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) on a date which is either 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company (the "Section 571 Period") but so that the Company may at any time prior to the expiry of the Section 571 Period make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 571 Period and the

Directors may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.

By order of the board

MSP Corporate Services Limited
Company Secretary

Date: 1 August 2025

Registered Office:
Eastcastle House
27-28 Eastcastle Street
London
W1W 8DH

NOTES TO THE NOTICE OF GENERAL MEETING ("GM")

Entitlement to attend and vote

- 1 Only those members registered on the Company's register of members at close of trading on 15 August 2025 (or, in the event of any adjournment, close of business on the date which is 48 hours (excluding non-working days) before the time of the adjourned meeting) shall be entitled to vote at the GM. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

Appointment of proxies

- 2 If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the GM and you should have received a Form of Proxy with this Notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.
- 3 A proxy need not be a member of the Company. Your proxy must vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman of the GM or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the GM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 4 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the registrar of the Company.
- 5 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the GM.

Appointment of proxy using hard copy form of proxy

- 6 The notes to the Form of Proxy explain how to direct your proxy, how to vote on each resolution or withhold their vote.
- 7 To appoint a proxy using the Form of Proxy, the form must be:
 - (a) completed and signed;
 - (b) sent or delivered to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
 - (c) received by Computershare Investor Services PLC no later than 09.30 a.m. on 15 August 2025.
- 8 In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 9 Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

Appointment of proxy electronically

- 10 Members may register their proxy appointments or vote electronically via the website at www.investorcentre.co.uk/eproxy where full details of the procedure are given. Shareholders who have not yet registered for electronic communications can do so at www.investorcentre.co.uk
- 11 Members will need the control number, shareholder reference number ('SRN') and PIN set out in the form of proxy. A form of proxy lodged electronically will be invalid unless it is lodged at #UKCSBRS.ExternalProxyQueries@computershare.co.uk no later than 09.30 a.m. on 15 August 2025, or, in the case of an adjourned meeting, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting.

- 12 Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged. The Company will not accept any communication that is found to contain a computer virus.
- 13 CREST members who wish to appoint a proxy or proxies can do so by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual, which can be viewed at www.euroclear.com/CREST. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 14 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

The Company may treat as invalid a CREST Proxy instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- 15 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Appointment of proxy by joint members

- 16 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

- 17 To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 18 Where you have appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.
- 19 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

- 20 In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

- 21 The revocation notice must be received by Computershare Investor Services PLC no later than 09.30 a.m. on 15 August 2025.
- 22 If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Corporate representatives

- 23 A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

- 24 As at 1 August 2025, the Company's issued share capital comprised 453,602,033 ordinary shares of £0.0004 each. Each ordinary share carries the right to one vote at a general meeting of the Company therefore, the total number of voting rights in the Company on 1 August 2025 is 453,602,033.

Questions at the GM

- 25 Under section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the GM unless: (a) answering the question would interfere unduly with the preparation for the GM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the GM that the question be answered.

Communication

- 26 You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the letter with which this Notice of Meeting was enclosed and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.