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Jangada Mines plc / EPIC: JAN.L / Market: AIM / Sector: Mining

31 July 2025

**Jangada Mines plc ('Jangada')**

**Posting of Circular and Notice of General Meeting & TVR**

Further to the Company's announcement on 21 July 2025, Jangada Mines Plc (AIM: JAN), a natural resources development company with assets in Brazil and other jurisdictions, announces that it is posting tomorrow a circular (the "Circular") containing a Notice of General Meeting and Form of Proxy to Shareholders.

The General Meeting is due to be held at 9.30 a.m. on 19 August 2025 at the offices of Bird & Bird LLP, 12 New Fetter Lane, London EC4A 1JP.

Extracts from the Circular are included below and set out the purpose behind the General Meeting. The Circular will shortly be available on the Company's website: [www.jangadamines.com](http://www.jangadamines.com)

**Admission and Total Voting Rights:**

The Company has applied for the admission of an additional 1 new Ordinary Share to trading on AIM ("Admission"), with such Admission to become effective and that dealings commence on 1 August 2025. Following Admission, the Company's issued share capital will consist of 453,602,033 Ordinary Shares, each with one voting right. As the Company does not hold any shares in treasury, this figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company following Admission under the FCA's Disclosure Guidance and Transparency Rules.

A further update will be made on Total Voting Rights following the abovementioned general meeting.

**Circular extract**

**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 Paranaíba Gold Project ("**Paranaíba**" 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.

#### **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.

ENDS

For further information please visit [www.jangadamines.com](http://www.jangadamines.com) or contact:

Jangada Mines plc	Brian McMaster (Chairman)	Tel: +44 (0)20 7317 6629
Strand Hanson Limited (Nominated & Financial Adviser)	Ritchie Balmer James Spinney	Tel: +44 (0)20 7409 3494
Tavira Securities Limited (Broker)	Jonathan Evans	Tel: +44 (0)20 7100 5100
Investor Relations	Hugo de Salis	<a href="mailto:hugo@lepanto.co.uk">hugo@lepanto.co.uk</a>

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