

## MONGOLIA GROWTH GROUP ANNOUNCES RETURN OF CAPITAL

**Toronto, Ontario, Canada February 26, 2026** – *Mongolia Growth Group Ltd.* (NEX: YAK.H, “MGG” or the “**Company**”) today announced that its Board of Directors (the “**Board**”) has determined to proceed with a transaction to be completed as a plan of arrangement (the “**Arrangement**”) under the provisions of the *Business Corporations Act* (Alberta) pursuant to which shareholders of the Company will be entitled to receive (among other things) cash in the amount of \$1.28 per common share (a “**Common Share**”).

Under the terms of the Arrangement, each issued and outstanding Common Share as at the close of business on the effective date of the Arrangement will be exchanged for: (i) one (1) new common share in the capital of the Company (a “**New Common Share**”); and (ii) one (1) redeemable preferred share in the capital of the Company (a “**Redeemable Preferred Share**”), which Redeemable Preferred Shares will be immediately redeemed by the Company for cash, in accordance with their terms, for \$1.28 per Redeemable Preferred Share (the “**Redemption Amount**”). As a result of the completion of the Arrangement (including the payment of the Redemption Amount), shareholders will receive, for each Common Share held, one New Common Share and \$1.28 in cash. The New Common Shares issued pursuant to the Arrangement are expected to be substantially similar to the currently outstanding Common Shares, provided that each New Common Share will entitle the holder thereof to two (2) votes per New Common Share.

The Company believes that the Arrangement represents an opportunity to return capital to shareholders in an effective and efficient manner and represents the best course of action in order to complete the same, consistent with the Company's previously stated intentions to return a substantial portion of the Company's cash assets to shareholders.

The Arrangement is subject to the approval by two-thirds of the votes cast by holders of Common Shares present or represented by proxy at a special meeting of holders of Common Shares (the “**Meeting**”) to be held in May 2026. In addition to the required approvals of shareholders, closing of the Arrangement is also subject to obtaining the approval of the Court of King's Bench of Alberta, the NEX Board of the TSX Venture Exchange (the “**NEX**”), as well as other customary closing conditions.

Further details regarding the Arrangement will be contained in a management information circular (the “**Circular**”) for the Meeting to be sent to holders of Common Shares in connection with the Meeting. If all approvals are received and other closing conditions are satisfied in a timely manner, the Arrangement is expected to be completed shortly after the Meeting.

The Arrangement is the result of a review process by the Board in connection with the Company's previously stated return of capital strategy. The Board, having undertaken a thorough review of, and having carefully considered, among other things, the terms of the Arrangement and its impact on the Company and all relevant stakeholders, other available courses of action and information concerning the Company and other relevant matters, has unanimously: (i) determined that the Arrangement is in the best interests of the Company and fair to shareholders; (ii) approved the Arrangement; and (iii) recommended that shareholders vote FOR the Arrangement.

Subsequent to the completion of the Arrangement, including the payment of the aggregate Redemption Amount, the Company will retain cash assets of approximately \$1 million to fund ongoing costs and expenses, and expects to continue to be listed on the NEX and may consider and pursue new business opportunities which may be of a benefit to shareholders.

The Circular will be available for viewing under the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). All shareholders are urged to read the Circular once available, as it will contain additional important information concerning the Arrangement and how to vote their Common Shares.

For further information please contact:

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### **Forward-Looking Information Disclaimer**

This press release contains forward-looking information within the meaning of applicable securities laws. Forward-looking statements include, but are not limited to, statements regarding the timing of the Arrangement, the effective date, the date of the Meeting, the Company after the completion of the Arrangement, business intentions after the completion of the Arrangement, and the anticipated closing of the Arrangement. These statements are subject to numerous risks and uncertainties, including regulatory approvals and shareholder approvals. Readers are cautioned not to place undue reliance on these statements.

This news release includes forward-looking statements that are subject to risks and uncertainties. All statements within, other than statements of historical fact, are to be considered forward looking. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include general economic, market and business conditions, the regulatory process and actions, regulator and corporate approvals, technical issues, new legislation, competitive and general economic factors and conditions, the uncertainties resulting from potential delays or changes in plans, the occurrence of unexpected events, and the Company's capability to execute and implement its future plans. Actual results may differ materially from those projected by management. There can be no assurances that such statements will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. We do not assume any obligation to update any forward-looking statements.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.