

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser. If you have sold or transferred all your ordinary shares of £0.0004 each in the capital of Jangada Mines plc (“**Ordinary Shares**”), you should pass this document and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

JANGADA MINES PLC

(Registered in England & Wales with Company No.09663756)

Directors

Brian McMaster
Louis Castro
Luis Azevedo
Nick von Schirnding

Registered Office

Level 2
34 Dover Street
London
United Kingdom
W1S 4NG

27 September 2018

To the holders of Ordinary Shares

Dear Shareholder,

Introduction

The purpose of this letter is to provide you with information to understand the background to the enclosed notice (“**Notice of GM**”) convening a general meeting (“**GM**”) of Jangada Mines plc (the “**Company**”) to be held at the offices of Bird & Bird LLP, 12 New Fetter Lane, London EC4A 1JP on 15 October 2018 at 10.00 a.m., at which the resolutions described below will be proposed (the “**Resolutions**”).

Resolutions Proposed at the GM

The Company announced today that it had undertaken a placing of 34,999,996 new ordinary shares of £0.0004 each (“**Ordinary Shares**”) in the capital of the Company (“**Placing Shares**”) at £0.03 per share (“**Placing Price**”) to raise gross proceeds of £1.05 million for the purposes set out below and as detailed in the announcement released by the Company today (the “**Placing**”).

As part of the Placing, the Company also granted, conditionally, the right to placees to subscribe for warrants over new Ordinary Shares (“**Placing Warrants**”) on the basis of one Placing Warrant for each one Placing Share subscribed for, which are to be issued at an exercise price of £0.06 each and an expiry date of 15 October 2020. The issue of the Placing Warrants is subject to and conditional upon shareholder approval of the Resolutions.

In addition to the Placing and as part of the wider Fundraising package of, in aggregate, £2.1 million:

- (1) the Company has agreed with Consulmet, a leading minerals processing consultancy firm which will undertake part of the plant design and the metallurgy study, to accept the allotment of 10,363,585 new Ordinary Shares (the “**Adviser Shares**”) and 10,363,585 warrants over new Ordinary Shares, on the above terms, (the “**Adviser Warrants**”) in lieu of fees for its services, such Adviser Shares and Adviser Warrants to be issued upon completion of that work;
- (2) the joint brokers to the Placing, Brandon Hill Capital Limited (“**Brandon Hill**”) and Arden Partners plc (“**Arden Partners**”) have each agreed to take Ordinary Shares, at the Placing Price, in lieu of part of their fees, totalling 1,500,000 new Ordinary Shares (“**Broker Shares**”); and

- (3) the Company has been provided with a 12 month unsecured loan facility from Celtic Capital Pty Ltd (“**Celtic**”) (as trustee for Celtic Capital Trust) (“**Celtic Loan**”) of up to US\$ 1 million. The Company may drawdown in tranches between \$10,000 and \$100,000 at any time it wishes, subject to two business days’ notice first being given. Only once a draw down has taken place will any interest start accruing on the drawn down sum at a rate of 10 per cent. per annum. An arrangement fee of US\$ 50,000 is payable which will be satisfied by the issue of 1,266,666 Ordinary Shares at the Placing Price (“**Celtic Shares**”).

In addition, the Board of Directors (“**Board**”) are committed to pursuing the development of the Pedra Branca project and as a gesture of support for the Company, the two Non-Executive Directors have each offered to take \$10,000 of their directors’ fees in shares at £0.03 per share. In aggregate, the two Non-Executive Directors will therefore be issued 506,666 new Ordinary Shares (the “**NED Shares**”).

The enlarged share capital of the Company following the issue of the Placing Shares, the Broker Shares, the Celtic Shares and the NED Shares will comprise 235,788,928 Ordinary Shares (the “**Enlarged Share Capital**”).

The Board have therefore convened this GM to seek your approval to issue the Placing Warrants, the Adviser Shares and the Adviser Warrants free from pre-emption rights and to grant to the directors additional share authorities which shall expire on the earlier of 15 months after the passing of the Resolutions or the conclusion of the Company’s annual general meeting to be held in 2019, if not previously revoked or renewed.

Resolution 1 to be proposed at the GM, grants the Directors authority to allot Ordinary Shares upon exercise of the Placing Warrants, the Adviser Shares and the Ordinary Shares upon exercise of the Adviser Warrants. Resolution 1 also grants a general authority to the Directors to allot equity securities other than in relation to the abovementioned new Ordinary Share issues up to an aggregate nominal amount of £62,248.28, which represents approximately 66 per cent. of the Enlarged Share Capital.

Resolution 1 will be proposed as an ordinary resolution and requires a simple majority of shareholders present, in person or by proxy, to vote in favour in order to be passed. This authority, unless previously revoked or varied, will expire on the earlier of 15 months after the passing of the Resolutions or the conclusion of the annual general meeting of the Company to be held in 2019.

Resolution 2 is conditional on and subject to the passing of Resolution 1. It dis-applies statutory pre-emption rights and grants the Directors authority to allot Ordinary Shares upon exercise of the Placing Warrants, the Adviser Shares and the Ordinary Shares upon the exercise of the Adviser Warrants for cash without first offering them to shareholders pro rata to their holdings. Resolution 2 also dis-applies statutory pre-emption rights in connection with an offer of equity securities for cash other than in relation to the abovementioned new Ordinary Share issues up to an aggregate nominal amount of £62,248.28, which represents approximately 66 per cent. of the Enlarged Share Capital.

Resolution 2 will be proposed as a special resolution and requires a majority of at least 75 per cent. of those present, in person or by proxy, to vote in favour to be passed. This authority, unless previously revoked or varied, will expire on the earlier of 15 months after the passing of the Resolutions or the conclusion of the annual general meeting of the Company to be held in 2019.

The full text of the Resolutions is set out in the Notice of GM at the end of this letter. In the event that any of the Resolutions are not passed by the requisite majority, the Placing will not proceed.

Directors’ Participation, Substantial Shareholder Participation and Related Party Transactions

The following Directors have agreed to participate in the Placing as follows:

- Mr Brian McMaster shall subscribe for 1,666,667 Placing Shares at the Placing Price, equating to an investment of £50,000; and
- Mr Luis Azevedo shall subscribe for 1,666,667 Placing Shares at the Placing Price, equating to an investment of £50,000.

Mr Matthew Wood, a Substantial Shareholder in the Company as defined under the AIM Rules, has also agreed to participate for 1,666,667 Placing Shares at the Placing Price, equating to an investment of £50,000.

The participation in the Placing by Mr Brian McMaster and Mr Luis Azevedo as Directors, and Mr Matthew Wood as a Substantial Shareholder, are classified as related party transactions under the AIM Rules. The Directors independent of the Placing, being Mr Louis Castro and Mr Nicholas von Schirnding, having consulted with Strand Hanson Limited as the Company's nominated adviser, consider that the terms of the participation by Mr Brian McMaster, Mr Luis Azevedo and Mr Matthew Wood are fair and reasonable insofar as the Company's shareholders are concerned.

Further Information on the Company's operations

Jangada is a natural resources company focused on the development of the Pedra Branca Project, a platinum group metals project unique in South America with additional nickel credits. The project is located 280km from the port city of Fortaleza in northeast Brazil and holds three mining licences and 42 exploration licences over an area of 50,000 ha.

Previous operators have spent more than \$35 million on exploration and development activities, which include 30,000 metres of diamond core drilling, geophysical surveys and metallurgical tests. The current resources are at surface and are amenable to shallow, open pit mining and conventional processing methods.

On 15 May 2018, the Company announced a substantial increase of the JORC compliant mineral resources across the commodity basket including:

- 50 per cent. increase in global ore volume to 34.5 million tonnes at 1.3 g/t PGM+Au;
- 53 per cent. increase in PGM resource to 1.45 million ounces;
- 28 per cent. increase in nickel resource to 140 million pounds;
- 11 per cent. increase in copper resource to 26 million pounds; and
- 4 per cent. increase in cobalt resource to 6.7 million pounds

The results of recent metallurgical tests – announced on 11 June 2018 – demonstrated that the inclusion of magnetic separation could positively impact the economics of the Pedra Branca PGM project. In test work the addition of magnetic separation increased recoveries of PGM and yielded unexpectedly high gold and chrome grades in pre-concentrate with samples demonstrating:

- Pre-concentrate PGM grades up to 8.1 g/t
- Average gold grades of 15 g/t, with the highest being 75.5 g/t
- Pre-concentrate chrome ('Cr₂O₃') grades of 42 per cent.

Magnetic pre-concentration is being incorporated in to an optimised process flow sheet expected to result in significant efficiencies including reduced plant size, CAPEX and OPEX.

In June 2018, the Company announced the results of a Preliminary Economic Assessment ("PEA") that confirmed the findings of the 2017 Scoping Study that Pedra Branca has the potential to become a robust, low CAPEX and OPEX, shallow, open pit operation yielding attractive financial returns and a short payback period.

- Robust project economics: NPV of US\$192 million; IRR of 67 per cent.; and 1.6-year payback
- Potential life of mine of 13 years at 1.2 strip ratio from a Mineral Inventory
- 100 per cent. increase in production scale to 2.2Mt per year following recent 53 per cent. uplift in JORC resources
- Estimated average annual production of 64,000 ounces of PGM+Au, 2.2 Mlb of nickel, 1.2Mlb of copper, 44,000 lb of cobalt and 30,000 t of chrome

- Conventional sulphide flotation plant producing two concentrates: a saleable multi-element sulphide concentrate and a chrome concentrate
- Low CAPEX requirement of US\$64.4 million and low OPEX of US\$17.31/t of ROM

Loan Facility

The Company has today entered into a loan agreement with Celtic under which it will have access to up to \$1,000,000 for a period of 12 months from entering into the agreement. The Company may drawdown in tranches between \$10,000 and \$100,000 at any time it wishes, subject to two business days' notice first being given. Only once a draw down has taken place will any interest start accruing on the drawn down sum at a rate of 10 per cent. per annum. An arrangement fee of \$50,000 is payable to Celtic which shall be satisfied through the issue of the Celtic Shares.

Details of the Placing

The Placing has raised approximately £1.05 million (before expenses) from certain new and existing investors and Directors at a price of £0.03 per Placing Share.

Arden Partners plc ("**Arden Partners**") acted as joint broker to the Company alongside Brandon Hill Capital Limited ("**Brandon Hill**").

The net proceeds of the Placing will be used to:

- Continue to develop the Pedra Branca project including the completion of necessary studies to progress a bankable feasibility study; and
- Provide general working capital to the Company.

The Placing Shares will rank *pari passu* with the existing Ordinary Shares by reference to a record date on or after the date of admission to AIM of the Placing Shares to trading on AIM ("**Admission**").

Admission and Total Voting Rights

An application will be made for the Placing Shares to be admitted to trading on AIM. It is expected that Admission and commencement of dealings in the Placing Shares, the Celtic Shares, the Broker Shares and the NED Shares will occur on or around 8.00 a.m. on 3 October 2018. No application for admission to trading has, or will be, made in respect of the Placing Warrants or the Adviser Warrants.

Following the issue of the above new Ordinary Shares, the total issued share capital of the Company consists of 235,788,928 Ordinary Shares with voting rights. The Company does not hold any Ordinary Shares in treasury. Therefore, the total number of voting rights in the Company is 235,788,928 and this figure may be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in their interest in, the share capital of the Company under the FCA's Disclosure and Transparency Rules.

Concert Party

Following completion of the Placing and the issue of the other new Ordinary Shares referred to above, Mr Brian McMaster, Mr Luis Azevedo and Mr Matthew Wood (and his close family members) will have a beneficial interest in 20.3, 19.8 and 20.3 per cent., respectively, of the Enlarged Share capital. The Concert Party also consists of a fourth member, Mr Mark Sumner, and, in aggregate, the Concert Party will have a beneficial interest in 66.7 per cent. of the Company's share capital as enlarged by the Placing. For further information on the Concert Party, please refer to the Company's AIM Admission Document dated 23 June 2017.

Action to be taken by Shareholders

Enclosed with the Notice of GM accompanying this letter is a form of proxy for use by shareholders. All shareholders are invited and encouraged to attend the GM or, if they are unable to attend in person, to

complete, sign and return the form of proxy to the Company in accordance with the instructions printed on it so as to be received as soon as possible, but in any event not later than 10.00 a.m. on 11 October 2018. Shareholders can either deliver the form of proxy by hand, by mail, by facsimile or as an attachment by email in accordance with the instructions contained thereon. Delivery of a form of proxy will not preclude a shareholder from attending and voting at the GM in person if the shareholder wishes.

Recommendation

Your Directors believe that the Resolutions to be proposed at the GM are in the best interests of the Company and its shareholders as a whole and recommend that you vote in favour of such Resolutions as they intend to do in respect of their own beneficial shareholdings, amounting in aggregate to 91,177,800 existing Ordinary Shares, which represent approximately 46.2 per cent. of the Company's issued share capital.

Yours faithfully,

Brian McMaster

Chairman

JANGADA MINES PLC

(Registered in England & Wales with Company No.09663756)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of Jangada Mines plc (the “**Company**”) will be held at the offices of Bird & Bird LLP, 12 New Fetter Lane, London EC4A 1JP on 15 October 2018 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary and special resolutions. Definitions used in the announcement published on the Company’s website on 27 September shall bear the same meaning as in this document:

ORDINARY RESOLUTION

1. That the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “**Act**”) to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act):
 - (a) up to an aggregate nominal amount of £14,000.00 for the grant of the Placing Warrants pursuant to the Placing;
 - (b) up to an aggregate nominal amount of £8,290.87 for the issue of the Adviser Shares and the grant of the Adviser Warrants; and
 - (c) up to an aggregate nominal amount of £62,248.28.

provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the earlier of 15 months after the passing of this Resolution or at the completion of the annual general meeting of the Company to be held in 2019, but the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired. This authority is in substitution for all previous authorities conferred upon the Directors pursuant to section 551 of the Act, but without prejudice to the allotment of any equity securities already made or to be made pursuant to such authorities.

SPECIAL RESOLUTION

2. That, subject to the passing of Resolution 1 above, the Directors be and are empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred by Resolution 1 above as if section 561 of the Act or any pre-emption provisions contained in the Company’s articles of association did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - (a) up to an aggregate nominal amount of £14,000.00 for the grant of the Placing Warrants pursuant to the Placing;
 - (b) up to an aggregate nominal amount of £8,290.87 for the issue of the Adviser Shares and the grant of the Adviser Warrants; and
 - (c) in connection with an offer of equity securities by way of rights issue to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of such equity securities, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange;
 - (d) otherwise than pursuant to sub-paragraphs (a) and (b) above up to an aggregate nominal amount of £62,248.28,

provided that such power (unless previously revoked, varied or renewed) shall expire on the earlier of 15 months after the passing of this Resolution or the conclusion of the annual general meeting of the Company to be held in 2019, save that the Company may, before such expiry, make an offer or

agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

BY ORDER OF THE BOARD OF DIRECTORS

Clive Hopewell
Company Secretary

Registered Office
Level 2
34 Dover Street
London
United Kingdom
W1S 4NG

27 September 2018

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 10.00 a.m. on 11 October 2018 shall be entitled to attend and vote at the GM.

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 does not need to be a member of the Company but must attend the GM to represent you. 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 BS13 8AE; and
 - (c) received by Computershare Investor Services plc no later than 10.00 a.m. on 11 October 2018.
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 by joint members

10. 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

11. 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.
12. 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 BS13 8AE.
13. 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

14. 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 BS13 8AE. 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. The revocation notice must be received by Computershare Investor Services plc no later than 10.00 a.m. on 11 October 2018.
15. 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.
16. Appointment of a proxy does not preclude you from attending the GM and voting in person. If you have appointed a proxy and attend the GM in person, your proxy appointment will automatically be terminated.

Corporate representatives

17. 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

18. As at 27 September 2018, the Company's issued share capital comprised 197,515,600 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 as at 27 September 2018 is 197,515,600.

Questions at the GM

19. 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

20. 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.

