As filed with the Securities and Exchange Commission on October 30, 2024

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 20-F

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended June 30, 2024

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of event requiring this shell company report
For the transition period from _____ to _____

Commission file number 001-41338

IPERIONX LIMITED
(Exact name of Registrant as specified in its charter)

N/A
(Translation of Registrant's name into English)

AUSTRALIA
(Jurisdiction of incorporation or organization)

129 W Trade Street
Suite 1405
Charlotte, NC 28202
(Address of principal executive offices)
Anastasios Arima
Chief Executive Officer and Managing Director
(980) 237-8900 (telephone)
info@iperionx.com (e-mail)
129 W Trade Street
Suite 1405
Charlotte, NC 28202
(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	*Trading Symbol(s)*	*Name of each exchange on which registered or to be registered:*
American Depositary Shares each representing 10 Ordinary Shares, no par value(1)	IPX	The Nasdaq Capital Market

(1) Evidenced by American Depositary Receipts

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Number of outstanding shares of each of the issuer's classes of capital or common stock as of June 30, 2024: 257,244,759 ordinary shares.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Emerging growth company ☒

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐

International Financial Reporting Standards as issued by the International Accounting Standards Board ☒

Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes ☐ No ☐

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INTRODUCTION

IperionX aims to be a leading American titanium metal and critical materials company – using patented titanium technologies to produce high performance titanium alloys, from titanium minerals or scrap titanium, at lower energy, cost and carbon emissions.

IperionX holds an exclusive license for an award-winning patented technology portfolio that we believe will enable us to produce and sell high strength forged titanium alloy products at low cost, with class-leading sustainability and superior process energy efficiencies when compared to current industry methods such as the Kroll process.

Using these technologies, we intend to produce low-cost and high-quality angular and spherical titanium powder, which can be used to produce near-net-shape and final titanium parts through powder metallurgy or additive manufacturing.

These technologies are expected to provide IperionX with a sustainable competitive advantage and create significant value uplift from upgrading raw titanium materials through to finished high-performance titanium products when compared to traditional titanium industry supply chains.

Re-shoring a low cost, sustainable, U.S. titanium supply chain

Titanium has superior material properties that are prized across advanced industries, including high strength, light weight and corrosion resistance. However, the U.S. no longer produces any primary titanium metal (i.e. titanium sponge), including for defense, with China and Russia controlling around 75% of global supply. IperionX aims to re-shore a low-cost, sustainable U.S. titanium supply chain, through the commercialization of its titanium technologies.

Commissioning of commercial operations is underway

IperionX has demonstrated a pathway to commercial-scale titanium production, and our goal is the near-term commissioning and commencement of commercial operations at the Titanium Manufacturing Campus in Virginia, United States.

Rapid, low-cost near-term growth potential

IperionX aims to be a leading U.S. titanium producer of approximately 10,000 metric tons per annum by 2030. Our goal is to re-shore a fully integrated titanium supply chain to the United States, lowering costs for our customers and delivering the most sustainable high-performance titanium products on the market.

ABOUT THIS ANNUAL REPORT

Unless otherwise indicated or the context implies otherwise, any reference in this annual report on Form 20-F to:

- "IperionX" refers to IperionX Limited, an Australian corporation;
- "the Company," "we," "us," or "our" refer to IperionX and its consolidated subsidiaries, through which it conducts its business, unless otherwise indicated;
- "shares" or "ordinary shares" refers to ordinary shares of IperionX;
- "ADS" refers to the American depositary shares; and
- "ASX" refers to the Australian Securities Exchange.

Unless otherwise indicated, all references to "A$" are to Australian dollars, and all references to "US$" are to United States dollars. Our financial statements are presented in U.S. dollars which is the Company's presentation currency. This annual report on Form 20-F contains references to U.S. dollars where the underlying transaction or event was denominated in U.S. dollars. This annual report on Form 20-F contains forward-looking statements that involve risks and uncertainties. See "Cautionary Note Regarding Forward-Looking Statements."

CAUTIONARY NOTE TO UNITED STATES INVESTORS

We are subject to the reporting requirements of the applicable U.S. and Australian securities laws, and as a result we will report any mineral reserves and mineral resources as required by both of these standards. As an Australian listed public company, we will be required to report any estimates of mineral resources and ore reserves in terms of "Measured, Indicated and Inferred" Mineral Resources and "Proved and Probable" Ore Reserves in compliance with the JORC 2012, Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the "JORC Code"). The JORC Code was prepared by the Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia. These defined terms contained within the JORC Code differ in some respects from the definitions under the U.S. Securities Act of 1933, as amended (the "Securities Act"), including in Regulation S-K, Subpart 1300 ("Subpart 1300").

Information about mineral reserves and resources, if any, contained in our filings with the SEC also will be presented in compliance with Subpart 1300. While guidelines for reporting mineral resources, including subcategories of measured, indicated and inferred resources, are largely similar between JORC Code and Subpart 1300 standards, information contained in our future SEC filings that describes mineral deposits may not be directly comparable to similar information made public by other U.S. companies under the SEC's old reporting standard, Industry Guide 7, or to similar information published by other ASX-listed companies. Investors are cautioned that any public disclosure we make in Australia as to mineral reserves or resources in accordance with ASX Listing Rules will not form a part of our SEC filings except to the extent stated therein.

INDUSTRY AND MARKET DATA

This annual report includes information with respect to market and industry conditions and market share from third-party sources or that is based upon estimates using such sources when available. We believe that such information and estimates are reasonable and reliable. We also believe the information extracted from publications of third-party sources has been accurately reproduced. However, we have not independently verified any of the data from third-party sources. Similarly, our internal research is based upon the understanding of industry conditions, and such information has not been verified by any independent sources.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information included in this annual report on Form 20-F may be deemed to be "forward-looking statements" within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements concern our anticipated results and progress of our operations in future periods, planned exploration and, if warranted, development of our properties, plans related to our business and other matters that may occur in the future. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. All statements contained herein that are not clearly historical in nature are forward-looking, and the words "anticipate", "believe", "expect", "estimate", "may", "will", "could", "leading", "intend", "contemplate", "shall" and similar expressions are generally intended to identify forward-looking statements. Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking statements. Forward-looking statements in this annual report on Form 20-F include, but are not limited to, statements with respect to: risks related to the effects of health epidemics; risks related to our limited operating history in the titanium metal manufacturing industry; risks related to our ability to commercialize our titanium technologies; risks related to our ability to produce titanium metal powders and products to customers' exact specification; risks related to our ability to identify and contract long-term offtake customers for our titanium metal products; risks related to our limited operating history in the minerals extraction industry; risks related to our status as an exploration stage company; risks related to our ability to identify mineralization and achieve commercial minerals extraction; risks related to minerals extraction, exploration and extraction site construction, if warranted, on our properties; risks related to our ability to achieve and maintain profitability and to develop positive cash flow from any minerals extraction activities; risks related to investment risk and operational costs associated with our exploration activities; risks related to our ability to access capital and the financial markets; risks related to compliance with government regulations; risks related to our ability to acquire necessary minerals extraction licenses, permits or access rights; risks related to environmental liabilities and reclamation costs; risks related to volatility in minerals and metals prices or demand for minerals and metals; risks related to stock price and trading volume volatility; risks relating to the development of an active trading market for the ADSs; risks related to ADS holders not having certain shareholder rights; risks related to ADS holders not receiving certain distributions; risks related to our status as a foreign private issuer and emerging growth company; and risks related to the other matters described in the section titled "Risk Factors."

All forward-looking statements reflect our beliefs and assumptions based on information available at the time the assumption was made. These forward-looking statements are not based on historical facts but rather on management's expectations regarding future activities, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, business prospects and opportunities. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, known and unknown, that contribute to the possibility that the predictions, forecasts, projections or other forward-looking statements will not occur. Although we have attempted to identify important factors that could cause actual results to differ materially from those described in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, believed, estimated or expected. We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Except as otherwise required by the securities laws of the United States and Australia, we disclaim any obligation to subsequently revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. We qualify all the forward-looking statements contained in this annual report on Form 20-F by the foregoing cautionary statements.

PRESENTATION OF FINANCIAL INFORMATION

Our fiscal year ends on June 30. We designate our fiscal year by the year in which that fiscal year ends; for example, fiscal 2024 refers to our fiscal year ended June 30, 2024. All dates in this annual report refer to calendar years, except where a fiscal year is indicated.

Unless otherwise indicated, the consolidated financial statements and related notes included in this annual report are presented in U.S. dollars and have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") which differ in certain significant respects from generally accepted accounting principles in the United States, or U.S. GAAP. As a result, our financial statements may not be comparable to the financial statements of U.S. companies. Because the U.S. Securities and Exchange Commission ("SEC") has adopted rules to accept financial statements prepared in accordance with IFRS as issued by the IASB without reconciliation to U.S. GAAP from foreign private issuers such as us, we will not be providing a description of the principal differences between U.S. GAAP and IFRS.

Our financial statements are presented in U.S. dollars, which is the Company's presentation currency. This annual report contains translations of some Australian dollar amounts into U.S. dollars. Except as otherwise stated in this annual report, all translations from Australian dollars to U.S. dollars are based on the rates published by the Reserve Bank of Australia. No representation is made that the Australian dollar amounts referred to in this annual report could have been or could be converted into U.S. dollars at such rate.

QUALIFIED PERSON

Unless otherwise indicated, the disclosure of exploration results and mineral resources included in this annual report is based on, and accurately reflects, information and supporting documentation prepared, reviewed and approved by Karst Geo Solutions, LLC, who is a qualified person ("QP") within the meaning of Item 1300 of Regulation S-K and is not affiliated with the Company.

COMPETENT PERSONS STATEMENT

As required by Australian securities laws and the ASX Listing Rules, we hereby notify Australian investors that the information in this annual report that relates to Exploration Results and Mineral Resources was extracted from our ASX announcement dated October 6, 2021 which is available to view on the Company's website at www.iperionx.com. We confirm to Australian investors that (a) we are not aware of any new information or data that materially affect the information included in the original ASX announcement; (b) all material assumptions and technical parameters underpinning the Mineral Resource estimate included in the original ASX announcement continue to apply and have not materially changed; and (c) the form and context in which the relevant Competent Persons' findings are presented in this annual report have not been materially changed from the original ASX announcement. "Competent Person" under the Australian rules is a minerals industry professional who is a Member or Fellow of The Australasian Institute of Mining and Metallurgy, or of the Australian Institute of Geoscientists, or of a "Recognized Professional Organization", as included in a list available on the JORC and ASX websites.

PART I.

ITEM 1 IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2 OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3 KEY INFORMATION

A. **[Reserved]**

B. **Capitalization and Indebtedness**

Not applicable.

C. **Reasons for the Offer and Use of Proceeds**

Not applicable.

D. **Risk Factors**

You should carefully consider the risks described below, together with all of the other information in this annual report on Form 20-F. If any of the following risks occur, our business, financial condition and results of operations could be seriously harmed, and you could lose all or part of your investment. Further, if we fail to meet the expectations of the public market in any given period, the market price of the ADSs could decline. We operate in a competitive environment that involves significant risks and uncertainties, some of which are outside of our control. If any of these risks actually occurs, our business and financial condition could suffer and the price of the ADSs could decline.

Risks Related to Our Business

We have a history of financial losses and expect to incur continuing losses in the near future.

We incurred net losses of US$21.8 million and US$17.4 million for fiscal 2024 and fiscal 2023, respectively. We incurred net cash outflows from operating and investing activities of US$25.1 million and US$21.6 million for fiscal 2024 and fiscal 2023, respectively. We believe that we will continue to incur net losses until such time as we commence commercial scale production of titanium metals and/or critical minerals. At June 30, 2024, we had cash reserves of US$33.2 million and net assets of US$51.3 million.

The ongoing operation of the Company will remain dependent upon the Company raising further additional funding from shareholders or other parties. There is no assurance that the Company will be able to raise additional funds on reasonable terms or at all. If the Company does not obtain additional funding, it may not be able to continue its operations as a going concern and therefore may not be able to realize its assets and extinguish its liabilities in the ordinary course of operations and at the amounts stated in the financial statements.

In the longer term, the successful commercialization and scale-up of the Company's titanium metal production capacity and/or the development of economically recoverable mineral deposits on the Company's mineral properties depends on the ability of the Company to obtain financing through equity financing, debt financing or other means. If the Company's titanium metal production and/or exploration programs are ultimately successful, additional funds will be required to scale-up of the Company's titanium metal production capacity and/or develop the Company's mineral properties and to place them into commercial production. The Company is dependent on obtaining future funds through equity financing, debt financing or other means. The ability to arrange such funding in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to raise additional funding on terms satisfactory to the Company. If adequate funding is not available, the Company may be required to delay, reduce the scope of, or eliminate its current or future business activities or relinquish rights to certain of its interests.

Failure to obtain additional funding on a timely basis could cause the Company to forfeit its interests in some or all of its assets and reduce or terminate its operations. As a result, there is a material uncertainty that may cast significant doubt or substantial doubt as contemplated by Public Company Accounting Oversight Board ("PCAOB") standards about the Company's ability to continue as a going concern and therefore the Company may be unable to realize its assets and discharge its liabilities in the normal course of business.

Our continued growth depends on our ability to fully commercialize and scale-up our commercial titanium metal production capacity.

Sustained growth of our company relies on our ability to fully commercialize and scale up our titanium metal production capacity. Examples of things that could jeopardize that production progress include: an adverse event at a production facility; a delay in procuring necessary equipment for processing our titanium; and/or difficulty hiring and training qualified employees. If we are unsuccessful in reaching and maintaining expected production rates, including by failing to reach anticipated throughput, recoveries, uptimes, yields, or any combination thereof, within expected time frames or at all, we may not be able to build a sustainable or profitable metals technology business as currently expected or at all.

Our access to key titanium technologies depends on our ability to comply with the terms of third-party agreements.

We do not currently own our key titanium technologies. We have access to such technologies through an agreement (the "Blacksand Option Agreement") with Blacksand Technology, LLC ("Blacksand"), pursuant to which we exclusively license a portfolio of patented technologies for the processing of titanium ore or feedstock and the production of titanium alloys or products. The Blacksand Option Agreement also provides us with (1) an exclusive option either to purchase 100% of Blacksand's assets, including Blacksand's intellectual property assets ("Purchase Option"), or (2) at our sole election, an exclusive option to continue to license Blacksand's intellectual property ("Exclusive License Option"). The Company expects to exercise the Purchase Option or Exclusive License Option by the end of 2024. While the Blacksand Option Agreement contains provisions that protect us against non-compliance by Blacksand, if (i) we or Blacksand fail or fails to comply with the terms of the Blacksand Option Agreement, or (ii) we are unable to pay the exercise price of the Blacksand Option Agreement, or otherwise decide not to exercise either option in the agreement, we may lose access to the Technologies which would adversely affect our business, prospects, financial condition and operating results. For more information on our agreements with Blacksand, see "Item 4. Information on the Company – B. Business Overview – Additional Business Information – Potential Acquisition of Blacksand's Intellectual Property Rights",

Failure to commercially scale our closed-loop titanium production processes may result in material adverse impacts to, or failure to achieve, our growth projections.

We announced in August 2024, that we had successfully commissioned our HAMR furnace, marking the first titanium de-oxygenation product run at our Virginia facility. Despite this success, it remains possible that we may have difficulty commercially scaling up our production processes at new or existing facilities at a sufficient level to generate meaningful revenue. Failure to do so may result in material adverse impacts to, or failure to achieve, our growth projections. This could be due to a variety of factors, including hiring and training new personnel, implementing new production processes, recalibrating and re-qualifying existing processes, the inability to achieve repeatable processes, impurities, defects with respect to the equipment or facilities. and the inability to achieve required yield levels. In the future, we may face construction delays or interruptions, infrastructure failure, or delays in upgrading or expanding existing facilities or changing our process technologies, which may adversely affect our ability to scale up production in accordance with our plans. Our failure to scale up our production on a timely basis could cause delays in product deliveries, which may result in the loss of customers and sales. For products that cannot meet the quality standards of our customers, we may suffer indemnification losses in addition to the production cost. It could also prevent us from recouping our investments in a timely manner or at all, and otherwise adversely affect our business and operating results.

Unanticipated costs or delays associated with our ongoing titanium metal commercialization may materially and adversely affect our financial condition or results of operations.

The commercialization and scale-up of the Technologies will require the commitment of substantial resources and capital expenditures. Our future expenditures may increase as consultants, personnel and equipment associated with our efforts are added. The success of the commercialization and scale-up of the Technologies and the amounts and timing of expenditures to commercialize and scale-up the Technologies will depend in part on the following: our ability to timely procure equipment or repair existing equipment, certain of which may involve long lead-times; maintaining, and procuring, as required, applicable federal, state and local permits; the results of consultants' analysis and recommendations; negotiating contracts for equipment, earthwork, construction, equipment installation, labor and completing infrastructure and construction work; effects of planned and unplanned shut-downs and delays in our production; effects of stoppages or delays on construction projects; disputes with contractors or other third parties; negotiating sales and offtake contracts for our planned production; the execution of any joint venture agreements or similar arrangements with strategic partners; the impact of pandemics on our business, our strategic partners' or suppliers' businesses, logistics or the global economy; the impact of the wars on the global economy; the effects of inflation; and other factors, many of which are beyond our control. Most of these activities require significant lead times and must be advanced concurrently. Unanticipated costs or delays associated with the commercialization and scale-up of the Technologies could materially and adversely affect our financial condition or results of operations and could require us to seek additional capital.

If our titanium metal products fail to perform as expected in our customers' desired applications, our ability to develop, market and sell our products could be adversely affected.

Even if we reach full scale commercial production of titanium metal products, our products may contain defects in design and manufacture that may cause them to not perform as expected or that may require repairs, recalls, and design changes. Our products incorporate technology and components that may have not been used for other applications and that may contain defects and errors, particularly when first introduced. We have a limited frame of reference from which to evaluate the long-term performance of our planned products. We cannot assure you that we will be able to detect and fix any defects in our products prior to sale. If our products fail to perform as expected, we may lose customers or customers may delay or terminate orders, each of which could adversely affect our business, prospects and results of operations.

We may be unable to adequately control the costs associated with continued expansion of our titanium metal production capacity.

We require significant capital to develop and grow our business, and we expect to incur significant expenses, including those relating to research and development, raw material procurement, leases, sales and distribution, as we grow our titanium metal production capacity. Our ability to become profitable will depend on successfully marketing our titanium metal products while controlling our costs. If we are unable to cost effectively design, manufacture, market, sell and distribute our titanium metal products, our margins, profitability and prospects would be materially and adversely affected.

Titanium mineral extraction and processing and the production of titanium products involves complex safety and operational risks.

The extraction and processing of titanium minerals and the production of titanium metal products involves serious safety and operational risks. Operational problems or error with the machinery could result in personal injury to or death of workers, the loss of production equipment, damage to manufacturing facilities, monetary losses, delays and unanticipated fluctuations in production. In addition, operational problems may result in environmental damage, administrative fines, increased insurance costs and potential legal liabilities. All of these safety and operational problems could materially and adversely affect our business, results of operations, cash flows, financial condition or prospects.

If we fail to accurately predict our manufacturing requirements and timelines, we could incur additional costs or experience delays.

We are in the early stages of commercializing our products, and we have limited historical information to accurately assess demand for our ability to extract and process titanium and to develop, manufacture and deliver titanium metal products. As a result, it is difficult to predict our future revenues and expenses or trends in such revenues or expenses.

We may be adversely affected by fluctuations in demand for, and prices of, titanium metal and products.

We expect to generate revenue from the sale of titanium alloys and titanium products. As a result, our profitability could be adversely affected by changes in demand for, and the market price of, titanium alloys and products.

The success of our business will depend on the growth of existing and emerging uses for titanium.

The success of our business will depend on the growth of existing and emerging uses for titanium. Our business strategy principally relies on commercializing the Technologies to produce titanium products for markets including consumer electronics, aerospace, space, defense, medical, additive manufacturing, hydrogen and automotive. Our long-term success depends on the continued growth of these markets and successfully commercializing titanium metal products in such markets. Our estimates of market opportunity and market growth, whether derived from third-party sources or developed internally, are subject to significant uncertainty and are based on assumptions and estimates that may prove to be inaccurate. If these markets do not grow as we expect or if the demand for our intended products decreases, then our business, prospects, financial condition and operating results could be adversely affected.

If we are unable to protect our right to Blacksand's technologies, or Blacksand is unable to defend its rights to such technologies, our business and competitive position could be adversely affected.

We expect to rely heavily on our right to use our licensed technologies to grow our business. We may not be able to prevent unauthorized use of such technology, which could harm our business and competitive position. We will rely upon a combination of license agreements, patents, trademarks and trade secret laws in the United States, as well as other contractual protections, to establish, maintain and enforce our rights. Despite our efforts to protect our rights to the technologies, third parties may attempt to copy or otherwise obtain and use such technology. Monitoring unauthorized use of such technologies is difficult and costly, and any steps take to prevent misappropriation may not be sufficient, could be time-consuming and expensive and could divert management's attention, which could harm our business, results of operations and financial condition.
In addition, companies holding patents or other intellectual property rights relating to titanium technologies may bring suits alleging infringement of such rights by us or Blacksand or otherwise asserting rights in or licenses to the technologies. If we or Blacksand are determined to have infringed upon a third party's intellectual property rights, we may be required to cease using the challenged intellectual property, to pay substantial damages or to obtain a license from the holder of the infringed rights. In the event of a successful claim of infringement against us or Blacksand, our business, prospects, operating results and financial condition could be materially adversely affected. In addition, any litigation or claims, whether or not valid, could result in substantial costs and diversion of resources and management's attention.

Patent, trademark and trade secret laws vary significantly throughout the world. A number of foreign countries do not protect intellectual property rights to the same extent as do the laws of the United States. Therefore, our intellectual property rights may not be as strong or as easily enforced outside of the United States and efforts to protect against the unauthorized use of our intellectual property rights, technology and other proprietary rights may be more expensive and difficult outside of the United States. Failure to adequately protect our intellectual property rights could result in our competitors using our intellectual property to offer products, potentially resulting in the loss of some of our competitive advantage and a decrease in its revenue which would adversely affect our business, prospects, financial condition and operating results.

Changes in the U.S. political environment and federal policies, including changes in research grant funding policy or the potential critical materials designation of titanium metal may adversely affect our financial condition and results of operations.

Our business may be adversely affected by the current and future political environment in the United States and the policies of the U.S. federal government, including changes in research grant funding policy or the potential critical materials designation of titanium metal.

There is no guarantee that our properties contain mineral deposits that are economically extractable.

We currently have no reserves, and we cannot assure you about the existence of economically extractable mineralization at this time, nor about the quantity or grade of any mineralization we may have found. In our upstream operations, we are engaged in the business of exploring and developing mineral properties with the intention of locating economic deposits of titanium metal. We cannot assure you that, to the extent economic deposits of minerals are located, such minerals can be commercially extracted. The exploration and development of mineral deposits involves a high degree of financial risk over a significant period of time which a combination of careful evaluation, experience and knowledge of management may not eliminate. While discovery of additional ore-bearing deposits may result in substantial rewards, few properties which are explored are ultimately developed into producing extraction sites. Major expenses may be required to establish reserves by drilling and to construct extraction and processing facilities. Exploration project items, such as any future estimates of reserves, metal recoveries or cash operating costs will to a large extent be based upon the interpretation of geologic data, obtained from a limited number of drill holes and other sampling techniques, and future feasibility studies. Because the probability of an individual prospect ever having reserves is uncertain, our properties may not contain any reserves and any funds spent on evaluation and exploration may be lost. Even if we confirm reserves on our properties, any quantity or grade of reserves we indicate must be considered as estimates only until such reserves are actually extracted. We do not know with certainty that economically recoverable metals exist on our properties.

We face operational risks related to minerals extraction, exploration and site construction.

We are subject to the operational risks normally encountered in the minerals extraction industry, such as: the discovery of unusual or unexpected geological formations; accidental fires, floods, earthquakes or other natural disasters; unplanned power outages and water shortages; controlling water and other similar extraction hazards; operating labor disruptions and labor disputes; the ability to obtain suitable or adequate machinery, equipment, or labor; our liability for pollution or other hazards; and other known and unknown risks involved in the conduct of exploration and operation of minerals extraction sites. The nature of these risks is such that liabilities could exceed any applicable insurance policy limits or could be excluded from coverage. There are also risks against which we cannot insure or against which we may elect not to insure. The potential costs which could be associated with any liabilities not covered by insurance, or in excess of insurance coverage, or compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely affecting our results of operations and financial viability.

We depend on our ability to successfully access the capital and financial markets. Any inability to access the capital or financial markets may limit our ability to fund our ongoing operations, execute our business plan or pursue investments that we may rely on for future profit and growth.

Until we achieve commercial production of critical minerals or titanium products, we will continue to incur operating and investing net cash outflows. As a result, we rely on access to capital markets as a significant source of funding for our capital and operating requirements. We will require substantial additional capital to fund ongoing operations. We cannot assure you that such additional funding will be available to us on satisfactory terms, or at all. If we are unable to obtain additional financing, as needed and at competitive rates, our ability to implement our business plan and strategy will be adversely affected. Certain market disruptions may increase our cost of borrowing or affect our ability to access financial markets. Such market disruptions could result from: rising inflation; bank failures and the potential adverse effect on the credit market; adverse economic conditions; adverse general capital market conditions; poor performance and health of the minerals and metals industry or minerals extraction in general; bankruptcy or financial distress of other metals companies; significant decrease in the demand for metals; or adverse regulatory actions that affect our business plans.

Climate change may adversely affect our business operations.

We are subject to risks associated with climate change which could harm our results of operations and increase our costs and expenses. The occurrence of severe adverse weather conditions, including increased temperatures, hail, droughts, fires or floods, may have a potentially devastating impact on our operations. Adverse weather may result in physical damage to our operations, instability of our infrastructure and equipment, washed-out roads to our projects, and alter the supply of water and electricity to our mining sites. Increased temperatures may also decrease worker productivity at our projects and raise cooling costs. Should the impacts of climate change be material in nature or occur for lengthy periods of time, our financial condition or results of operations would be adversely affected.

Cybersecurity risks and cyber incidents may adversely affect our business.

Attempts to gain unauthorized access to our information technology systems become more sophisticated over time. These attempts, which might be related to industrial or other espionage, include covertly introducing malware to our computers and networks and impersonating authorized users, among others. We seek to detect and investigate all security incidents and to prevent their recurrence, but in some cases, we might be unaware of an incident or its magnitude and effects. The theft, unauthorized use, or publication of our intellectual property and/or confidential business information could harm our competitive position, reduce the value of our investment in research and development and other strategic initiatives or otherwise adversely affect our business. In addition, the devotion of additional resources to the security of our information technology systems in the future could significantly increase the cost of doing business or otherwise adversely impact our financial results.

We depend on key management employees.

The responsibility of overseeing the day-to-day operations and strategic management of our business depends substantially on our senior management and key personnel. Loss of such personnel may have an adverse effect on our performance. The success of our operations will depend upon numerous factors, many of which are beyond our control, including our ability to attract and retain key employees and hire qualified management, technical, engineering and sales personnel. We currently depend upon a relatively small number of key persons to seek out and form strategic alliances and find and retain additional employees. We may not be successful in attracting and retaining the personnel required to grow and operate our business profitably.

Our success will depend in part on developing and maintaining relationships with local communities and other stakeholders.

Our success may depend in part on developing and maintaining productive relationships with the communities surrounding our operations and other stakeholders in our operating locations. Notwithstanding our ongoing efforts, local communities and stakeholders can become dissatisfied with our activities, which may result in legal or administrative proceedings or campaigns against us, which could materially adversely affect our financial condition, results of operations and cash flows.

Our business could be adversely affected if our reputation is harmed.

Our reputation is important to the success of our business. If our reputation is damaged as a result of our actions or by events outside of our control, our business and results of operations could be adversely affected. If we fail to address, or appear to fail to address, successfully and promptly, the underlying causes of any reputational harm, we may be unsuccessful in repairing any damage to our reputation and our future business prospects would likely be adversely affected.

Our mineral properties may be subject to defects in title.

The ownership and validity or title of unpatented minerals extraction claims and concessions are often uncertain and may be contested. We also may not have, or may not be able to obtain, all necessary surface rights to develop a property. Although we have taken reasonable measures to ensure proper title to our properties, there is no guarantee that title to any of our properties will not be challenged or impugned. Title insurance is generally not available for mineral properties and our ability to ensure that we have obtained a secure claim to individual mineral properties or extraction concessions may be severely constrained. Our mineral properties may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. We may incur significant costs related to defending the title to our properties. A successful claim contesting our title to a property may cause us to compensate other persons or perhaps reduce our interest in the affected property or lose our rights to explore and, if warranted, develop that property. This could result in us not being compensated for our prior expenditures relating to the property.

Our directors and officers may be in a position of conflict of interest.

Some of our directors and officers currently also serve as directors and officers of other companies involved in similar industries and any of our directors may in the future serve in such positions. There exists the possibility that they may in the future be in a position of conflict of interest. Any decision made by such persons involving us will be made in accordance with their duties and obligations to deal fairly and in good faith with us and such other companies. In addition, any such directors will declare, and refrain from voting on, any matter in which such directors may have a material interest.

Lawsuits may be filed against us and an adverse ruling in any such lawsuit may adversely affect our business, financial condition or liquidity or the market price of the ADSs.

The products we intend to supply may be used in potentially hazardous or critical applications that could result in death, personal injury, property damage, loss of production, punitive damages and consequential damages. Actual or claimed defects in the products we supply could result in our being named as a defendant in lawsuits asserting potentially large claims. The outcome of outstanding, pending or future proceedings cannot be predicted with certainty and may be determined adversely to us and as a result, could have a material adverse effect on our assets, liabilities, business, financial condition or results of operations. Even if we prevail in any such legal proceeding, the proceedings could be costly and time-consuming and may divert the attention of management and key personnel from our business operations, which could adversely affect our financial condition.

Risks Related to Regulatory and Industry Matters

We will be subject to significant governmental regulations, including the U.S. Federal Mine Safety and Health Act.

Minerals extraction activities in the United States are subject to extensive federal, state, local and foreign laws and regulations governing environmental protection, natural resources, prospecting, development, production, post-closure reclamation, taxes, labor standards and occupational health and safety laws and regulations, including mine safety, toxic substances and other matters. The costs associated with compliance with such laws and regulations are substantial. In addition, changes in such laws and regulations, or more restrictive interpretations of current laws and regulations by governmental authorities, could result in unanticipated capital expenditures, expenses or restrictions on or suspensions of our operations and delays in the development of our properties.

We will be required to obtain and renew governmental permits in order to achieve our business plans, a process that is often costly and time-consuming.

Obtaining and renewing governmental permits is a complex and time-consuming process. The timeliness and success of permitting efforts are contingent upon many variables not within our control, including the interpretation of permit approval requirements administered by the applicable permitting authority. We may not be able to obtain or renew permits that are necessary to our planned operations or we may find that the cost and time required to obtain or renew such permits exceeds our expectations, which in turn could materially adversely affect our business plans or our prospective or actual revenues and profitability. In addition, private parties, such as environmental activists, frequently attempt to intervene in the permitting process and to persuade regulators to deny necessary permits or seek to overturn permits that have been issued. These third-party actions can materially increase the costs and cause delays in the permitting process and could cause us to not proceed with the development or operation of a property.

Compliance with environmental regulations and litigation based on environmental regulations could require significant expenditures.

Environmental regulations mandate, among other things, the maintenance of air and water quality standards, land development and land reclamation, and set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. In connection with our current business activities operations, we may incur environmental costs that could have a material adverse effect on financial condition and results of operations. Any failure to remedy an environmental problem could require us to suspend operations or enter into interim compliance measures pending completion of the required remedy. Moreover, governmental authorities and private parties may bring lawsuits based upon damage to property and injury to persons resulting from the environmental, health and safety impacts of prior and current operations, including operations conducted by other extraction companies many years ago at sites located on properties that we currently own or formerly owned. We cannot assure you that any such law, regulation, enforcement or private claim would not have a material adverse effect on our financial condition, results of operations or cash flows. If we violate or fail to comply with applicable environmental laws and regulations, we could be subject to penalties, restrictions on operations or other sanctions. Such liability could materially adversely affect our reputation, business, results of operations and financial condition.

Mineral and metal prices are subject to unpredictable fluctuations.

We expect our future revenues, if any, to be derived from the production and sale of titanium and titanium products and also in part from the extraction and sale of critical minerals including titanium, rare earth element, and zircon containing minerals. The price of such minerals and metals may fluctuate widely and is affected by numerous factors beyond our control, including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities, increased production due to new extraction developments and improved extraction and production methods and technological changes in the markets for the end products. The effect of these factors on metals prices, and therefore the economic viability of any of our exploration properties, cannot accurately be predicted. Additionally, new production of critical minerals including titanium, rare earth elements, and zircon from current or new competitors in the critical minerals markets could adversely affect prices. In recent years, new and existing competitors have increased the supply of certain critical minerals including titanium, rare earth elements, and zircon, which may have negatively affected its price. Further production increases could negatively affect prices. We cannot make accurate projections regarding the capacities of possible new entrants into the market and the dates on which they could become operational.

We are subject to risks associated with currency fluctuations, and changes in foreign currency exchange rates could impact our results of operations.

Our operating expenses are denominated in U.S. dollars and Australian dollars. Our cash and cash equivalents are denominated in U.S. dollars and Australian dollars. Because we have multiple functional currencies across different jurisdictions, changes in the exchange rate between these currencies and the foreign currencies of the transactions recorded in our accounts could materially impact our reported results of operations and distort period-to-period comparisons. More specifically, as a result of our cash and cash equivalents that are denominated in Australian dollars, any appreciation of the U.S. dollar against the Australian dollar would have a negative effect on the U.S. dollar amount available to us. Appreciation or depreciation in the value of the Australian dollar relative to the U.S. dollar would affect our financial results reported in U.S. dollar terms without giving effect to any underlying change in our business or results of operations. As a result of such foreign currency fluctuations, it could be more difficult to detect underlying trends in our business and results of operations.

Risks Related to Our ADSs

An active trading market for the ADSs may not be developed or sustained, and the trading price for the ADSs may be volatile and affected by economic conditions beyond our control.

We listed the ADSs on Nasdaq in June 2022. However, a liquid public market in the United States for your ADSs may not develop or be sustained, which means you may experience a decrease in the value of the ADSs regardless of our operating performance. In addition, the market price of the ADSs may be highly volatile and subject to wide fluctuations. For instance, during fiscal 2024, the closing price of our ADSs ranged from US$6.70 to US$15.96. We cannot assure you that the market price of the ADSs will not fluctuate or decline significantly in the future. Some specific factors that could adversely affect the price of the ADSs or trading volumes include actual or expected changes in our prospects or operating results; changes in actual or anticipated demand for our products; general economic conditions; and the liquidity of U.S. and Australian trading markets. In the past, following periods of volatility in the market price of a company's securities, shareholders often instituted securities class action litigation against that company. If we were involved in a class action suit, it could divert the attention of senior management and, if adversely determined, could have a material adverse effect on our results of operations and financial condition.

ADS holders are not shareholders and do not have shareholder rights.

The Bank of New York Mellon, as depositary, issues and delivers ADSs. ADS holders will not be treated as shareholders and will not have shareholders rights. The depositary will be the holder of our ordinary shares represented by the ADSs. Holders of ADSs will have ADS holder rights. A deposit agreement among us, the depositary, and the beneficial owners and holders of ADSs, sets out ADS holder rights as well as the rights and obligations of the depositary. New York law governs the deposit agreement and the ADSs. We and the depositary may amend or terminate the deposit agreement without the ADS holders' consent in a manner that could prejudice ADS holders. For a description of ADS holder rights, see "Item 12. Description of Securities Other Than Equity Securities-D. American Depositary Shares." Our shareholders have shareholder rights. Australian law and our Constitution govern shareholder rights. For a description of ADS holder rights and the rights of our ordinary shares, see "Item 10. Additional Information-A. Share Capital."

ADS holders do not have the same voting rights as our shareholders. Shareholders are entitled to receive our notices of general meetings and to attend and vote at our general meetings of shareholders. At a general meeting, every shareholder present (in person or by proxy, attorney or representative) and entitled to vote has one vote on a show of hands. Every shareholder present (in person or by proxy, attorney or representative) and entitled to vote has one vote per fully paid ordinary share on a poll. This is subject to any other rights or restrictions which may be attached to any shares. ADS holders may instruct the depositary to vote the ordinary shares underlying their ADSs, but only if we ask the depositary to ask for their instructions. If we do not ask the depositary to ask for the instructions, our ADS holders are not entitled to receive our notices of general meeting. ADS holders will not be entitled to attend and vote at a general meeting unless they surrender their ADSs and withdraw the ordinary shares. However, our ADS holders may not have sufficient advance notice about the meeting to surrender their ADSs and withdraw the shares. If we ask for ADS holders' instructions, the depositary will notify ADS holders of the upcoming vote and arrange to deliver our voting materials and form of notice to them. The depositary will try, as far as practical, subject to Australian law and the provisions of the deposit agreement, to vote the shares as ADS holders instruct. The depositary will not vote or attempt to exercise the right to vote other than in accordance with the instructions of the ADS holders. We cannot assure ADS holders that they will receive the voting materials in time to ensure that they can instruct the depositary to vote their shares. In addition, there may be other circumstances in which ADS holders may not be able to exercise voting rights.

ADS holders do not have the same rights to receive dividends or other distributions as our shareholders. Subject to any special rights or restrictions attached to any shares, the directors may determine that a dividend will be payable on our ordinary shares and fix the amount, the time for payment and the method for payment (although we have never declared or paid any cash dividends on our ordinary shares, and we do not anticipate paying any cash dividends in the foreseeable future). Dividends may be paid on our ordinary shares of one class but not another and at different rates for different classes. Dividends and other distributions payable to our shareholders with respect to our ordinary shares generally will be payable directly to them. Any dividends or distributions payable with respect to ordinary shares will be paid to the depositary, which has agreed to pay to ADS holders the cash dividends or other distributions it or the custodian receives on shares or other deposited securities, after deducting its fees and expenses and subject to the provisions of the deposit agreement. Before the depositary makes a distribution to you on behalf of your ADSs, any withholding taxes that must be paid will be deducted. Additionally, if the exchange rate fluctuates during a time when the ADS depositary cannot convert the foreign currency, you may lose some or all of the value of the distribution. ADS holders will receive these distributions in proportion to the number of ordinary shares their ADSs represent. In addition, there may be certain circumstances in which the depositary may not pay to ADS holders amounts distributed by us as a dividend or distribution.

There are circumstances where it may be unlawful or impractical to make distributions to the holders of ADSs.

The deposit agreement allows the depositary to distribute the foreign currency only to those ADS holders to whom it is possible to do so. If a distribution is payable by us in Australian dollars, the depositary will hold the foreign currency it cannot convert for the account of the ADS holders who have not been paid. It will not invest the foreign currency and it will not be liable for any interest. If the exchange rates fluctuate during a time when the depositary cannot convert the foreign currency, ADS holders may lose some of the value of the distribution. The depositary is not responsible if it decides that it is unlawful or impractical to make a distribution available to any ADS holders. This means that ADS holders may not receive the distributions we make on our ordinary shares or any value for them if it is illegal or impractical for us to make them available to them.

Holders of the ADSs may have difficulty in effecting service of process in the United States or enforcing judgments obtained in the United States.

We are a public company incorporated under the laws of Australia. Therefore, the rights of holders of our ordinary shares are governed by Australian law and our Constitution. These rights differ from the typical rights of shareholders in U.S. corporations. The rights of holders of ADSs are affected by Australian law and our Constitution but are governed by U.S. law. Circumstances that under U.S. law may entitle a shareholder in a U.S. company to claim damages may also give rise to a cause of action under Australian law entitling a shareholder in an Australian company to claim damages. However, this will not always be the case.

Holders of the ADSs may have difficulties enforcing, in actions brought in courts in jurisdictions located outside the United States, liabilities under U.S. securities laws. In particular, if such a holder sought to bring proceedings in Australia based on U.S. securities laws, the Australian court might consider whether:

- it did not have jurisdiction;
- it was not an appropriate forum for such proceedings;
- applying Australian conflict of laws rule, U.S. law (including U.S. securities laws) did not apply to the relationship between holders of our ordinary shares or ADSs and us or our directors and officers; or
- the U.S. securities laws were of a public or penal nature and should not be enforced by the Australian court.

Certain of our directors and executive officers are residents of countries other than the United States. Furthermore, a portion of our and their assets are located outside the United States. As a result, it may not be possible for a holder of our ordinary shares or ADSs to:

- effect service of process within the United States upon certain directors and executive officers or on us;
- enforce in U.S. courts judgments obtained against any of our directors and executive officers or us in the U.S. courts in any action, including actions under the civil liability provisions of U.S. securities laws;
- enforce in U.S. courts judgments obtained against any of our directors and senior management or us in courts of jurisdictions outside the United States in any action, including actions under the civil liability provisions of U.S. securities laws; or
- bring an action in an Australian court to enforce liabilities against any of our directors and executive officers or us based upon U.S. securities laws.

Holders of our ordinary shares and ADSs may also have difficulties enforcing in courts outside the U.S. judgments obtained in the U.S. courts against any of our directors and executive officers or us, including actions under the civil liability provisions of the U.S. securities laws.

ADSs holders may not be entitled to a jury trial with respect to claims arising under the deposit agreement, which could result in less favorable outcomes to the plaintiff(s) in any such action.

The deposit agreement governing the ADSs provides that, to the fullest extent permitted by law, ADS holders waive the right to a jury trial of any claim they may have against us or the depositary arising out of or relating to our ordinary shares, the ADSs or the deposit agreement, including any claim under the U.S. federal securities laws. The waiver of jury trial provision applies to all holders of ADSs, including purchasers who acquire the ADSs on the open market. If we or the depositary opposed a jury trial demand based on the waiver, the court would determine whether the waiver was enforceable based on the facts and circumstances of that case in accordance with the applicable state and federal law. To our knowledge, the enforceability of a contractual pre-dispute jury trial waiver in connection with claims arising under the federal securities laws has not been finally adjudicated by the United States Supreme Court. However, we believe that a contractual pre-dispute jury trial waiver provision is generally enforceable, including under the laws of the State of New York, which govern the deposit agreement, by a federal or state court in the City of New York, which has non-exclusive jurisdiction over matters arising under the deposit agreement. In determining whether to enforce a contractual pre-dispute jury trial waiver provision, courts will generally consider whether a party knowingly, intelligently and voluntarily waived the right to a jury trial. We believe that this is the case with respect to the deposit agreement and the ADSs. In addition, New York courts will not enforce a jury trial waiver provision in order to bar a viable setoff or counterclaim sounding in fraud or one which is based upon a creditor's negligence in failing to liquidate collateral upon a guarantor's demand, or in the case of an intentional tort claim (as opposed to a contract dispute), none of which we believe are applicable in the case of the deposit agreement or the ADSs. It is advisable that you consult legal counsel regarding the jury waiver provision before entering into the deposit agreement.

If you or any other owner or holder of ADSs bring a claim against us or the depositary in connection with matters arising under the deposit agreement or the ADSs, including claims under federal securities laws, you or such other owner or holder may not be entitled to a jury trial with respect to such claims, which may have the effect of limiting and discouraging lawsuits against us and/or the depositary. If a lawsuit is brought against us and/or the depositary under the deposit agreement, it may be heard only by a judge or justice of the applicable trial court, which would be conducted according to different civil procedures and may result in different outcomes than a trial by jury would have had, including results that could be less favorable to the plaintiff(s) in any such action. Nevertheless, if this jury trial waiver provision is not permitted by applicable law, an action could proceed under the terms of the deposit agreement with a jury trial. No condition, stipulation or provision of the deposit agreement or ADSs serves as a waiver by any owner or holder of ADSs or by us or the depositary of compliance with any substantive provision of the U.S. federal securities laws and the rules and regulations promulgated thereunder. By agreeing to the jury trial waiver provision in the deposit agreement, investors will not be deemed to have waived our compliance with or the depositary's compliance with the federal securities laws and the rules and regulations promulgated thereunder.

The dual listing of our ordinary shares and the ADSs may adversely affect the liquidity and value of the ADSs.

Our ordinary shares are listed on the ASX and the ADSs are listed on Nasdaq. We cannot predict the effect of this dual listing on the value of our ordinary shares and ADSs. However, the dual listing of our ordinary shares and ADSs may dilute the liquidity of these securities in one or both markets and may adversely affect the development of an active trading market for the ADSs in the United States. The price of the ADSs could also be adversely affected by trading in our ordinary shares on the ASX.

Certain of outstanding securities may dilute the value of our ordinary shares.

As of June 30, 2024, we had 257,244,759 ordinary shares outstanding and 39,600,000 ordinary shares reserved for issuance upon conversion of performance shares upon the satisfaction of certain performance conditions. To the extent that the conditions to the vesting of such securities are satisfied, the value of our ordinary shares may be diluted.

Currency fluctuations may adversely affect the price of the ADSs relative to the price of our ordinary shares.

The price of our ordinary shares is quoted in Australian dollars, and the price of the ADSs is quoted in U.S. dollars. Movements in the Australian dollar/U.S. dollar exchange rate may adversely affect the U.S. dollar price of the ADSs and the U.S. dollar equivalent of the price of our ordinary shares. If the Australian dollar weakens against the U.S. dollar, the U.S. dollar price of the ADSs could decline, even if the price of our ordinary shares in Australian dollars increases or remains unchanged. If we pay dividends, we will likely calculate and pay any cash dividends in Australian dollars and, as a result, exchange rate movements will affect the U.S. dollar amount of any dividends holders of the ADSs will receive from the depositary.

As a foreign private issuer, we are permitted and expect to follow certain home country corporate governance practices in lieu of certain Nasdaq requirements applicable to domestic issuers.

As a foreign private issuer listed on Nasdaq, we are permitted to follow certain home country corporate governance practices in lieu of certain Nasdaq practices. Following our home country corporate governance practices, as opposed to the requirements that would otherwise apply to a U.S. company listed on Nasdaq, may provide less protection than is afforded to investors under the Nasdaq rules applicable to domestic issuers.

In particular, we follow home country law instead of Nasdaq practice regarding:

- Nasdaq's requirement that our independent directors meet regularly in executive sessions. The ASX Listing Rules and the Corporations Act do not require the independent directors of an Australian company to have such executive sessions and, accordingly, we have claimed this exemption.
- Nasdaq's requirement that an issuer provide for a quorum as specified in its bylaws for any meeting of the holders of ordinary shares, which quorum may not be less than 33 1/3% of the outstanding shares of an issuer's voting ordinary shares. In compliance with Australian law, our Constitution provides that two shareholders present shall constitute a quorum for a general meeting.
- Nasdaq's requirement that issuers obtain shareholder approval prior to the issuance of securities in connection with certain acquisitions, changes of control or private placements of securities, or the establishment or amendment of certain stock option, purchase or other compensation plans. Applicable Australian law and rules differ from Nasdaq requirements, with the ASX Listing Rules providing generally for prior shareholder approval in numerous circumstances, including (i) issuance of equity securities exceeding 15% (or an additional 10% capacity to issue equity securities for the proceeding 12-month period if shareholder approval by special resolution is sought at the Company's annual general meeting) of our issued share capital in any 12-month period (but, in determining the available issue limit, securities issued under an exception to the rule or with shareholder approval are not counted), (ii) issuance of equity securities to related parties (as defined in the ASX Listing Rules) and (iii) directors or their associates acquiring securities under an employee incentive plan.

As a foreign private issuer, we are permitted to file less information with the SEC than a domestic issuer.

As a foreign private issuer, we are exempt from certain rules under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), that impose requirements for proxy solicitations under Section 14 of the Exchange Act. In addition, our officers, directors and principal shareholders are exempt from the reporting and "short-swing" profit recovery provisions of Section 16 of the Exchange Act. Moreover, we are not required to file periodic reports and financial statements with the SEC as frequently or as promptly as a domestic issuer, nor are we generally required to comply with the SEC's Regulation FD, which restricts the selective disclosure of material non-public information.

Under Australian law, we prepare financial statements on an annual and semi-annual basis, we are not required to prepare or file quarterly financial information other than quarterly updates. Our quarterly updates have consisted of a brief review of operations for the quarter together with a statement of cash expenditure during the quarter and the cash and cash equivalents balance as at the end of the quarter.

For as long as we are a "foreign private issuer," we intend to file our annual financial statements on Form 20-F and furnish our semi-annual financial statements and quarterly updates on Form 6-K to the SEC as long as we are subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act. However, the information we file or furnish is not the same as the information that is required in annual and quarterly reports on Form 10-K or Form 10-Q for U.S. domestic issuers. Accordingly, there may be less information publicly available concerning us than there is for a company that files as a domestic issuer.

We may lose our foreign private issuer status, which would then require us to comply with the Exchange Act's domestic reporting regime and cause us to incur additional legal, accounting and other expenses.

We are required to determine our status as a foreign private issuer on an annual basis at the end of our second fiscal quarter. In order to maintain our current status as a foreign private issuer, either (1) a majority of our ordinary shares must be either directly or indirectly owned of record by non-residents of the United States or (2) (a) a majority of our executive officers or directors must not be U.S. citizens or residents, (b) more than 50 percent of our assets cannot be located in the United States; and (c) our business must be administered principally outside the United States. If we lost this status, we would be required to comply with the Exchange Act reporting and other requirements applicable to U.S. domestic issuers, which are more detailed and extensive than the requirements for foreign private issuers. We may also be required to make changes in our corporate governance practices and to comply with United States generally accepted accounting principles, as opposed to IFRS. The regulatory and compliance costs to us under U.S. securities laws if we are required to comply with the reporting requirements applicable to a U.S. domestic issuer may be higher than the cost we would incur as a foreign private issuer. As a result, we expect that a loss of foreign private issuer status would increase our legal and financial compliance costs.

We are an emerging growth company, and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies may make the ADSs less attractive to investors and, as a result, adversely affect the price of the ADSs and result in a less active trading market for the ADSs.

We are an emerging growth company as defined in the U.S. Jumpstart Our Business Startups Act of 2012 (the "JOBS Act") and we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies. For example, we have elected to rely on an exemption from the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act") relating to internal control over financial reporting, and we will not provide such an attestation from our auditors.

We may avail ourselves of these disclosure exemptions until we are no longer an emerging growth company. We cannot predict whether investors will find the ADSs less attractive because of our reliance on some or all of these exemptions. If investors find the ADSs less attractive, it may adversely affect the price of the ADSs and there may be a less active trading market for the ADSs.

We will cease to be an emerging growth company upon the earliest of:

- the last day of the fiscal year during which we have total annual gross revenues of US$1,235,000,000 (as such amount is indexed for inflation every five years by the SEC) or more;
- the last day of our fiscal year following the fifth anniversary of the completion of our first sale of common equity securities pursuant to an effective registration statement under the Securities Act, which is expected to be June 30, 2028, unless we change our fiscal year;
- the date on which we have, during the previous three-year period, issued more than US$1,000,000,000 in non-convertible debt; or
- the date on which we are deemed to be a "large accelerated filer," as defined in Rule 12b-2 of the Exchange Act, which would occur as of the end of any fiscal year in which the market value of our ordinary shares and ADSs that are held by non-affiliates exceeds US$700,000,000 as of the last day of our most recently completed second fiscal quarter.

We will incur significant costs as a result of operating as a company whose ADSs are publicly traded in the United States, and our management is required to devote substantial time to compliance initiatives.

We originally listed the ADSs in the United States in June 2022 and, as a result, we expect to incur significant legal, accounting, insurance and other expenses in the future periods that we did not incur prior to listing in the United States. In addition, the Sarbanes-Oxley Act, Dodd-Frank Wall Street Reform and Consumer Protection Act and related rules implemented by the SEC, have imposed various requirements on public companies including requiring establishment and maintenance of effective disclosure and internal controls. Our management and other personnel will need to devote a substantial amount of time to these compliance initiatives, and we may need to add additional personnel and build our internal compliance infrastructure. Moreover, these rules and regulations increase our legal and financial compliance costs and make some activities more time consuming and costly. These laws and regulations could also make it more difficult and expensive for us to attract and retain qualified persons to serve on our board of directors, our board committees or as our senior management. Furthermore, if we are unable to satisfy our obligations as a public company in the United States, we could be subject to delisting of the ADSs, fines, sanctions and other regulatory action and potentially civil litigation.

We do not anticipate paying dividends in the foreseeable future.

We have not declared any dividends during the last three fiscal years and do not anticipate that we will do so in the foreseeable future. We currently intend to retain future earnings, if any, to finance the development of our business. Dividends, if any, on our outstanding ordinary shares will be declared by and subject to the discretion of the Board on the basis of our earnings, financial requirements and other relevant factors, and subject to Australian law. As a result, a return on your investment will only occur if the ADS price appreciates. We cannot assure you that the ADSs will appreciate in value or even maintain the price at which you purchase the ADSs. You may not realize a return on your investment in the ADSs and you may even lose your entire investment in the ADSs.

If U.S. securities or industry analysts do not publish research reports about our business, or if they issue an adverse opinion about our business, the market price and trading volume of our ordinary shares or ADSs could decline.

The trading market for our ordinary shares and ADSs will be influenced by the research and reports that U.S. securities or industry analysts publish about us or our business. Securities and industry analysts may discontinue research on us, to the extent such coverage currently exists, or in other cases, may never publish research on us. If no or too few U.S. securities or industry analysts commence coverage of our Company, the trading price for the ADSs would likely be negatively affected. In the event securities or industry analysts initiate coverage, if one or more of the analysts who cover us downgrade the ADSs or publish inaccurate or unfavorable research about our business, the market price of the ADSs would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for the ADSs could decrease, which might cause our price and trading volume to decline. In addition, research and reports that Australian securities or industry analysts publish about us, our business or our ordinary shares may impact the market price of the ADSs.

You may be subject to limitations on transfers of your ADSs.

Your ADSs are transferable on the books of the depositary. However, the depositary may close its transfer books at any time or from time to time when it deems expedient in connection with the performance of its duties. In addition, the depositary may refuse to deliver, transfer or register transfers of ADSs generally when our books or the books of the depositary are closed, or at any time if we or the depositary deems it advisable to do so because of any requirement of law or of any government or governmental body, or under any provision of the deposit agreement, or for any other reason.

We and the depositary are entitled to amend the deposit agreement and to change the rights of ADS holders under the terms of such agreement, and we may terminate the deposit agreement, without the prior consent of the ADS holders.

We and the depositary are entitled to amend the deposit agreement and to change the rights of the ADS holders under the terms of such agreement, without the prior consent of the ADS holders. In the event that the terms of an amendment are materially prejudicial to ADS holders' substantial rights, ADS holders will only receive 30 days' advance notice of the amendment, and no prior consent of the ADS holders is required under the deposit agreement. Furthermore, we may decide to terminate the ADS facility at any time for any reason, or the depositary agent may on its own initiative terminate the deposit agreement. If the ADS facility is terminated, ADS holders will receive at least 90 days' prior notice, but no prior consent is required from them. Under the circumstances that we decide to make an amendment to the deposit agreement that is materially prejudicial to the substantial rights of the ADS holders or terminate the deposit agreement, the ADS holders may choose to sell their ADSs or surrender their ADSs and become direct holders of the underlying ordinary shares but will have no right to any compensation whatsoever.

ADS holders have limited recourse if we or the depositary fail to meet our respective obligations under the deposit agreement.

The deposit agreement expressly limits our obligations and liability and those of the depositary. We and the depositary are only obligated to take the actions specifically set forth in the deposit agreement without negligence or bad faith, and the depositary will not be a fiduciary or have any fiduciary duty to holders of ADSs; are not liable if we are or it is prevented or delayed by law or by events or circumstances beyond our or its ability to prevent or counteract with reasonable care or effort from performing our or its obligations under the deposit agreement; are not liable if we or it exercises discretion permitted under the deposit agreement; are not liable for the inability of any holder of ADSs to benefit from any distribution on deposited securities that is not made available to holders of ADSs under the terms of the deposit agreement, or for any special, consequential or punitive damages for any breach of the terms of the deposit agreement; have no obligation to become involved in a lawsuit or other proceeding related to the ADSs or the deposit agreement on your behalf or on behalf of any other person; and are not liable for the acts or omissions of any securities depository, clearing agency or settlement system.

Our Constitution and Australian laws and regulations applicable to us may adversely affect our ability to take actions that could be beneficial to our shareholders.

As an Australian company we are subject to different corporate requirements than a corporation organized under the laws of the United States. Our Constitution, as well as the Australian Corporations Act, set forth various rights and obligations that are unique to us as an Australian company and which may not apply to a U.S. corporation. These requirements may operate differently than those of many U.S. companies.

If we fail to maintain proper internal controls, our ability to produce accurate financial statements or comply with applicable regulations could be impaired.

We are subject to the reporting obligations under the U.S. securities laws. The SEC, as required under Section 404 of the Sarbanes-Oxley Act, has adopted rules requiring a public company to include a report of management on the effectiveness of such company's internal control over financial reporting in its annual report on Form 20-F. In addition, once we cease to be an "emerging growth company," as such term is defined in the JOBS Act, an independent registered public accounting firm for a public company must issue an attestation report on the effectiveness of our internal control over financial reporting. If in the future we are unable to conclude that we have effective internal controls over financial reporting or our independent auditors are unwilling or unable to provide us with an unqualified report on the effectiveness of our internal controls over financial reporting as required by the Sarbanes-Oxley Act, investors may lose confidence in our operating results, the price of the ADSs could decline and we may be subject to litigation or regulatory enforcement actions. In addition, if we are unable to meet the requirements of the Sarbanes-Oxley Act, we may not be able to remain listed on Nasdaq.

We may be, or may become, a passive foreign investment company, or "PFIC," which could result in adverse U.S. federal income tax consequence to U.S. investors.

There is a risk that we will be a PFIC for any taxable year, which could result in adverse U.S. federal income tax consequences to U.S. Holders (as defined in "Item 10. Additional Information-E. Taxation-Material U.S. Federal Income Tax Considerations"). Under the Internal Revenue Code of 1986, as amended (the "Code"), in general, a non-U.S. corporation is a PFIC for any taxable year in which, after the application of certain "look-through" rules with respect to its subsidiaries, either (i) 75% or more of its gross income consists of "passive income," or (ii) 50% or more of the average quarterly value of its assets consist of assets that produce, or are held for the production of, "passive income." Passive income generally includes interest, dividends, rents, certain non-active royalties and capital gains.

Based on the composition of our income and assets and the value of our assets, including goodwill, we do not believe that we were a PFIC for the taxable year ended June 30, 2024. Based on the current composition of our income and assets, as well as current business plans and financial expectations, we may be classified as a PFIC for future taxable years. However, the proper application of the PFIC rules to a company with a business such as ours is not entirely clear. Because the proper characterization of certain components of our income and assets is not entirely clear and because our PFIC status for any taxable year will depend on the composition of our income and assets and the value of our assets from time to time (which may be determined, in part, by reference to the market price of our shares, which could be volatile), there can be no assurance that we were not a PFIC for the taxable year ended June 30, 2024.

Additionally, even if we are not a PFIC for a particular taxable year, we could become a PFIC for future years based on changes in our assets or the value thereof, including the value of our goodwill as indicated by our market capitalization, and based on changes in our activities and income, particularly given the fact that it is not entirely clear how the asset and income tests should apply to us. For these reasons, and since a non-U.S. corporation's annual PFIC status can be determined only after the end of each taxable year, we cannot express a view as to whether we will be a PFIC for the current or any future taxable year.

If we are characterized as a PFIC for any taxable year during which a U.S. Holder holds ADSs, we generally would continue to be treated as a PFIC with respect to that U.S. Holder for all succeeding years during which the U.S. Holder holds ADSs, even if we ceased to meet the threshold requirements for PFIC status.

Potential investors should consult their own tax advisors regarding all aspects of the possible application of the PFIC rules to our ADSs. For a more detailed explanation of the tax consequences of PFIC classification to U.S. Holders, see "Item 10. Additional Information-E. Taxation-Material U.S. Federal Income Tax Considerations-Passive Foreign Investment Company."

We have identified material weaknesses in our internal control over financial reporting in connection with the preparation of our financial statements for the fiscal years ended June 30, 2024 and 2023. We may identify additional material weaknesses in the future that may cause us to fail to meet our reporting obligations or result in material misstatements of our financial statements. If we fail to remediate our material weakness or if we fail to establish and maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results, meet our reporting obligations, or prevent fraud. Failure to comply with requirements to design, implement and maintain effective internal controls or any inability to report and file our financial results accurately and timely could harm our business and adversely impact the trading price of the ADSs.

As further noted below, our management has identified material weaknesses in internal control over financial reporting which, if not remediated, would preclude management from concluding such controls are effective. For our fiscal year ended June 30, 2024, we have made our annual assessment of our internal control over financial reporting pursuant to Section 404, and our management has certified our financial and other information in this annual report and has provided an annual management report on the effectiveness of control over financial reporting. However, as we are an emerging growth company, our independent registered public accounting firm will generally not be required to attest to the effectiveness of our internal control over financial reporting pursuant to Section 404 until we are no longer an emerging growth company.

In its assessment of the effectiveness of our internal control over financial reporting, our management identified certain control deficiencies in the design and implementation of our internal control over financial reporting that constituted material weaknesses. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our financial statements will not be prevented or detected on a timely basis. Our evaluation was based on the Committee of Sponsoring Organizations of the Treadway Commission Internal Control-Integrated Framework (2013).

The material weaknesses identified by management relate to the following:

- We have not sufficiently designed, implemented and documented internal controls at the entity level and across the key business and financial processes to allow us to achieve complete, accurate and timely financial reporting.

- We have not designed and implemented controls to maintain appropriate segregation of duties in our manual and IT based business processes.

As of the date of this annual report these remain material weaknesses. We cannot assure you that we have identified all of our existing material weaknesses. Material weaknesses may still exist when we report on the effectiveness of our internal control over financial reporting as required under Section 404 of the Sarbanes-Oxley Act. In addition, prior acquisitions, such as the HMAPL acquisition, and future acquisitions may present challenges in implementing appropriate internal controls. Any future material weaknesses in internal control over financial reporting could result in material misstatements in our financial statements.

The presence of material weaknesses could result in financial statement errors which, in turn, could lead to errors in our financial reports or delays in our financial reporting, which could require us to restate our financial statements or result in our auditors issuing a qualified audit report. Moreover, any future disclosures of additional material weaknesses, or errors as a result of those weaknesses, could result in a negative reaction in the financial markets if there is a loss of confidence in the reliability of our financial reporting.

We have implemented a number of measures intended to remediate these material weaknesses, including (i) establishing effective monitoring and oversight controls for non-recurring and complex transactions to ensure the accuracy and completeness of our company's consolidated financial statements and related disclosures, (ii) implementing formal processes and controls to identify, monitor and mitigate segregation of duties conflicts, and (iii) improving our IT systems and monitoring of the IT function. We may incur substantial costs related to remediation of material weaknesses and to developing, implementing and testing changes to our internal controls.

We cannot assure you that the measures that we have taken, and that will be taken, to remediate these material weaknesses will, in fact, remedy the material weaknesses or will be sufficient to prevent future material weaknesses from occurring.

Remediating material weaknesses will absorb management time and will require us to incur additional expenses, which could have a negative effect on the trading price of our shares. In order to establish and maintain effective disclosure controls and procedures and internal controls over financial reporting, we will need to expend significant resources and provide significant management oversight. Developing, implementing and testing changes to our internal controls may require specific compliance training of our directors and employees, entail substantial costs in order to modify our existing accounting systems, take a significant period of time to complete and divert management's attention from other business concerns. These changes may not, however, be effective in establishing and maintaining adequate internal controls.

It is possible that, had we and our independent registered public accounting firm performed a formal assessment of the effectiveness of our internal control over financial reporting in accordance with the provisions of the Sarbanes-Oxley Act, additional material weaknesses may have been identified.

If we fail to remediate our material weaknesses or fail to establish and maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results, meet our reporting obligations or prevent fraud.

Any of the foregoing could harm our business. If either we are unable to conclude that we have effective internal controls over financial reporting or our independent registered public accounting firm is unable to provide us with an unqualified report on the effectiveness of our internal controls over financial reporting as required by Section 404(b) of the Sarbanes-Oxley Act, this may cause investors to lose confidence in our reported financial information, cause the price of our ordinary shares to decline or result in litigation or regulatory enforcement actions. In addition, if we are unable to meet the requirements of Section 404 of the Sarbanes-Oxley Act, we may not be able to remain listed on the Nasdaq.

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

Our head office is located at 129 West Trade Street, Suite 1405, Charlotte, North Carolina 28202, United States. Our registered office is located at 28 The Esplanade, Level 9, Perth WA 6000, Australia. The telephone number of our registered office is +(61) 8-9322-6322.

IperionX was originally incorporated in Western Australia on May 5, 2017. We are an Australian public company subject to the provisions of the Australian Corporations Act.

Our ordinary shares have been listed on the Australian Securities Exchange since 2018, previously under the symbols “TAO” and “HYM” and currently under the symbol “IPX.” Our American Depositary Shares (“ADSs”), each representing 10 of our ordinary shares, are listed on the Nasdaq Capital Market (“Nasdaq”) under the symbol “IPX.” The Bank of New York Mellon acts as depositary for the ADSs.

The SEC maintains an internet site at http://www.sec.gov that contains reports, information statements, and other information regarding issuers that file electronically with the SEC. We also maintain a web site at www.iperionx.com. The information contained on our website or available through our website is not incorporated by reference into and should not be considered a part of this annual report on Form 20-F, and the reference to our website in this annual report on Form 20-F is an inactive textual reference only.

B. Business Overview

Our mission

IperionX aims to become a leading sustainable producer of titanium critical minerals, titanium powders and titanium end products for a wide range of industries.

Titanium is prized for its high strength-to-weight ratio and its resistance to high temperatures and corrosion. Titanium is used in numerous advanced industries, including consumer electronics, aerospace, defense, medical, bicycles, additive manufacturing, hydrogen and automotive. IperionX is in commercial discussions with a range of customers across these sectors that desire high-performance titanium products via a more sustainable supply chain.

IperionX aims to sell titanium alloys and manufactured titanium products directly to these customers. Our future products may include manufactured titanium components, titanium powders for additive manufacturing and powder metallurgy and traditional titanium plate, bar, rod and wire. We expect to offer a range of titanium alloys, including aerospace grade titanium alloys and other high performance titanium alloys.

Since the 1940's, titanium has been commercially produced using the Kroll Process, which is a relatively energy and cost-intensive method that produces high levels of greenhouse gas emissions. In contrast, IperionX holds an exclusive option to acquire the intellectual property rights to certain patented titanium and metal alloy production technologies that are expected to use less energy to produce high-performance titanium products, at lower costs, with zero Scope 1 and 2 emissions, driven by the expected use of 100% renewable energy at our facilities (as reported in our recent life cycle assessment published in June 2024).

Today the United States has limited domestic primary titanium metal (titanium sponge) production capacity and currently imports over 95% of the titanium sponge required for its advanced industries. We plan to re-shore titanium metal production, thereby reducing America's acute reliance on primary titanium imports and strengthening the domestic titanium supply chain.

To achieve our goals, IperionX has two key value drivers:

- Titanium: IperionX is actively scaling the Technologies to produce high performance titanium alloys and products at lower costs, with zero Scope 1 and 2 emissions, from either scrap titanium or titanium minerals. IperionX currently produces titanium products made from scrap titanium at our IPF in Utah and is in the process of commissioning a larger-scale titanium production facility in Virginia; and

- Critical Minerals: IperionX owns the Titan critical minerals project (the "Titan Project") in Tennessee, which is currently one of the largest permitted titanium, zircon and rare earth mineral resources, reported in accordance with the JORC Code (2012 Edition), in the United States.

We expect that the Technologies will allow a low life cycle carbon footprint and a more sustainable production of titanium alloys. IperionX currently produces high performance titanium products made with 100% titanium scrap feedstock at both our Industrial Pilot Facility in Utah and at our titanium production facility in Virginia.

To meet the growing demand for sustainable and lower cost titanium products, IperionX is commissioning its titanium manufacturing facility in Virginia, with first production of deoxygenated titanium achieved in August 2024, and full system commissioning expected in late 2024 calendar year. Once commissioned, we intend to scale the capacity of this innovative titanium facility – in a modular development approach – to the higher production levels on the same site in Virginia.

To support the potential future growth in titanium production, we plan to develop the Titan Project in Tennessee to provide low-cost titanium mineral feedstock. In addition, we believe the Titan Project has the potential to be a sustainable, low-cost and globally significant producer of titanium, rare earths and zircon minerals. These minerals are important for advanced U.S. industries including consumer electronics, aerospace, defense, medical, bicycles, additive manufacturing, hydrogen and automotive.

Why Titanium?

Titanium is a strong, lightweight metal with important material properties for applications in consumer electronics, aerospace, defense, medical, additive manufacturing, hydrogen and automotive. A range of titanium alloys is recognized for its high strength-to-weight ratio and excellent corrosion resistance that exceed many stainless steel and aluminum alloys. However, titanium's high production and manufacturing cost has historically been a key factor in hindering its widespread application versus other structural metals such as stainless steel and aluminum.

Currently, primary titanium metal is largely produced by the Kroll Process, invented in the 1940s. The Kroll Process works by reducing titanium from titanium tetrachloride with magnesium in a capital and energy-intensive batch process.

After primary titanium is produced with the Kroll Process, it must be melted, alloyed and remelted into ingots. The ingots are then processed in a series of manufacturing steps to produce mill products, including consecutive rolling steps, extruding and forging. Mill products can be machined into parts using subtractive methods where large portions of the titanium metal are machined away into scrap. Some mill products are drawn into wire and used in a gas atomization process to produce spherical titanium powders.

The United States depends on imported titanium to support its defense and critical infrastructure needs. In 2018, Russian and Chinese titanium sponge producers controlled 61% of the world's titanium sponge production. By 2023, Russia and China's control of global titanium sponge production had increased to approximately 75%.

IperionX plans to re-shore an end-to-end titanium supply chain to the United States by vertically integrating the Technologies and the Titan Project to make sustainable, lower cost high-performance titanium.

Titanium Technologies

We believe we are uniquely positioned to re-shore a fully integrated mineral-to-metal titanium supply chain to the U.S. IperionX has developed an innovative 'end-to-end' American titanium supply chain solution, that spans from the production of domestically sourced titanium minerals, the technology to upgrade these minerals to +99% TiO_2, as well as the ability to utilize the largest range of recycled scrap titanium as feedstocks for low-cost titanium metal production.

Titanium is a superior metal in many applications to both steel and aluminum, but its high production and manufacturing cost often limits its use to high performance applications.

The incumbent industry titanium production method is the Kroll Process which is an energy and capital-intensive batch process that has limited titanium's market penetration to advanced applications. The Kroll Process is also complex, requiring toxic reagents and repeated high temperature melting processes. Over the years, the search for a more efficient lower-cost production method for titanium has failed to meet quality requirements, cost reduction needs or commercial scalability.

In contrast, our licensed titanium technologies feature lower energy consumption, lower capex, faster cycle times and higher product yields – produced from either titanium minerals or scrap – to produce low-cost and high-quality angular and spherical titanium powder to produce titanium semi-finished stock products for advanced applications. IperionX can also use these titanium powders to produce near-net forged titanium alloy shapes and high-value final titanium parts and components using additive manufacturing. The interlocking series of patented titanium technologies span the full supply chain and offers a vertical integration platform.

These technologies provide IperionX with the capacity to re-shore a fully integrated mineral-to-metal titanium supply chain to the U.S. IperionX's innovative 'end-to-end' American titanium supply chain solution spans from the production of domestically sourced titanium minerals, the technology to upgrade those minerals, as well as the ability to utilize recycled scrap titanium as key feedstocks for low-cost titanium production and manufacturing.

IperionX has proven the capability of the proprietary titanium technologies to upgrade titanium minerals from the Titan Project in Tennessee to produce high grade +99% TiO_2, and then successfully use this enriched feedstock to manufacture high-quality spherical titanium alloy (Ti-6Al-4V) powder. Quality testing of this spherical titanium powder surpassed industry standard Grade 5 specifications for oxygen content.

Green Rutile & ARH Technologies

We hold an exclusive license to patented mineral upgrading technologies, Green Rutile™ and ARH™, which we believe can add value to titanium minerals to produce low-cost and high-purity titanium feedstock for use at HAMR titanium production facilities.

The patented Green Rutile process upgrades lower grade titanium minerals into higher-grade synthetic rutile titanium product plus a co-product of purified iron oxide powder that could be used for metal alloying or produced as a pre-cursor for lithium-iron-phosphate (LFP) batteries.

Most global synthetic rutile production is based upon the incumbent Becher Process, which consists of roasting lower-grade ilmenite titanium minerals using coal as a reductant in a rotary kiln at temperatures of more than 1,100°C to convert the iron oxide in the ilmenite to metallic iron, and then 'rusting' the kiln product in an aerated salt solution to remove most of the metallic iron.

The scope 1 & 2 emissions from the current production of synthetic rutile and titanium slag are significant, estimated at approximately 3.3 tons and 2 tons of CO_2 equivalent per ton of product. In contrast, our Green Rutile process does not use coal as a reductant, and when combined with renewable or low-carbon sourced electricity, has the potential to result in high-quality titanium product with low carbon emissions.

IperionX is advancing plans to scale-up the Green Rutile enrichment technology to upgrade lower grade ilmenite titanium minerals from the Titan Project into a high-quality synthetic rutile titanium product and iron oxide powder co-product.

Alkaline Roasting and Hydrolysis (ARH™) technology can further upgrade rutile titanium minerals, including Green Rutile, to +99% titanium dioxide (TiO_2) feedstock so that it can be used as a high-purity feedstock for the HAMR titanium production process.

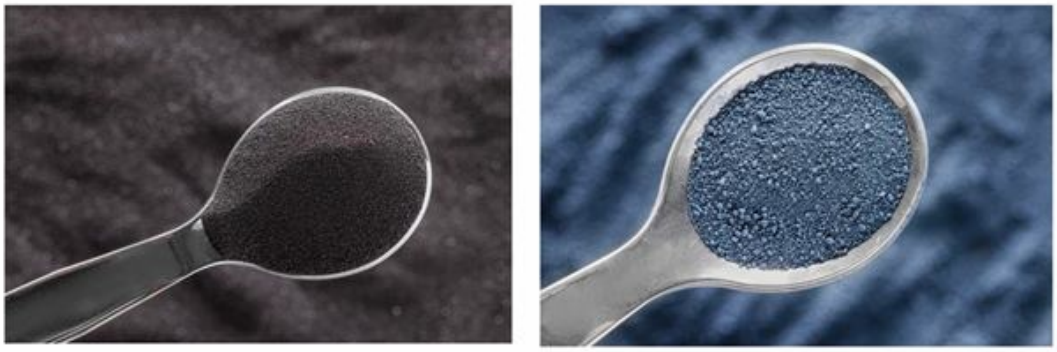


Figure 1: IperionX Titan Project ilmenite (LHS) prior to conversion to low carbon, high grade synthetic rutile (RHS).

HAMR Titanium Technologies

The HAMR™ titanium production process is a proprietary breakthrough technology originally developed at the University of Utah with funding from the U.S. Department of Energy's ARPA-E program.

HAMR, which stands for Hydrogen Assisted Metallothermic Reduction, is a patented powder metallurgy process technology to produce titanium and other metal powders. This process can take almost any form of titanium minerals or scrap titanium feedstock and produce titanium powders at low energy intensity, enabling the potential for low-cost, low-carbon emission titanium production in a sustainable closed loop. The majority of the energy and emissions savings are realized by eliminating the need to chlorinate titanium dioxide (TiO_2) to make titanium tetrachloride ($TiCl_4$) and removing the need for vacuum distillation after the reduction of $TiCl_4$.

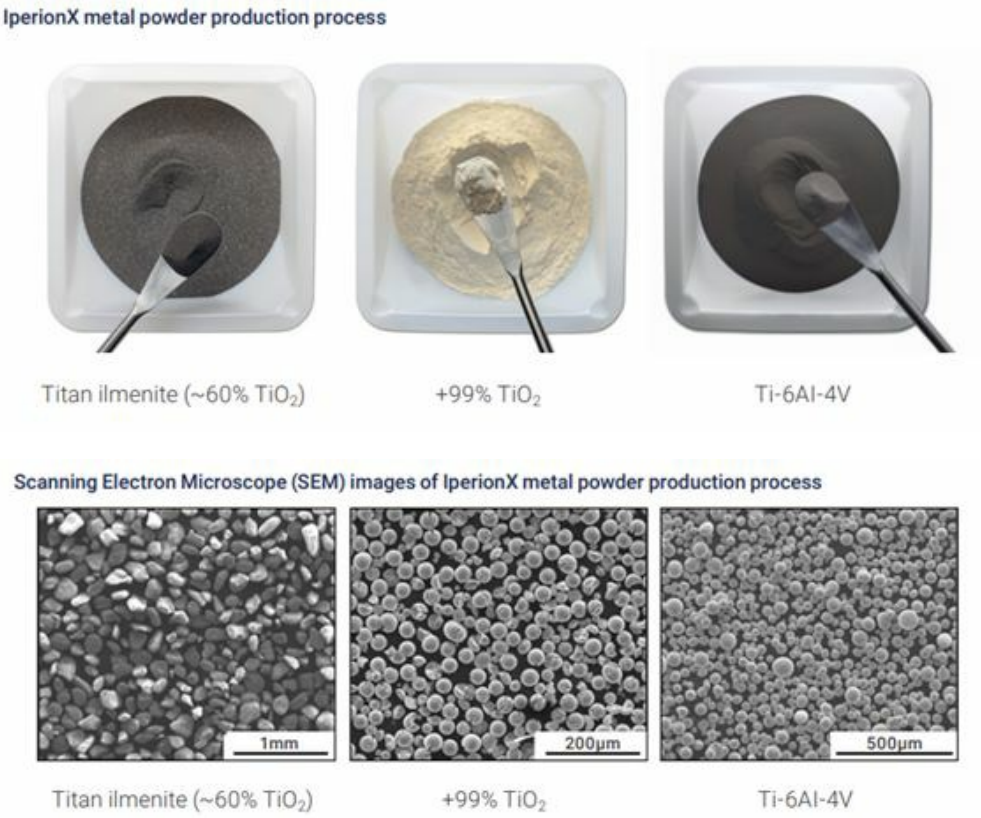
The HAMR process uses powder metallurgy processing steps to control the size of the particles and add alloying elements to produce high-quality titanium powder. The HAMR process destabilizes Ti-O using hydrogen, making it possible to turn the reduction of TiO_2 with Mg from being thermodynamically impossible to thermodynamically favored. This allows TiO_2 to be reduced and deoxygenated directly by Mg to form TiH_2 with low oxygen levels to meet industry quality standards. TiH_2 is then processed into titanium metal alloys for advanced market applications.

GSD Technologies

We hold an exclusive license to the Granulation-Sintering-Deoxygenation (GSD™) process, which is a patented thermochemical technology designed to produce spherical titanium powders for 3D printing and additive manufacturing. This innovative process significantly enhances production efficiency, increasing powder yield by up to 50%, while delivering spherical titanium powders with low oxygen content, precise particle size control, and excellent flowability.

In contrast, existing methods for producing spherical metal powders - such as gas atomization, plasma atomization, and the plasma rotating electrode process - face significant limitations. While gas and plasma atomization can generate fine powders, their final product yield is low after size classification. A common challenge across all these methods is the low production yield of fine powders, which is a key driver of the high cost of titanium powder in additive manufacturing. GSD™ technology addresses these limitations, offering a more efficient and cost-effective solution for high-quality titanium powder production.

The HAMR technologies offer the capability to directly manufacture advanced alloys from the oxides of alloying elements. These technologies enable the use of alloying elements like iron, niobium, zirconium, and molybdenum etc. to create titanium alloys with enhanced strength, ductility, and fatigue performance. The HAMR technology offers advantages to manufacture advanced metal alloys that are difficult to produce at scale using traditional methods, such as melt processes.



HSPT Titanium Forging Technologies

We hold an exclusive license to the patented Hydrogen Sintering and Phase Transformation (HSPT™) technology enables the low-cost production of near-net-shape and additively manufactured titanium parts with similar properties to traditional forged or wrought parts.

In traditional wrought manufacturing, multiple energy intensive and expensive forging and machining steps are required to produce a titanium bar, plate, or sheet, and the subsequent machining required to make a part by subtractive manufacturing results in significant levels of scrap generation.

While powder metallurgy and additive manufacturing generate less waste and can be lower-cost alternatives to traditional manufacturing, titanium parts manufactured by these alternative approaches typically have poor mechanical properties and often rely on expensive post-sintering thermal mechanical processing.

In contrast, the patented HSPT ‘forging’ technology yields a wrought-like ultrafine grain microstructure to produce titanium products with superior fatigue properties versus traditional titanium powder metallurgy methods.

IperionX plans to leverage its patented HAMR and HSPT technologies with powder metallurgy to manufacture high-performance forged titanium products.

By combining powder metallurgy or additive manufacturing with the HSPT processing technology, IperionX can produce near-net-shape titanium parts with an ultra-fine-grain microstructure. These parts have the potential to be produced at significantly lower cost and with greatly reduced scrap generation, while achieving material performance properties similar to those produced by forging.

Markets

Titanium and its alloys are used in high-performance applications across a wide range of advanced industries. Titanium alloys are prized for their strength, lightweight, and high resistance to corrosion.

IperionX's technologies produce lower-cost and high-quality titanium metal powder that can be used to produce titanium semi-finished stock products, near-net forged titanium alloy shapes and high-performance final titanium parts. A significant reduction in the end-to-end cost of manufacturing titanium parts has the potential to increase the application of titanium to a wider range of markets.

Automotive and transport

Titanium is used in high-performance vehicles for components including exhaust systems, connecting rods, and suspension parts, where weight reduction and strength are crucial. The potential application of titanium for lightweighting vehicles, including electric vehicles, provides a very large prospective market for widespread use of titanium to improve fuel economy and extend battery range.

Consumer electronics

Titanium is increasingly considered a superior material for casings in consumer electronic applications, including smart phones and watches. Apple, Samsung and Xiaomi have all introduced titanium products in recent years, attributable to the material's durability and strength to weight ratio.

Aerospace and defense

The aerospace industry has been a leading market for high-performance titanium alloys. Titanium's exceptional weight-to-performance ratio, fatigue strength, and resistance to high temperatures enhance fuel efficiency and boost the overall lifespan of aerospace components. The corrosion resistance of titanium also makes it indispensable in a range of naval applications, including submarines.

Energy

Titanium is a key component in the formation of hydrogen via electrolysis and is the main material for porous transport layers in proton exchange membrane electrolyzers and fuel cells. Titanium alloys are also used in nuclear reactors for components that need to withstand demanding corrosive environments.

Medical

Titanium is biocompatible, meaning it is well-accepted by the human body. It is commonly used in dental implants, joint replacements, and other surgical implants.

Luxury goods

Titanium is a premium product prized for its high strength, lightweight and corrosion resistance in luxury goods, including premium watches.

Industrial

Titanium's exceptional resistance to corrosion by chemicals makes it a preferred material for applications in high-performance chemical processing, such as reactors, heat exchangers and desalination.

Sustainability

IperionX believes the global transition towards a sustainable economy and the technologies of the future will drive increased demand for critical minerals and metals, including titanium. IperionX's technologies bypass the high-cost, high-carbon Kroll Process and the energy intensive titanium melt processes and forging. IperionX's core patented technologies can potentially provide a more sustainable and circular titanium metal supply chain compared to the current titanium supply chain.

Sustainability Governance and Disclosures

IperionX was founded with the goal to sustainably usher in the Titanium Age, and to that end, sustainability is embedded into our culture, business planning, and operations. Sustainability is governed from the highest levels of IperionX's management, with the Sustainability Committee meeting quarterly to oversee all related initiatives, including the Annual Sustainability Report and annual sustainability goals. IperionX reports annually on its sustainability progress following GRI, SASB, and TCFD guidance.

Social Responsibility

IperionX values its diverse employees and local communities in Virginia, Utah, and Tennessee. Protecting the health and safety of all our stakeholders, including our employees, contractors, visitors, and communities, is a core value of IperionX and fundamental to our future success. IperionX takes the responsibility of creating a safe workplace for employees seriously, ensuring compliance with applicable occupational and environmental health and safety laws and regulations governing our operations.

Sustainable Titanium Technologies

IperionX's proprietary titanium technologies enable a circular titanium economy, helping to meet today's critical needs for domestically sourced materials while supporting our customers in achieving their product circularity and sustainability goals. IperionX's process diverts valuable titanium from downcycling—or from yesterday's waste stream—and upcycles it into new, 100% recycled high-performance titanium products.

Low Carbon Footprint

IperionX's sustainable and low-carbon titanium powders are produced using 100% renewable energy, with zero associated scope 1 and 2 carbon emissions. The low scope 3 emissions associated with the titanium production process are being actively managed and reduced via the procurement of low-carbon process inputs.

IperionX completed a comparative life cycle assessment (LCA) to demonstrate the low-carbon offerings of its spherical titanium powders compared to other conventionally produced metal powders for additive manufacturing. Results of the comparative LCA for climate change impacts indicate that 100% recycled spherical titanium powder to be produced at IperionX's Titanium Production Facility in Virginia has the potential for a life cycle carbon footprint as low as 7.8 kilograms (kg) of carbon dioxide equivalents (CO_2e) per kg of powder. This finding represents over a 90% decrease in carbon footprint when compared to conventional titanium powders produced using the plasma atomization process (estimated to be 88.8 kg CO_2e per kg powder).

UL validated 100% Recycled Content Titanium Metal Powder

IperionX achieved re-validation by UL according to Environmental Claim Validation Procedure 2809-2 for its 100% recycled content titanium metal powder made in the U.S. for a second year in a row. UL Solutions (UL) is one of the world's most trusted names in third-party product safety and standards. IperionX recognizes that third-party certifications provide important independent validation of our unique titanium product offerings.

Sustainable Mineral Development

IperionX is committed to resource efficiency, sustainable land management, and biodiversity at its Titan Project in Tennessee. The Titan Project intends to serve as a global model of sustainability and land stewardship throughout its life cycle. Once operational, mineral extraction activities at the Titan Project will require no drilling or blasting and will be completed in a phased approach with progressive backfill to minimize our active operations to a small footprint at any given time.

Our Production Facilities

Industrial Pilot Facility – Utah

Our Industrial Pilot Facility ("IPF"), located in Salt Lake City, Utah, has been producing titanium metal powder with the Technologies since 2019. IperionX has been producing angular and spherical titanium metal powders in ~50-kilogram batches at the IPF for customers and advanced prototyping. Scrap titanium metal is the key titanium feedstock, with renewable power utilized to produce high-quality titanium powder.

Production at the IPF has demonstrated that the Technologies can reduce high oxygen content material to very low levels in titanium metal. This unique deoxygenation process allows IperionX to accept a wide range of titanium scrap material feedstocks to consistently produce high quality titanium powder.

Titanium Manufacturing Campus – Virginia

Our Titanium Manufacturing Campus in Virginia comprises the Titanium Production Facility ("TPF") and the Advanced Manufacturing Center ("AMC"). Commissioning of the TPF is underway, which will produce high-quality and low-cost angular and spherical titanium powders. These titanium metal powders will be marketed to a wide range of customers for use in additive manufacturing and powder metallurgy. The high-quality titanium powders will also be an important low-cost internal feedstock at the Advanced Manufacturing Center, where they will be utilized to manufacture a wide range of higher value titanium products such as semi-finished traditional mill products, near-net-shape forged titanium components and high-value titanium products using additive manufacturing.

Titanium Production Facility – First Titanium Deoxygenation Production Run Complete

In August 2024, IperionX's HAMR furnace successfully completed the first titanium deoxygenation production run at the Titanium Production Facility. The successful titanium deoxygenation production cycle was a significant milestone in the development of HAMR technology that has the potential to revolutionize the titanium industry and demonstrates the commercial-scale capabilities of IperionX's breakthrough titanium deoxygenation technologies.

Produced entirely from 100% scrap titanium (Ti-6Al-4V alloy, Grade 5 titanium), quality assessments confirmed a large reduction in oxygen levels from 3.42% to below 0.07%, far exceeding the ASTM standard requirement of 0.2% for Grade 5 titanium.

During fiscal 2024, the U.S. Department of Defense contracted to award IperionX US$12.7 million in funding under the DPA Title III authorities to address U.S. titanium supply chain vulnerabilities. This funding is being applied towards the Company's Titanium Production Facility. Title to all assets purchased by the Company with funds from the U.S. government vest with the U.S. government during the term of the technology investment agreement. At the end of the agreement, title may be transferred back to the Company subject to certain conditions

Advanced Manufacturing Center – High-performance Titanium Product Manufacturing

IperionX plans to leverage its patented HAMR and HSPT technologies with powder metallurgy to manufacture high-performance forged titanium products at its Advanced Manufacturing Center, also located at the Titanium Manufacturing Campus in Virginia.

The use of powder metallurgy has historically been limited in the titanium industry for two key reasons:

1. Titanium powder manufactured from high-cost titanium billets generates high yield losses for on-spec (low oxygen) titanium metal angular powders. This results in high-cost angular titanium powders, limiting their application for traditional powder metallurgy production processes.

2. Standard argon-vacuum sintering processes used to consolidate titanium powder can produce inferior microstructure, strength and fatigue properties compared to traditional forged titanium products.

IperionX's patented HAMR titanium production technology can produce low-cost and high-quality titanium metal angular powders. Importantly, the proprietary HSPT 'forging' technology yields a wrought-like ultrafine grain microstructure to produce titanium products with superior fatigue properties versus traditional titanium powder metallurgy methods.

Re-shoring U.S. Critical Mineral Production with the Titan Critical Mineral Project

IperionX plans to initially use 100% recycled titanium metal scrap as feedstock for the titanium powder and products produced at the Titanium Manufacturing Campus. However, with high levels of forecast demand growth, IperionX intends to backwards integrate using upgraded titanium mineral feedstock from the Titan Project in Tennessee.

The Titan Project has the potential to be a long-term, low-cost and globally significant producer of titanium, rare earth and zircon critical minerals. These critical minerals are required for advanced U.S. industries, including consumer electronics, aerospace, defense, medical, additive manufacturing, hydrogen and automotive.

Future development of the Titan Project could provide a long-term source for low-cost upgraded titanium feedstocks that, combined with the Technologies, could help establish a fully integrated U.S. titanium supply chain. Vertical integration of the Technologies along with a U.S. supply of critical minerals, including titanium, offers potential long-term competitive and strategic advantages.

The Titan Project's Mineral Resources are as follows.

Titan Project - Mineral Resources
at the End of the Fiscal Year Ended June 30, 2024
Based on Prices Set Forth in Footnote 3 Below

					THM assemblage			
	Metric tons	Grade	THM	Cut-off grade	Zircon	Rutile	Ilmenite	REE

Resource Category	(in millions)	(THM %)	(million metric tons)	(THM %)	(% of THM)	(% of THM)	(% of THM)	(% of THM)
Measured	-	-	-	-	-	-	-	-
Indicated	241	2.2	5.3	0.4	11.3	9.3	39.7	2.1
Measured and Indicated	241	2.2	5.3	0.4	11.3	9.3	39.7	2.1
Inferred	190	2.2	4.2	0.4	11.7	9.7	41.2	2.2
Total	**431**	**2.2**	**9.5**	**0.4**	**11.5**	**9.5**	**40.3**	**2.1**

1. Mineral resources are reported using the definitions set out in Regulation S-K 1300 and are current as at June 30, 2024. Mineral resources are reported in situ.
2. The third-party firm responsible for the estimate is Karst Geo Solutions LLC.
3. Mineral resources are reported within a conceptual pit shell that uses the following key assumptions: rutile prices of US$1,440/t; ilmenite prices of US$280/t; rare earth mineral concentrate prices of US$11,630/t; zircon prices of US$1,680/t; metallurgical recoveries: rutile of 66.9%, ilmenite of 79.7%, rare earth mineral concentrate of 82.6%, zircon of 77.6%; mining costs of US$2.66/t run-of-mine; processing costs of US$2.91/t run-of-mine, transport cost of US$0.22/t run-of-mine, general and administrative costs of US$0.71/t run-of-mine, reclaim/rehandle cost of US$2.66/t run-of-mine (only used for selective mining comparison) and incremental in pit management cost of 1.00$/t run-of-mine (only used for selective mining comparison) and royalty of 5%.
4. Mineral resources are reported above a cut-off grade of 0.4% THM.
5. Estimates have been rounded.

Our Strategies

IperionX's mission is to create long-term shareholder value by scaling a lower cost titanium metals business in the United States. If we succeed in scaling these Technologies, we believe our titanium products may have the potential to be used in a wide range of advanced industries. In addition to titanium, we plan to develop and apply the Technologies to other critical metal and mineral products to support an advanced, renewable and sustainable economy in the United States.

We also aim to create long-term, productive jobs for the communities in which we operate, and invest in our communities to ensure they remain beneficiaries and participants in our continued growth as a company.

To achieve our mission and objectives, we currently have the following business strategies and prospects over the medium to long term:

- complete the commissioning of our commercial scale titanium production facility in Virginia;
- continue to scale-up and commercialize the Technologies to produce titanium metal and metal powders for key markets, including consumer electronics, aerospace, defense, medical, bicycles, additive manufacturing, hydrogen and automotive;
- complete techno-economic evaluations, including working with current and potential customers to provide titanium metal powder samples and prototype titanium components produced with our titanium metal powder using the Technologies;
- continue to investigate alternative applications of the Technologies to additional value-added metal closed-loop production capabilities, including zircon and synthetic rutile, and the potential production of rare earth elements;
- continue discussions with current and potential customers and strategic partners for future production and sale of titanium metal products, titanium minerals and other critical minerals, including, but not limited to, rare earth elements;
- continue to expand IperionX's critical mineral land position in the United States, explore for additional critical minerals and secure final permit and zoning approvals;
- complete a Pre-Feasibility and/or Feasibility Study on the Titan Project to assess the economic potential of the Project and define an initial Ore Reserve; and
- vertically integrate the Technologies with titanium material feedstocks from the Titan Project to develop an end-to-end U.S.-based titanium and critical mineral supply chain.

IperionX currently produces titanium products made from scrap titanium at our IPF and is currently commissioning our new TPF in Virginia, with first production of deoxygenated titanium achieved in August 2024. The TPF is expected to be commissioned by the end of the 2024 calendar year. Further, we have not yet constructed our planned Titan Project mine in Tennessee, U.S. or reported ore reserves as defined under Subpart 1300 standards.

Our Competitive Strengths

We believe that we are well-positioned to execute our business strategies because of the following competitive strengths:

Fully integrated, lower-cost and sustainable solution via patented titanium technologies

IperionX's HAMR titanium production technology provides a lower-energy, faster and lower temperature process to produce titanium, with energy consumption less than 50% versus current industry, and zero direct carbon emissions.
The HSPT "forging" technology, is a non-melt, advanced sintering technology that delivers forged quality titanium products.

HAMR and HSPT can lower the cost, energy, and yield loss of producing titanium products, and can produce titanium near-net-shape products at significantly higher yields and lower cost, unlocking a circular and zero direct carbon emission titanium supply chain.

We hold an exclusive license to IperionX's patented mineral upgrading technologies, Green Rutile™ and ARH™, which we believe can add value to titanium minerals to produce low-cost and high-purity titanium feedstock for our HAMR titanium production facilities.

Commercial scale production set to commence in Virginia using 100% titanium metal scrap feedstock

IperionX's advanced HAMR furnace was successfully commissioned at the Titanium Manufacturing Campus in August 2024, marking the first titanium de-oxygenation production run, and having successfully increased the furnace production capacity by approximately 60 times from pilot scale to produce high performance titanium that exceeds industry quality standards.

IperionX plans to rapidly expand the capacity of its Titanium Manufacturing Campus by deploying additional modular, low-risk and low-cost HAMR furnaces.

U.S. Government support to accelerate our growth plans

The U.S. government has recently invested is investing significant resources to re-shore in the United States a secure domestic titanium supply chain that is currently dominated globally by China and Russia. We believe that IperionX is well positioned to benefit from these resources to scale titanium production and manufacturing capacity.

In October 2023, IperionX was awarded US$12.7 million in funding under the U.S. Department of Defense ("DoD") Defense Production Act ("DPA") Title III Program to address U.S. titanium supply chain vulnerabilities through the development of IperionX's Titanium Manufacturing Campus in Virginia.

A range of other U.S. Government funding opportunities is also available as potential funding sources for further scale-up and these are currently being actively progressed.

Future integration using upgraded minerals from Titan Projects' titanium mineral resources

The fully permitted Titan Project in Tennessee is one of the largest titanium mineral resources in North America, as well as a leading U.S. resource of zircon and rare earth critical minerals.

The Titan Project, combined with our patented titanium mineral upgrading technologies, has the potential to deliver an innovative end-to-end solution for a U.S. titanium supply chain, providing significant strategic value for defense and advanced manufacturing.

Customers and Partnerships

IperionX is engaged in commercial discussions and transactions with current and potential customers, collaborators, and strategic partners interested in critical minerals, titanium metal and products produced with the Technologies.

Among these are:

- IperionX will supply Ford Motor Company with titanium metal components under a sourcing agreement to commence in 2025, and is further collaborating to design, test and manufacture other high-quality titanium components for future production vehicles;
- IperionX and Aperam have agreed a partnership where IperionX will apply its patented titanium technologies to upcycle up to 12 metric tons of titanium scrap produced from the consumer electronics sector to manufacture a range of high-performance titanium products;
- IperionX and Vegas Fastener have partnered to develop and manufacture titanium alloy fasteners and precision components;
- IperionX will supply United Stars Holdings, Inc. with up to 80 metric tons annually of high-performance, low cost and sustainable titanium products over a 10-year supply term;
- IperionX will supply GKN Aerospace titanium plate test components;
- IperionX agreed to an order with Lockheed Martin for the delivery of titanium plate components;
- IperionX will supply titanium metal plate to the U.S. Army Combat Capabilities Development Command Ground Vehicle Systems Center ("DEVCOM GVSC") for ballistic testing;
- IperionX has supplied watch case blanks made with its fully recycled, sustainable titanium powder to Panerai, a luxury manufacturer of high-end timepieces;
- IperionX is working with Canyon Bicycles ("Canyon") to prototype parts using additive manufacturing and our low-carbon, recycled titanium metal powders; and
- IperionX is collaborating with Carver Pump to process its titanium scrap into high-grade, high-quality titanium powder for the production of prototype titanium components.

Agreements relating to the potential sale of critical minerals include the following:

- IperionX previously signed a non-binding MOU to potentially establish a partnership with Energy Fuels that aims to build an integrated, all-American rare earths supply chain. The MOU will evaluate the potential supply of rare earth minerals from the Titan Project to Energy Fuels for value added processing at Energy Fuels' White Mesa Mill. Rare earths may be valued as critical materials for magnet production essential for wind turbines, electric vehicles, consumer electronics and military applications;
- IperionX previously signed a non-binding MOU with Chemours to investigate a potential supply agreement between IperionX and Chemours for up to 50,000 metric tons of ilmenite, 10,000 metric tons of rutile, and 10,000 metric tons of staurolite. Chemours operates one of the largest titanium dioxide plants at its New Johnsonville plant which is located approximately 20 miles from IperionX's Titan Project in Tennessee; and
- IperionX previously signed a non-binding MOU with Mario Pilato BLAT S.A. for the potential supply of zircon products. The MOU contemplates a supply agreement for an initial five-year term on an agreed market-based pricing methodology for the annual supply of up to 20,000 tons of zircon products from IperionX's Titan Project in Tennessee.

Competition

IperionX's principal competition is the high-carbon, high-cost incumbent titanium and critical mineral producers outside of the U.S., including from China and Russia. Many of our competitors have been in business longer than we have and have established more strategic partnerships and relationships and have greater financial accessibility than we have.

While we compete with other companies in the metals and natural resource space, we believe that there may be interested customers for our critical materials, including titanium metal, titanium minerals and rare earth minerals, if we can successfully develop the Titan Project. The price of metals and minerals can be affected by factors beyond our control, including:

- Fluctuations in the market prices for critical materials, titanium metal, titanium minerals and rare earth minerals;

- Fluctuating supplies of critical materials, titanium metal, titanium minerals and rare earth minerals;

- Fluctuating demand for critical materials, titanium metal, titanium minerals and rare earth minerals; and
- Metals and extraction activities of others.

Our Production Facilities

Industrial Pilot Facility – Utah

Our Industrial Pilot Facility ("IPF"), located in Salt Lake City, Utah, has been producing titanium metal powder with the Technologies since 2019. IperionX has been producing angular and spherical titanium metal powders in ~50-kilogram batches at the IPF for customers and advanced prototyping. Scrap titanium metal is the key titanium feedstock, with renewable power utilized to produce high-quality titanium powder.

Production at the IPF has demonstrated that the Technologies can reduce high oxygen content material to very low levels in titanium metal. This unique deoxygenation process allows IperionX to accept a wide range of titanium scrap material feedstocks to consistently produce high quality titanium powder.

Titanium Manufacturing Campus – Virginia

Our Titanium Manufacturing Campus in Virginia comprises the Titanium Production Facility ("TPF") and the Advanced Manufacturing Center ("AMC"). Commissioning of the TPF is underway, which will produce high-quality and low-cost angular and spherical titanium powders. These titanium metal powders will be marketed to a wide range of customers for use in additive manufacturing and powder metallurgy. The high-quality titanium powders will also be an important low-cost internal feedstock at the Advanced Manufacturing Center, where they will be utilized to manufacture a wide range of higher value titanium products such as semi-finished traditional mill products, near-net-shape forged titanium components and high-value titanium products using additive manufacturing.

Titanium Production Facility – First Titanium Deoxygenation Production Run Complete

In August 2024, IperionX's HAMR furnace successfully completed the first titanium deoxygenation production run at the Titanium Production Facility. The successful titanium deoxygenation production cycle was a significant milestone in the development of HAMR technology that has the potential to revolutionize the titanium industry and demonstrates the commercial-scale capabilities of IperionX's breakthrough titanium deoxygenation technologies.

Produced entirely from 100% scrap titanium (Ti-6Al-4V alloy, Grade 5 titanium), quality assessments confirmed a large reduction in oxygen levels from 3.42% to below 0.07%, far exceeding the ASTM standard requirement of 0.2% for Grade 5 titanium.

During fiscal 2024, the U.S. Department of Defense contracted to award IperionX US$12.7 million in funding under the DPA Title III authorities to address U.S. titanium supply chain vulnerabilities. This funding is being applied towards the Company's Titanium Production Facility. Title to all assets purchased by the Company with funds from the U.S. government vest with the U.S. government during the term of the technology investment agreement. At the end of the agreement, title may be transferred back to the Company subject to certain conditions

Advanced Manufacturing Center – High-performance Titanium Product Manufacturing

IperionX plans to leverage its patented HAMR and HSPT technologies with powder metallurgy to manufacture high-performance forged titanium products at its Advanced Manufacturing Center, also located at the Titanium Manufacturing Campus in Virginia.

The use of powder metallurgy has historically been limited in the titanium industry for two key reasons:

1. Titanium powder manufactured from high-cost titanium billets generates high yield losses for on-spec (low oxygen) titanium metal angular powders. This results in high-cost angular titanium powders, limiting their application for traditional powder metallurgy production processes.

2. Standard argon-vacuum sintering processes used to consolidate titanium powder can produce inferior microstructure, strength and fatigue properties compared to traditional forged titanium products.

IperionX's patented HAMR titanium production technology can produce low-cost and high-quality titanium metal angular powders. Importantly, the proprietary HSPT 'forging' technology yields a wrought-like ultrafine grain microstructure to produce titanium products with superior fatigue properties versus traditional titanium powder metallurgy methods.

Industrial Pilot Facility – Utah

Our Industrial Pilot Facility ("IPF"), located in Salt Lake City, Utah, has been producing titanium metal powder with the Technologies since 2019. IperionX has been producing angular and spherical titanium metal powders in ~50-kilogram batches at the IPF for customers and advanced prototyping. Scrap titanium metal is the key titanium feedstock, with renewable power utilized to produce high-quality titanium powder.

Production at the IPF has previously demonstrated that the Technologies can reduce high oxygen content material to very low levels in titanium metal. This unique deoxygenation process allows IperionX to accept a wide range of titanium scrap material feedstocks to consistently produce high quality titanium powder.

Capital Expenditures

Our capital expenditures amounted to US$8.1 million for fiscal 2024 and US$2.7 million for fiscal 2023 which represents the purchase of property, plant, and equipment and exploration and evaluation properties.

IperionX is currently commissioning its new TPF in Virginia, with first production of deoxygenated titanium achieved in August 2024.

The TPF is expected to have an initial Phase I production capacity of 125 tons per annum ("tpa") of titanium powder at full capacity. Phase I of the TPF is expected to be commissioned by the end of the 2024 calendar year.

During fiscal 2024, the U.S. DoD contracted to award the Company US$12.7 million in funding under the DPA Title III authorities. This funding is being applied towards the TPF to reach its initial Phase I production capacity of 125 tpa. Title to all assets purchased by IperionX with funds from the U.S. government vest with the U.S. government during the term of the technology investment agreement. At the end of the agreement, title may be transferred back to the Company subject to certain conditions.

We then plan to expand the capacity of the TPF by adding modular HAMR furnaces. The TPF is expected to have a Phase II production capacity of 2,000 tpa of angular titanium powder at Phase II capacity. We estimate the additional capital costs to expand the TPF to reach Phase II capacity to be approximately US$70 million. This will require additional funds, which may require future debt or equity financings.

We retain optionality to expand the capacity of the TPF to above 2,000 tpa of angular titanium powder, with the aim of being a leading U.S. titanium producer of approximately 10,000 metric tons per annum by 2030. Comprehensive engineering, commercial, and financial studies are underway to review potential product mix, production scale, and associated capital and operational expenditures at higher production levels. If we ultimately decide to expand the capacity of the TPF to above 2,000 tpa, this will require additional funds, which may require future debt or equity financings.

If we complete a definitive Feasibility Study for the Titan Project and make a Final Investment Decision ("FID") to develop the Titan Project, this will require substantial additional funding, which may require future debt or equity financings or joint venture partnership.

Operating Expenditures

Based on the TPF's planned Phase II production capacity of 2,000 tpa of angular titanium powder, we estimate the annual average annual operating cost of the TPF to be approximately US$30 per kilogram of angular titanium powder at full production and using forecast input material, energy and labor costs.

We estimate the additional capital costs to expand the TPF to reach planned Phase II production capacity of 2,000 tpa to be approximately US$70 million. This will require additional funds, which may require future debt or equity financings.

At the AMC, we estimate the annual average annual operating cost to "forge" titanium products via HSPT to be between US$3 to US$5 per kilogram for near-net shape products, and between US$8 to US$20 per kilogram for powder metallurgy manufacturing and forging of titanium sheet, bar and wire.

Our Mineral Properties

IperionX holds a 100% interest in the Titan Project, covering more than 11,000 acres of mineral properties in western Tennessee, which we consider prospective for critical minerals including titanium, rare earth elements, silica sand and zircon.

See "Item 4. Information on the Company – D. Property, Plant and Equipment" for information relating to the Titan Project.

EXPLORATION RESULTS

Since securing the initial Titan Project land position in late-2020, we have focused on proving the Titan Project's potential. We have conducted multiple drilling programs at the Titan Project, comprising more than 300 drill holes totaling more than 10,000 meters drilled during the fiscal periods ended June 30, 2023 and 2024. On June 30, 2023, we reported the results of the Initial Assessment on the Titan Project, which demonstrate the Titan Project's potential to be a low cost and globally significant North American producer of titanium, rare earths and other critical minerals needed for advanced U.S. industries such as consumer electronics, aerospace, space, defense, medical, bicycles, additive manufacturing, hydrogen and automotive. We also believe that there is a significant potential to increase production capacity at the Titan Project. The Initial Assessment, which adhered to the guidelines in Subpart 1300 of Regulation S-K, considered mining, processing, metallurgical, infrastructure, economic, marketing, legal, environment, social and government factors.

However, we remain an exploration stage minerals extraction company, and we have declared no reserves as defined under Subpart 1300 standards. See "Item 4. Information on the Company – D. Property, Plant and Equipment" for additional information relating to the Titan Project, including the relevant exploration results, which information is incorporated by reference.

EXPLORATION AND DEVELOPMENT PLANS

We are required by ASX Listing Rules to report ore reserves and mineral resources in Australia in compliance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code 2012 Edition) prepared by the Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (JORC). In contrast, the SEC generally requires disclosure of extraction reserves in accordance with Regulation S-K, Subpart 1300. We are an exploration stage minerals extraction company, and we have no reserves as defined under Subpart 1300 standards. See "Cautionary Note to United States Investors."

Filed as an exhibit to this Annual Report on Form 20-F is an updated technical report summary for our Titan Project, which includes an Initial Assessment to support our Mineral Resource estimate and address reasonable prospects of eventual economic extraction.

Over the next twelve months, we may undertake further drilling to expand and increase confidence in Titan Project deposit, as well as further metallurgical test work, hydrology and geotechnical studies, and economic studies to assess the economic potential of the Titan Project and define a critical minerals reserve base.

In addition to the Initial Assessment, we may undertake additional technical studies, including pre-feasibility and/or feasibility studies. These additional studies will also adhere to the guidelines in Subpart 1300 of Regulation S-K. If we complete all technical studies (and all necessary permitting activities), we may then undertake minerals extraction and processing activities. However, we currently do not have detailed plans for any component of the exploration and development plans.

Subject to market conditions and the ability to define an economically viable critical minerals deposit, our separate business plan for the Titan Project is to become a strategic, U.S. domestic source of high-quality and sustainable titanium and other critical mineral feedstocks, including rare earths, to the United States. The titanium minerals could form an important sustainable feedstock for the Technologies and assist in the scale up of the Technologies to meet potential future market demand. We believe that vertical integration with U.S.-based resource operations is a major competitive advantage for IperionX, providing a potential source of critical mineral feedstock.

We plan to effect our business plan for the Titan Project by:

- completing our exploration drilling program on initial land position and continuing to secure additional land leases to undertake additional exploration;

- undertaking necessary technical studies to assess the economic potential of the Titan Project and defining a critical minerals reserve base;
- completing required permitting and zoning activities;
- undertaking discussions with potential customers for future sale of titanium and other critical minerals, including rare earths;
- completing required financing activities;
- completing construction of the Titan Project's minerals extraction and processing facilities; and
- commencing minerals extraction and processing activities to supply the United States demand for clean, low-cost domestic sources of titanium and other critical minerals, including rare earths.

Extraction Permits and Approvals

In August 2023, we received what we believe are the requisite development permits required to start construction and operations of our planned wet concentrator plant at the Titan Project, including the National Pollutant Discharge Elimination System ("NPDES") Permit and Surface Mining Permit, which were issued by the Tennessee Department of Environment & Conservation.

We will require additional governmental permits to construct our planned dry mineral separation plant. We also will be required to renew our permits from time to time. Obtaining and renewing governmental permits is a complex and time-consuming process. The timeliness and success of permitting efforts are contingent upon many variables not within our control, including the interpretation of permit approval requirements administered by the applicable permitting authority. We may not be able to obtain or renew permits that are necessary to our planned operations or we may find that the cost and time required to obtain or renew such permits exceeds our expectations, which in turn could materially adversely affect our business plans or our prospective or actual revenues and profitability. In addition, private parties, such as environmental activists, frequently attempt to intervene in the permitting process and to persuade regulators to deny necessary permits or seek to overturn permits that have been issued. These third-party actions can materially increase the costs and cause delays in the permitting process and could cause us to not proceed with the development or operation of a property.

Our exploration operations are subject to extensive laws and regulations, which are overseen and enforced by multiple U.S. federal, state and local authorities. These laws govern exploration, development, production, exports, various taxes, labor standards, occupational health and safety, waste disposal, protection and remediation of the environment, protection of endangered and protected species and other matters. Mineral exploration operations are also subject to U.S. federal and state laws and regulations that seek to maintain health and safety standards by regulating the design and use of drilling methods and equipment. Various permits from government bodies are required for drilling operations to be conducted, and we cannot assure you such permits will be received. Environmental laws and regulations may also, among other things:

- Require notice to stakeholders of proposed and ongoing operations.
- Require the installation of pollution control equipment.
- Restrict the types, quantities and concentration of various substances that can be released into the environment in connection with minerals extraction or drilling activities.
- Limit or prohibit extraction or drilling activities on lands located within wetlands, areas inhabited by endangered species and other protected areas, or otherwise restrict or prohibit activities that could impact the environment, including water resources.
- Impose substantial liabilities for pollution resulting from current or former operations on or for any preexisting environmental impacts at the Titan Project site.

- Require preparation of an Environmental Assessment or an Environmental Impact Statement.

As of the date hereof, other than with respect to the acquisition of the Titan Project and related permitting activities, we have not been required to spend material amounts on compliance with environmental regulations. However, compliance with these laws and regulations may impose substantial costs on us, subject us to significant potential liabilities, and have an adverse effect upon our capital expenditures, results of operations or competitive position. Violations and liabilities with respect to these laws and regulations could result in significant administrative, civil, or criminal penalties, remedial clean-ups, natural resource damages, permit modifications or revocations, operational interruptions or shutdowns and other liabilities. The costs of remedying such conditions may be significant, and remediation obligations could adversely affect our business, results of operations and financial condition. Additionally, Congress and federal and state agencies frequently revise environmental laws and regulations, and any changes in these regulations or the interpretations thereof could require us to expend significant resources to comply with new laws or regulations or changes to current requirements and could have a material adverse effect on our business operations.

ADDITIONAL BUSINESS INFORMATION

Blacksand Option Agreement

Pursuant to an agreement initially signed by IperionX and Blacksand Technology in October 2021, and amended and restated in December 2022 and December 2023, IperionX has an exclusive option to either: (1) purchase all of Blackland's assets, including its intellectual property portfolio ("Purchase Option"); or (2) remain as the exclusive licensee of Blacksand's metal Technologies ("Exclusive License Option"). IperionX may exercise either option any time prior to 31 December 2024 ("Option Period"). As consideration for the options, IperionX has made option payments to Blacksand totaling US$6,000,000 during the Option Period (US$4,000,000 in cash payments and US$2,000,000 satisfied through the issue of shares in IperionX).

Should IperionX exercise the Purchase Option, it will pay Blacksand US$6,000,000 (in addition to the option payments already paid to Blacksand totaling US$6,000,000). Subject to shareholder approval, IperionX may elect to satisfy 30% of the total purchase price through the issue of shares in IperionX (based on a share price of each share being the greater of: (a) A$0.85; and (b) seventy-five (75%) of the volume weighted average price of shares in the 10-day trading period on the ASX immediately preceding the closing date, subject to a maximum issue price of A$3.00). IperionX shall also (i) commit to donate US$1,000,000 over a 3 year period towards the establishment of an endowed chair professorship at the University of Utah in the name of Dr. Zak Fang, which shall be used to support research and development related to IperionX and related technologies in the field of titanium, critical metals, and minerals; and (ii) if, from and after the closing date, net sales of products made from the patented technologies exceed $300,000,000, IperionX shall pay to Blacksand on an annual basis, a royalty equal to 0.5% of such excess cumulative net sales amount.

Alternatively, should IperionX exercise the Exclusive License Option, it will: (i) pay Blacksand US$2,000,000 (in addition to the option payments already paid to Blacksand totaling US$6,000,000); and (ii) beginning on the date that IperionX exercises the Exclusive License Option, IperionX shall begin to pay Blacksand a royalty equal to (A) 5% of the net sales of spherical powder, and (B) 3% of the net sales of angular powder; and (iii) commencing on the third anniversary of the date that IperionX exercises the Exclusive License Option, but no sooner than April 15, 2027, IperionX shall pay Blacksand a minimum aggregate annual royalty of the greater of $400,000 per calendar year or the royalty based on net sales, so long as any of the licensed patents being practiced by IperionX are valid. For the first calendar year of the minimum royalty obligation, the parties shall prorate the $400,000 minimum annual royalty based on the number of days from the commencement date of such minimum royalty through December 31 of that year. During the option period until December 31, 2024, Blacksand grants IperionX an exclusive, limited, royalty-free, license to develop the Technologies for commercial purposes.

Blacksand holds the exclusive commercial licensing rights for more than forty global patents through a license agreement with the University of Utah ("UoU License Agreement") including the global patents for the patented HAMR and HSPT technologies that can produce low-cost and low carbon titanium metal. The UoU License Agreement, as amended, grants Blacksand a paid up exclusive license to commercialize the intellectual property that Blacksand developed in conjunction with the University of Utah. The UoU License Agreement automatically continues unless one of the parties terminates. IperionX plans to apply this patent and technology platform across a wider range of advanced metal alloys for markets including consumer electronics, aerospace, space, defense, medical, bicycles, additive manufacturing, hydrogen and automotive.

Environmental Regulation

Our operations are subject to various environmental laws and regulations under the relevant government's legislation. Full compliance with these laws and regulations is regarded as a minimum standard for all operations to achieve. Instances of environmental non-compliance by an operation are identified either by external compliance audits or inspections by relevant government authorities. There have been no known breaches by us during the fiscal year ended June 30, 2024. For more information, see "Government Regulations" below.

GOVERNMENTAL REGULATIONS

U.S. Securities Regulations

Emerging Growth Company Status

We are an "emerging growth company" under the U.S. Jumpstart Our Business Startups Act of 2012, or the JOBS Act, and will continue to qualify as an "emerging growth company" until the earliest to occur of:

- the last day of the fiscal year during which we have total annual gross revenues of US$1,235,000,000 (as such amount is indexed for inflation every five years by the SEC) or more;
- the last day of our fiscal year following the fifth anniversary of the completion of our first sale of common equity securities pursuant to an effective registration statement under the Securities Act, which is expected to be June 30, 2028, unless we change our fiscal year;
- the date on which we have, during the previous three-year period, issued more than US$1,000,000,000 in non-convertible debt; or
- the date on which we are deemed to be a "large accelerated filer", as defined in Rule 12b-2 of the U.S. Securities Exchange Act of 1934, as amended, or the Exchange Act, which would occur as of the end of any fiscal year in which the market value of our ordinary shares and ADSs that are held by non-affiliates exceeds US$700,000,000 as of the last day of our most recently completed second fiscal quarter.

An emerging growth company may take advantage of specified exemptions from various requirements that are otherwise applicable to public companies in the United States. Generally, a company that registers any class of its securities under Section 12 of the Exchange Act is required to include in the second and all subsequent annual reports filed by it under the Exchange Act, a management report on internal control over financial reporting and an auditor attestation report on management's assessment of the company's internal control over financial reporting. However, for so long as we continue to qualify as an emerging growth company, we will be exempt from the requirement to include an auditor attestation report in our annual reports filed under the Exchange Act. In addition, Section 103(a)(3) of the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, has been amended by the JOBS Act, to provide that, among other things, auditors of an emerging growth company are exempt from any rules of the Public Company Accounting Oversight Board requiring mandatory audit firm rotation or a supplement to the auditor's report in which the auditor would be required to provide additional information about the audit and the financial statements of the company.

For information on the risks that accompany our status as an emerging growth company, see "Item 3. Key Information-D. Risk Factors – Risks Related to Our ADSs – We are an emerging growth company, and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies may make the ADSs less attractive to investors and, as a result, adversely affect the price of the ADSs and result in a less active trading market for the ADSs."

In the event that we cease to qualify as an emerging growth company, we will still be exempt from certain rules under the Exchange Act as a foreign private issuer, as described immediately below.

Foreign Private Issuer Status

We are also considered a "foreign private issuer" pursuant to Rule 405 under the Securities Act. As a foreign private issuer, we are exempt from certain rules under the Exchange Act that impose certain disclosure obligations and procedural requirements for proxy solicitations under Section 14 of the Exchange Act. In addition, our officers, directors and principal shareholders are exempt from the reporting and "short-swing" profit recovery provisions of Section 16 of the Exchange Act and the rules under the Exchange Act with respect to their purchases and sales of our ordinary shares or ADSs. Moreover, we are not required to file periodic reports and financial statements with the SEC as frequently or as promptly as United States companies whose securities are registered under the Exchange Act. In addition, we are not required to comply with Regulation FD (Fair Disclosure), which restricts the selective disclosure of material information.

Nasdaq also allows us as a foreign private issuer to elect to follow certain home country laws instead of Nasdaq practices applicable to U.S. companies. In particular, we follow home country law instead of Nasdaq practice regarding:

- Nasdaq's requirement that our independent directors meet regularly in executive sessions. The ASX Listing Rules and the Corporations Act do not require the independent directors of an Australian company to have such executive sessions and, accordingly, we have claimed this exemption.

- Nasdaq's requirement that an issuer provide for a quorum as specified in its bylaws for any meeting of the holders of ordinary shares, which quorum may not be less than 33 1/3% of the outstanding shares of an issuer's voting ordinary shares. In compliance with Australian law, our Constitution provides that two shareholders present shall constitute a quorum for a general meeting.

- Nasdaq's requirement that issuers obtain shareholder approval prior to the issuance of securities in connection with certain acquisitions, changes of control or private placements of securities, or the establishment or amendment of certain stock option, purchase or other compensation plans. Applicable Australian law and rules differ from Nasdaq requirements, with the ASX Listing Rules providing generally for prior shareholder approval in numerous circumstances, including (i) issuance of equity securities exceeding 15% (or an additional 10% capacity to issue equity securities for the proceeding 12-month period if shareholder approval by special resolution is sought at the Company's annual general meeting) of our issued share capital in any 12-month period (but, in determining the available issue limit, securities issued under an exception to the rule or with shareholder approval are not counted), (ii) issuance of equity securities to related parties (as defined in the ASX Listing Rules) and (iii) directors or their associates acquiring securities under an employee incentive plan.

For as long as we are a "foreign private issuer" we intend to file our annual financial statements on Form 20-F and furnish our semi-annual financial statements and quarterly updates on Form 6-K to the SEC for so long as we are subject to the reporting requirements of Section 13(g) or 15(d) of the Exchange Act. However, the information we file or furnish is not the same as the information that is required in annual and quarterly reports on Form 10-K or Form 10-Q for U.S. domestic issuers. Accordingly, there may be less information publicly available concerning us than there is for a company that files as a domestic issuer.

We may take advantage of these exemptions until such time as we are no longer a foreign private issuer. We are required to determine our status as a foreign private issuer on an annual basis at the end of our second fiscal quarter. We would cease to be a foreign private issuer at such time as more than 50% of our outstanding voting securities are held by U.S. residents and any of the following three circumstances applies: (1) the majority of our executive officers or directors are U.S. citizens or residents; (2) more than 50% of our assets are located in the United States; or (3) our business is administered principally in the United States. Since more than 50% of our assets are located in the United States, we will lose our status as a foreign private issuer if more than 50% of our outstanding voting securities are held by U.S. residents as of the last day of our second fiscal quarter in any year.

For information on the risks that accompany our status as a foreign private issuer, see "Item 3. Key Information – D. Risk Factors – Risks Related to Our ADSs – As a foreign private issuer, we are permitted to file less information with the SEC than a domestic issuer" and "Item 3. Key Information-D. Risk Factors – Risks Related to Our ADSs – We may lose our foreign private issuer status, which would then require us to comply with the Exchange Act's domestic reporting regime and cause us to incur additional legal, accounting and other expenses."

U.S. Environmental, Health and Safety Laws

IperionX's business operations, including the Technologies and the Titan Project, will be required to comply with applicable environmental protection laws and regulations and licensing and permitting requirements. The material environmental, health and safety laws and regulations that we must comply with include, among others, the following United States federal laws and regulations:

- National Environmental Protection Act ("NEPA"), which requires careful evaluation of the environmental impacts of extraction operations that require federal approvals;
- Clean Air Act ("CAA") and its amendments, which governs air emissions;
- Clean Water Act ("CWA"), which governs discharges to and excavations within the waters of the United States;
- Safe Drinking Water Act ("SDWA"), which governs the underground injection and disposal of wastewater;
- Resource Conservation and Recovery Act ("RCRA"), which governs the management of solid waste;
- Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), which imposes liability where hazardous substances have been released into the environment (commonly known as Superfund); and
- Federal Mine Safety and Health Act, which established the primary safety and health standards regarding working conditions of employees engaged in extraction, related operations, and preparation and milling of the minerals extracted, as well as the Occupation Safety and Health Act, which regulates the protection of the health and safety of workers to the extent such protection is not already addressed by the Federal Mine Safety and Health Act.

Our operations may also be subject to state environmental law and regulations, including but not limited to laws and regulations related to the reclamation of mined lands, which may require reclamation permits to be acquired prior to the commencement of minerals extraction operations and may require substantial financial guarantees to cover the cost of future reclamation activities.

Solid and Hazardous Waste

RCRA, and comparable state statutes, affect our operations by imposing regulations on the generation, transportation, treatment, storage, disposal and cleanup of hazardous wastes and on the disposal of non-hazardous wastes. Under the auspices of the United States Environmental Protection Agency ("EPA"), the individual states administer some or all of the provisions of RCRA, sometimes in conjunction with their own, more stringent requirements.

In addition, the federal Superfund law can impose joint and several liability without regard to fault or legality of conduct on classes of persons who are statutorily responsible for the release of a hazardous substance into the environment. These persons can include the current and former owners, lessees or operators of a site where a release occurs, and anyone who disposes or arranges for the disposal of a hazardous substance. Under CERCLA, such persons may be subject to strict, joint and several liability for the entire cost of cleaning up hazardous substances that have been released into the environment and for other costs, including response costs, alternative water supplies, damage to natural resources and for the costs of certain health studies. Moreover, it is not uncommon for neighboring landowners, workers and other third parties to file claims for personal injury and property damage allegedly caused by hazardous substances released into the indoor or outdoor environment. Each state also has environmental cleanup laws analogous to CERCLA. Hazardous wastes may have been previously handled, disposed of, or released on or under properties currently or formerly owned or leased by us or on or under other locations to which we sent waste for disposal. These properties and any materials disposed or released on them may subject us to liability under CERCLA, RCRA and analogous state laws. Under such laws, we could be required to remove or remediate disposed wastes or property contamination, to contribute to remediation costs, or to perform remedial activities to prevent future environmental harm.

Air Emissions

The federal CAA and comparable state laws restrict the emission of air pollutants from numerous sources through the issuance of permits and the imposition of other requirements. Major sources of air pollutants are subject to more stringent, federally imposed permitting requirements. Air pollution regulations may require us to obtain pre-approval for the construction or modification of certain projects or facilities expected to produce or significantly increase air emissions, obtain air permits and comply with stringent permit requirements or utilize specific equipment or technologies to control emissions of certain pollutants. The need to obtain permits has the potential to delay our operations, and we may be required to incur capital expenditures for air pollution control equipment or other air emissions related obligations. Administrative enforcement actions for failure to comply strictly with air pollution regulations or permits are generally resolved by payment of monetary fines and correction of any identified deficiencies. Alternatively, regulatory agencies could require us to forego construction, modification or operation of certain air emission sources.

Climate Change

Numerous regulatory initiatives have been enacted, and are likely to continue to be developed, at the international, national, regional and state levels of government to monitor and limit existing emissions of greenhouse gases ("GHGs") as well as to restrict or eliminate such future emissions. At the federal level, in December 2009, the EPA determined that emissions of carbon dioxide, methane and other GHGs endanger public health and the environment because emissions of such gases are, according to the EPA, contributing to warming of the earth's atmosphere and other climatic changes. Based on these findings, the EPA began adopting and implementing regulations to restrict emissions of GHGs under existing provisions of the CAA.

Congress has from time to time considered adopting legislation to reduce emissions of GHGs, and a number of state and regional efforts have emerged that are aimed at tracking and/or reducing GHG emissions by means of cap-and-trade programs. Cap and trade programs typically require major sources of GHG emissions to acquire and surrender emission allowances in return for emitting those GHGs. Further, the United States has rejoined the Paris Agreement and has committed to reduce U.S. GHG emissions by up to 52% by 2030. The adoption of legislation or regulatory programs or other government action to reduce emissions of GHGs could require us to incur increased operating costs.

Clean Water Act

The CWA imposes restrictions and strict controls regarding the discharge of wastes, including mineral processing wastes, into waters of the United States, a term broadly defined to include, among other things, certain wetlands. Permits must be obtained to discharge pollutants into federal waters. The CWA provides for civil, criminal and administrative penalties for unauthorized discharges, both routine and accidental, of pollutants. It imposes substantial potential liability for the costs of removal or remediation associated with discharges of oil or hazardous substances. State laws governing discharges to water also provide varying civil, criminal and administrative penalties, and impose liabilities in the case of a discharge of petroleum or its derivatives, or other hazardous substances, into state waters. In addition, the EPA has promulgated regulations that require permits to discharge storm water runoff, including discharges associated with construction activities. In the event of an unauthorized discharge of wastes, we may be liable for penalties and costs.

Pursuant to these laws and regulations, we may also be required to develop and implement spill prevention, control and countermeasure plans, also referred to as "SPCC plans," in connection with on-site storage of significant quantities of oil. Some states also maintain groundwater protection programs that require permits for discharges or operations that may impact groundwater conditions. The CWA also prohibits the discharge of fill materials to regulated waters including wetlands without a permit from the USACE.

In May 2015, the EPA issued a final rule that attempted to clarify the federal jurisdictional reach over waters of the United States, but the agency repealed this rule in September 2019 and replaced it with the Navigable Water Protection Rule in April 2020, which narrowed federal jurisdictional reach relative to the 2015 rule. The repeal and replacement of the 2015 rule is currently subject to litigation and the scope of the jurisdictional reach of the Clean Water Act may therefore remain uncertain for several years, with a patchwork of legal guidelines applicable to various states potentially developing. We could face increased costs and delays with respect to obtaining permits for dredge and fill activities in wetland areas to the extent they are required.

Underground Injection Control Permits

The federal SDWA creates a nationwide regulatory program protecting groundwater. This act is administered by the EPA. However, to avoid the burden of dual federal and state (or Indian tribal) regulation, the SDWA allows for the Underground Injection Control ("UIC") permits issued by states (and Indian tribes determined eligible for treatment as states) to satisfy the UIC permit required under the SDWA under two conditions. First, the state's program must have been granted primacy. Second, the EPA must have granted, upon request by the state, an aquifer exemption. The EPA may delay or decline to process the state's application if the EPA questions the state's jurisdiction over the mine site. Permits must be obtained before developing and using deep injection wells for the disposal or storage of produced fluids, and well casing integrity monitoring must be conducted periodically to ensure the well casing is not leaking produced fluids to groundwater. Contamination of groundwater by natural gas and oil drilling, production and related operations may result in fines, penalties, remediation costs and natural resource damages, among other sanctions and liabilities under the SDWA and other federal and state laws. In addition, third-party claims may be filed by landowners and other parties claiming damages for groundwater contamination, alternative water supplies, property impacts and bodily injury.

NEPA

NEPA requires federal agencies to evaluate major agency actions having the potential to significantly impact the environment. The NEPA process involves public input through comments which can alter the nature of a proposed project either by limiting the scope of the project or requiring resource-specific mitigation. NEPA decisions can be appealed through the court system by process participants. This process may result in delaying the permitting and development of projects or increase the costs of permitting and developing some facilities.

Endangered Species Act

The federal Endangered Species Act ("ESA") restricts activities that may affect endangered and threatened species or their habitats. Some of our operations may be located in areas that are designated as habitats for endangered or threatened species. A critical habitat designation could result in further material restrictions to federal and private land use and could delay or prohibit land access or development. The United States Fish and Wildlife Service continues its effort to make listing decisions and critical habitat designations where necessary. The ESA has not previously had a significant impact on our operations. However, the designation of previously unprotected species as being endangered or threatened could cause us to incur additional costs or become subject to operating restrictions in areas where the species are known to exist.

Sustainability

During fiscal 2023 and 2024, IperionX engaged Presidio Graduate School's expert consulting division, PGS Consults to commence an Environmental, Sustainability and Corporate Governance ("ESG") assessment and subsequent integration study. PGS Consults is housed in Presidio Graduate School, the country's first and only independent graduate school focused entirely on sustainability and social justice, with corporate clients including HP Inc., Flex Ltd., Granite Construction, Thermo Fisher Scientific and Domaine Chandon.

PGS Consults have undertaken a materiality assessment, is assisting with the completion of a life cycle assessment, and created a playbook for sustainability leadership. The review and assessment identified sustainability focus areas, highlighted key sustainability recommendations, and will deliver an actionable life cycle assessment. PGS Consults will conduct studies in accordance with Global Reporting Initiative, UN Sustainable Development Goals, and Task Force on Climate-Related Financial Disclosures standards. The sustainability integration study will outline material physical and economic sustainability\m metrics as well as major development milestones and timelines.

Extraction Permits and Approvals

We currently have permits authorizing the exploration drilling activities with respect to the Titan Project. We are required to obtain governmental permits for some of our exploration activities and may be required to renew the permits we already have. Prior to developing or extracting any mineralization that we discover, we will be required to obtain new governmental permits authorizing, among other things, further site development activities and site operating activities. Obtaining and renewing governmental permits is a complex and time-consuming process and involves numerous jurisdictions. public hearings and possibly costly undertakings. The timeliness and success of permitting efforts are contingent upon many variables not within our control, including the interpretation of permit approval requirements administered by the applicable permitting authority. We may not be able to obtain or renew permits that are necessary to our planned operations or the cost and time required to obtain or renew such permits may exceed our expectations. Any unexpected delays or costs associated with the permitting process could delay the exploration, development or operation of our properties.

See "Item 3. Key Information – D. Risk Factors – Risks Related to Regulatory and Industry Matters – We will be required to obtain governmental permits in order to conduct development and minerals extraction operations, a process which is often costly and time-consuming."

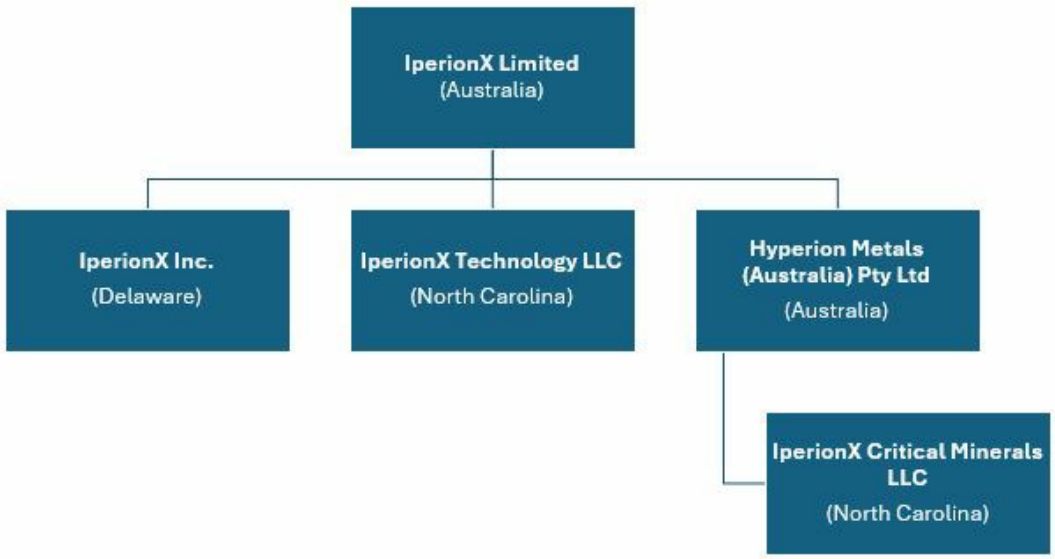
Our exploration operations are subject to extensive laws and regulations, which are overseen and enforced by multiple U.S. federal, state and local authorities. These laws govern exploration, development, production, exports, various taxes, labor standards, occupational health and safety, waste disposal, protection and remediation of the environment, protection of endangered and protected species and other matters. Mineral exploration operations are also subject to U.S. federal and state laws and regulations that seek to maintain health and safety standards by regulating the design and use of drilling methods and equipment. Various permits from government bodies are required for drilling operations to be conducted, and we cannot assure you such permits will be received. Environmental laws and regulations may also, among other things:

- Require notice to stakeholders of proposed and ongoing operations.
- Require the installation of pollution control equipment.
- Restrict the types, quantities and concentration of various substances that can be released into the environment in connection with minerals extraction or drilling activities.
- Limit or prohibit extraction or drilling activities on lands located within wetlands, areas inhabited by endangered species and other protected areas, or otherwise restrict or prohibit activities that could impact the environment, including water resources.
- Impose substantial liabilities for pollution resulting from current or former operations on or for any preexisting environmental impacts at the Titan Project site.
- Require preparation of an Environmental Assessment or an Environmental Impact Statement.

As of the date hereof, other than with respect to the acquisition of the Titan Project and related permitting activities, we have not been required to spend material amounts on compliance with environmental regulations. However, compliance with these laws and regulations may impose substantial costs on us, subject us to significant potential liabilities, and have an adverse effect upon our capital expenditures, results of operations or competitive position. Violations and liabilities with respect to these laws and regulations could result in significant administrative, civil, or criminal penalties, remedial clean-ups, natural resource damages, permit modifications or revocations, operational interruptions or shutdowns and other liabilities. The costs of remedying such conditions may be significant, and remediation obligations could adversely affect our business, results of operations and financial condition. Additionally, Congress and federal and state agencies frequently revise environmental laws and regulations, and any changes in these regulations or the interpretations thereof could require us to expend significant resources to comply with new laws or regulations or changes to current requirements and could have a material adverse effect on our business operations.

C. **Organizational Structure**

The following reflects our organizational structure. All our subsidiaries are wholly-owned.



D. **Property, Plant and Equipment**

Titan Project

Overview

IperionX holds a 100% interest in the Titan Project, covering more than 11,000 acres of mineral properties in Tennessee, United States, which we consider prospective for critical minerals including titanium, rare earth elements, silica sand and zircon.

The Titan Project is located in west Tennessee, and we believe the Titan Project has access to strategic infrastructure, with nearby access to roads, rail, river, power and skilled labor.

At June 30, 2024, the book carrying value of the Titan Project was US$6.1 million. See note 9 to our audited consolidated financial statements for the fiscal period ended June 30, 2024 for further details.

The Titan Project is located in an area which saw past exploration from the 1950's to the 1990's by companies including DuPont, Kerr-McGee Corp., BHP Group, RGC Ltd and Altair International Corp. The Titan Project is also strategically located in the southeast of the United States, close to significant manufacturing capacity, including the Chemours facility in New Johnsonville, one of the world's largest producers of titanium dioxide.

Geology and geological interpretation

The Titan Project's location in western Tennessee represents the eastern flank of the Mississippi embayment, a large, southward plunging syncline within the Gulf Coastal Plain. This feature extends from southern Illinois to the north and to Mississippi and Alabama to the south. The embayment is filled with sediments and sedimentary rocks of Cretaceous to Quaternary age.

Mineralization at the Titan Project resides primarily in two zones within the primary McNairy Sand Formation. The main mineralized zone at the 'Benton' deposit is hosted stratigraphically in the lower member of the McNairy Formation.

The 'Camden' deposit represents the up-dip extension of the lower portion of the McNairy Sand formation encountered at the Company's Benton deposit. The McNairy Sand dips gently to the west and the Camden deposit represents the most easterly outcrop of this formation.

Drilling and exploration

Since securing the initial Titan Project land position in late-2020, we have focused on delineating the Titan Project's potential. We have conducted multiple drilling programs at the Titan Project, comprising more than 300 drill holes totaling more than 10,000 meters drilled during fiscal 2023 and fiscal 2024.

To date we have drilled 162 holes on the Project's mineral resource area, comprising 16 reverse circulation holes (for a total of 837 meters) and 146 roto-sonic drill holes (for a total of 7,338 meters). We also drilled an additional 11 roto-sonic drill holes for the purposes of a hydrogeological study, which have not been used for mineral resource definition purposes.

The drilling results at the Benton deposit highlight a consistent grade and thickness of mineralization averaging 31 meters thickness, and to-date has been traced for approximately 6 kilometers along strike. The mineralization appears to occur as a single, large, and coherent near-surface deposit.

In addition to the Benton deposit, exploration drilling at other properties within the Titan Project, located approximately 4 kilometers southeast of the Benton deposit, has indicated potential additional near surface, high-grade mineralization. We have designated this new discovery as the 'Camden' deposit. The Camden deposit represents the up-dip extension of the lower portion of the McNairy Sand formation encountered at the Benton deposit.

We received updated results from metallurgical test work conducted in 2023 designed to confirm process design and critical mineral product recoveries at the Titan Project, including excellent simulated recoveries of the high value natural rutile, zircon and rare earth mineral products, as set out in the table below.

Titan Project Metallurgical Test Work Results

Product	2023 Metallurgical Test Work Simulated Recoveries (+45 µm material)
Rare Earths	83%
Rutile – Titanium	67%
Ilmenite – Titanium	80%
Premium Zircon	78%

Mineral resources

The mineral resource figures presented herein are estimates based on information available at the time of calculation. A "mineral resource" is a concentration or occurrence of solid material of economic interest in or on the earth's crust in such form, grade, or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling. The reference point for mineral resources is in situ. Mineral resources are subdivided in order of increasing geological confidence into inferred, indicated and measured categories. Metric tons of mineral resources containing total heavy minerals ("THM"), included in the indicated, and inferred resources, are those contained prior to losses during metallurgical treatment. The terms "measured resource", "indicated resource", and "inferred resource" mean the part of a mineral resource for which quantity and grade or quality are estimated on the basis of geological evidence and sampling that is considered to be comprehensive, adequate, or limited, respectively.

Market fluctuations in the price of the underlying minerals which make up THM, as well as increased production costs or reduced metallurgical recovery rates, could change future estimates of resources.

We have reported mineral resources, prepared in accordance with Subpart 1300 requirements of the SEC as part of our exploration and evaluation activities. Filed as an exhibit to this Annual Report on Form 20-F is an updated technical report summary for our Titan Project. As of June 30, 2024, we have reported 431 million metric tons of mineral resources at a grade of 2.2% THM, containing 9.5 million metric tons of THM at a 0.4% cut-off. Slimes ("SL") and oversize material accounts for approximately 20% and 2.5% of the THM fraction respectively. Mineralization occurs as a single, large, and coherent near-surface deposit. In addition, preliminary analysis of valuable heavy minerals ("VHM") (which form a proportion of the THM) indicates a valuable mineral assemblage consisting of zircon, rutile, ilmenite, and rare earth elements ("REE").

Mineral resources are reported above a cut-off grade of 0.4% THM. All material at / or above the bottom cut-off grade of 0.4% used in a constraining pit shell is expected to be processed, on the basis that the incremental cost of selectively extracting this material, hauling it to a long- term stockpile, and subsequently reclaiming and re-placing the material into the a mine void for progressive rehabilitation would be higher than the net cost (operating cost less revenue) of the central case method, being the processing of this material, extracting the contained valuable critical minerals for sale and immediately returning the remaining material, mostly silica sand, back to the deposit void.

The mineral resources were constrained within a conceptual pit shell that used the assumptions listed in the table below. An assumed vertical slope was applied to the pit shells. The vertical slopes are attainable due to low depths of mineralization, unconsolidated material and the active reclamation process.

Assumptions used in defining prospects of economic extraction

Parameter	**Units**	**Value**
Commodity price		
• Rutile	US$/t	1,440
• Ilmenite	US$/t	280
• Rare earth mineral concentrate	US$/t	11,630
• Zircon	US$/t	1,680
Metallurgical recovery		
• Rutile	%	66.9
• Ilmenite	%	79.7
• Rare earth mineral concentrate	%	82.6
• Zircon	%	77.6
Operating costs		
• Mining cost	$/ROM t	2.66
• Processing cost	$/ROM t	2.91
• Transport cost	$/ROM t	0.22
• Reclaim/rehandle	$/ROM t	2.66 (only used for selective mining comparison)
• Incremental in pit management	$/ROM t	1.00 (only used for selective mining comparison)
• General and administrative cost	$/ROM t	0.71
Royalty	%	5

Material considered to meet reasonable prospects for economic extraction was reported using a cut-off grade of 0.4% THM.

Historic and forecast product prices (US$/t, 2024 real terms, rounded).

Product	Historic 2019 – 2023* (annual average, US$/t)	Forecast 2026 – 2050* (annual average, US$/t)
Rare earth concentrate	$ 6,150**	$ 11,630
Rutile	$ 1,700	$ 1,440
Chloride Ilmenite	$ 280	$ 280
Zircon (premium)	$ 1,820	$ 1,680

** Source: Argus Media, TZMI, and Adamas Intelligence. Inflationary/CPI data from US Government's Fiscal Year 2025 Budget assumptions.*

*** Please refer to table below for individual prices for REE's that contribute to the REE concentrate price and table below for the percentage of each REE in our REE concentrate.*

Historic and forecast individual REE prices (US$/kg, 2024 real terms, rounded).

Rare Earth Oxide	Historic 2019 – 2023* (annual average US$/kg)	Forecast 2026 – 2050* (annual average US$/kg)
Lanthanum	$ 1.30	$ 1.40
Cerium	$ 1.30	$ 1.50
Praseodymium	$ 78.90	$ 157.90
Neodymium	$ 80.00	$ 166.10
Samarium	$ 2.30	$ 4.00
Europium	$ 30.00	$ 39.50
Gadolinium	$ 40.00	$ 86.40
Terbium	$ 1,157.30	$ 1,764.90
Dysprosium	$ 322.00	$ 555.00
Holmium	$ 102.40	$ 199.30
Erbium	$ 33.60	$ 57.20
Ytterbium	$ 14.60	$ 18.30
Lutetium	$ 743.5	$ 954.20
Yttrium	$ 5.90	$ 8.00

** Source: Argus Media and Adamas Intelligence.*

Pricing has been based upon the following standard product specification requirements:

Initial Assessment product specification requirements.

Product	Product specification requirements
Rare earth concentrate	Mineral rare earth concentrate with 59.08 weight % total rare earth oxides (TREO) - as set out in the table below. Value of rare earth concentrate calculated as 31% value of contained TREO plus 10% premium for Titan Project's heavy rare earth enrichment.
Rutile	Bulk rutile with titanium dioxide content (TiO_2) of 94% - 96%
Chloride Ilmenite	Chloride ilmenite with titanium dioxide content (TiO_2) of 58% - 65%
Zircon (premium)	Premium bulk zircon with $ZrO_2 + HfO_2$ >66%

Key product specifications of Titan-derived rare earth mineral concentrate from 2023 test work.

Rare Earth Oxide	Concentration (weight %)
La	11.28%
Ce	24.20%
Pr	2.96%
Nd	10.87%
Sm	1.97%
Eu	0.15%
Gd	1.43%
Tb	0.19%
Dy	0.87%
Ho	0.15%
Er	0.38%
Tm	0.05%
Yb	0.31%
Lu	0.04%
Y	4.23%
TREO	**59.08%**

Key assumptions and parameters relating to the THM mineral resources are discussed in the technical report summary for our Titan Project attached as an exhibit to this annual report.

Titan Project - Mineral Resources as of June 30, 2024 (cut-off grade of 0.4% THM)

Resource Category	Metric tons (in millions)	Grade (THM %)	THM (million metric tons)	Cut-off grade (THM %)	THM assemblage			
					Zircon (% of THM)	Rutile (% of THM)	Ilmenite (% of THM)	REE (% of THM)
Measured	-	-	-	-	-	-	-	-
Indicated	241	2.2	5.3	0.4	11.3	9.3	39.7	2.1
Inferred	190	2.2	4.2	0.4	11.7	9.7	41.2	2.2
Total	**431**	**2.2**	**9.5**	**0.4**	**11.5**	**9.5**	**40.3**	**2.1**

Comparison of mineral resources as of June 30, 2024 and June 30, 2023

As a result of the annual review of the Company's mineral resources, there has been no change to the mineral resources reported for the Titan Project. For information about the assumptions and criteria used in preparing our mineral resources, please see our technical report summary, including Section 11 (Mineral Resource Estimate), which is as an exhibit to this annual report.

Mineral resource internal controls

We have internal controls for reviewing and documenting the information supporting the mineral resource estimates, describing the methods used, and ensuring the validity of the estimates. Information that is utilized to compile mineral resources is reviewed by appropriate QPs and is subject to our internal review process, which includes an internal peer-review. The QP reviews and validates the reasonableness of the criteria used for the purposes of estimating resources and reserves. We recognize the risks inherent in mineral resource and reserve estimates, such as the geological complexity, interpretation and extrapolation of data, changes in operating approach, macroeconomic conditions and new data, among others. Overestimated resources and reserves resulting from these risks could have a material effect on future profitability.

Initial Assessment

Filed as an exhibit to this Annual Report on Form 20-F is an updated technical report summary for our Titan Project, which includes an Initial Assessment to support our Mineral Resource estimate and address reasonable prospects of eventual economic extraction. We completed internal studies that reviewed potential mining methods, infrastructure locations, and process methods. Our Qualified Person reviewed these studies when determining appropriate assumptions in support of reasonable prospects for economic extraction. Material considered to meet reasonable prospects for economic extraction was reported using a cut-off grade of 0.4% THM.

Land tenure status

At June 30, 2024, the Titan Project comprised approximately 11,054 acres of surface and associated mineral rights in Tennessee, of which approximately 1,486 acres are owned by IperionX, approximately 242 acres are subject to long-term lease by IperionX, and approximately 9,326 acres are subject to exclusive option to lease agreements with IperionX. These exclusive option agreements, upon exercise, allow IperionX to lease the surface property and associated mineral rights. Other than the option agreements described above, there currently are no material liens or encumbrances on the property comprising the Titan Project. However, in order to develop the project, we will need to obtain permits and approvals as described under "Item 4. Information on the Company-B. Business Overview-Governmental Regulations-Extraction Permits and Approvals."

Our option to lease agreements, upon exercise, allow us to lease the surface property and associated mineral rights from the local landowners, and generally have expiry dates between mid-2026 to late-2027. During the option period, our option to lease agreements provide us with exclusive right to access, enter, occupy and use the surface property for all purposes related to exploring for and evaluating all minerals in return for making annual option payments and bonus payments during periods when we conduct drilling. Our annual option payments are generally US$75.00 per acre and our drilling bonuses generally average approximately US$1.00 per drill foot. Our obligation to make annual option payments and drilling bonus payments cease if we exercise our option to lease. Upon exercise, in the case of an option to lease, we will pay an annual minimum royalty, generally US$75.00 per acre, and an extraction royalty, generally 5% of net revenues from products sold.

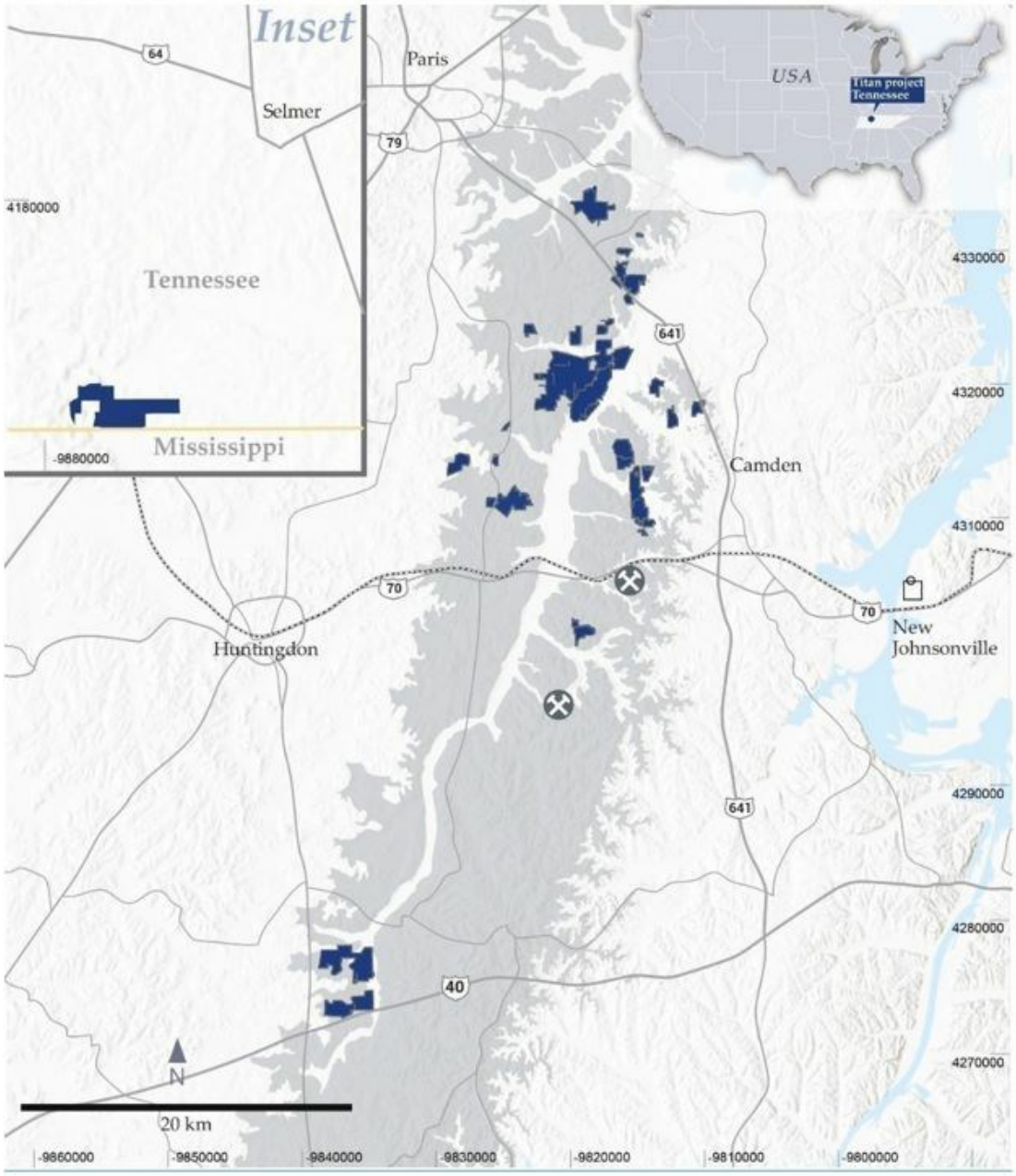


Figure 1: Titan Project location of properties

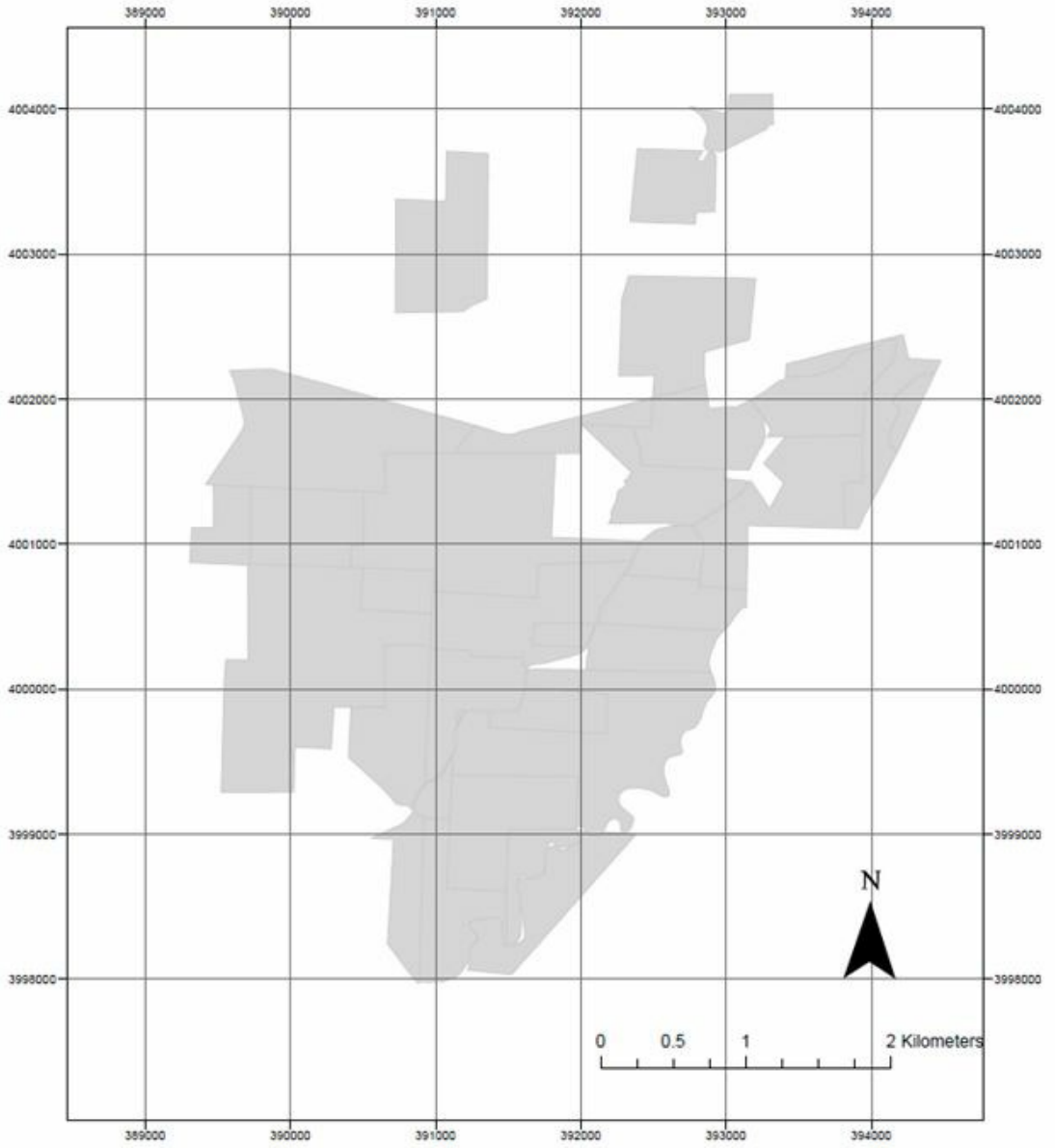


Figure 2: Titan Project location of properties containing mineral resources (the coordinate system and datum used for modeling is UTMZ16N, NAD83)

Exploration and development plans

During the next twelve months, we may undertake further drilling to expand and increase confidence in Titan Project deposit, as well as further metallurgical test work, hydrology and geotechnical studies, and economic studies to assess the economic potential of the Titan Project and define a critical minerals reserve base.

Filed as an exhibit to this Annual Report on Form 20-F is an updated technical report summary for our Titan Project, which includes an Initial Assessment to support our Mineral Resource estimate and address reasonable prospects of eventual economic extraction. The Initial Assessment demonstrates the Titan Project's potential to be a North American producer of titanium, rare earths and other critical minerals needed for advanced U.S. industries such as consumer electronics, space, defense, medical, bicycles, additive manufacturing, hydrogen and automotive.

Following the completion of this Initial Assessment, we may undertake additional technical studies, including pre-feasibility and/or feasibility studies. These additional studies will also adhere to the guidelines in Subpart 1300 of Regulation S-K. If we complete all technical studies (and all necessary permitting activities), we may then undertake minerals extraction and processing activities. However, we currently do not have detailed plans for any component of the exploration and development plans.

Subject to market conditions and the ability to define an economically viable critical minerals deposit, our separate business plan for the Titan Project is to become a strategic, U.S. domestic source of high-quality and sustainable titanium and other critical mineral feedstocks, including rare earths, to the United States.

We plan to effect our business plan as described in "Item 4. Information on the Company-A. History and Development of the Company-Exploration and Development Plans."

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion and analysis should be read in conjunction with our financial statements and related notes included elsewhere in this annual report on Form 20-F. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this annual report on Form 20-F, particularly those in the section of this annual report on Form 20-F entitled "Risk Factors." The consolidated general purpose financial statements of the consolidated Company have been prepared in accordance with IFRS as issued by the IASB.

Critical accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied unless otherwise stated.

Our financial statements for fiscal 2024 are presented in U.S. dollars and have been prepared in accordance with IFRS.

This annual report includes consolidated financial statements for the years ended June 30, 2024, 2023, and 2022. However, as permitted by Instruction 6 to Item 5 of Form 20-F, a discussion of the year ended June 30, 2022 has been omitted because such discussion was already included in Item 5 of IperionX's annual report on Form 20-F for the year ended June 30, 2023.

Business Strategy

IperionX aims to become a leading American titanium metal and critical materials company that uses patented metal technologies to produce high-performance titanium alloys from titanium minerals or scrap titanium, at lower energy, cost and carbon emissions. We plan to effect our business plan as described in "Item 4. Information on the Company – A. History and Development of the Company – Exploration and Development Plans."

A. **Operating Results**

Financial Overview of IperionX

The following discussion relates to our consolidated results of operations, financial condition and capital resources. You should read this discussion in conjunction with our consolidated financial statements and the notes thereto incorporated by reference in this annual report.

	Year ended June 30, 2024 US$	Year ended June 30, 2023 US$
Continuing operations		
Research and development costs	**(8,712,610)**	(5,600,653)
Exploration and evaluation expenses	**(1,950,583)**	(2,826,397)
Corporate and administrative expenses	**(4,516,393)**	(3,990,672)
Business development expenses	**(3,646,141)**	(2,654,420)
Share-based payment expenses	**(3,791,541)**	(2,589,413)
Finance income	**546,029**	494,469
Finance costs	**(187,119)**	(88,138)
Other income and expenses	**414,712**	(189,530)
Loss before income tax	**(21,843,646)**	(17,444,754)

Year Ended June 30, 2024 Compared to Year Ended June 30, 2023

Research and development expenses

Research and development, or R&D, expenses encompass expenditures incurred by the Company in connection with the research and development the Company's titanium processing technologies, including salaries and related personnel expenses, subcontractor expenses, patent registration expenses, materials, and other related research and development expenses associated with processing operations at our IPF in Utah.

Research and development expenses increased by US$3.1 million from US$5.6 million for fiscal 2023 to US$8.7 million for fiscal 2024 principally due to (i) increased staff costs and overheads to support our increased processing operations at our IPF in Utah and our new TPF and AMC in Virginia; and (ii) increased license fees and R&D costs paid to Blacksand for the Technologies.

Exploration and evaluation expenses

Exploration and evaluation expenses encompasses expenditures incurred by the Company in connection with the exploration for and evaluation of mineral resources before the technical feasibility and commercial viability of extracting a mineral resource are demonstrable (other than costs associated with acquiring our exploration properties, which are capitalized), including drilling and sampling costs, technical and engineering studies, permitting costs and overhead costs associated with maintaining our exploration headquarters.

Exploration and evaluation expenses decreased by US$0.8 million from US$2.8 million for fiscal 2023 to US$2.0 million for fiscal 2024 principally due to reduced staff costs and overheads to support reduced technical and engineering work.

Corporate and administrative expenses

Corporate and administrative expenses encompass overhead costs, such as maintaining our corporate headquarters, public company costs, audit and other fees for professional services and legal compliance.

Corporate and administrative expenses increased by US$0.5 million from US$4.0 million for fiscal 2023 to US$4.5 million for fiscal 2024, principally due to increased staff costs and overheads to support our continued growth.

Business development expenses

Business development expenses encompass costs of our customer engagement expenses, our secondary listing on Nasdaq, our investor relations expenses, including costs for press releases, maintenance of the Company's website and our other investor marketing and information initiatives, and other fees for corporate advisory services.

Business development expenses increased by $1.1 million from US$2.7 million for fiscal 2023 to $3.8 million for fiscal 2024, principally due to increased customer engagement, investor marketing and information initiatives to support our continued growth.

Share-based payment expense

Share-based payment expense encompasses expenses incurred by the Company in connection with ordinary shares, Restricted Stock Units, Unlisted Options and Performance Rights granted by the Company to officers, employees, consultants and other key advisors as part of remuneration and incentive arrangements.

Share-based payment expenses from such remuneration arrangements increased by US$1.1 million from US$2.6 million for fiscal 2023 to US$3.7 million for fiscal 2024, principally due to the ongoing expensing of existing equity awards over their vesting period and the decision to grant approximately 7.9 million additional equity awards during fiscal 2024 to secure the services of directors, employees and consultants to support our continued growth.

Finance income

Finance income encompasses interest income and foreign exchange gains.

The nature and level of finance income remained largely consistent between both financial periods.

Finance costs

Finance costs encompass interest expenses and foreign exchange losses.

Finance costs increased by US$0.1 million from US$0.1 million for fiscal 2023 to US$0.2 million for fiscal 2024, principally due to the result of increasing lease liabilities held by the Company.

Other income and expenses

For fiscal 2024, we had other income of US$0.6 million principally from a research contract which was offset by an impairment loss of US$0.2 million relating to certain plant and equipment.

B. Liquidity and Capital Resources

The liquidity and capital resources discussion that follows contains certain estimates as of the date of this annual report of our estimated future sources and uses of liquidity (including estimated future capital resources and capital expenditures) and future financial and operating results. These estimates reflect numerous assumptions made by us with respect to general business, economic, regulatory, market and financial conditions, industry conditions and other future events, and matters specific to our businesses, all of which are difficult or impossible to predict and many of which are beyond our control. Please carefully read the risks discussed in “Risk Factors” contained in this annual report which describe significant risks and uncertainties that may affect us and our financial conditions.

Sources and Uses of Liquidity

We have not yet commenced significant commercial production at any of our facilities or properties and expect to continue to incur losses during the research and development of our metals technologies, the commissioning and scale-up of our metals production facilities, and the exploration and evaluation of our mineral properties. Our operations have been financed by proceeds from issuances of ordinary shares.

At June 30, 2024, we had cash reserves of US$33.2 million and net assets of US$51.3 million. Our primary use of cash currently comprises the research and development of our metals technologies, the commissioning and scale-up of our metals production facilities, and the exploration and evaluation expenditures relating to our mineral properties in the United States.

We incurred net losses of US$21.8 million and US$17.4 million for fiscal 2024 and fiscal 2023, respectively. We incurred net cash outflows from operating and investing activities of US$25.1 million and US$21.6 million for fiscal 2024 and fiscal 2023, respectively. We believe that we will continue to incur net losses until such time as we commence commercial scale production of titanium metals and/or critical minerals.

The ongoing operation of the Company is dependent upon raising further additional funding from shareholders or other parties. In light of the expenditures to be incurred in executing on the Company's current strategic plans to commercialize the Company's titanium metal technologies and develop economically recoverable mineral deposits from the Company's exploration properties, the Company is dependent on obtaining financing through equity financing, debt financing or other means. In the longer term, if the Company's mineral exploration and metal production activities are successful, additional funds will be required to further scale-up the Company's titanium metal production capacity and to develop the Company's exploration properties and commence commercial production. The ability to arrange such funding in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. There is no assurance that the Company will be successful in its efforts to raise additional funding on terms satisfactory to the Company. If the Company does not obtain additional funding, it may not be able to continue its operations as a going concern and therefore may not be able to realize its assets and extinguish its liabilities in the ordinary course of operations and at the amounts stated in the financial statements. Alternatively, the Company may be required to delay, reduce the scope of, or eliminate its current or future exploration, appraisal, and commercialization activities or relinquish rights to certain of its interests.

The Directors are confident that they will be able to raise additional funds as required to meet the Company's obligations as and when they fall due and are of the opinion that the use of the going concern basis remains appropriate. However as a result of these matters, there is a material uncertainty related to events or conditions that may cast significant doubt (or raise substantial doubt as contemplated by Public Company Accounting Oversight Board ("PCAOB") standards) on the Company's ability to continue as a going concern, and therefore the Company may be unable to realize its assets and discharge its liabilities in the normal course of business.

If we decide to expand the capacity of our TPF, this will require significant additional funds, which would require future debt or equity financings. Similarly, if we complete a definitive Feasibility Study for the Titan Project and ultimately make a decision to develop the Titan Project, this will require significant additional funds, which would require future debt or equity financings.

We may decide to pursue additional financing activities to facilitate development activities at the Titan Project and to fund working capital and our corporate operations. We expect that such financing will result in additional sales or issuances of our ordinary shares or ADSs, but we also may engage in debt financing.

If we decide to raise capital by issuing equity securities, the issuance of additional ordinary shares or ADSs would result in dilution to our existing shareholders. We cannot assure you that we will be successful in completing any financings or that any such equity or debt financing will be available to us if and when required or on satisfactory terms.

Funding Requirements and Capital Expenditures

Our capital expenditures amounted to US$8.1 million for fiscal 2024 and US$2.7 million for fiscal 2023 which represents the purchase of property, plant, and equipment and exploration and evaluation properties.

IperionX is currently commissioning its new TPF in Virginia, with first production of deoxygenated titanium achieved in August 2024.

The TPF is expected to have an initial Phase I production capacity of 125 tons per annum ("tpa") of angular titanium powder at full capacity. Phase I of the TPF is expected to be commissioned by the end of the 2024 calendar year.

During fiscal 2024, the U.S. DoD contracted to award the Company US$12.7 million in funding under the DPA Title III authorities. This funding is being applied towards the TPF to reach its initial Phase I production capacity of 125 tpa. Title to all assets purchased by IperionX with funds from the U.S. government vest with the U.S. government during the term of the technology investment agreement. At the end of the agreement, title may be transferred back to the Company subject to certain conditions.

We then plan to expand the capacity of its TPF by adding modular HAMR furnaces. The TPF is expected to have a Phase II production capacity of 2,000 tpa of angular titanium powder at full capacity. We estimate the additional capital costs to expand the TPF to reach Phase II planned production capacity of 2,000 tpa to be approximately US$70 million. This will require additional funds, which may require future debt or equity financings.

We retain optionality to expand the capacity of the TPF to above 2,000 tpa of angular titanium powder. Comprehensive engineering, commercial, and financial studies are underway to review potential product mix, production scale, and associated capital and operational expenditures at higher production levels. If we ultimately decide to expand the capacity of the TPF to above 2,000 tpa, this will require additional funds, which may require future debt or equity financings.

If we complete a definitive Feasibility Study for the Titan Project and make a Final Investment Decision ("FID") to develop the Titan Project, this will require substantial additional funding, which may require future debt or equity financings or joint venture partnership.

Potential acquisition of Blacksand's intellectual property rights

IperionX holds an exclusive option to purchase Blacksand's intellectual property rights. See "Item 4. Information on the Company – B. Business Overview – Additional Business Information – Blacksand Option Agreement. As consideration for the option, IperionX has made option payments to Blacksand totaling US$6,000,000 during the Option Period (US$4,000,000 in cash payments and US$2,000,000 satisfied through the issue of shares in IperionX). Should IperionX exercise the Purchase Option, it will pay Blacksand US$6,000,000 (in addition to the option payments already paid to Blacksand totaling US$6,000,000). Subject to shareholder approval, IperionX may elect to satisfy 30% of the total purchase price through the issue of shares in IperionX (based on a share price of each share being the greater of: (a) A$0.85; and (b) seventy-five (75%) of the volume weighted average price of shares in the 10-day trading period on the ASX immediately preceding the closing date, subject to a maximum issue price of A$3.00). IperionX shall also (i) commit to donate US$1,000,000 over a 3 year period towards the establishment of an endowed chair professorship at the University of Utah in the name of Dr. Zak Fang, which shall be used to support research and development related to IperionX and other related technologies in the field of titanium, critical metals, and minerals; and (ii) if, from and after the closing date, net sales of products made from the patented technologies exceed $300,000,000, IperionX shall pay to Blacksand on an annual basis a royalty equal to 0.5% of such excess cumulative net sales amount.

Cash Flows

The following table summarizes our sources and uses of cash for the years ended June 30, 2024 and 2023:

	Year ended June 30, 2024 US$	Year ended June 30, 2023 US$
Net cash provided by (used in):		
Operating activities	**(18,607,063)**	(15,864,394)
Investing activities	**(6,529,569)**	(5,705,586)
Financing activities	**46,592,163**	27,892,509
Net increase in cash and cash equivalents	**21,455,531**	6,322,529

Operating Activities

For fiscal 2024, net cash used in operating activities was US$18.6 million. For fiscal 2023, net cash used in operating activities was US$15.9 million. Net cash used in operating activities represents payments to suppliers and employees and interest paid and received.

Investing Activities

For fiscal 2024, net cash used in investing activities was US$6.5 million. For fiscal 2023, net cash used in investing activities was US$5.7 million. Net cash used in investing activities represents the purchase of exploration and evaluation properties, the purchase of property, plant and equipment, payments related to the Blacksand Option Agreement, and the purchase of investments.

Financing Activities

For fiscal 2024, net cash provided by financing activities was US$46.6 million. For fiscal 2023, net cash provided by financing activities was US$27.9 million. Net cash provided by financing activities represents proceeds and costs from the issuance of ordinary shares, payment of the principal portion of lease liabilities, proceeds and repayments of borrowings.

Climate Change

Numerous regulatory initiatives have been enacted, and are likely to continue to be developed, at the international, national, regional and state levels of government to monitor and limit existing emissions of GHGs as well as to restrict or eliminate such future emissions. See "Item 4. Information on the Company – B. Business Overview – Governmental Regulations – Climate Change" for additional information. We do not currently anticipate that the adoption of legislation or regulatory programs or other government action to reduce emissions of GHGs will materially and adversely affect our business or results of operations. However, we cannot assure you as to the effect of future legislation or rules, any of which could require us to incur increased operating costs.

Off-balance sheet arrangements

During fiscal 2024, we did not have any off-balance sheet arrangements.

C. Research and Development, Patents and Licenses

IperionX's research and development ("R&D") policies are focused on optimizing its R&D resources relating to human talent, infrastructure, and working with select partners including leading academic institutions to bring specific, high-level skills to its core R&D projects. These projects include the commercialization of proprietary technologies to produce low-cost, low-carbon titanium products and powders, as well as recycled scrap. The core technologies behind IperionX's products were discovered by researchers at the University of Utah. IperionX acquired and holds the exclusive rights to commercialize these technologies. The potential end-market applications for IperionX's products are broad, as its titanium can be produced in powder form or milled product (bar, rod, sheet). Ultimately, IperionX aims to displace steel and aluminum to reduce carbon and GHG emissions in the transportation and other sectors. IperionX's R&D activities may also extend to its Titan Project in Tennessee, which will incorporate surface mining activities and mineral processing activities at a nearby Wet Concentrator Plant ("WCP") and dry Mineral Separation Plant ("MSP").

D. Trend Information

Not applicable, as the Company is in the exploration stage and therefore has no material trends in production, sales or inventory.

E. Critical Accounting Policies and Estimates

The preparation of our consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. See note 1 to our audited consolidated financial statements for fiscal 2024, included in this annual report, for a description of our other significant accounting policies.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognized in the financial statements are described below.

Impairment of exploration and evaluation assets

The ultimate recoupment of costs carried forward for exploration and evaluation is dependent on the successful development and commercial exploitation or sale of the respective areas of interest. See note 7 to our audited consolidated financial statements for fiscal 2024, included in this annual report.

Share-based payments

The fair value of Unlisted Options granted is estimated as at the date of grant using the Black Scholes option valuation model taking into account the terms and conditions upon which the Unlisted Options were granted. The fair value of Performance Rights that have market-based vesting conditions is estimated as at the date of grant using a trinomial valuation model taking into account the market-based vesting criteria upon which the Rights were granted. The fair value of granted RSUs and Performance Rights that do not have market-based vesting conditions are estimated as at the date of grant based on the underlying share price. For additional information, see note 17 to our audited consolidated financial statements for fiscal 2024, included in this annual report.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

The following discussion sets forth information regarding our directors and executive officers as of the date of this annual report on Form 20-F. In accordance with the ASX Listing Rules, a Director (other than the Managing Director) must not hold office, without re-election, past the third annual general meeting following the Director's appointment or three years, whichever is longer. The following table lists the names of our directors and executive officers. The business address for each director and member of senior management is c/o Level 9, 28 The Esplanade, Perth WA 6000, Australia.

Name	Age	Position
Anastasios (Taso) Arima	40	Chief Executive Officer and Managing Director
Toby E. Symonds	56	President and Chief Strategy Officer
Todd W. Hannigan	51	Executive Chairman
Marcela R. Castro	52	Chief Financial Officer
Lorraine M. Martin	62	Independent Non-Executive Director
Vaughn W. Taylor	40	Independent Non-Executive Director
Melissa G. Waller	54	Independent Non-Executive Director
Beverly M. Wyse	62	Independent Non-Executive Director
Dominic P. Allen	41	Chief Commercial Officer
Jeanne McMullin	57	Chief Legal Officer
W. Scott Sparks	61	Chief Operating Officer

Anastasios (Taso) Arima (40 years of age) - Chief Executive Officer and Managing Director

Mr. Anastasios (Taso) Arima is a founder of IperionX and was appointed as Executive Director on December 1, 2020, and as Managing Director and Chief Executive Officer of the Company on March 1, 2021. Mr. Arima has over 15 years of experience in founding and developing critical material companies in North America. Mr. Arima was a founder and director of Piedmont Lithium and was instrumental in the development of the company. Mr. Arima attended the University of Western Australia and earned a Bachelor of Commerce whilst studying for a Bachelor of Engineering. During the three-year period to the end of the financial period, Mr. Arima held a directorship in Dominion Minerals Limited (November 2021 – present).

Toby E. Symonds (56 years of age) – President and Chief Strategy Officer

Toby E. Symonds has over 30 years of experience in finance and asset management. This includes advisory board roles across private equity and real estate investment firms and executive leadership positions within global hedge fund firms and investment banking firms based in London, New York and San Francisco. Mr. Symonds has core competencies in capital markets, corporate strategy, product development, business development, management information systems and project and team management. Mr. Symonds graduated from North Carolina State University.

Todd Hannigan (51 years of age) - Executive Chairman

Todd W. Hannigan was appointed as Non-Executive Chairman of IperionX on February 1, 2021, and as Executive Chairman on May 24, 2021. Todd Hannigan has over 28 years of global experience in natural resources as company founder, chief executive officer, private capital investor and non-executive director. Mr. Hannigan has worked internationally in the natural resources sector including for Piedmont Lithium Inc., Aston Resources, Hanson PLC and BHP Billiton. Mr. Hannigan holds a Bachelor of Engineering (Mining) from The University of Queensland and an MBA from INSEAD. During the three-year period to the end of the financial period, Mr. Hannigan held directorships in Brazilian Rare Earths (January 2023 – present), Piedmont Lithium Inc. (March 2021 – April 2022), and Terra Metals Limited (May 2014 – June 2022).

Lorraine M. Martin (62 years of age) - Independent Non-Executive Director

Lorraine M. Martin is a director, President and CEO of the National Safety Council, serving in this position since June 2019. She is also co-founder and President of Pegasus Springs Foundation, a non-profit organization focused on education and mentoring. Ms. Martin is the retired Executive Vice President and Deputy of Rotary and Mission Systems (RMS) for Lockheed Martin Corporation, a global aerospace, defense, security and advance technologies company. Prior to RMS, Ms. Martin was Executive Vice President and General Manager for the F-35 Lightning II Program for Lockheed Martin Aeronautics Company. Her leadership of the F-35 program earned Pentagon recognition for reducing program costs while increasing production and fielding more aircraft worldwide. She joined Lockheed Martin in 1988 and during her tenure, held a variety of high visibility leadership positions across the corporation. Prior to joining Lockheed Martin, she served as an officer in the U.S. Air Force, holding various leadership positions for software intensive technology and development programs. She has a Master of Science degree in Computer Science from Boston University and a Bachelor of Arts degree in Computational Mathematics from DePauw University. Ms. Martin was appointed as Non-Executive Director of the Company on September 13, 2021. During the three-year period to the end of the financial period, Ms. Martin held a directorship in Kennametal Inc. (July 2018 - present).

Vaughn Taylor (40 years of age) - Independent Non-Executive Director

Vaughn Taylor previously served as Executive Director and Chief Investment Officer of AMB Capital Partners, or AMB, the global investment platform of the Bennett Family. Mr. Taylor was at AMB since the formation of the investment platform in 2010, and was responsible for executing on the investment strategy, expanding the investment portfolio into international markets and sourcing new investment opportunities. Mr. Taylor is also currently a board member of international companies including Chairman of Alta, Urban Rest, and Frontier Pets. Mr. Taylor holds a Bachelor of Business (Accounting) and a Master of Business (Real Estate) from RMIT University. Mr. Taylor also holds a Graduate Diploma in Applied Finance and Investment from Financial Services Professional Body, FINSIA. Mr. Taylor was appointed as Non-Executive Director of the Company on March 3, 2021. During the three-year period to the end of the financial period, Mr. Taylor has not held a directorship in Alta Global Ltd (August 2021 – present).

Melissa G. Waller (54 years of age) - Independent Non-Executive Director

Melissa G. Waller has over 30 years' experience as a senior finance executive and is President for the AIF Institute, providing essential education, research and resources to investors and investment firms globally with over US$50 trillion assets under management. Ms. Waller is the former Deputy Treasurer and Chief of Staff for the North Carolina Department of State Treasury, where she successfully oversaw Department strategic planning, operations, and public-policy implementation, along with a staff of more than 400 employees, including the North Carolina Retirement Systems, the pension fund for the state and the tenth largest public pension fund in the United States, with assets in excess of US$90 billion. Ms. Waller has served as Chair of the Department's Corporate Governance Committee, as well as on the Council of Institutional Investors Board of Directors and the Governor's Board of Innovation for the North Carolina University System. She currently serves as Executive Program Director for the National Institute of Public Finance, as well as Director of Public and Private Partnerships for the Kenan Institute. Ms. Waller has a bachelor's degree in journalism and mass communications from the University of North Carolina. Ms. Waller was appointed as Non-Executive Director of the Company on September 13, 2021. During the three-year period to the end of the financial period, Ms. Waller has not held a directorship in any other listed companies.

Beverly M. Wyse (62 years of age) - Independent Non-Executive Director

Beverly M. Wyse worked for over 30 years at Boeing, most recently as President of Shared Services, a multi-billion dollar operating group. In that role, she refocused and restructured the organization and also delivered improved efficiency and performance. Previously, she was Vice-President & General Manager of Boeing South Carolina, a major manufacturing, assembly and delivery site for Boeing where she led the team through successful production rate increases, major improvements in workforce relations and significant reductions in operating costs. Throughout her extensive career at Boeing, Ms. Wyse also successfully led the 737, 767 and 787 Charleston programs. Ms. Wyse holds an MBA and a B.Sc. in Mechanical Engineering from the University of Washington. She's also the Chair of the Board of Trustees of the Franklin W. Olin College of Engineering. Ms. Wyse was appointed as Non-Executive Director of the Company on September 13, 2021. During the three-year period to the end of the financial period, Ms. Wyse held a directorship in Héroux-Devtek Inc. (February 2019 - present) and currently serves as the Lead Director for Héroux-Devtek Inc.

Marcela Castro (52 years of age) – Chief Financial Officer

Marcela Castro is an experienced finance professional with over 25 years' experience in global finance leadership for companies across multiple industries, including green technology, manufacturing, mining and industrial and consumer products. Ms. Castro has expertise in U.S. public company accounting, financial analysis and strategic planning. Ms. Castro started her career at Arthur Andersen and progressed across international finance roles with Colgate-Palmolive, Jaguar Mining, the Rev Group and Proterra Inc. Ms. Castro holds a Bachelor of Business Administration with Pontificia Universidade Catolica and an Executive MBA with IBMEC. Ms. Castro was appointed Chief Accounting Officer effective from September 12, 2023, and Chief Financial Officer effective from December 21, 2023.

Dominic Allen (41 years of age) - Chief Commercial Officer

Dominic Allen has over 15 years' commercial experience, including senior roles with Sovereign Metals Limited, Rio Tinto Limited and Oyu Tolgoi LLC. Mr. Allen previously worked for Ernst & Young Transaction Advisory Services, completing resource and industrial transactions both in Australia and internationally. Mr. Allen holds a Bachelor of Commerce and a Bachelor of Science (Hons) from the University of Western Australia and is a Member of the Chartered Accountants Australia and New Zealand. Mr. Allen was appointed as Chief Commercial Officer of the Company on December 1, 2020.

Jeanne McMullin (57 years of age) - Chief Legal Officer

Jeanne McMullin is a corporate attorney and business executive with over 25 years' experience advising companies on legal, commercial, operational, and regulatory matters. Ms. McMullin has held senior legal and operational roles at Twist Capital, a technology investment firm in Los Angeles and at Colchester Global Investors, a global bond manager in London. Ms. McMullin has a JD from the University of Pennsylvania Law School and a BA with honors from Brown University. She is a member of the New York bar. Ms. McMullin was appointed Chief Legal Officer effective from December 6, 2021.

Scott Sparks (61 years of age) – Chief Operating Officer

Scott Sparks brings more than 30 years of experience as an engineer and senior executive to the design, construction, and operations of industrial plant facilities in the critical resources industry. He has been a founder and senior management team member at several companies, most recently at Performance Industries, a construction and contract operations firm in West Virginia and at DRA Taggart, a Pennsylvania-based provider of construction and engineering services to the resources industry. Mr. Sparks earned a B.S. degree in Mining Engineering from West Virginia Institute of Technology. Mr. Sparks was appointed as an executive officer effective from September 1, 2022.

Family Relationships

There are no family relationships between any members of our executive management and our directors.

Arrangements for Election of Directors and Members of Management

There are no contracts or other arrangements pursuant to which directors have been or must be selected.

B. Compensation

Overview

IperionX is a U.S.-based titanium metal technology business with an award-winning patent portfolio of titanium technologies. Importantly, while dual listed on the ASX (primary) and Nasdaq (secondary), most Company executives and employees, and all key assets, are based in the United States.

The Company's remuneration framework for its key management personnel ("KMP") has been developed by the Remuneration and Nomination Committee and the Board, taking into account the size of the Company, the size of the management team for the Company, the nature and stage of development of the Company's current operations, and market conditions and comparable salary levels for companies of a similar size and operating in similar sectors.

The objective of the Company's remuneration structure reward framework is to ensure that reward for performance is competitive and appropriate for the results delivered. The remuneration framework provides a mix of fixed and variable remuneration, which incorporates a blend of short-term and long-term incentives. There is a deliberate emphasis on lower fixed base and higher variable results-based remuneration to ensure that management focus is aligned with that of shareholders. This has been achieved by ensuring that a significant proportion of executive's remuneration is 'at risk'. Long-term incentives are based on Company milestones linked to long-term value drivers.

Remuneration Benchmarking Review

Over the last two fiscal years, the Company's Nomination and Remuneration Committee engaged independent remuneration consultants, CAP, to ensure that the remuneration structure, policy and strategy for the Company's executive team and employees were:

- based on a U.S. market standard framework; and
- aligned with shareholder expectations.

The review of the remuneration framework included benchmarking against similar companies in the U.S. given our need to compete for talent and resources as a U.S. business, a technology and innovation company, and far more than an ASX resources company. Further, the framework is designed with a focus on attracting and retaining high performing U.S talent with the potential to assist in our strategy to disrupt the titanium industry with our patented technologies and to deliver attractive long-term shareholder returns.

The result of this review led to a defined and phased implementation of the revised remuneration framework, that covers market-based salary remuneration, short-term incentives and long-term incentives. Implementation of this new remuneration framework is progressive over fiscal 2023 to fiscal 2025 and will continue to be refined as the Company expands beyond fiscal 2025. It is important to note, that while we started to implement change during fiscal 2023 and fiscal 2024, it does take time for existing remuneration structures to roll-off, in particular a re-set of the remuneration mix between base salaries, STI's and LTI's.

CAP benchmarked fixed, variable and total remuneration against appropriate U.S.-based market comparator groups. The CAP benchmarking analysis revealed that the Company's executive compensation was positioned at the 25^{th} percentile, prompting a phased adjustment to fixed, variable and total remuneration over fiscal 2024 to lift this to the 50^{th} percentile. This phased adjustment aims to balance compensation cash expense, mitigate executive retention risks in a competitive U.S. market and align equity-linked remuneration with long-term performance.

During fiscal 2024 the following enhancements were made to the Remuneration Framework for KMP's:

- **Fixed remuneration** – Adjustment to the fixed remuneration of the Company's executive KMP, to lift fixed remuneration from the 25th percentile to the 50th percentile against the benchmarked peer comparator groups;

- **Short-term incentive ("STI")** - The establishment of a detailed STI framework that is designed to reward short-term and measurable achievements, with targets set annually by the Nomination and Remuneration Committee; and

- **Long-term incentive ("LTI")** – The introduction of service-based RSUs that vest over a three-year period, that enhances the Company's ability to attract and retain high-calibre executives. These service-based incentives were thoughtfully added in the Remuneration Framework to balance the existing performance rights on issue which are tied to share price hurdles that are significantly "out of the money". Following this issuance and as existing performance rights vest, it is likely that future LTI awards will contain a mix of performance and service based vesting conditions.

A key focus of the Nomination and Remuneration Committee during fiscal 2025 will be further enhancing the executive remuneration framework and updating benchmarking against a group of companies of comparable size and complexity to IperionX to ensure the market competitiveness of IperionX's remuneration arrangements. Over time and subject to progression of the Company towards revenue generation and profitability, to ensure the Company continues to attract and retain top-tier global talent, it is the intention to adjust Executive KMP to the 60th to 75th percentile compared to peer comparator groups on a fixed, variable and total remuneration basis.

Executive Remuneration

The Company's executive remuneration policy is to provide a fixed remuneration component and a performance-based component (short-term incentive and long-term incentive). The Board believes that this remuneration policy is appropriate given the considerations discussed in the section above and is appropriate in aligning executives' objectives with shareholder and business objectives.

In a significant year for IperionX, executive KMP demonstrated strong performance, and their remuneration outcomes reflect their performance and significant contributions in fiscal 2024.

Fixed Remuneration

Fixed remuneration consists of base salaries, as well as employer 401(k) contributions or contributions to superannuation funds and other non-cash benefits. Non-cash benefits may include provision of motor vehicles, rental allowance, health care benefits, health insurance, and life insurance.

Fixed remuneration is reviewed annually by the Board. The process consists of a review of company and individual performance, relevant comparative remuneration externally and internally and, where appropriate, external advice on policies and practices.

As outlined above, as part of the implementation of the Remuneration Benchmarking Review, during the fiscal year, the fixed remuneration of Executive KMP was increased from the 25th percentile to the 50th percentile against the benchmarked peer comparator groups.

Executive KMP	Previous ($US)	Current ($US)	Increase ($US)	Increase (%)
Todd Hannigan (Executive Chairman)	$ 210,000	$ 250,000	$ 40,000	19%
Anastasios Arima (CEO)	$ 300,000	$ 400,000	$ 100,000	33%
Toby Symonds (President)	$ 290,000	$ 380,000	$ 90,000	31%
W. Scott Sparks (COO)	$ 165,000	$ 250,000	$ 85,000	52%
Dominic Allen (CCO)	$ 165,000	$ 250,000	$ 85,000	52%
Jeanne McMullin (CLO)	$ 200,000	$ 250,000	$ 50,000	25%
Marcela Castro (CFO) (1)	Not applicable	$ 250,000	Not applicable	Not applicable

Notes:

(1) Ms. Castro was appointed Chief Accounting Officer effective September 12, 2023, and Chief Financial Officer effective December 21, 2023.

Performance Based Remuneration – Short-Term Incentive

Some executive KMP are entitled to an annual cash bonus upon achieving various key performance indicators ("KPI's"), as set by the Board. Having regard to the current size, nature and opportunities of the Company, the Board has determined that these KPI's will include measures related to successful completion of activities as outlined in the below table. Prior to the end of each financial year, the Board assesses performance against these criteria.

The following table sets out the key criteria which were set by the Board and used to determine executive STI outcomes for fiscal 2024.

<table>
<tr><th>Feature</th><th>Description</th></tr>
<tr><td>Eligibility</td><td>Limited to select employees, as determined by the Board.</td></tr>
<tr><td>Opportunity</td><td>The target opportunity as a percentage of fixed remuneration is set out below:
<table>
<tr><th>Executive KMP</th><th>Target STI (% of FR)</th></tr>
<tr><td>Todd Hannigan (Executive Chairman)</td><td>50%</td></tr>
<tr><td>Anastasios Arima (CEO)</td><td>60%</td></tr>
<tr><td>Toby Symonds (President)</td><td>60%</td></tr>
<tr><td>W. Scott Sparks (COO)</td><td>50%</td></tr>
<tr><td>Dominic Allen (CCO)</td><td>50%</td></tr>
<tr><td>Jeanne McMullin (CLO)</td><td>50%</td></tr>
<tr><td>Marcela Castro (CFO)</td><td>50%</td></tr>
</table></td></tr>
<tr><td>Performance Measures</td><td>Performance for fiscal 2024 was assessed against the following performance measures as determined by the Company's Board of Directors:
<table>
<tr><th>Measure</th><th>Measure</th><th>Weighting</th></tr>
<tr><td>Operational</td><td>Focus on delivery of key scale-up targets</td><td>35%</td></tr>
<tr><td>Corporate and financial</td><td>Working towards commercialization of our assets and balance sheet strength</td><td>30%</td></tr>
<tr><td>Safety</td><td>Managing the health and safety matters as a critical business activity</td><td>15%</td></tr>
<tr><td>People</td><td>Recruit a successful Titanium Manufacturing Campus team and strengthen corporate team</td><td>10%</td></tr>
<tr><td>Environmental and sustainability</td><td>Managing environmental compliance and promoting sustainable development</td><td>10%</td></tr>
</table></td></tr>
</table>

Performance Assessment	The STI awards were determined following assessment of Company and individual performance against performance measures considered relevant by the Non-Executive Directors. The Non-Executive Directors considered a range of quantitative and qualitative factors when determining STI outcomes and applied their informed judgement to adjust STI outcomes to ensure they were fair, appropriate and aligned to IperionX's overall performance and shareholder outcomes. The Non-Executive Directors also considered how performance outcomes were achieved in line with IperionX's values.
Payment	The STI awards were paid in cash after the completion of reviews at December 31, 2023.

The following table outlines the fiscal 2024 performance against the above short-term incentive criteria:

Measure	Measure	Weighting	Achievement
Operational	Focus on delivery of key scale-up targets	35%	• Significantly progressed the construction of the Titanium Manufacturing Campus • Secured Titan Project mining permit approvals • Strengthened technology patent portfolio
Corporate and financial	Working towards commercialization of our assets and balance sheet strength	30%	• Execution of a number of customer agreements • The award of US$12.7 million in funding under the U.S. DPA Title III program • Successfully raising over US$45 million in equity capital raisings.
Safety	Managing the health and safety matters as a critical business activity	15%	• No lost time injuries reported in fiscal 2024
People	Recruit a successful Titanium Manufacturing Campus team and strengthen corporate team	10%	• Recruitment of Marcela Castro as CFO • Recruitment of high performance Titanium Manufacturing Campus team
Environmental and sustainability	Managing environmental compliance and promoting sustainable development	10%	• Delivery of peer reviewed LCA • No environmental violation events

Based on these performance outcomes, the table below outlines the STI awarded to executive KMP with respect to performance in fiscal 2024. During fiscal 2024, cash bonuses of US$734,560 (2023: US$522,000) were paid to executive KMP.

Executive KMP	Target STI (% of FR)	Target STI (US$)	STI Awarded for 2024 (US$)	% of Target STI Awarded
Todd Hannigan (Executive Chairman)	50%	$ 105,000	$ 0	0%
Anastasios Arima (CEO)	60%	$ 180,000	$ 180,000	100%
Toby Symonds (President and CSO)	60%	$ 174,000	$ 174,000	100%
W. Scott Sparks (COO)	50%	$ 82,500	$ 82,500	100%
Dominic Allen (CCO)	50%	$ 82,500	$ 82,500	100%
Jeanne McMullin (CLO)	50%	$ 100,000	$ 100,000	100%
Marcela Castro (CFO) (1)	50%	$ 37,700	$ 50,000	133%

Notes:

(1) Ms. Castro was appointed Chief Accounting Officer effective September 12, 2023, and Chief Financial Officer effective December 21, 2023.

Performance Based Remuneration – Long-Term Incentive

The Company has a long-term incentive plan ("LTIP") to reward executive KMP and other key employees and contractors for long-term performance. The Plan provides for the issuance of unquoted performance rights ("Performance Rights"), unquoted restricted stock units ("RSU's), and unquoted incentive options ("Unlisted Options") to eligible employees and contractors as part of their remuneration and incentive arrangements in order to attract and retain their services and to provide an incentive linked to the performance of the Company.

To achieve its corporate objectives, the Company needs to attract, incentivize, and retain its executive KMP and other key employees and contractors. The Board believes that grants made to eligible participants under the Plan will provide a useful tool to underpin the Company's employment and engagement strategy, and enables the Company to:

- recruit, incentivize and retain KMP and other key employees and contractors needed to achieve the Company's business objectives;
- link the reward of key staff with the achievement of strategic goals and the long-term performance of the Company;
- align the financial interest of participants of the Plan with those of Shareholders; and
- provide incentives to participants of the Plan to focus on superior performance that creates Shareholder value.

The issuance of Performance Rights and RSUs for fiscal 2024 is considered in-line with U.S. based peer group comparators and aligned with linking sustained Company performance, retention and long-term shareholder value.

The table below summarizes RSU's, Performance Rights and Unlisted Options that were granted, vested or lapsed relating to executive KMP remuneration during fiscal 2024.

	Granted during 2024	**Vested during 2024**	**Exercised or converted during 2024**	**Lapsed or expired during 2024**
RSU's	3,298,000	-	-	-
Performance Rights	3,390,000	3,883,333	2,583,333	-
Options	-	-	4,000,000	-

As at June 30, 2024, the Company had a total of 32,870,741 outstanding Performance Rights, RSU's and Unlisted Options on issue that had been granted to employees and contractors of the Company as part of their remuneration arrangements, representing 12.8% of the Company's total shares on issue (on an undiluted basis). The Board considers this reasonable and in-line with peer group comparators.

(i) Performance Rights

The LTIP provides for the issuance of Performance Rights to eligible participants which, upon satisfaction of the relevant performance conditions attached to the Performance Rights, will result in the issue of an Ordinary Share for each Performance Right. Performance Rights are issued for no consideration and no amount is payable upon conversion thereof.

Performance Rights granted under the Plan to eligible participants will be linked to the achievement by the Company of certain performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the Performance Rights to vest. Upon Performance Rights vesting, Ordinary Shares are automatically issued for no consideration. If a performance condition of a Performance Right is not achieved by the expiry date, then the Performance Right will lapse.

During fiscal 2024, 3,390,000 Performance Rights were granted to executive KMP as outlined in the table below. These Performance Rights were granted to selected executive KMP as one-off grants as either retention awards or sign-on awards. These awards are linked to the creation of shareholder value growth through the utilization of "out of the money" share price hurdles and continuous service periods acting as a retention tool for our executives.

KMP	No. Performance Rights awarded 2024	Rationale	Vesting Conditions
Toby Symonds (President and CSO)	1,110,000	Retention award	Vest upon four years of continuous service and the Company achieving a 30-day VWAP of at least A$4.00 per share, expiring December 21, 2028
Jeane McMullin (CLO)	890,000	Retention award	Vest upon four years of continuous service and the Company achieving a 30-day VWAP of at least A$4.00 per share, expiring December 21, 2028
Scott Sparks (COO)	890,000	Retention award	Vest upon four years of continuous service and the Company achieving a 30-day VWAP of at least A$4.00 per share, expiring December 21, 2028
Marcela Castro (CFO)	500,000	Sign-on award	200,000 vest upon the Company achieving a 30-day VWAP of at least A$3.00 per share and continuous service until satisfaction of share price hurdle and 300,000 vest upon the Company achieving a 30-day VWAP of at least A$4.00 per share and continuous service until satisfaction of share price hurdle, expiring April 23, 2026

(ii) Restricted Stock Units

In fiscal 2024, the Board chose to grant RSUs to attract and retain executives. The use of RSUs aligns with the long-term incentive vehicles used by peer group comparators. These service-based RSUs were added into the LTIP mix to balance the previously granted Performance Rights which are tied to share price hurdles that are significantly "out of the money".

The RSUs vest and convert into an equivalent number of Ordinary Shares over a three-year period (one-third after 12 months continuous service, one-third after 24 months continuous service, and one-third after 36 months continuous service). If the relevant service-based vesting condition is not met by the applicable expiry date, the RSUs will automatically lapse.

During fiscal 2024, 3,298,000 RSUs were granted to executive KMP as outlined in the table below.

Executive KMP	No. RSU's Awarded 2024
Todd Hannigan (Executive Chairman)	478,000
Anastasios Arima (CEO)	956,000
Toby Symonds (President and CSO)	908,000
W. Scott Sparks (COO)	239,000
Dominic Allen (CCO)	239,000
Jeanne McMullin (CLO)	239,000
Marcela Castro (CFO)	239,000

(iii) Unlisted Options

The LTIP provides for the issuance of Unlisted Options to eligible participants. The Board's policy is to grant Unlisted Options to KMP with exercise prices at or above market share price (at the time of agreement). As such, the Unlisted Options granted to KMP are generally only of benefit if the KMP performs to the level whereby the value of the Company increases sufficiently to warrant exercising the Unlisted Options granted.

Other than service-based vesting conditions (if any) and the exercise price required to exercise the Unlisted Options, there are no additional performance criteria on the Unlisted Options granted to KMP, as given the speculative nature of the Company's activities and the small management team responsible for its running, it is considered that the performance of the KMP and the performance and value of the Company are closely related. The Company prohibits executive KMP from entering into arrangements to limit their exposure to Unlisted Options granted as part of their remuneration package.

During fiscal 2024, no Unlisted Options were granted to executive KMP.

Non-Executive Director Remuneration

The Board's policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment and responsibilities. Given the current size, nature and risks of the Company, RSUs, Unlisted Options, and Performance Rights have been used to attract and retain Non-Executive Directors, where deemed appropriate. The Board determines payments to the Non-Executive Directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required.

The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at a General Meeting. Director's fees paid to Non-Executive Directors accrue on a daily basis. Fees for Non-Executive Directors are not linked to the performance of the economic entity. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company and, subject to shareholder approval, on an annual basis, the Company grants each Non-Executive Director such number of RSUs calculated by dividing US$90,000 by the VWAP of a share on ASX over the five trading days immediately prior to the date of the notice of AGM of shareholders. The Company prohibits Non-Executive Directors from entering into arrangements to limit their exposure to options granted as part of their remuneration package. The issuance of RSUs is in-line with U.S. based peer group comparators and aligned with linking sustained Company performance, retention and long-term Shareholder value.

Fees for Non-Executive Directors are presently set at US$50,000 (2023: US$50,000) per annum. These fees cover main board activities only. Non-Executive Directors may receive additional remuneration for other services provided to the Company, including but not limited to, membership of committees. Committee fees are US$15,000 for the Chair of each committee and US$10,000 for committee members. The Company reimburses NEDs for reasonable expenses incurred in performing their duties (including in relation to any authorized independent professional advice sought by the NEDs to assist them in carrying out their duties as Directors). These fees are in line with the 50th percentile against the benchmarked peer comparator groups.

During fiscal 2024, 405,124 RSUs were granted to Non-Executive Directors as set out below.

Non-Executive Director	Committee	Director Fees 2024 (US$)	No. RSU's Awarded 2024
Lorraine Martin	Audit Committee, ESG Committee,	$ 70,000	101,281
Beverly Wise	Audit Committee, ESG Committee, Remuneration and Nomination Committee	$ 80,000	101,281
Melissa Waller	ESG Committee (Chair), Remuneration and Nomination Committee	$ 75,000	101,281
Vaughn Taylor	Audit Committee (Chair), Remuneration and Nomination Committee (Chair)	$ 80,000	101,281

During fiscal 2024, 341,461 RSUs and 150,000 Performance Rights held by Non-Executive Directors vested and converted into Ordinary Shares. No Unlisted Options were exercised by Non-Executive Directors during fiscal 2024. No RSUs, Unlisted Options or Performance Rights held by Non-Executive Directors lapsed during fiscal 2024.

Relationship between Remuneration of KMP and Shareholder Wealth

During the Company's commercialization phase of the business, the Board anticipates that the Company will retain earnings (if any) and other cash resources for the commercialization of its metal technologies and the exploration and evaluation of its mineral properties. Accordingly, the Company does not currently have a policy with respect to the payment of dividends and returns of capital. Therefore, there was no relationship between the Board's policy for determining, or in relation to, the nature and amount of remuneration of KMP and dividends paid and returns of capital by the Company during the current and previous four financial years.

The Board did not determine, and in relation to, the nature and amount of remuneration of the KMP by reference to changes in the price at which shares in the Company traded between the beginning and end of the current and the previous four financial years. Discretionary annual cash bonuses are based upon achieving various non-financial KPI's that are not based on share price or earnings, such as the successful commercialization of the Company's metal technologies, the successful exploration and development of its mineral properties, sustainability measures, corporate activities, safety measures, and business development activities. However, as noted above, certain KMP are granted Performance Rights, RSUs, and/or Unlisted Options which generally will be of greater value to KMP if the value of the Company's shares increases (subject to vesting conditions being met).

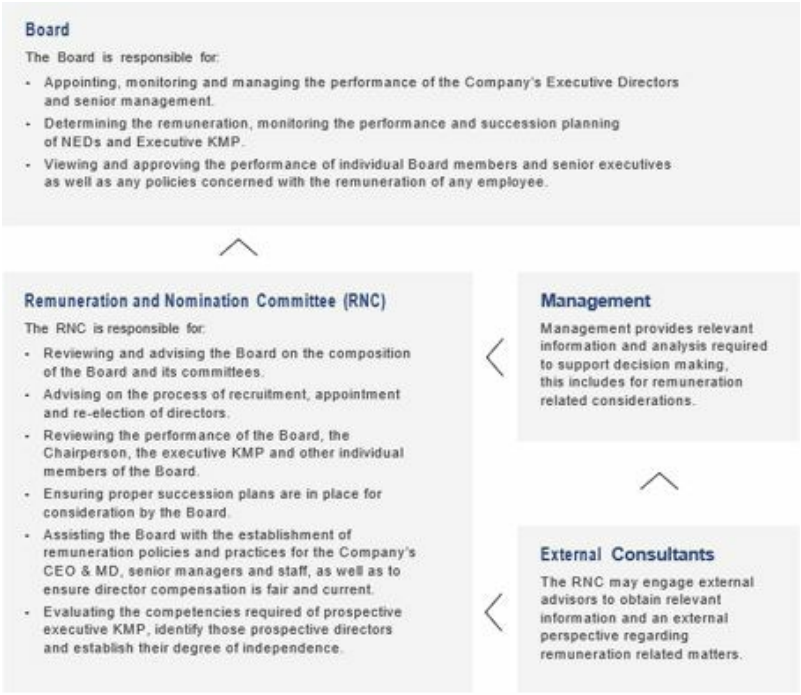
Relationship between Remuneration of KMP and Earnings

As discussed above, the Company is currently undertaking exploration and research and development activities and does not expect to be undertaking profitable operations (other than by way of material asset sales, none of which is currently planned) until sometime after the successful commercialization, production and sales of commodities from one or more of its projects. Accordingly, the Board does not consider earnings during the current and previous four financial years when determining, and in relation to, the nature and amount of remuneration of KMP.

Remuneration Governance

The Board has overall accountability for the oversight of the Company's remuneration approach for Executive KMP and NEDs, having regard to the recommendations made by the Nomination and Remuneration Committee ("RNC"). The RNC reviews and makes recommendations to the Board on remuneration and at-risk remuneration policies, taking into account the Company's strategic objectives, corporate governance principles, market practice and stakeholder interests.

The diagram below shows the Company's remuneration governance framework, the key responsibilities of the Board, RNC and management.



Remuneration Advisors

During fiscal 2023, the RNC approved the engagement of CAP to provide remuneration recommendations regarding the remuneration mix and quantum for KMP following the Company's listing on Nasdaq. During fiscal 2024, the Company engaged with CAP but did not receive any remuneration recommendations. In fiscal 2023, CAP provided some remuneration recommendations to the RNC during the year as an input into decision making only. The RNC considered the recommendations, along with other factors, in making its remuneration decisions. Both the RNC and CAP are satisfied the advice received from CAP is free from undue influence from the KMP to whom the remuneration recommendations apply. No fees were paid or are payable to remuneration advisors during the 2024 financial year (2023: US$29,170).

Emoluments of KMP

Details of the nature and amount of each element of the emoluments of each KMP of the Company for the year ended June 30, 2024, are as follows:

	Short-term benefits							
2024	**Salary & fees US$**	**Cash bonus US$**	**Other US$**	**Post-employ-ment benefits US$**	**Terminat-ion benefits US$**	**Share-based payments US$**	**Total US$**	**Perform-ance related %**
Directors								
Todd Hannigan	**236,667**	**-**	**-**	**18,025**	**-**	**139,902**	**394,594**	**35%**
Anastasios Arima	**366,667**	**180,000**	**9,190**	**-**	**-**	**279,804**	**835,661**	**55%**
Lorraine Martin	**70,000**	**-**	**-**	**-**	**-**	**164,819**	**234,819**	**70%**
Vaughn Taylor	**80,000**	**-**	**-**	**17,608**	**-**	**79,654**	**177,262**	**45%**
Melissa Waller	**75,000**	**-**	**-**	**-**	**-**	**164,819**	**239,819**	**69%**
Beverly Wyse	**80,000**	**-**	**-**	**-**	**-**	**164,819**	**244,819**	**67%**
Other KMP								
Toby Symonds	**350,000**	**174,000**	**41,116**	**5,306**	**-**	**1,114,375**	**1,684,797**	**76%**
W. Scott Sparks	**221,667**	**82,500**	**19,005**	**10,917**	**-**	**163,815**	**497,904**	**49%**
Dominic Allen	**221,667**	**82,500**	**106,270**	**5,277**	**-**	**62,066**	**477,779**	**30%**
Jeanne McMullin	**240,341**	**100,000**	**26,276**	**4,167**	**-**	**283,784**	**654,568**	**59%**
Marcela Castro (1)	**201,763**	**50,000**	**20,769**	**7,000**	**-**	**131,489**	**411,021**	**44%**
Gregory Swan (2)	**-**	**65,560**	**-**	**-**	**-**	**-**	**65,560**	**100%**
Total	**2,143,772**	**734,560**	**222,626**	**68,300**	**-**	**2,749,346**	**5,918,604**	

Notes:

(1) Ms. Castro was appointed Chief Accounting Officer effective September 12, 2023, and Chief Financial Officer effective December 21, 2023.

(2) Mr. Swan provides services as the Company Secretary through a services agreement with Apollo Group Pty Ltd ("Apollo Group"). During the year, Apollo Group was paid or is payable A$413,000 for the provision of serviced office facilities and administrative, accounting and company secretarial services to the Company. Mr. Swan ceased to be Chief Financial Officer and KMP effective December 21, 2023.

2023	Short-term benefits: Salary & fees US$	Short-term benefits: Cash bonus US$	Short-term benefits: Other US$	Post-employment benefits US$	Termination benefits US$	Share-based payments US$	Total US$	Performance related %
Directors								
Todd Hannigan	190,000	100,000	-	24,938	-	408,520	723,458	70%
Anastasios Arima	240,000	100,000	11,659	-	-	-	351,659	28%
Lorraine Martin	60,000	-	-	-	-	102,936	162,936	63%
Vaughn Taylor	70,000	-	-	7,350	-	15,720	93,070	17%
Melissa Waller	65,000	-	-	-	-	102,936	167,936	61%
Beverly Wyse	70,000	-	-	-	-	102,936	172,936	60%
Other KMP								
Toby Symonds	230,000	100,000	32,936	2,300	-	799,060	1,164,296	77%
Scott Sparks (1)	25,000	-	-	-	-	-	25,000	0%
Dominic Allen	132,500	50,000	13,697	5,300	-	20,958	222,455	32%
Jeanne McMullin (5)	185,000	100,000	32,936	6,400	-	97,316	421,652	47%
Gregory Swan (2)	-	-	-	-	-	-	-	0%
Lamont Leatherman (3)	195,036	72,000	34,048	1,215	-	-	302,299	24%
Total	1,462,536	522,000	125,276	47,503	-	1,650,382	3,807,697	

Notes:

(1) Mr. Sparks was appointed effective September 1, 2022.
(2) Mr. Swan provides services as the Chief Financial Officer and Company Secretary through a services agreement with Apollo Group. During the year, Apollo was paid or is payable A$318,000 for the provision of serviced office facilities and administrative, accounting and company secretarial services to the Company.
(3) Mr. Leatherman ceased to be a KMP effective November 30, 2022.

Loans with Key Management Personnel

No loans were provided to or received from KMP during the year ended June 30, 2024 (2023: Nil).

Other Transactions with Key Management Personnel

Performance Industries, Inc., a company associated with Mr. W. Scott Sparks, Chief Operating Officer of the Company, was paid or is payable US$53,138 during fiscal 2024 (2023: US$145,055) for the provision of engineering and construction services to the Company. The Company considers that the services provided by Performance Industries, Inc. were provided on an arm's length or better basis.

Mr. Gregory Swan provides services as the Company Secretary through a services agreement with Apollo Group. Apollo Group was paid or is payable A$413,000 (2023: A$318,000) for the provision of serviced office facilities and administrative, accounting and company secretarial services to the Company. The agreement has no fixed term and is able to be terminated by either party by providing one (1) months' notice. The Company considers that the services provided by Apollo Group were provided on an arm's length or better basis. Mr. Swan ceased to be Chief Financial Officer and KMP effective December 21, 2023.

Options, Rights and RSU's Granted to Key Management Personnel

Details of Unlisted Options, Performance Rights and Restricted Stock Units granted, exercised or lapsed for each KMP of the Company during the 2024 financial year are as follows:

2024	No. of options, rights and RSU's granted during year #	No. of options, rights and RSU's vested during year #	No. of options, rights and RSU's lapsed during year #	Value of options, rights and RSU's granted during year (1) US$	Value of options, rights and RSU's exercised during year (2) US$	Value of options, rights and RSU's included in remuneration for year US$
Directors						
Todd Hannigan	**478,000**	**-**	**-**	**711,365**	**-**	**139,902**
Anastasios Arima	**956,000**	**2,000,000**	**-**	**1,422,731**	**3,186,216**	**279,804**
Lorraine Martin	**101,281**	**204,063**	**-**	**93,956**	**90,751**	**164,819**
Vaughn Taylor	**101,281**	**220,729**	**-**	**93,956**	**251,809**	**79,654**
Melissa Waller	**101,281**	**204,063**	**-**	**93,956**	**90,751**	**164,819**
Beverly Wyse	**101,281**	**204,063**	**-**	**93,956**	**90,751**	**164,819**
Other KMP						
Toby Symonds	**2,018,000**	**333,333**	**-**	**2,084,834**	**531,035**	**1,114,375**
W. Scott Sparks	**1,129,000**	**-**	**-**	**943,835**	**-**	**163,815**
Dominic Allen	**239,000**	**1,300,000**	**-**	**355,683**	**-**	**62,066**
Jeanne McMullin	**1,129,000**	**250,000**	**-**	**943,835**	**398,277**	**283,784**
Marcela Castro(3)	**739,000**	**-**	**-**	**582,776**	**-**	**131,489**
Gregory Swan(4)	**-**	**-**	**-**	**-**	**-**	**-**
Total	**7,093,124**	**4,716,251**	**-**	**7,420,883**	**4,639,590**	**2,749,346**

Notes:
(1) Determined at the time of grant per AASB 2, using an exchange rate of US$0.6556=A$1.00, being the average exchange rate for 2024.
(2) Determined at the time of exercise or conversion at the intrinsic value, using an exchange rate of US$0.6556=A$1.00, being the average exchange rate for 2024.
(3) Ms. Castro was appointed Chief Accounting Officer effective September 12, 2023 and Chief Financial Officer effective December 21, 2023.
(4) Mr. Swan ceased to be Chief Financial Officer and KMP effective December 21, 2023.

Details of Unlisted Options, Performance Rights and RSUs granted by the Company to each KMP of the Company during the financial year are as follows:

2024	Security class	Grant date	Expiry date	Service vesting date	Exercise price A$	Vesting hurdle (30-day VWAP)	Grant date fair value(1) A$	Number granted
Todd Hannigan	RSUs	26-Mar-24	31-Dec-27	31-Dec-24	-	-	A$2.270	159,333
	RSUs	26-Mar-24	31-Dec-27	31-Dec-25	-	-	A$2.270	159,333
	RSUs	26-Mar-24	31-Dec-27	31-Dec-26	-	-	A$2.270	159,334
Anastasios Arima	RSUs	26-Mar-24	31-Dec-27	31-Dec-24	-	-	A$2.270	318,667
	RSUs	26-Mar-24	31-Dec-27	31-Dec-25	-	-	A$2.270	318,667
	RSUs	26-Mar-24	31-Dec-27	31-Dec-26	-	-	A$2.270	318,666
Lorraine Martin	RSUs	22-Nov-23	5-Dec-27	5-Dec-24	-	-	A$1.415	33,760
	RSUs	22-Nov-23	5-Dec-27	5-Dec-25	-	-	A$1.415	33,760
	RSUs	22-Nov-23	5-Dec-27	5-Dec-26	-	-	A$1.415	33,761
Vaughn Taylor	RSUs	22-Nov-23	5-Dec-27	5-Dec-24	-	-	A$1.415	33,760
	RSUs	22-Nov-23	5-Dec-27	5-Dec-25	-	-	A$1.415	33,760
	RSUs	22-Nov-23	5-Dec-27	5-Dec-26	-	-	A$1.415	33,761
Melissa Waller	RSUs	22-Nov-23	5-Dec-27	5-Dec-24	-	-	A$1.415	33,760
	RSUs	22-Nov-23	5-Dec-27	5-Dec-25	-	-	A$1.415	33,760
	RSUs	22-Nov-23	5-Dec-27	5-Dec-26	-	-	A$1.415	33,761
Beverly Wyse	RSUs	22-Nov-23	5-Dec-27	5-Dec-24	-	-	A$1.415	33,760
	RSUs	22-Nov-23	5-Dec-27	5-Dec-25	-	-	A$1.415	33,760
	RSUs	22-Nov-23	5-Dec-27	5-Dec-26	-	-	A$1.415	33,761
Toby Symonds	Rights	18-Dec-23	21-Dec-28	18-Dec-27	-	A$4.00	A$1.008	1,110,000
	RSUs	9-Apr-24	31-Dec-27	31-Dec-24	-	-	A$2.270	302,667
	RSUs	9-Apr-24	31-Dec-27	31-Dec-25	-	-	A$2.270	302,667
	RSUs	9-Apr-24	31-Dec-27	31-Dec-26	-	-	A$2.270	302,666
W. Scott Sparks	Rights	18-Dec-23	21-Dec-28	18-Dec-27	-	A$4.00	A$1.008	890,000
	RSUs	9-Apr-24	31-Dec-27	31-Dec-24	-	-	A$2.270	79,667
	RSUs	9-Apr-24	31-Dec-27	31-Dec-25	-	-	A$2.270	79,667
	RSUs	9-Apr-24	31-Dec-27	31-Dec-26	-	-	A$2.270	79,666
Dominic Allen	RSUs	9-Apr-24	31-Dec-27	31-Dec-24	-	-	A$2.270	79,667
	RSUs	9-Apr-24	31-Dec-27	31-Dec-25	-	-	A$2.270	79,667
	RSUs	9-Apr-24	31-Dec-27	31-Dec-26	-	-	A$2.270	79,666
Jeanne McMullin	Rights	18-Dec-23	21-Dec-28	18-Dec-27	-	A$4.00	A$1.008	890,000
	RSUs	9-Apr-24	31-Dec-27	31-Dec-24	-	-	A$2.270	79,667
	RSUs	9-Apr-24	31-Dec-27	31-Dec-25	-	-	A$2.270	79,667
	RSUs	9-Apr-24	31-Dec-27	31-Dec-26	-	-	A$2.270	79,666
Marcela Castro	Rights	18-Dec-23	23-Apr-26	23-Apr-26	-	A$3.00	A$0.788	200,000
	Rights	18-Dec-23	23-Apr-26	23-Apr-26	-	A$4.00	A$0.630	300,000
	RSUs	9-Apr-24	31-Dec-27	31-Dec-24	-	-	A$2.270	79,667
	RSUs	9-Apr-24	31-Dec-27	31-Dec-25	-	-	A$2.270	79,667
	RSUs	9-Apr-24	31-Dec-27	31-Dec-26	-	-	A$2.270	79,666

Notes:

(1) For details on the valuation of Unlisted Options, RSUs, and Performance Rights, including models and assumptions used, please refer to Note 18 of the financial statements.

Option, Right, and RSU holdings of Key Management Personnel

2024	Held at July 1, 2023	Granted as remuneration	Exercise of options, rights and RSUs	Net change other	Held at June 30, 2024	Vested and exercisable at June 30, 2024
Directors						
Todd Hannigan	6,160,000	478,000	(2,100,000)	-	4,538,000	-
Anastasios Arima	8,625,000	956,000	(3,000,000)	-	6,581,000	625,000
Lorraine Martin	545,519	101,281	(102,032)	-	544,768	168,698
Vaughn Taylor	662,186	101,281	(185,365)	-	578,102	35,364
Melissa Waller	545,519	101,281	(102,032)	-	544,768	168,698
Beverly Wyse	545,519	101,281	(102,032)	-	544,768	168,698
Other KMP						
Toby Symonds	5,000,000	2,018,000	(333,333)	-	6,684,667	-
W. Scott Sparks	920,000	1,129,000	-	-	2,049,000	200,000
Dominic Allen	5,730,000	239,000	(625,000)	-	5,344,000	1,725,000
Jeanne McMullin	1,000,000	1,129,000	(250,000)	-	1,879,000	-
Marcela Castro	- (1)	739,000	-	-	739,000	-
Gregory Swan	4,275,000	-	(625,000)	-	3,650,000(2)	250,000(2)
Total	34,008,743	7,093,124	(7,424,794)	-	33,677,073	3,341,458

Notes:
(1) As at date of appointment.
(2) As at date of ceasing to be KMP.

Shareholdings of Key Management Personnel

	Held at July 1, 2023		Granted as remuneration		Exercise of options and rights		Net change other		Held at June 30, 2024	
2024	**Ord (3)**	**Perf (4)**	**Ord (3)**	**Perf (4)**	**Ord (3)**	**Perf (4)**	**Ord (3)**	**Perf (4)**	**Ord (3)**	**Perf (4)**
Directors										
Todd Hannigan	14,479,717	2,520,000	-	-	2,100,000	-	985,538	-	17,565,255	2,520,000
Anastasios Arima	3,461,446	4,500,000	-	-	3,000,000	-	-	-	6,461,446	4,500,000
Lorraine Martin	366,667	-	-	-	102,032	-	-	-	468,699	-
Vaughn Taylor	376,829	-	-	-	185,365	-	-	-	562,194	-
Melissa Waller	66,667	-	-	-	102,032	-	-	-	168,699	-
Beverly Wyse	66,667	-	-	-	102,032	-	-	-	168,699	-
Other KMP										
Toby Symonds	-	-	-	-	333,333	-	190,171	-	523,504	-
W. Scott Sparks	1,060,000	1,440,000	-	-	-	-	-	-	1,060,000	1,440,000
Dominic Allen	2,302,500	3,060,000	-	-	625,000	-	-	-	2,927,500	3,060,000
Jeanne McMullin	-	-	-	-	250,000	-	(82,371)	-	167,629	-
Marcela Castro	- (1)	- (1)	-	-	-	-	-	-	-	-
Gregory Swan	1,375,000	1,800,000	-	-	625,000	-	-	-	2,000,000(2)	1,800,000(2)
Total	23,555,493	13,320,000	-	-	7,424,794	-	1,093,339	-	32,073,625	13,320,000

Notes:
(1) As at date of appointment.
(2) As at date of ceasing to be KMP.
(3) 'Ord' means Ordinary Shares.
(4) 'Perf' means Performance Shares issued to the original vendors of HMAPL as consideration for the Company's acquisition of HMAPL in fiscal 2021. For the avoidance of doubt, these Performance Shares do not form part of remuneration.

Employment Contracts with Key Management Personnel

Mr. Arima, Chief Executive Officer and Managing Director, has an employment agreement with the Company which may be terminated upon six months' advance written notice, unless mutually agreed upon with the Company. Mr. Arima receives a fixed remuneration component of US$400,000 (2023: US$300,000) per annum and a discretionary annual bonus of up to US$240,000 (2023: US$180,000) to be paid upon the successful completion of KPIs as determined by the Board and is entitled to participate in the long-term incentive plan on terms to be determined by the Board.

Mr. Symonds, President and Chief Strategy Officer, has an employment agreement with the Company which may be terminated upon six months' advance written notice, unless mutually agreed upon with the Company. Mr. Symonds receives a fixed remuneration component of US$380,000 (2023: US$290,000) per annum and a discretionary annual bonus of up to US$228,000 (2023: US$174,000) to be paid upon the successful completion of KPIs as determined by the Board and is entitled to participate in the long-term incentive plan on terms to be determined by the Board.

Mr. Hannigan, Executive Chairman, has a director appointment letter with the Company. Mr. Hannigan receives a fixed remuneration component of US$250,000 (2023: US$210,000) per annum and a discretionary annual bonus of up to US$125,000 (2023: US$105,000) to be paid upon the successful completion of KPIs as determined by the Board and is entitled to participate in the long-term incentive plan on terms to be determined by the Board.

Mr. Allen, Chief Commercial Officer, has an employment agreement with the Company which may be terminated upon three months' advance written notice, unless mutually agreed upon with the Company. Mr. Allen receives a fixed remuneration component of US$250,000 (2023: US$165,000) per annum and a discretionary annual bonus of up to US$125,000 (2023: US$82,500) to be paid upon the successful completion of KPIs as determined by the Board and is entitled to participate in the long-term incentive plan on terms to be determined by the Board.

Ms. McMullin, Chief Legal Officer, has an employment agreement with the Company which may be terminated upon six months' advance written notice, unless mutually agreed upon with the Company. Ms. McMullin receives a fixed remuneration component of US$250,000 (2023: US$200,000) per annum and a discretionary annual bonus of up to US$125,000 (2023: US$100,000) to be paid upon the successful completion of KPIs as determined by the Board and is entitled to participate in the long-term incentive plan on terms to be determined by the Board.

Mr. Sparks, Chief Operating Officer, has an employment agreement with the Company which may be terminated upon six months' advance written notice, unless mutually agreed upon with the Company. Mr. Sparks receives a fixed remuneration component of US$250,000 (2023: US$165,000) per annum and a discretionary annual bonus of up to US$125,000 (2023: US$82,500) to be paid upon the successful completion of KPIs as determined by the Board and is entitled to participate in the long-term incentive plan on terms to be determined by the Board.

Ms. Castro, Chief Financial Officer, has an employment agreement with the Company which may be terminated upon four weeks' advance written notice, unless mutually agreed upon with the Company. Ms. Castro receives a fixed remuneration component of US$250,000 per annum, a discretionary annual bonus of up to US$125,000 to be paid upon the successful completion of KPIs as determined by the Board and is entitled to participate in the long-term incentive plan on terms to be determined by the Board.

All Non-Executive Directors have a letter of appointment confirming the terms and conditions of their appointment as Director of the Company.

C. Board Practices

The Board is responsible for and has the authority to determine all matters relating to the strategic direction, policies, practices, establishing goals for management and the operation of the Company. The functions and responsibilities reserved for the Board and those delegated to the Managing Director and executive management are set out in our Board Charter.

Nasdaq listing standards require that a majority of the Board be independent. An "independent director" is defined generally as a person other than an officer or employee of the company or its subsidiaries or any other individual having a relationship which in the opinion of the Board, would interfere with the director's exercise of independent judgment in carrying out the responsibilities of a director. The Board has determined that Mses. Martin, Waller and Wyse and Mr. Taylor are "independent directors" as defined in the Nasdaq listing standards and applicable SEC rules.

In addition to being set out in the Board Charter, the roles and responsibilities of our directors are also formalized in the letter of appointment which each director receives and commits to on their appointment. The letters of appointment specify the term of appointment, time commitment envisaged, expectations in relations to committee work or any other special duties attaching to the position, reporting lines, remuneration arrangements, disclosure obligations in relation to personal interests, confidentiality obligations, insurance and indemnity entitlements and details of the Company's key governance policies. Each KMP enters into a service contract which sets out the material terms of employment, including a description of position and duties, reporting lines, remuneration arrangement and termination rights and entitlement.

The Constitution of the Company requires the Company, to the extent permitted by law, to indemnify any person who is or has been a director or officer of the Company for any liability caused by such a director or officer and any legal costs incurred by a director or officer in defending an action for any liability caused by such a director or officer. During or since the end of fiscal 2024, no amounts have been paid by the Company in relation to the above indemnities. During fiscal 2024, an insurance premium of US$229,238 was paid by the Company to insure against a liability incurred by a person who is or has been a director or officer of the Company or Company.

Board Committees

The Board has three standing committees, being an audit committee, a remuneration and nomination committee, and an environmental, social and governance committee.

Audit Committee

The Board has established an audit committee. Assignments to, and chairs of, audit committee will be selected by the Board. The audit committee operates under a charter approved by the Board and reports on its activities to the Board. The audit committee monitors the integrity of our financial statements, the independence and qualifications of our independent auditors, the performance of our accounting staff and independent auditors, our compliance with legal and regulatory requirements and the effectiveness of our internal controls. The audit committee is responsible for selecting, retaining (subject to shareholder approval), evaluating, setting the remuneration of, and, if appropriate, recommending the termination of our independent auditors. The audit committee is established in accordance with Section 10A(m) of the Exchange Act. Under the Nasdaq listing standards and applicable SEC rules, we are required to have at least three members of the audit committee, all of whom must be independent. The audit committee currently consists of Mr. Vaughn Taylor (chairperson), Ms. Lorraine Martin, and Ms. Beverly Wyse, all of whom are considered independent under the listing standards of the Nasdaq Capital Market for audit committee members and the heightened independence requirement for audit committee members required by Rule 10A-3 under the Exchange Act. Mr. Vaughn Taylor is also an audit committee financial expert.

Remuneration and Nomination Committee

The Board has established a separate remuneration and nomination committee. The remuneration and nomination committee operates under a charter approved by the Board and reports on its activities to the board. The remuneration and nomination committee charter sets out the processes the Board employs for setting the level and composition of compensation for directors and senior executives and ensuring that such compensation is appropriate and not excessive. Under the Nasdaq listing standards and applicable SEC rules, we are required to have at least two members of the Compensation Committee, all of whom must be independent. The remuneration and nomination committee currently consists of Mr. Vaughn Taylor (chairperson), Ms. Beverly Wyse and Ms. Melissa Waller, all of whom are considered independent under the Nasdaq listing standards and applicable SEC rules.

Environmental, Social and Governance Committee

The Board has established a separate ESG Committee. The ESG Committee operates under a charter approved by the Board and reports on its activities to the board. The ESG Committee charter sets out the processes the Board employs to oversee the Company's sustainability strategy and initiatives, including the Company's reporting on its commitment to sustainability, social responsibility and other related matters. The ESG Committee currently consists of Ms. Melissa Waller (chairperson), Ms. Beverly Wyse, Ms. Lorraine Martin, and Mr. Anastasios Arima.

Code of Conduct

The Company has adopted a Code of Conduct which provides a framework for decisions and actions in relation to ethical conduct in employment. It aims to encourage the appropriate standards of conduct and behavior of the directors, officers, employees and contractors of the Company. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behavior expected from employees, including to:

- act honestly, in good faith and in the best interests of the Company as a whole;
- exercise their duty to use due care and diligence in fulfilling the functions of their position;
- recognize that their primary responsibility is to the Company's shareholders as a whole;
- not take advantage of their position for personal gain, or the gain of their associates; and
- preserve the confidentiality of sensitive information of the Company.

The directors and executives also have a fiduciary relationship with shareholders of the Company, making it unlawful to improperly use their position to gain advantage for themselves. At all times, directors and officers must act in the best interest of the Company and eliminate or abstain from participating in any discussion or decision-making process in relation to matters which they have a conflict of interest, not engage in insider trading and comply with all applicable anti-bribery laws.

D. Employees

As of June 30, 2024, we had 48 employees and 9 employee contractors based in 3 different countries, as shown in the chart below.

	United States	Australia	Canada
Employees	48	-	-
Employee Contractors	4	3	2

The workforce is non-unionized.

E. **Share Ownership**

The following table lists as of June 30, 2024, the number of our shares beneficially owned by each of our directors, our chief executive officer and other members of our senior management as a group. Beneficial ownership is calculated based on 257,244,759 ordinary shares outstanding as of June 30, 2024.

	Ordinary Shares Beneficially Owned(1)	
Shareholder	**Number**	**Percent**
Officers and Directors		
Anastasios (Taso) Arima	7,086,446	2.7%
Todd W. Hannigan	17,565,255	6.8%
Toby E. Symonds	523,504	*
W. Scott Sparks	1,260,000	*
Dominic P. Allen	4,652,500	1.8%
Jeanne McMullin	167,629	*
Marcela R. Castro	—	—
Lorraine M. Martin	637,397	*
Vaughn W. Taylor	597,558	*
Melissa G. Waller	337,397	*
Beverly M. Wyse	337,397	*
Officers and directors as a group (11 persons)	33,165,083	12.9%

* Represents beneficial ownership of less than 1% of the outstanding ordinary shares of IperionX.

(1) Beneficial ownership is determined according to the rules of the SEC and generally means that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power of that security, including options, RSUs, and performance rights that are currently exercisable or exercisable within 60 days of June 30, 2024.

F. Disclosure of a registrant's action to recover erroneously awarded compensation

Not applicable.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

The following table and accompanying footnotes set forth, as of June 30, 2024, information regarding beneficial ownership of our ordinary shares by each person known by us to be the beneficial owner of more than 5% of our ordinary shares. In preparing the disclosure below, we have relied to the extent we believe appropriate on substantial shareholder notices provided to us by our substantial shareholders and released to ASX.

Beneficial ownership is determined according to the rules of the SEC and generally means that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power of that security, including options and performance rights that are currently exercisable or exercisable within 60 days of June 30, 2024. Ordinary shares subject to options and performance rights currently exercisable or exercisable within 60 days of June 30, 2024 are deemed to be outstanding for computing the percentage ownership of the person holding these options and/or performance rights and the percentage ownership of any group of which the holder is a member, but are not deemed outstanding for computing the percentage of any other person.

Our calculation of the percentage of beneficial ownership is based on 257,244,759 ordinary shares issued and outstanding as at June 30, 2024. A large number of our ordinary shares are held by nominee companies so we cannot be certain of the identity of those beneficial owners.

Unless otherwise indicated, to our knowledge each shareholder possesses sole voting and investment power over the ordinary shares listed subject to community property laws, where applicable. None of our shareholders has different voting rights from other shareholders.

	Ordinary Shares Beneficially Owned	
Shareholder	**Number**	**Percent**
FIL Limited (Pembroke Hall, 42 Crow Lane, Hamilton, Bermuda, HM19)	18,687,109	7.3%
DITM Holdings Pty Ltd (15 Lennox Street, Mosman, NSW, 2088, Australia)(1)	17,565,255	6.8%
FMR LLC (1 St. Martin's Le Grand, London, EC1A 4AS, United Kingdom)	21,131,763	9.4%

(1) DITM Holdings Pty Limited is an Australian corporation controlled by Mr. Todd Hannigan.

To our knowledge, there have not been any significant changes in the ownership of our ordinary shares by major shareholders over the past three years, except as follows (which is based upon substantial shareholder notices filed with the ASX and beneficial ownership reports on Schedule 13G filed with the SEC):

- FMR LLC became a substantial shareholder on August 31, 2021, when it acquired 13,499,999 ordinary shares, or 9.7% of the total voting power, pursuant to a private placement by the Company. On February 9, 2023, FMR LLC reported it beneficially owned 16,789,000 ordinary shares, or 9.8% of the total voting power, as of December 31, 2022. On February 9, 2024, FMR LLC reported it beneficially owned 21,131,763 ordinary shares, or 9.4% of the total voting power, as of December 29, 2023;

- FIL Limited became a substantial shareholder on September 14, 2022, when it acquired 11,412,500 ordinary shares, or 6.7% of the total voting power, pursuant to a private placement by the Company. On April 13, 2023, FIL Limited had a change in substantial holding (due to additional purchases) and reported it held 13,423,474 ordinary shares, or 7.8% of the total voting power, as of that date. On February 9, 2023, FIL Limited reported it beneficially owned 11,459,398 ordinary shares, or 6.7% of the total voting power, as of December 31, 2022. On May 10, 2023, FIL Limited had a change in substantial holding (due to additional purchases) and reported it held 18,974,648 ordinary shares, or 9.9% of the total voting power, as of that date. On November 13, 2023, FIL Limited reported it beneficially owned 21,151,054 ordinary shares, or 10.9% of the total voting power, as of October 31, 2023. On March 11, 2024, FIL Limited had a change in substantial holding (due to purchases and sales) and reported it held 20,279,671 ordinary shares, or 8.9% of the total voting power, as of that date. On May 22, 2024, FIL Limited had a change in substantial holding (due to sales) and reported it held 18,687,109 ordinary shares, or 7.4% of the total voting power, as of that date;

- DITM Holdings Pty Ltd became a substantial shareholder on December 1, 2020, when it reported that it held 4,618,357 ordinary shares, or 5.3% of the total voting power, as of that date. On January 27, 2021, DITM Holdings Pty Ltd had a change in substantial holding (due to additional purchases) and reported it held 7,951,691 ordinary shares, or 8.1% of the total voting power, as of that date. On August 31, 2021, DITM Holdings Pty Ltd had a change in substantial holding (due to additional purchases) and reported it held 9,069,086 ordinary shares, or 6.5% of the total voting power, as of that date. On December 13, 2021, DITM Holdings Pty Ltd had a change in holding (due to additional purchases) and reported it held 9,415,927 ordinary shares, or 6.8% of the total voting power, as of that date. On May 5, 2022, DITM Holdings Pty Ltd had a change in holding (due to additional purchases) and reported it held 10,412,842 ordinary shares, or 7.4% of the total voting power, as of that date. On February 14, 2023, DITM Holdings Pty Ltd reported it beneficially owned 15,031,747 ordinary shares, or 8.6% of the total voting power, as of December 31, 2022 (consisting of 12,931,747 ordinary shares and 2,100,000 ordinary shares underlying options that are exercisable within 60 days of December 31, 2022). On May 8, 2023, DITM Holdings Pty Ltd reported it had purchased an additional 847,970 ordinary shares. On June 26, 2023, DITM Holdings Pty Ltd reported it had purchased an additional 700,000 ordinary shares, and beneficially owned 16,579,717 ordinary shares, or 8.5% of the total voting power, as of that date (consisting of 14,479,717 ordinary shares and 2,100,000 ordinary shares underlying options that are exercisable within 60 days). On November 13, 2023, DITM Holdings Pty Ltd reported it had purchased an additional 520,096 ordinary shares, and beneficially owned 17,099,813 ordinary shares, or 8.5% of the total voting power, as of that date (consisting of 14,999,813 ordinary shares and 2,100,000 ordinary shares underlying options that are exercisable within 60 days). On December 21, 2023, DITM Holdings Pty Ltd reported it had exercised 2,100,000 share options, and beneficially owned 17,099,813 ordinary shares as of that date. On January 4, 2024, DITM Holdings Pty Ltd reported it had purchased an additional 465,442 ordinary shares, and beneficially owned 17,565,255 ordinary shares as of that date. DITM Holdings Pty Ltd is an entity associated with Mr. Todd Hannigan, Director of the Company;

- B. Riley Financial, Inc. and its controlled entities became a substantial shareholder on September 14, 2023, when it acquired 9,000,000 ordinary shares, or 5.3% of the total voting power, pursuant to a private placement by the Company. We understand that B. Riley Financial, Inc. has subsequently ceased to be a substantial holder following the sale of its ordinary shares in the Company with no IperionX shareholding disclosure in B Riley Financial' s 13-F Holdings Report lodged on August 14, 2024;

- Arredo Pty Ltd became a substantial shareholder on December 1, 2020, when it reported that it held 5,475,000 ordinary shares, or 6.3% of the total voting power, as of that date. Arredo Pty Ltd ceased to be a substantial holder on August 31, 2021 (due to dilution); and

- IPConcept (Luxembourg) S.A. became a substantial shareholder on October 21, 2020, when it reported that it held 1,700,000 ordinary shares, as of that date. IPConcept (Luxembourg) S.A. ceased to be a substantial holder on December 7, 2021 (due to dilution).

Record Holders

As of June 30, 2024, we had 257,244,759 ordinary shares issued and outstanding. Based on information known to us, as of June 30, 2024, 13,386,476 of our ordinary shares were being held in the United States by 41 shareholders of record. A number of our ordinary shares are held by nominee companies so we cannot be certain of the identity of those beneficial owners. In addition, based on information known to us, as of June 30, 2024, approximately 43,029,530 of our outstanding ordinary shares are held in the form of ADSs.

We are not controlled by another corporation, by any foreign government or by any natural or legal persons except as set forth herein, and there are no arrangements known to us which would result in a change in control of us at a subsequent date.

B. **Related Party Transactions**

Other than as disclosed below, since July 1, 2023, other than employment and remuneration matters described in "Item 6. Directors, Senior Management and Employees – Compensation" we did not enter into any transactions or loans with any: (i) enterprises that directly or indirectly, through one or more intermediaries, control, are controlled by or are under common control with us; (ii) associates; (iii) individuals owning, directly or indirectly, an interest in our voting power that gives them significant influence over us, and close members of any such individual's family; (iv) key management personnel and close members of such individuals' families; or (v) enterprises in which a substantial shareholder interest in our voting power is owned, directly or indirectly, by any person described in (iii) or (iv) or over which such person is able to exercise significant influence.

Performance Industries, Inc., a company associated with Mr. W. Scott Sparks, Chief Operating Officer of the Company, was paid or is payable US$53,138 during fiscal 2024 (2023: US$145,055) for the provision of engineering and construction services to the Company. The Company considers that the services provided by Performance Industries, Inc. were provided on an arm's length or better basis.

Mr. Gregory Swan provides services as the Company Secretary through a services agreement with Apollo Group. Apollo Group was paid or is payable A$413,000 (2023: $318,000) for the provision of serviced office facilities and administrative, accounting and company secretarial services to the Company. The agreement has no fixed term and is able to be terminated by either party by providing one (1) months' notice. The Company considers that the services provided by Apollo Group were provided on an arm's length or better basis. Mr. Swan ceased to be Chief Financial Officer and KMP effective December 21, 2023.

C. **Interests of Experts and Counsel**

Not applicable.

ITEM 8. FINANCIAL INFORMATION.

A. **Consolidated Statements and Other Financial Information.**

See "Item 18. Financial Statements."

Legal Proceedings

We are not a party to any material legal proceedings.

Dividends

We have not declared any dividends during fiscal 2024 or 2023 and do not anticipate that we will do so in the foreseeable future. We currently intend to retain future earnings, if any, to finance the development of our business. Dividends, if any, on our outstanding ordinary shares will be declared by and subject to the discretion of our Board of Directors on the basis of our earnings, financial requirements and other relevant factors, and subject to Australian law.

Any dividend we declare will be paid to the holders of ADSs, subject to the terms of the deposit agreement, to the same extent as holders of our ordinary shares, to the extent permitted by applicable law and regulations, less the fees and expenses payable under the deposit agreement. Any dividend we declare will be distributed by the depositary bank to the holders of the ADSs, subject to the terms of the deposit agreement. See "Item 12. Description of Securities Other Than Equity Securities-D. American Depositary Shares."

B. Significant Changes

No significant change, other than as otherwise described in this annual report on Form 20-F, has occurred in our operations since the date of our consolidated financial statements included in this annual report on Form 20-F.

ITEM 9. THE OFFER AND LISTING

A. **Offer and Listing Details**

The principal trading market for our ordinary shares is the ASX in Australia. Our ordinary shares trade under the symbol "IPX." Our ADSs are publicly traded in the United States on the Nasdaq Capital Market under the symbol "IPX."

B. Plan of Distribution

Not applicable.

C. Markets

Our ordinary shares are publicly traded on the ASX under the symbol "IPX." Our ADSs are publicly traded on the Nasdaq Capital Market under the symbol "IPX."

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Constitutional Documents

The following description of our ordinary shares is only a summary. We encourage you to read our Constitution, which is included as an exhibit to our Annual Report on Form 20-F. All references to the "Company," "we," "us," "our" and "ours" refer to IperionX Limited and its consolidated subsidiaries.

General

We are a public company limited by shares registered under the Corporations Act by the Australian Securities and Investments Commission ("ASIC"). Our corporate affairs are principally governed by our Constitution, the Corporations Act and the Australian Stock Exchange ("ASX") Listing Rules. Our ordinary shares trade on the ASX. Our American Depositary Shares (our "ADSs"), each representing 10 of our ordinary shares, are listed on the Nasdaq Capital Market ("Nasdaq"), under the symbol "IPX." The Bank of New York Mellon, acting as depositary, registers and delivers the ADSs.

The Australian law applicable to our Constitution is not significantly different than a U.S. company's charter documents except we do not have a limit on our authorized share capital and the concept of par value is not recognized under Australian law.

Subject to restrictions on the issue of securities in our Constitution, the Corporations Act and the ASX Listing Rules and any other applicable law, we may at any time issue shares and grant options or warrants on any terms, with the rights and restrictions and for the consideration that the Board determine.

The rights and restrictions attaching to ordinary shares are derived through a combination of our Constitution, the common law applicable to Australia, the ASX Listing Rules, the Corporations Act and other applicable law. A general summary of some of the rights and restrictions attaching to our ordinary shares are summarized below. Each ordinary shareholder is entitled to receive notice of, and to be present, vote and speak at, general meetings.

Our Constitution

Our constituent document is our Constitution. Our Constitution is subject to the terms of the ASX Listing Rules and the Corporations Act. It does not provide for or prescribe any specific objectives or purposes of IperionX. It may be amended or repealed and replaced by special resolution of shareholders, which is a resolution passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution. Where there is an inconsistency between the provisions of the Constitution and the Corporations Act, the provisions of the Australian Corporation Act will prevail over any inconsistent provisions of the Constitution.

Under Australian law, a company has the legal capacity and powers of an individual both within and outside Australia. The material provisions of our Constitution are summarized below. This summary is not intended to be complete nor to constitute a definitive statement of the rights and liabilities of our shareholders.

Interested Directors

Except where permitted by the Corporations Act, a director may not vote in respect of any contract or arrangement in which the director has, directly or indirectly, any material interest. Such director must not be counted in a quorum, must not vote on the matter and must not be present at the meeting while the matter is being considered.

Unless a relevant exception applies, the Corporations Act requires our directors to provide disclosure of certain interests and prohibits directors of companies listed on the ASX from voting on matters in which they have a material personal interest and from being present at the meeting while the matter is being considered. In addition, the Corporations Act and the ASX Listing Rules require shareholder approval of any provision of related party benefits to our directors.

Directors' Compensation

The fixed sum remuneration for non-executive directors may not be increased except at a general meeting of shareholders and the particulars of the proposed increase are required to have been provided to shareholders in the notice convening the meeting. The aggregate, fixed sum for non-executive directors' remuneration is to be divided among the non-executive directors in such proportion as the Board of Directors agree and in accordance with our Constitution. Remuneration payable to executive directors, such as the Managing Director, does not form part of the aggregate remuneration pool through which non-executive directors are paid. Executive directors may be paid remuneration as employees of IperionX.

Pursuant to our Constitution, any director who performs extra or special services that in the opinion of the Board, are outside the scope of the ordinary duties of a director may be paid additional remuneration or provide benefits to that director, which is determined by the Board.

The Company must also pay all reasonable travel, accommodation and other expenses properly incurred by the directors in attending general meetings, Board meetings, committee meetings or otherwise in connection with our business.

In addition, in accordance with our Constitution, a director may be paid a retirement benefit as determined by the Board, subject to the limits set out in the Corporations Act and the ASX Listing Rules.

Borrowing Powers Exercisable by Directors

Pursuant to our Constitution, the management and control of our business affairs are vested in the Board. Subject to the Corporations Act and the ASX Listing Rules, the Board has the power to raise or borrow money, and charge any of our property or business or any uncalled capital, and may issue debentures or give any other security for any of our debts, liabilities or obligations or of any other person, in each case, in the manner and on terms it deems fit.

Retirement of Directors

Pursuant to our Constitution, one-third of our directors, other than the managing director, must retire from office at every annual general meeting. If the number of directors is not a multiple of three, then the number nearest to, but not exceeding, one-third must retire from office. The directors who retire in this manner are required to be the directors or director longest in office since last being elected. A director, other than the director who is the managing director, must retire from office at the conclusion of the third annual general meeting after which the director was elected. Retired directors are eligible for re-election to the Board of Directors.

Rights and Restrictions on Classes of Shares

Subject to the Corporations Act and the ASX Listing Rules, the rights attaching to our Ordinary Shares are detailed in our Constitution. Subject to the Corporations Act, ASX Listing Rules and any rights or restrictions attached to a class of shares, the Company may issue further shares or grant options over shares on any terms, at any time and for any consideration as the Board resolve. Currently, our outstanding share capital consists of only one class of Ordinary Shares.

Voting Rights

Subject to our Constitution and any rights or restrictions attached to a class of shares, at a meeting of shareholders each shareholder has one vote determined by a show of hands. On a poll vote, each shareholder shall have one vote for each fully paid share and a fractional vote for each share that is not fully paid, such fraction being equivalent to the proportion of the amount that has been paid to such date on that share. Shareholders may vote by proxy, attorney or representative.

Right to Share in Our Profits

Subject to the Corporations Act, the ASX Listing Rules and the rights of the holders of any shares created or raised under any special arrangements as to dividends, the directors may from time to time declare a dividend to shareholders entitled to the dividend. Under the Corporations Act, we must not pay a dividend unless: (a) our assets exceed our liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend; (b) the payment of the dividend is fair and reasonable to our shareholders as a whole; and (c) the payment of the dividend does not materially prejudice our ability to pay our creditors. Unless any share is issued on terms providing to the contrary, the dividends declared will be payable on all shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such shares.

Rights to Share in the Surplus in the Event of Liquidation

Our Constitution provides for the right of shareholders to participate in a surplus in the event of our liquidation.

No Redemption Provision for Ordinary Shares

There are no redemption provisions in our Constitution in relation to Ordinary Shares. Under our Constitution and subject to the Corporations Act, any preference shares may be issued on the terms that they are, or may at our option be, liable to be redeemed.

Variation or Cancellation of Share Rights

The rights attached to shares in a particular class of shares may only be varied or cancelled by a special resolution of IperionX, together with either:

- a special resolution passed by members holding shares in that class; or
- the written consent of members who are entitled to at least 75% of the votes that may be cast in respect of shares in that class.

Liability for Further Capital Calls

According to our Constitution, the Board of Directors may make any calls from time to time upon shareholders in respect of all monies unpaid or partly-paid shares (if any), subject to the terms upon which any of the partly-paid shares have been issued. Each shareholder is liable to pay the amount of each call in the manner, at the time, and at the place specified by the Board of Directors. Calls may be made payable by installment. Failure to pay a call will result in interest becoming payable on the unpaid amount and ultimately, forfeiture of those shares. As of the date of this annual report, all of our issued shares are fully paid.

Annual General Meetings

Under the Corporations Act, our directors must convene an annual meeting of shareholders at least once every calendar year and within five months after the end of our last financial year. Notice of the proposed meeting of our shareholders is required at least 28 days prior to such meeting under the Corporations Act.

General Meetings of Shareholders

General meetings of shareholders may be called by the Board. Notice of the proposed meeting of our shareholders is required at least 28 days prior to such meeting under the Corporations Act. Except as permitted under the Corporations Act, shareholders may not convene a meeting. Under the Corporations Act, any director or one or more shareholders holding in aggregate at least 5% of the votes that may be cast at a general meeting may call and arrange to hold a general meeting. The meeting must be called in the same way in which general meetings of the company may be called, including the dispatch of a notice of meeting including the matters to be voted upon. The shareholders calling the meeting must pay the expenses of calling and holding the meeting.

The Corporations Act requires the directors to call and arrange to hold a general meeting on the request of shareholders with at least 5% of the votes that may be cast at a general meeting. The request must be made in writing, state any resolution to be proposed at the meeting, be signed by the shareholders making the request and be given to the company. The Board of Directors must call the meeting not more than 21 days after the request is made. The meeting must be held not later than two months after the request is given.

The quorum required for a general meeting of shareholders consists of at least two shareholders present in person, or by proxy, attorney or representative. A meeting (excluding a meeting convened on the requisition of shareholders) which is adjourned for lack of a quorum will be adjourned to the date, time and place as the Directors may by notice to shareholders appoint, or failing any appointment, to the same day in the following week at the same time and place. At the reconvened meeting, the required quorum consists of any two members present in person, or by proxy, attorney or representative appointed pursuant to our Constitution. The meeting is dissolved if a quorum is not present within 30 minutes from the time appointed for the reconvened meeting.

A meeting of shareholders may be held virtually using any technology that gives shareholders as a whole a reasonable opportunity to participate in the meeting.

An ordinary resolution requires approval by the shareholders by a simple majority of votes cast (namely, a resolution passed by more than 50% of the votes cast by shareholders entitled to vote on the resolution). A special resolution (such as in relation to amending our Constitution, approving any variation of rights attached to any class of shares or our voluntary winding-up), requires approval of a special majority (namely, a resolution that has been passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution).

The Foreign Acquisitions and Takeovers Act 1975

Overview

Australia's foreign investment regime is set out in the Foreign Acquisition and Takeovers Act (the "FATA") and Australia's Foreign Investment Policy (the "Policy"). The Australian Treasurer administers the FATA and the Policy with the advice and assistance of the Foreign Investment Review Board ("FIRB").

In the circumstances set out below in the section entitled 'Mandatory Notification Requirements', foreign persons are required to notify and receive a prior statement of no objection, or FIRB clearance, from the Australian Treasurer. In the circumstances set out below in the section entitled 'Other circumstances in which FIRB may be sought', it is generally recommended that foreign persons obtain FIRB clearance.

The Australian Treasurer has powers under the FATA to make adverse orders, including prohibition of a proposal, ordering disposal of an interest acquired or imposing conditions on a proposed transaction, in respect of a relevant acquisition if he or she considers it to be contrary to Australia's national interest.

The obligation to notify and obtain FIRB clearance is upon the acquirer of the interest, and not the Company. The failure to obtain FIRB clearance may be an offence under Australian law.

Investor's Responsibility

It is the responsibility of any persons who wish to acquire shares of the Company to satisfy themselves as to their compliance with the FATA, regulations made under the FATA, the Policy, guidelines issued by the FIRB and with any other necessary approval and registration requirement or formality, before acquiring an interest in the Company.

Mandatory Notification Requirements

Broadly, FIRB clearance is required for the following transactions involving the acquisition of shares in an Australian corporation:

- the acquisition of a substantial interest if the Australian corporation is valued in excess of the applicable monetary threshold (see below);
- any direct investment by a foreign government investor;
- any acquisition of shares in an Australian land corporation; and
- any proposed direct investment in a national security business (including starting such a business) or proposed investment in national security land.

Currently, the prescribed threshold is A$289 million though a higher threshold of A$1.250 billion applies for private foreign investors from the United States, New Zealand, China, Japan, Hong Kong, Peru, South Korea, Singapore and Chile unless the transaction involves certain prescribed sensitive sectors.

Application of these Requirements to the Company

As at June 30, 2021, the Company did not have any interests in Australian land and hence is not an Australian land corporation, and the Company's gross assets were valued below A$289 million. Accordingly, the only circumstance in which an investor in the Company would currently be subject to the mandatory notification regime is if they are a foreign government investor making a direct investment in the Company. Applications for FIRB clearance may be made by prospective investors in accordance with the information on FIRB's website.

Other Situations Where FIRB Clearance Might be Sought

In addition to those circumstances where it is mandatory under the FATA for a foreign person to notify FIRB and seek FIRB clearance for a particular transaction (see above), there are other instances where, despite there being no mandatory notification obligation, the Australian Treasurer may make adverse orders under the FATA (e.g., if he or she considers a particular transaction to have national security concerns).

National Security Related Transactions

Under Australia's foreign investment regime, the Australian Treasurer may 'call in' certain transactions for screening on national security grounds and allow investors to voluntarily notify these transactions to obtain certainty about the investment. Where national security concerns are identified, the Australian Treasurer has the power to impose conditions, vary existing conditions, or, as a last resort, force the divestment of any realized investment which was subject to the FATA from January 1, 2021.

Transactions falling within the scope of the national security test are subject to a $0 monetary threshold.

The Company as a Foreign Person

If foreign persons have a substantial interest in the Company, it would be considered to be a foreign person under the FATA. In such event, we would be required to obtain the approval of the Australian Treasurer for our own transactions involving the acquisitions of interests in Australian land and some acquisitions of interests in Australian corporations. FIRB clearance may be required for such acquisitions (which may or may not be given or may be given subject to conditions). If FIRB clearance is required and not given in relation to a proposed investment, we may not be able to proceed with that investment. There can be no assurance that we will be able to obtain any required FIRB clearances in the future.

Defined Terms Used in this Section

Foreign Persons

Under Australia's foreign investment regime, it is the responsibility of any person (including, without limitation, nominees and trustees) who is:

- a natural person not ordinarily resident in Australia;
- a corporation in which a natural person not ordinarily resident in Australia, or a corporation incorporated outside of Australia, holds direct or indirect, actual or potential, voting power of 20% or more;
- a corporation in which two or more persons, each of whom is either a non-Australian resident or a non-Australian corporation, hold direct or indirect, actual or potential, voting power in aggregate of 40% or more;
- a trustee of a trust estate in which a non-Australian resident or non-Australian corporation holds 20% or more of the corpus or income of the trust estate;
- a trustee of a trust estate in which two or more persons, each of whom is either a non-Australian resident or a non-Australian corporation, hold in aggregate 40% or more of the corpus or income of the trust estate; or
- a foreign government investor,

to ascertain if they may be required to notify the Australian Treasurer of their investment.

Associates

Associate is broadly defined to include:

- the person's spouse or de facto partner, lineal ancestors and descendants, and siblings;
- any partner of the person;
- any corporation of which the person is an officer, any officer of a corporation (where the person is a corporation), employers and employees, any employee of a natural person of whom the person is an employee;
- any corporation whose directors are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the person or, where the person is a corporation, of the directors of the person;
- any corporation in accordance with the directions, instructions or wishes of which, or of the directors of which, the person is accustomed or under an obligation, whether formal or informal, to act;
- any corporation in which the person holds a substantial interest;
- where the person is a corporation-a person who holds a substantial interest in the corporation;
- the trustee of a trust estate in which the person holds a substantial interest;
- where the person is the trustee of a trust estate-a person who holds a substantial interest in the trust estate;
- any person who is an associate of any other person who is an associate of the person.

Australian Land Corporation

An Australian land corporation ("ALC"), is a corporation where the value of its total assets comprising interests in Australian land exceeds 50% of the value of its total gross assets. An ALC is not necessarily a company registered in Australia. It may be registered anywhere. It is the composition of the assets of the corporation that will make it an ALC for the purposes of the Australian foreign investment regime.

Substantial Interest

A substantial interest is:

- control of 20% or more of the actual or potential voting power or issued shares in a target by a single foreign person (together with associates); or
- control of 40% or more of the actual or potential voting power or issued shares in a target by multiple foreign persons (together with associates).

Direct Investment

Any investment of an interest of 10% or more is considered to be a direct investment. Investments that involve interests below 10% may also be considered direct investments if the acquiring foreign government investor is building a strategic stake in the target, or can use that investment to influence or control the target. In particular, it includes investments of less than 10% which include any of the following:

- preferential, special or veto voting rights;
- the ability to appoint directors or asset managers;

- contractual agreements including, but not restricted to, agreements for loans, provision of services and off take agreements; or
- building or maintaining a strategic or long-term relationship with a target entity.

Foreign Government Issuer

A Foreign Government Investor is:

- a body politic of a foreign country;
- entities in which governments, their agencies or related entities from a single foreign country have an aggregate interest (direct or indirect) of 20% or more;
- entities in which governments, their agencies or related entities from more than one foreign country have an aggregate interest (direct or indirect) of 40% or more; or
- entities that are otherwise controlled by foreign governments, their agencies or related entities, and any associates, or could be controlled by them including as part of a controlling Company.

At this time, our total assets do not exceed any of the above thresholds and therefore no approval would be required from the Australian Treasurer. Nonetheless, should our total assets exceed the threshold in the future, we will need to be mindful of the number of ordinary shares that can be made available, and monitor the 40% aggregate shareholding threshold for foreign persons (together with their associates) to ensure that it will not be exceeded without an application to the Australian Treasurer's for approval having been contemplated and submitted if considered necessary. Our Constitution does not contain any additional limitations on a nonresident's right to hold or vote our securities.

National Security Business

A business is a national security business if it:

- is a responsible entity (within the meaning of the Security of Critical Infrastructure Act 2018 as enacted) for an asset;
- is an entity that is a direct interest holder in relation to a critical infrastructure asset (within the meaning of those terms in the Security of Critical Infrastructure Act 2018 as enacted);
- is a carrier or nominated carriage service provider to which the Telecommunications Act 1997 applies;
- develops, manufacturers or supplies critical goods or critical technology that are, or are intended to be, for a military use, or an intelligence use, by defense and intelligence personnel, the defense force of another country, or a foreign intelligence agency;
- provides, or intends to provide, critical services to defense and intelligence personnel, the defense force of another country, or a foreign intelligence agency;
- stores or has access to information that has a security classification;
- stores or maintains personal information of defense and intelligence personnel collected by the Australian Defence Force, the Defence Department or an agency in the national intelligence community which, if accessed, could compromise Australia's national security;
- collects, as part of an arrangement with the Australian Defence Force, the Defence Department or an agency in the national intelligence community, personal information on defence and intelligence personnel which, if disclosed, could compromise Australia's national security; or

- stores, maintains or has access to personal information on defense and intelligence personnel which, if disclosed, could compromise Australia's national security.

National Security Land

Land is national security land if it is:

- "Defence" premises within the meaning of section 71A of the Defence Act 1903. This includes all land owned or occupied by Defence, including buildings, structures and Defence prohibited areas. The definition excludes subparagraph (a)(iii) of the definition which relates to vehicles, vessels or aircraft; or

- land in which an agency in the national intelligence community has an interest, if the existence of the interest is publicly known or could be known upon the making of reasonable inquiries.

Ownership Threshold

There are no provisions in our Constitution that require a shareholder to disclose ownership above a certain threshold. Under the Corporations Act, in relation to a company, a person has a "substantial holding" if (i) the total votes attached to voting shares in the company in which they (or their associates) have a relevant interest in is 5 percent or more of the total number of votes attached to voting shares in the company or (ii) the person has made a takeover bid for voting shares in the company and the bid period has started but not yet ended.

A person who:

- begins to have, or ceases to have, a substantial holding in a listed company;

- has a substantial holding in a listed company and there is movement by at least 1 percent in their holding; or

- makes a takeover bid for securities of the listed company, must give notice to the company and to the ASX.

Upon becoming a U.S. public company, our shareholders will also be subject to disclosure requirements under U.S. securities laws.

Issues of Shares and Change in Capital

Subject to the Corporations Act, ASX Listing Rules and any rights or restrictions attached to a class of shares, the Company may issue further shares or grant options over shares on any terms, at any time and for any consideration as the Board resolve. Pursuant to the ASX Listing Rules, we may in our discretion issue securities without the approval of shareholders, if such issue of securities, when aggregated with securities issued by us during the previous 12 month period would be an amount that would not exceed 15% of our issued capital at the commencement of the 12 month period. The Company may seek shareholder approval by special resolution at its annual general meeting to increase its capacity to issue equity securities by an additional 10% for the proceeding 12 month period. Issues of securities in excess of this limit or the issue of securities to our related parties require approval of shareholders (unless otherwise permitted under the ASX Listing Rules or unless we have obtained a waiver from the ASX in relation to the 15% limit).

Subject to the requirements of our Constitution, the Corporations Act, the ASX Listing Rules and any other applicable law, including relevant shareholder approvals, we may consolidate or divide our share capital into a larger or smaller number by resolution, reduce our share capital (provided that the reduction is fair and reasonable to our shareholders as a whole and does not materially prejudice our ability to pay creditors) or buy back our Ordinary Shares whether under an equal access buy-back or on a selective basis.

Member Approval to Significant Changes

We must not make a significant change (either directly or indirectly) to the nature and scale of our activities except after having disclosed full details to the ASX in accordance with the requirements of the ASX Listing Rules (and, if required by ASX, subject to us obtaining the approval of shareholders in a general meeting). We must not sell or otherwise dispose of the main undertaking of our company without the approval of shareholders in a general meeting. We need not comply with the above obligations if the ASX grants us an applicable waiver to be relieved of our obligations.

Change of Control

Takeovers of listed Australian public companies, such as IperionX, are regulated by the Corporations Act, which prohibits the acquisition of a "relevant interest" in issued voting shares in a listed company if the acquisition will lead to that person's or someone else's voting power in IperionX increasing from 20% or below to more than 20% or increasing from a starting point that is above 20% and below 90%, subject to a range of exceptions.

Generally, a person will have a relevant interest in securities if the person:

- is the holder of the securities;
- has power to exercise, or control the exercise of, a right to vote attached to the securities; or
- has the power to dispose of, or control the exercise of a power to dispose of, the securities (including any indirect or direct power or control).

If, at a particular time, a person has a relevant interest in issued securities and the person:

- has entered or enters into an agreement with another person with respect to the securities;
- has given or gives another person an enforceable right, or has been or is given an enforceable right by another person, in relation to the securities; or
- has granted or grants an option to, or has been or is granted an option by, another person with respect to the securities, and the other person would have a relevant interest in the securities if the agreement were performed, the right enforced or the option exercised, the other person is taken to already have a relevant interest in the securities.

There are a number of exceptions to the above prohibition on acquiring a relevant interest in issued voting shares above 20%. In general terms, some of the more significant exceptions include:

- when the acquisition results from the acceptance of an offer under a formal takeover bid;
- when the acquisition is conducted on market by or on behalf of the bidder under a takeover bid and the acquisition occurs during the bid period;
- when shareholders of IperionX approve the takeover by resolution passed at general meeting;
- an acquisition by a person if, throughout the six months before the acquisition, that person or any other person has had voting power in IperionX of at least 19% and, as a result of the acquisition, none of the relevant persons would have voting power in IperionX more than three percentage points higher than they had six months before the acquisition;
- as a result of a rights issue;
- as a result of dividend reinvestment schemes;

- as a result of underwriting arrangements;
- through operation of law;
- an acquisition that arises through the acquisition of a relevant interest in another listed company;
- arising from an auction of forfeited shares conducted on market; or
- arising through a compromise, arrangement, liquidation or buy-back.

Breaches of the takeovers provisions of the Corporations Act are criminal offenses. ASIC and the Australian Takeover Panel have a wide range of powers relating to breaches of takeover provisions, including the ability to make orders cancelling contracts, freezing transfers of, and rights attached to, securities, and forcing a party to dispose of securities. There are certain defenses to breaches of the takeover provisions provided in the Corporations Act.

Access to and Inspection of Documents

Inspection of our records is governed by the Corporations Act. Any member of the public has the right to inspect or obtain copies of our registers on the payment of a prescribed fee. Shareholders are not required to pay a fee for inspection of our registers or minute books of the meetings of shareholders. Other corporate records, including minutes of directors' meetings, financial records and other documents, are not open for inspection by shareholders. Where a shareholder is acting in good faith and an inspection is deemed to be made for a proper purpose, a shareholder may apply to the court to make an order for inspection of our books.

American Depositary Shares

The Bank of New York Mellon, as depositary, registers and delivers American Depositary Shares, also referred to as ADSs. Each ADS represents 10 shares (or a right to receive 10 shares) deposited with The Hongkong and Shanghai Banking Corporation Limited, as custodian for the depositary in Sydney, Australia. Each ADS also represents any other securities, cash or other property that may be held by the depositary. The deposited shares together with any other securities, cash or other property held by the depositary are referred to as the deposited securities. The depositary's office at which the ADSs are administered and its principal executive office are located at 240 Greenwich Street, New York, New York 10286.

You may hold ADSs either (A) directly (i) by having an American Depositary Receipt, also referred to as an ADR, which is a certificate evidencing a specific number of ADSs, registered in your name, or (ii) by having uncertificated ADSs registered in your name, or (B) indirectly by holding a security entitlement in ADSs through your broker or other financial institution that is a direct or indirect participant in The Depository Trust Company, also called DTC. If you hold ADSs directly, you are a registered ADS holder, also referred to as an ADS holder. This description assumes you are an ADS holder. If you hold the ADSs indirectly, you must rely on the procedures of your broker or other financial institution to assert the rights of ADS holders described in this section. You should consult with your broker or financial institution to find out what those procedures are.

Registered holders of uncertificated ADSs receive statements from the depositary confirming their holdings.

As an ADS holder, we will not treat you as one of our shareholders and you will not have shareholder rights. Australian law governs shareholder rights. The depositary will be the holder of the shares underlying your ADSs. As a registered holder of ADSs, you will have ADS holder rights. A deposit agreement among us, the depositary, ADS holders and all other persons indirectly or beneficially holding ADSs sets out ADS holder rights as well as the rights and obligations of the depositary. New York law governs the deposit agreement and the ADSs.

The following is a summary of the material provisions of the deposit agreement. For more complete information, you should read the entire deposit agreement and the form of ADR.

Dividends and Other Distributions

How will you receive dividends and other distributions on the shares?

The depositary has agreed to pay or distribute to ADS holders the cash dividends or other distributions it or the custodian receives on shares or other deposited securities, upon payment or deduction of its fees and expenses. You will receive these distributions in proportion to the number of shares your ADSs represent.

- ***Cash.*** The depositary will convert any cash dividend or other cash distribution we pay on the shares into U.S. dollars, if it can do so on a reasonable basis and can transfer the U.S. dollars to the United States. If that is not possible or if any government approval is needed and cannot be obtained, the deposit agreement allows the depositary to distribute the foreign currency only to those ADS holders to whom it is possible to do so. It will hold the foreign currency it cannot convert for the account of the ADS holders who have not been paid. It will not invest the foreign currency and it will not be liable for any interest.

Before making a distribution, any withholding taxes, or other governmental charges that must be paid will be deducted. The depositary will distribute only whole U.S. dollars and cents and will round fractional cents to the nearest whole cent. *If the exchange rates fluctuate during a time when the depositary cannot convert the foreign currency, you may lose some of the value of the distribution.*

- ***Shares.*** The depositary may distribute additional ADSs representing any shares we distribute as a dividend or free distribution. The depositary will only distribute whole ADSs. It will sell shares which would require it to deliver a fraction of an ADS (or ADSs representing those shares) and distribute the net proceeds in the same way as it does with cash. If the depositary does not distribute additional ADSs, the outstanding ADSs will also represent the new shares. The depositary may sell a portion of the distributed shares (or ADSs representing those shares) sufficient to pay its fees and expenses in connection with that distribution.

- ***Rights to purchase additional shares.*** If we offer holders of our securities any rights to subscribe for additional shares or any other rights, the depositary may (i) exercise those rights on behalf of ADS holders, (ii) distribute those rights to ADS holders or (iii) sell those rights and distribute the net proceeds to ADS holders, in each case after deduction or upon payment of its fees and expenses. To the extent the depositary does not do any of those things, it will allow the rights to lapse. In that case, you will receive no value for them. The depositary will exercise or distribute rights only if we ask it to and provide satisfactory assurances to the depositary that it is legal to do so. If the depositary will exercise rights, it will purchase the securities to which the rights relate and distribute those securities or, in the case of shares, new ADSs representing the new shares, to subscribing ADS holders, but only if ADS holders have paid the exercise price to the depositary. U.S. securities laws may restrict the ability of the depositary to distribute rights or ADSs or other securities issued on exercise of rights to all or certain ADS holders, and the securities distributed may be subject to restrictions on transfer.

- ***Other Distributions.*** The depositary will send to ADS holders anything else we distribute on deposited securities by any means it thinks is legal, fair and practical. If it cannot make the distribution in that way, the depositary has a choice. It may decide to sell what we distributed and distribute the net proceeds, in the same way as it does with cash. Or, it may decide to hold what we distributed, in which case ADSs will also represent the newly distributed property. However, the depositary is not required to distribute any securities (other than ADSs) to ADS holders unless it receives satisfactory evidence from us that it is legal to make that distribution. The depositary may sell a portion of the distributed securities or property sufficient to pay its fees and expenses in connection with that distribution. U.S. securities laws may restrict the ability of the depositary to distribute securities to all or certain ADS holders, and the securities distributed may be subject to restrictions on transfer.

The depositary is not responsible if it decides that it is unlawful or impractical to make a distribution available to any ADS holders. We have no obligation to register ADSs, shares, rights or other securities under the Securities Act. We also have no obligation to take any other action to permit the distribution of ADSs, shares, rights or anything else to ADS holders. *This means that you may not receive the distributions we make on our shares or any value for them if it is illegal or impractical for us to make them available to you.*

Deposit, Withdrawal and Cancellation

How are ADSs issued?

The depositary will deliver ADSs if you or your broker deposits shares or evidence of rights to receive shares with the custodian. Upon payment of its fees and expenses and of any taxes or charges, such as stamp taxes or stock transfer taxes or fees, the depositary will register the appropriate number of ADSs in the names you request and will deliver the ADSs to or upon the order of the person or persons that made the deposit.

How can ADS holders withdraw the deposited securities?

You may surrender your ADSs to the depositary for the purpose of withdrawal. Upon payment of its fees and expenses and of any taxes or charges, such as stamp taxes or stock transfer taxes or fees, the depositary will deliver the shares and any other deposited securities underlying the ADSs to the ADS holder or a person the ADS holder designates at the office of the custodian. Or, at your request, risk and expense, the depositary will deliver the deposited securities at its office, if feasible. However, the depositary is not required to accept surrender of ADSs to the extent it would require delivery of a fraction of a deposited share or other security. The depositary may charge you a fee and its expenses for instructing the custodian regarding delivery of deposited securities.

How do ADS holders interchange between certificated ADSs and uncertificated ADSs?

You may surrender your ADR to the depositary for the purpose of exchanging your ADR for uncertificated ADSs. The depositary will cancel that ADR and will send to the ADS holder a statement confirming that the ADS holder is the registered holder of uncertificated ADSs. Upon receipt by the depositary of a proper instruction from a registered holder of uncertificated ADSs requesting the exchange of uncertificated ADSs for certificated ADSs, the depositary will execute and deliver to the ADS holder an ADR evidencing those ADSs.

Voting Rights

How do you vote?

ADS holders may instruct the depositary how to vote the number of deposited shares their ADSs represent. If we request the depositary to solicit your voting instructions (and we are not required to do so), the depositary will notify you of a shareholders' meeting and send or make voting materials available to you. Those materials will describe the matters to be voted on and explain how ADS holders may instruct the depositary how to vote. For instructions to be valid, they must reach the depositary by a date set by the depositary. The depositary will try, as far as practical, subject to the laws of Australia and the provisions of our constitution or similar documents, to vote or to have its agents vote the shares or other deposited securities as instructed by ADS holders. If we do not request the depositary to solicit your voting instructions, you can still send voting instructions, and, in that case, the depositary may try to vote as you instruct, but it is not required to do so.

Except by instructing the depositary as described above, you won't be able to exercise voting rights unless you surrender your ADSs and withdraw the shares. However, you may not know about the meeting enough in advance to withdraw the shares. In any event, the depositary will not exercise any discretion in voting deposited securities and it will only vote or attempt to vote as instructed.

We cannot assure you that you will receive the voting materials in time to ensure that you can instruct the depositary to vote the shares represented by your ADSs. In addition, the depositary and its agents are not responsible for failing to carry out voting instructions or for the manner of carrying out voting instructions. *This means that you may not be able to exercise voting rights and there may be nothing you can do if the shares represented by your ADSs are not voted as you requested.*

In order to give you a reasonable opportunity to instruct the depositary as to the exercise of voting rights relating to Deposited Securities, if we request the Depositary to act, we agree to give the depositary notice of any such meeting and details concerning the matters to be voted upon at least 30 days in advance of the meeting date.

Payment of Taxes

You will be responsible for any taxes or other governmental charges payable on your ADSs or on the deposited securities represented by any of your ADSs. The depositary may refuse to register any transfer of your ADSs or allow you to withdraw the deposited securities represented by your ADSs until those taxes or other charges are paid. It may apply payments owed to you or sell deposited securities represented by your ADSs to pay any taxes owed and you will remain liable for any deficiency. If the depositary sells deposited securities, it will, if appropriate, reduce the number of ADSs to reflect the sale and pay to ADS holders any proceeds, or send to ADS holders any property, remaining after it has paid the taxes.

Tender and Exchange Offers; Redemption, Replacement or Cancellation of Deposited Securities

The depositary will not tender deposited securities in any voluntary tender or exchange offer unless instructed to do so by an ADS holder surrendering ADSs and subject to any conditions or procedures the depositary may establish.

If deposited securities are redeemed for cash in a transaction that is mandatory for the depositary as a holder of deposited securities, the depositary will call for surrender of a corresponding number of ADSs and distribute the net redemption money to the holders of called ADSs upon surrender of those ADSs.

If there is any change in the deposited securities such as a sub-division, combination or other reclassification, or any merger, consolidation, recapitalization or reorganization affecting the issuer of deposited securities in which the depositary receives new securities in exchange for or in lieu of the old deposited securities, the depositary will hold those replacement securities as deposited securities under the deposit agreement. However, if the depositary decides it would not be lawful and practical to hold the replacement securities because those securities could not be distributed to ADS holders or for any other reason, the depositary may instead sell the replacement securities and distribute the net proceeds upon surrender of the ADSs.

If there is a replacement of the deposited securities and the depositary will continue to hold the replacement securities, the depositary may distribute new ADSs representing the new deposited securities or ask you to surrender your outstanding ADSs in exchange for new ADSs identifying the new deposited securities.

If there are no deposited securities underlying ADSs, including if the deposited securities are cancelled, or if the deposited securities underlying ADSs have become apparently worthless, the depositary may call for surrender of those ADSs or cancel those ADSs upon notice to the ADS holders.

Amendment and Termination

How may the deposit agreement be amended?

We may agree with the depositary to amend the deposit agreement and the ADRs without your consent for any reason. If an amendment adds or increases fees or charges, except for taxes and other governmental charges or expenses of the depositary for registration fees, facsimile costs, delivery charges or similar items, or prejudices a substantial right of ADS holders, it will not become effective for outstanding ADSs until 30 days after the depositary notifies ADS holders of the amendment. *At the time an amendment becomes effective, you are considered, by continuing to hold your ADSs, to agree to the amendment and to be bound by the ADRs and the deposit agreement as amended.*

How may the deposit agreement be terminated?

The depositary will initiate termination of the deposit agreement if we instruct it to do so. The depositary may initiate termination of the deposit agreement if:

- 60 days have passed since the depositary told us it wants to resign but a successor depositary has not been appointed and accepted its appointment;
- we delist the ADSs from an exchange in the United States on which they were listed and do not list the ADSs on another exchange in the United States or make arrangements for trading of ADSs on the U.S. over-the-counter market;

- we delist our shares from an exchange outside the United States on which they were listed and do not list the shares on another exchange outside the United States;
- the depositary has reason to believe the ADSs have become, or will become, ineligible for registration on Form F-6 under the Securities Act of 1933;
- we appear to be insolvent or enter insolvency proceedings;
- all or substantially all the value of the deposited securities has been distributed either in cash or in the form of securities;
- there are no deposited securities underlying the ADSs or the underlying deposited securities have become apparently worthless; or
- there has been a replacement of deposited securities.

If the deposit agreement will terminate, the depositary will notify ADS holders at least 90 days before the termination date. At any time after the termination date, the depositary may sell the deposited securities. After that, the depositary will hold the money it received on the sale, as well as any other cash it is holding under the deposit agreement, unsegregated and without liability for interest, for the pro rata benefit of the ADS holders that have not surrendered their ADSs. Normally, the depositary will sell as soon as practicable after the termination date.

After the termination date and before the depositary sells, ADS holders can still surrender their ADSs and receive delivery of deposited securities, except that the depositary may refuse to accept a surrender for the purpose of withdrawing deposited securities or reverse previously accepted surrenders of that kind that have not settled if it would interfere with the selling process. The depositary may refuse to accept a surrender for the purpose of withdrawing sale proceeds until all the deposited securities have been sold. The depositary will continue to collect distributions on deposited securities, but, after the termination date, the depositary is not required to register any transfer of ADSs or distribute any dividends or other distributions on deposited securities to the ADSs holder (until they surrender their ADSs) or give any notices or perform any other duties under the deposit agreement except as described in this paragraph.

Limitations on Obligations and Liability

Limits on our Obligations and the Obligations of the Depositary; Limits on Liability to Holders of ADSs

The deposit agreement expressly limits our obligations and the obligations of the depositary. It also limits our liability and the liability of the depositary. We and the depositary:

- are only obligated to take the actions specifically set forth in the deposit agreement without negligence or bad faith, and the depositary will not be a fiduciary or have any fiduciary duty to holders of ADSs;
- are not liable if we are or it is prevented or delayed by law or by events or circumstances beyond our or its ability to prevent or counteract with reasonable care or effort from performing our or its obligations under the deposit agreement;
- are not liable if we or it exercises discretion permitted under the deposit agreement;
- are not liable for the inability of any holder of ADSs to benefit from any distribution on deposited securities that is not made available to holders of ADSs under the terms of the deposit agreement, or for any special, consequential or punitive damages for any breach of the terms of the deposit agreement;
- have no obligation to become involved in a lawsuit or other proceeding related to the ADSs or the deposit agreement on your behalf or on behalf of any other person;

- may rely upon any documents we believe or it believes in good faith to be genuine and to have been signed or presented by the proper person;
- are not liable for the acts or omissions of any securities depository, clearing agency or settlement system; and
- the depositary has no duty to make any determination or provide any information as to our tax status, or any liability for any tax consequences that may be incurred by ADS holders as a result of owning or holding ADSs or be liable for the inability or failure of an ADS holder to obtain the benefit of a foreign tax credit, reduced rate of withholding or refund of amounts withheld in respect of tax or any other tax benefit.

In the deposit agreement, we and the depositary agree to indemnify each other under certain circumstances.

Requirements for Depositary Actions

Before the depositary will deliver or register a transfer of ADSs, make a distribution on ADSs, or permit withdrawal of shares, the depositary may require:

- payment of stock transfer or other taxes or other governmental charges and transfer or registration fees charged by third parties for the transfer of any shares or other deposited securities;
- satisfactory proof of the identity and genuineness of any signature or other information it deems necessary; and
- compliance with regulations it may establish, from time to time, consistent with the deposit agreement, including presentation of transfer documents.

The depositary may refuse to deliver ADSs or register transfers of ADSs when the transfer books of the depositary or our transfer books are closed or at any time if the depositary or we think it advisable to do so.

Your Right to Receive the Shares Underlying your ADSs

ADS holders have the right to cancel their ADSs and withdraw the underlying shares at any time except:

- when temporary delays arise because: (i) the depositary has closed its transfer books, or we have closed our transfer books; (ii) the transfer of shares is blocked to permit voting at a shareholders' meeting; or (iii) we are paying a dividend on our ordinary shares;
- when you owe money to pay fees, taxes and similar charges; or
- when it is necessary to prohibit withdrawals in order to comply with any laws or governmental regulations that apply to ADSs or to the withdrawal of ordinary shares or other deposited securities.

This right of withdrawal may not be limited by any other provision of the deposit agreement.

Direct Registration System

In the deposit agreement, all parties to the deposit agreement acknowledge that the Direct Registration System, also referred to as DRS, and Profile Modification System, also referred to as Profile, will apply to the ADSs. DRS is a system administered by DTC that facilitates interchange between registered holding of uncertificated ADSs and holding of security entitlements in ADSs through DTC and a DTC participant. Profile is a feature of DRS that allows a DTC participant, claiming to act on behalf of a registered holder of uncertificated ADSs, to direct the depositary to register a transfer of those ADSs to DTC or its nominee and to deliver those ADSs to the DTC account of that DTC participant without receipt by the depositary of prior authorization from the ADS holder to register that transfer.

In connection with and in accordance with the arrangements and procedures relating to DRS/Profile, the parties to the deposit agreement understand that the depositary will not determine whether the DTC participant that is claiming to be acting on behalf of an ADS holder in requesting registration of transfer and delivery as described in the paragraph above has the actual authority to act on behalf of the ADS holder (notwithstanding any requirements under the Uniform Commercial Code). In the deposit agreement, the parties agree that the depositary's reliance on and compliance with instructions received by the depositary through the DRS/Profile system and in accordance with the deposit agreement will not constitute negligence or bad faith on the part of the depositary.

Shareholder Communications; Inspection of Register of Holders of ADSs

The depositary will make available for your inspection at its office all communications that it receives from us as a holder of deposited securities that we make generally available to holders of deposited securities. The depositary will send you copies of those communications or otherwise make those communications available to you if we ask it to. You have a right to inspect the register of holders of ADSs, but not for the purpose of contacting those holders about a matter unrelated to our business or the ADSs.

C. Material Contracts

There are no contracts, other than those disclosed in this annual report on Form 20-F and those entered into in the ordinary course of our business, that are material to us, and which were entered into in the last two completed fiscal years or which were entered into before the two most recently completed fiscal years but are still in effect as of the date of this annual report on Form 20-F.

D. Exchange Controls

Australia has largely abolished exchange controls on investment transactions. The Australian dollar is freely convertible into U.S. dollars or other currencies. In addition, there are currently no specific rules or limitations regarding the export from Australia of profits, dividends, capital or similar funds belonging to foreign investors, except that certain payments to non-residents must be reported to the Australian Cash Transaction Reports Agency, which monitors such transaction, and amounts on account of potential Australian tax liabilities may be required to be withheld unless a relevant taxation treaty can be shown to apply and under such there are either exemptions or limitations on the level of tax to be withheld.

E. Taxation

The following is a summary of material U.S. federal and Australian income tax considerations to U.S. Holders, as defined below, of the acquisition, ownership and disposition of ADSs and ordinary shares. This discussion is based on the laws in force as of the date of this annual report, and is subject to changes in the relevant income tax law, including changes that could have retroactive effect. The following summary does not take into account or discuss the tax laws of any country or other taxing jurisdiction other than the United States and Australia. Holders are advised to consult their tax advisors concerning the overall tax consequences of the acquisition, ownership and disposition of ADSs and ordinary shares in their particular circumstances. This discussion is not intended, and should not be construed, as legal or professional tax advice.

This summary does not address the 3.8% U.S. federal Medicare Tax on net investment income, the effects of U.S. federal estate and gift tax laws, the alternative minimum tax, or any state and local tax considerations within the United States, and is not a comprehensive description of all U.S. federal or Australian income tax considerations that may be relevant to a decision to acquire or dispose of ADSs or ordinary shares. Furthermore, this summary does not address U.S. federal or Australian income tax considerations relevant to holders subject to taxing jurisdictions other than, or in addition to, the United States and Australia, and does not address all possible categories of holders, some of which may be subject to special tax rules.

Material U.S. Federal Income Tax Considerations

The following summary, subject to the limitations set forth below, describes the material U.S. federal income tax consequences to a U.S. Holder (as defined below) of the acquisition, ownership and disposition of our ADSs and ordinary shares as of the date hereof. This summary is limited to U.S. Holders that hold our ADSs as capital assets within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended, or the Code.

This section does not discuss the tax consequences to any particular holder, nor any tax considerations that may apply to U.S. Holders subject to special tax rules, such as:

- insurance companies;
- banks or other financial institutions;
- individual retirement and other tax-deferred accounts;
- regulated investment companies;
- real estate investment trusts;
- individuals who are former U.S. citizens or former long-term U.S. residents;
- brokers, dealers or traders in securities, commodities or currencies;
- traders that elect to use a mark-to-market method of accounting;
- persons holding our ADSs or ordinary shares through a partnership (including an entity or arrangement treated as a partnership for U.S. federal income tax purposes) or S corporation;
- persons that received ADSs or ordinary shares as compensation for the performance of services;
- grantor trusts;
- tax-exempt entities;
- persons that hold ADSs or ordinary shares as a position in a straddle or as part of a hedging, constructive sale, conversion or other integrated transaction for U.S. federal income tax purposes;
- persons that have a functional currency other than the U.S. dollar;
- persons that own (directly, indirectly or constructively) 10% or more of our equity (by vote or value); or
- persons that are not U.S. Holders.

In this section, a "U.S. Holder" means a beneficial owner of ADSs or ordinary shares that is, for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation (or any other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States or any state thereof or the District of Columbia;
- an estate the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust (i) the administration of which is subject to the primary supervision of a court in the United States and for which one or more U.S. persons have the authority to control all substantial decisions or (ii) that has an election in effect under applicable income tax regulations to be treated as a U.S. person for U.S. federal income tax purposes.

In addition, we have not received, nor do we expect to seek a ruling from the U.S. Internal Revenue Service, or the IRS, regarding any matter discussed herein. No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of those set forth below. Each prospective investor should consult its own tax advisors with respect to the U.S. federal, state and local and non-U.S. tax consequences of acquiring, owning and disposing of our ADSs and ordinary shares.

If an entity or arrangement treated as a partnership for U.S. federal income tax purposes acquires, owns or disposes of ADSs or ordinary shares, the U.S. federal income tax treatment of a partner in such partnership generally will depend on the status of the partner and the activities of the partnership. Such a partner or partnership should consult its own tax advisor as to the U.S. federal income tax consequences of acquiring, owning and disposing of our ADSs or ordinary shares.

The discussion below is based upon the provisions of the Code, and the U.S. Treasury regulations, rulings and judicial decisions thereunder as of the date hereof, and such authorities may be replaced, revoked or modified, possibly with retroactive effect, so as to result in U.S. federal income tax consequences different from those discussed below. In addition, this summary is based, in part, upon representations made by the depositary to us and assumes that the deposit agreement, and all other related agreements, will be performed in accordance with their terms.

You are urged to consult your own tax advisor with respect to the U.S. federal, as well as state, local and non-U.S., tax consequences to you of acquiring, owning and disposing of ADSs or ordinary shares in light of your particular circumstances, including the possible effects of changes in U.S. federal and other tax laws.

Passive Foreign Investment Company

In general, a corporation organized outside the United States will be treated as a PFIC for any taxable year if (i) at least 75% of its gross income for the taxable year consists of certain types of passive income or (ii) at least 50% of its gross assets during the taxable year, based on a quarterly average and generally determined by value, produce or are held for the production of passive income. Passive income for this purpose generally includes, among other things, dividends, interest, rents, royalties, gains from commodities and securities transactions and gains from the disposition of assets that produce or are held for the production of passive income. In determining whether a foreign corporation is a PFIC, a pro-rata portion of the income and assets of each corporation in which it owns, directly or indirectly, at least a 25% interest (by value) is taken into account. Under this rule, we should be deemed to own the assets and to receive the income of our wholly-owned subsidiaries for purposes of the PFIC determination. Additionally, if we are classified as a PFIC in any taxable year with respect to which you own ADSs, we generally will continue to be treated as a PFIC with respect to you in all succeeding taxable years, regardless of whether we continue to meet the tests described above, unless we cease to be a PFIC and you make the "deemed sale election" described below. Furthermore, if we are treated as a PFIC, then one or more of our subsidiaries may also be treated as PFICs.

Although we do not believe that we were a PFIC for the year ended June 30, 2024, our determination depends, in part, on the application of complex U.S. federal income tax rules, which are subject to differing interpretations. Accordingly, the IRS could challenge any determination made by us (or any of our subsidiaries) concerning PFIC status in any taxable year, and a court could sustain such challenge. Additionally, even if we are not a PFIC for a particular taxable year, we could become a PFIC for future years based on changes in our assets or the value thereof, including the value of our goodwill as indicated by our market capitalization, and based on changes in our activities and income. The determination of our PFIC status for any taxable year, however, will not be determinable until after the end of the taxable year, and will depend on, among other things, the composition of our income and assets (which could change significantly during the course of a taxable year) and the market value of our assets for such taxable year, which may be, in part, based on the market price of our ADSs (which may be especially volatile). However, the PFIC rules are complex and in some cases their application can be uncertain. In light of the foregoing, and because we must make a separate determination after the close of each taxable year as to whether we were a PFIC for that year, our PFIC status is subject to substantial uncertainty. Even if we determine that we are not a PFIC for a taxable year, there can be no assurance that the IRS will agree with our conclusion and that the IRS would not successfully challenge our position. Accordingly, we cannot assure you that we will not be a PFIC for our current or any future taxable year. In addition, our U.S. counsel expresses no opinion with respect to our PFIC status for our taxable year ended June 30, 2024, our current taxable year or future taxable years. Therefore, U.S. investors should invest in our ADSs only if they are willing to bear the U.S. federal income tax consequences (described below) of an investment in a PFIC. You should consult your own tax advisor regarding our PFIC status.

U.S. Federal Income Tax Treatment of a Shareholder of a PFIC

If we are determined to be a PFIC for any taxable year (or portion thereof) during which you hold ADSs, absent certain elections (including the mark-to-market election or qualified electing fund election described below), you generally will be subject to adverse rules (regardless of whether we continue to be classified as a PFIC) with respect to (1) any "excess distribution" (generally, any distributions you receive on your ADSs in a taxable year that are greater than 125% of the average annual distributions you receive in the three preceding taxable years or, if shorter, your holding period) and (2) any gain recognized from a sale or other disposition (including a pledge) of such ADSs. Under these special tax rules:

• the excess distribution or gain will be allocated ratably over your holding period for the ADSs;

• the amount allocated to the current taxable year, and any taxable year prior to the first taxable year in which we were classified as a PFIC in your holding period, will be treated as ordinary income arising in the current taxable year (and would not be subject to the interest charge discussed below); and

• the amount allocated to each other taxable year during your holding period in which we were classified as a PFIC (i) will be subject to income tax at the highest rate in effect for that year and applicable to you and (ii) will be subject to an interest charge generally applicable to underpayments of tax with respect to the resulting tax attributable to each such year.

In addition, if you are a non-corporate U.S. Holder, you will not be eligible for reduced rates of taxation on any dividends that we pay if we are a PFIC for either the taxable year in which the dividend is paid or the preceding year.

If we are determined to be a PFIC for any taxable year during which you hold ADSs, the tax liability for amounts allocated to years prior to the year of disposition or excess distribution cannot be offset by any net operating loss, and gains (but not losses) recognized on the transfer of the ADSs cannot be treated as capital gains, even if the ADSs are held as capital assets. Furthermore, unless otherwise provided by the U.S. Treasury Department, if we are determined to be a PFIC for any taxable year during which you hold ADSs, you will be required to file an annual report (currently Form 8621) describing your interest in us, making an election on how to report PFIC income, and providing other information about your share of our income.

Under certain attribution rules, if we are determined to be a PFIC, you will generally be deemed to own your proportionate share of our direct or indirect equity interest in any company that is also a PFIC (a "Subsidiary PFIC"), and will generally be subject to U.S. federal income tax on your proportionate share of (i) any "excess distributions," as described above, on the stock of a Subsidiary PFIC and (ii) a disposition or deemed disposition of the stock of a Subsidiary PFIC by us or another Subsidiary PFIC, both as if you directly held the shares of such Subsidiary PFIC. In addition, you may be subject to U.S. federal income tax on any indirect gain realized on the stock of a Subsidiary PFIC on the sale or disposition our ADSs or ordinary shares. Accordingly, U.S. Holders should be aware that they could be subject to tax under the PFIC rules even if no distributions are received on our ADSs or ordinary shares and no redemptions or other dispositions are made. You should consult your tax advisor regarding the tax consequences if the PFIC rules apply to any of our subsidiaries.

If we are classified as a PFIC and then cease to be so classified, you may make an election (a "deemed sale election") to be treated for U.S. federal income tax purposes as having sold your ADSs on the last day of our taxable year during which we were a PFIC. A U.S. Holder that makes a deemed sale election would then cease to be treated as owning stock in a PFIC. However, gain recognized as a result of making the deemed sale election would be subject to the adverse rules described above, and loss would not be recognized.

"Mark-to-Market" Election, QEF Election and Purging Election

In certain circumstances, a holder of "marketable stock" of a PFIC can avoid certain of the adverse rules described above by making a mark-to-market election with respect to such stock. For purposes of these rules, "marketable stock" is stock which is "regularly traded" (traded in greater than de minimis quantities on at least 15 days during each calendar quarter) on a "qualified exchange" or other market within the meaning of applicable U.S. Treasury Regulations. A "qualified exchange" includes a national securities exchange that is registered with the SEC.

If a mark-to-market election is in effect, you generally would include in gross income, as ordinary income, for each taxable year that we are determined to be a PFIC an amount equal to the excess, if any, of the fair market value of your ADSs that are "marketable stock" at the close of the taxable year over your adjusted tax basis in such ADSs. If you make such election, you may also claim a deduction as an ordinary loss in each such year for the excess, if any, of your adjusted tax basis in such ADSs over their fair market value at the end of the year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. The adjusted tax basis of your ADSs with respect to which the mark-to-market election applies would be adjusted to reflect amounts included in gross income or allowed as a deduction because of such election. If you make an effective mark-to-market election, any gain you recognize upon the sale or other disposition of your ADSs in a year that we are determined to be a PFIC will be treated as ordinary income and any loss will be treated as ordinary loss, but only to the extent of the net amount previously included in income as a result of the mark-to-market election.

Under current law, the mark-to-market election may be available to U.S. Holders of ADSs if the ADSs remain listed on the Nasdaq, which constitutes a qualified exchange, although there can be no assurance that the ADSs will be "regularly traded" for purposes of the mark-to-market election. While we would expect the Australian Securities Exchange, on which the ordinary shares are listed, to be considered a qualified exchange, no assurance can be given as to whether the Australian Securities Exchange is a qualified exchange, or that the ordinary shares would be traded in sufficient frequency to be considered regularly traded for these purposes. Additionally, because a mark-to-market election cannot be made for equity interests in any lower-tier PFIC that we may own, if we are determined to be a PFIC and you make a mark-to-mark election with respect to us, you may continue to be subject to the PFIC rules with respect to any indirect investments held by us that are treated as an equity interest in a PFIC for U.S. federal income tax purposes.

If a mark-to-market election is in effect, it will be effective for the taxable year for which the election is made and all subsequent taxable years unless the ADSs are no longer regularly traded on a qualified exchange or the IRS consents to the revocation of the election. A mark-to-market election will not apply to our ADSs for any taxable year during which we are not a PFIC, but will remain in effect with respect to any subsequent taxable year in which we become a PFIC. You are urged to consult your tax advisors about the availability of the mark-to-market election, and whether making the election would be advisable in your particular circumstances.

The tax consequences that would apply if we are a PFIC would also be different from those described above if a U.S. Holder were able to obtain certain information from us and elect to treat us as a "qualified electing fund", or QEF, under Section 1295 of the Code. Pursuant to the QEF election, you generally will be required to include in income your pro-rata share of our net capital gains (as long-term capital gain) and other earnings and profits (as ordinary income), on a current basis, in each case whether or not distributed, in the taxable year in which or with which our taxable year ends if we qualified as a PFIC in that taxable year.

A U.S. Holder that does not make a timely QEF election in the first taxable year (or portion thereof) in which we are a PFIC that is included in the holding period of such U.S. Holder may be able to mitigate the adverse PFIC tax consequences by making a QEF election in a subsequent taxable year and simultaneously making a purging election under the PFIC rules. Under one type of purging election, the U.S. Holder will be deemed to have sold its ADSs at their fair market value, and any gain recognized on such deemed sale will be treated in the same manner as an excess distribution, taxed as described above. As a result of this purging election, the U.S. Holder will have additional basis (to the extent of any gain recognized on the deemed sale). U.S. Holders are strongly urged to consult with and rely solely upon their tax advisors regarding the application of the rules governing purging elections to their particular circumstances.

U.S. Holders should be aware that there can be no assurances that we will satisfy the record keeping requirements that apply to a QEF, or that we will supply U.S. Holders with information that such U.S. Holders are required to report under the QEF rules, in the event that we are a PFIC. Thus, U.S. Holders may not beable to make a QEF Election, including a purging election, with respect to their ADSs.

PFIC Reporting Requirements

If we are a PFIC, each U.S. Holder would generally be required to file an annual information return on IRS Form 8621 containing such information as the U.S. Treasury Department may require. The failure to file IRS Form 8621 could result in the imposition of penalties and the extension of the statute of limitations with respect to U.S. federal income tax.

The U.S. federal income tax rules relating to PFICs, mark-to-market elections, and QEF elections are very complex and are affected by various factors in addition to those described above. You are strongly urged to consult your own tax advisor with respect to the impact of PFIC status on the purchase, ownership and disposition of our ADSs, the consequences to you of an investment in a PFIC, any elections available with respect to our ADSs and the IRS information reporting obligations with respect to the purchase, ow nership and disposition of the common shares of a PFIC.

Distributions

We do not currently anticipate paying any distributions on our ADSs or ordinary shares in the foreseeable future. However, to the extent there are any distributions made with respect to our ADSs or ordinary shares in the foreseeable future, and subject to the PFIC rules discussed above, the gross amount of any such distributions (without deduction for any withholding tax) made out of our current or accumulated earnings and profits (as determined for U.S. federal income tax purposes) will generally be taxable to you as ordinary dividend income on the date such distribution is actually or constructively received. Distributions in excess of our current and accumulated earnings and profits, as so determined, will be treated first as a tax-free return of capital to the extent of your adjusted tax basis in the ADSs or ordinary shares, as applicable, and thereafter as capital gain. Notwithstanding the foregoing, we do not intend to maintain calculations of earnings and profits, as determined for U.S. federal income tax purposes. Consequently, you should expect to treat any distributions paid with respect to our ADSs or ordinary shares as dividend income. See "-Backup Withholding Tax and Information Reporting Requirements below. If you are a corporate U.S. Holder, dividends paid to you generally will not be eligible for the dividends-received deduction generally allowed under the Code.

If you are a non-corporate U.S. Holder, dividends paid to you by a "qualified foreign corporation" may be subject to taxation at a maximum rate of 20% if the dividends are "qualified dividends." Dividends will be treated as qualified dividends if (a) certain holding period requirements are satisfied, (b) we are eligible for benefits under the Convention between the Government of the United States of America and the Government of Australia for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income, as amended (the "Treaty"), or our ADSs or ordinary shares are readily tradable on an established U.S. securities market, and (c) we were not, in the taxable year prior to the year in which the dividend was paid, and are not, in the taxable year in which the dividend is paid, a PFIC (see the discussion above under "-Passive Foreign Investment Company"). You are urged to consult your tax advisors regarding the availability of the reduced tax rate on dividends with regard to your particular circumstances.

The amount of any distributions paid in Australian dollars, including any Australian withholding taxes, will be included in your gross income in a U.S. dollar amount calculated by reference to the spot exchange rate in effect on the date of actual or constructive receipt, regardless of whether the Australian dollars are converted into U.S. dollars at that time. If Australian dollars are converted into U.S. dollars on the date of actual or constructive receipt, your tax basis in those Australian dollars generally will be equal to their U.S. dollar value on that date and, as a result, you generally should not be required to recognize any foreign exchange gain or loss.

If Australian dollars so received are not converted into U.S. dollars on the date of receipt, you will have a basis in the Australian dollars equal to their U.S. dollar value on the date of receipt. Any gain or loss on a subsequent conversion or other disposition of the Australian dollars generally will be treated as ordinary income or loss to you and generally will be income or loss from sources within the United States for foreign tax credit limitation purposes.

Dividends you receive with respect to ADSs generally will be treated as foreign source income, which may be relevant in calculating your foreign tax credit limitation. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For these purposes, dividends generally will be categorized as "passive" income. Subject to certain limitations, you generally will be entitled, at your option, to claim either a credit against your U.S. federal income tax liability or a deduction in computing its U.S. federal taxable income in respect of any Australian taxes withheld. If you elect to claim a deduction, rather than a foreign tax credit, for Australian taxes withheld for a particular taxable year, the election will apply to all foreign taxes paid or accrued by you or on your behalf in the particular taxable year.

The availability of the foreign tax credit and the limitations on its availability are fact-specific and are subject to complex rules. You are urged to consult your own tax advisor as to the consequences of Australian withholding taxes and the availability of a foreign tax credit or deduction. See "Australian Tax Considerations-Taxation of Dividends." You should also consult your tax advisor regarding the application of the foreign tax credit rules to the QEF and mark-to-market regimes described above in the event we are a PFIC.

Sale, Exchange or Other Disposition of ADSs

Subject to the discussion above under "-Passive Foreign Investment Company," you will, for U.S. federal income tax purposes, recognize gain or loss on a sale, exchange or other taxable disposition of ADSs in an amount equal to the difference between the amount realized on the disposition (determined in the case of sales or exchanges in currencies other than U.S. dollars by reference to the spot exchange rate in effect on the date of the sale or exchange or, if sold or exchanged on an established securities market and you are a cash basis taxpayer or an electing accrual basis taxpayer, the spot exchange rate in effect on the settlement date) and your adjusted tax basis (as determined in U.S. dollars) in the ADSs. Your initial tax basis will be your U.S. dollar purchase price for such ADSs.

Such gain or loss generally will be capital gain or loss. Capital gains of a non-corporate U.S. Holder, including an individual, which has held the ADSs for more than one year are currently eligible for reduced tax rates. For foreign tax credit limitation purposes, gain or loss recognized upon a disposition generally will be treated as from sources within the United States. However, in limited circumstances, the Treaty can re-source U.S. source income as Australian source income. The deductibility of capital losses is subject to limitations for U.S. federal income tax purposes.

You should consult your own tax advisor regarding the availability of a foreign tax credit or deduction in respect of any Australian tax imposed on a sale or other disposition of ADSs. See "Australian Tax Considerations-Tax on Salesor other Dispositions of Shares."

Backup Withholding Tax and Information Reporting Requirements

Payments of dividends with respect to the ADSs and proceeds from the sale, exchange or other disposition of the ADSs, by a U.S. paying agent or other U.S. intermediary, or made into the United States, will be reported to the IRS and to you as may be required under applicable Treasury regulations. Backup withholding may apply to these payments if you fail to provide an accurate taxpayer identification number or certification of exempt status or otherwise fail to comply with applicable certification requirements. Certain U.S. Holders (including, among others, corporations) are not subject to backup withholding and information reporting. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules from a payment to you will be refunded (or credited against your U.S. federal income tax liability, if any), provided the required information is timely furnished to the IRS. Prospective investors should consult their own tax advisors as to their qualification for exemption from backup withholding and the procedure for establishing an exemption.

Certain individual U.S. Holders (and under Treasury regulations, certain entities) may be required to report to the IRS (on Form 8938) information with respect to their investment in the ADSs not held through an account with a U.S. financial institution. If you acquire any of the ADSs for cash, you may be required to file an IRS Form 926 with the IRS and to supply certain additional information to the IRS if (i) immediately after the transfer, you own directly or indirectly (or by attribution) at least 10% of our total voting power or value or (ii) the amount of cash transferred to us in exchange for the ADSs when aggregated with all related transfers under applicable regulations, exceeds an applicable dollar threshold. You are urged to consult with your own tax advisor regarding the reporting obligations that may arise from the acquisition, ownership or disposition of our ADSs.

The discussion above is not intended to constitute a complete analysis of all tax considerations applicable to an investment in ADSs. You should consult with your own tax advisor concerning the tax consequences to you in your particular situation.

Australian Tax Considerations

In this section, we discuss the material Australian income tax, stamp duty and goods and services tax considerations related to the acquisition, ownership and disposal by the absolute beneficial owners of the ADSs.

It is based upon existing Australian tax law as of the date of this annual report, which is subject to change, possibly retrospectively. This discussion does not address all aspects of Australian tax law which may be important to particular investors in light of their individual investment circumstances, such as shares held by investors subject to special tax rules (for example, financial institutions, insurance companies or tax exempt organizations). In addition, this summary does not discuss any foreign or state tax considerations, other than stamp duty and goods and services tax.

Prospective investors are urged to consult their tax advisors regarding the Australian and foreign income and other tax considerations of the acquisition, ownership and disposition of the shares. As used in this summary a "Non-Australian Shareholder" is a holder that is not an Australian tax resident and is not carrying on business in Australia through a permanent establishment.

Taxation of Dividends

Australia operates a dividend imputation system under which dividends may be declared to be "franked" to the extent of tax paid on company profits. Fully franked dividends are not subject to dividend withholding tax. An exemption for dividend withholding tax can also apply to unfranked dividends that are declared to be conduit foreign income, or CFI, and paid to Non-Australian Shareholders. Dividend withholding tax will be imposed at 30%, unless a shareholder is a resident of a country with which Australia has a double taxation agreement and qualifies for the benefits of the Treaty. Under the provisions of the current Treaty, the Australian tax withheld on unfranked dividends that are not declared to be CFI paid by us to a resident of the United States which is beneficially entitled to that dividend is limited to 15% where that resident is a qualified person for the purposes of the Treaty.

If a Non-Australian Shareholder is a company and owns a 10% or more interest, the Australian tax withheld on dividends paid by us to which a resident of the United States is beneficially entitled is limited to 5%. In limited circumstances the rate of withholding can be reduced to zero.

Tax on Sales or other Dispositions of Shares-Capital gains tax

Non-Australian Shareholders will not be subject to Australian capital gains tax on the gain made on a sale or other disposal of ADSs, unless they, together with associates, hold 10% or more of our issued capital, at the time of disposal or for 12 months of the last 2 years prior to disposal.

Non-Australian Shareholders who own a 10% or more interest would be subject to Australian capital gains tax if more than 50% of our direct or indirect assets, determined by reference to market value, consists of Australian land, leasehold interests or Australian extraction, quarrying or prospecting rights. The Treaty is unlikely to limit Australia's right to tax any gain in these circumstances. Net capital gains are calculated after reduction for capital losses, which may only be offset against capital gains.

Tax on Sales or other Dispositions of Shares-Shareholders Holding Shares on Revenue Account

Some Non-Australian Shareholders may hold shares on revenue rather than on capital account for example, share traders. These shareholders may have the gains made on the sale or other disposal of the shares included in their assessable income under the ordinary income taxing provisions of the income tax law, if the gains are sourced in Australia.

Non-Australian Shareholders assessable under these ordinary income provisions in respect of gains made on shares held on revenue account would be assessed for such gains at the Australian tax rates for non-Australian residents, which start at a marginal rate of 32.5%. This rate does not include the Temporary Budget Repair Levy of 2% that applies in certain circumstances. Some relief from Australian income tax may be available to Non-Australian Shareholders under the Treaty. Non-Australian Shareholders that are companies will be assessed at a rate of 30%.

To the extent an amount would be included in a Non-Australian Shareholder's assessable income under both the capital gains tax provisions and the ordinary income provisions, the capital gain amount would generally be reduced, so that the shareholder would not be subject to double tax on any part of the income gain or capital gain.

Dual Residency

If a shareholder is a resident of both Australia and the United States under those countries' domestic taxation laws, that shareholder may be subject to tax as an Australian resident. If, however, the shareholder is determined to be a U.S. resident for the purposes of the Treaty, the Australian tax would be subject to limitation by the Treaty. Shareholders should obtain specialist taxation advice in these circumstances.

Stamp Duty

No stamp duty is payable by Australian residents or non-Australian residents on the issue and trading of shares that are quoted on the ASX or Nasdaq at all relevant times and the shares do not represent 90% or more of all of our issued shares.

Australian Death Duty

Australia does not have estate or death duties. As a general rule, no capital gains tax liability is realized upon the inheritance of a deceased person's shares. The disposal of inherited shares by beneficiaries may, however, give rise to a capital gains tax liability if the gain falls within the scope of Australia's jurisdiction to tax.

Goods and Services Tax

The issue or transfer of shares to a non-Australian resident investor will not incur Australian goods and services tax.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

We are subject to the information reporting requirements of the Exchange Act applicable to foreign private issuers and under those requirements file reports with the SEC. You may read and copy the annual report on Form 20-F, including the related exhibits and schedules, and any document we file with the SEC without charge at the SEC's public reference room at 100 F Street, N.E., Room 1580, Washington, DC 20549. You may also obtain copies of the documents at prescribed rates by writing to the Public Reference Section of the SEC at 100 F Street, N.E., Room 1580, Washington, DC 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. The SEC also maintains an Internet website that contains reports and other information regarding issuers that file electronically with the SEC. Our filings with the SEC will also be available to the public through the SEC's website at www.sec.gov.

As a foreign private issuer, we are exempt from the rules under the Exchange Act related to the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file annual, quarterly and current reports and financial statements with the SEC as frequently or as promptly as U.S. domestic companies whose securities are registered under the Exchange Act. However, we will file with the SEC, within 120 days after the end of each fiscal year, or such applicable time as required by the SEC, an annual report on Form 20-F containing financial statements audited by an independent registered public accounting firm, and may submit to the SEC, on a Form 6-K, unaudited quarterly financial information.

In addition, since our ordinary shares are traded on the ASX, we have filed annual and semi-annual reports with, and furnish information to, the ASX, as required under the ASX Listing Rules and the Corporations Act. Copies of our filings with the ASX can be retrieved electronically at www.asx.com.au under our symbol "IPX". We also maintain a web site at www.iperionx.com. The information contained on our website or available through our website is not incorporated by reference into and should not be considered a part of this annual report on Form 20-F, and the reference to our website in this annual report on Form 20-F is an inactive textual reference only.

I. Subsidiary Information.

Not applicable.

J. Annual Report to Security Holders.

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our principal financial instruments comprise cash, receivables, other financial assets, payables, loans and borrowings, and lease liabilities. The main risks arising from the Company's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk.

We manage our exposure to key financial risks in accordance with our financial risk management policy. Key risks are monitored and reviewed as circumstances change (e.g., acquisition of a new project) and policies are revised as required. The overall objective of our financial risk management policy is to support the delivery of our financial targets while protecting future financial security.

Given the nature and size of the business and uncertainty as to the timing and amount of cash inflows and outflows, we do not enter into derivative transactions to mitigate the financial risks. In addition, our policy is that no trading in financial instruments shall be undertaken for the purposes of making speculative gains. As our operations change going forward, we expect that our Board will review this policy periodically.

Our Board has overall responsibility for the establishment and oversight of the risk management framework. The Board reviews and agrees policies for managing our financial risks as summarized below. For additional information about our financial risk management objectives and policies, see note 20 to our audited consolidated financial statements for fiscal 2024, included in this annual report.

Interest Rate Risk

Our exposure to the risk of changes in market interest rates relates primarily to the cash and short-term deposits with a floating interest rate. These financial assets with variable rates expose us to cash flow interest rate risk. All other financial assets and liabilities are either non-interest bearing (for example, receivables and payables) or have fixed interest rates (for example, lease liabilities, sub-lease receivables, and loans and borrowings).

Our cash at bank and on hand and short-term deposits had a weighted average floating interest rate at June 30, 2024 of 4.16% (2023: 3.09%).

We currently do not engage in any hedging or derivative transactions to manage interest rate risk.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value of future cash outflows will fluctuate because of changes in foreign currency exchange rates.

Our exposure to the risk of changes in foreign exchange rate relates primarily to assets and liabilities that are denominated in currencies other than U.S. dollars. We also have transactional currency exposures relating to transactions denominated in currencies other than U.S. dollars. The currency in which these transactions primarily are denominated is Australian dollars.

It is our policy not to enter into any hedging or derivative transactions to manage foreign currency risk.

Credit Risk

Credit risk is the risk of financial loss to us if a customer or counterparty to a financial instrument fails to meet its contractual obligations. This arises principally from cash and cash equivalents, receivables, and other financial assets.

We did not have significant concentrations of credit risk as of June 30, 2024. With respect to credit risk arising from cash and cash equivalents, our exposure arises from default of the counter party, with a maximum exposure equal to the carrying amount of these instruments.

Trade and other receivables comprise primarily deposits, accrued interest and goods and services tax refunds due. Where possible we trade only with recognized, creditworthy third parties. It is our policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that our exposure to bad debts is not significant. There were no past due receivables at the date of this report.

Liquidity Risk

Liquidity risk is the risk that we will not be able to meet our financial obligations as they fall due. The Board's approach to managing liquidity is to ensure, as far as possible, that we will have sufficient liquidity to meet our liabilities when due. At June 30, 2024, we determined that we had sufficient liquid assets to meet our financial obligations.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

A. Debt Securities.

Not applicable.

B. Warrants and rights.

Not applicable.

C. Other Securities.

Not applicable.

D. American Depositary Shares

Fees and Expenses

Persons depositing or withdrawing ordinary shares or ADS holders must pay the depositary:	**For:**
US$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)	• Issuance of ADSs, including issuances resulting from a distribution of shares or rights or other property

	• Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates
US$0.05 (or less) per ADS	• Any cash distribution to ADS holders
A fee equivalent to the fee that would be payable if securities distributed to you had been shares and the shares had been deposited for issuance of ADSs	• Distribution of securities distributed to holders of deposited securities (including rights) that are distributed by the depositary to ADS holders
US$0.05 (or less) per ADS per calendar year	• Depositary services
Registration or transfer fees	• Transfer and registration of shares on our share register to or from the name of the depositary or its agent when you deposit or withdraw shares
Expenses of the depositary	• Cable (including SWIFT) and facsimile transmissions (when expressly provided in the deposit agreement)
	• Converting foreign currency to U.S. dollars
Taxes and other governmental charges the depositary or the custodian has to pay on any ADSs or shares underlying ADSs, such as stock transfer taxes, stamp duty or withholding taxes	• As necessary
Any charges incurred by the depositary or its agents for servicing the deposited securities	• As necessary

The depositary collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deduction from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may collect any of its fees by deduction from any cash distribution payable (or by selling a portion of securities or other property distributable) to ADS holders that are obligated to pay those fees. The depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

From time to time, the depositary may make payments to us to reimburse us for costs and expenses generally arising out of establishment and maintenance of the ADS program, waive fees and expenses for services provided to us by the depositary or share revenue from the fees collected from ADS holders. In performing its duties under the deposit agreement, the depositary may use brokers, dealers, foreign currency dealers or other service providers that are owned by or affiliated with the depositary and that may earn or share fees, spreads or commissions.

The depositary may convert currency itself or through any of its affiliates, or the custodian or we may convert currency and pay U.S. dollars to the depositary. Where the depositary converts currency itself or through any of its affiliates, the depositary acts as principal for its own account and not as agent, advisor, broker or fiduciary on behalf of any other person and earns revenue, including, without limitation, transaction spreads, that it will retain for its own account. The revenue is based on, among other things, the difference between the exchange rate assigned to the currency conversion made under the deposit agreement and the rate that the depositary or its affiliate receives when buying or selling foreign currency for its own account. The depositary makes no representation that the exchange rate used or obtained by it or its affiliate in any currency conversion under the deposit agreement will be the most favorable rate that could be obtained at the time or that the method by which that rate will be determined will be the most favorable to ADS holders, subject to the depositary's obligation to act without negligence or bad faith. The methodology used to determine exchange rates used in currency conversions made by the depositary is available upon request. Where the custodian converts currency, the custodian has no obligation to obtain the most favorable rate that could be obtained at the time or to ensure that the method by which that rate will be determined will be the most favorable to ADS holders, and the depositary makes no representation that the rate is the most favorable rate and will not be liable for any direct or indirect losses associated with the rate. In certain instances, the depositary may receive dividends or other distributions from us in U.S. dollars that represent the proceeds of a conversion of foreign currency or translation from foreign currency at a rate that was obtained or determined by us and, in such cases, the depositary will not engage in, or be responsible for, any foreign currency transactions and neither it nor we make any representation that the rate obtained or determined by us is the most favorable rate and neither it nor we will be liable for any direct or indirect losses associated with the rate.

PART II.

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

ITEM 15. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and our chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2024. "Disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to the company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. Based on the material weaknesses described below, our Chief Executive Officer and our Chief Financial Officer have concluded that, as of June 30, 2024, our disclosure controls and procedures were not effective. Notwithstanding the identified material weaknesses, our Chief Executive Officer and Chief Financial Officer have concluded that the consolidated financial statements included elsewhere in this Annual Report fairly present, in all material respects, our financial condition, results of operations and cash flows for the periods presented.

In connection with the preparation of our financial statements as of June 30, 2024, we identified certain control deficiencies in the design and implementation of our internal control over financial reporting that constituted material weaknesses. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our financial statements will not be prevented or detected on a timely basis. The material weaknesses identified by management relate to the following:

- We have not sufficiently designed, implemented and documented internal controls at the entity level and across the key business and financial processes to allow us to achieve complete, accurate and timely financial reporting.

- We have not designed and implemented controls to maintain appropriate segregation of duties in our manual and IT based business processes.

The presence of material weaknesses could result in financial statement errors which, in turn, could lead to errors in our financial reports or delays in our financial reporting, which could require us to restate our financial statements or result in our auditors issuing a qualified audit report. Moreover, any future disclosures of additional material weaknesses, or errors as a result of those weaknesses, could result in a negative reaction in the financial markets if there is a loss of confidence in the reliability of our financial reporting.

To address the above material weakness, in the fiscal year ended June 30, 2024, we implemented a remediation plan which we are continuing to implement. The remediation plan includes the following measures:

- establishing effective monitoring and oversight controls for non-recurring and complex transactions to ensure the accuracy and completeness of our company's consolidated financial statements and related disclosures;

- implementing formal processes and controls to identify, monitor and mitigate segregation of duties conflicts, and

- improving our IT systems and monitoring of the IT function. We may incur substantial costs related to remediation of material weaknesses and to developing, implementing and testing changes to our internal controls.

The actions that we are taking are subject to ongoing review by our executive management and are subject to the oversight of our Audit Committee. Although we have made considerable progress and intend to complete these remediation activities, we will not be able to fully remediate the material weaknesses until these steps have been completed, the enhanced processes have been operating effectively for a sufficient period of time and appropriate testing has been performed. We provide no assurances with respect to the timeline for implementing effective remedial measures, and our initiatives may not prove to be successful in remediating the material weakness or preventing additional material weaknesses or significant deficiencies in our internal control over financial reporting in the future.

In addition, remediating material weaknesses will absorb management time and will require us to incur additional expenses, which could have a negative effect on the trading price of our shares. In order to establish and maintain effective disclosure controls and procedures and internal controls over financial reporting, we will need to expend significant resources and provide significant management oversight. Developing, implementing and testing changes to our internal controls may require specific compliance training of our directors and employees, entail substantial costs in order to modify our existing accounting systems, take a significant period of time to complete and divert management's attention from other business concerns. These changes may not, however, be effective in establishing and maintaining adequate internal controls.

It is possible that, had we and our independent registered public accounting firm performed a formal assessment of the effectiveness of our internal control over financial reporting in accordance with the provisions of the Sarbanes-Oxley Act, additional material weaknesses may have been identified.

If we fail to remediate our material weaknesses or fail to establish and maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results, meet our reporting obligations or prevent fraud.

Any of the foregoing could harm our business. If either we are unable to conclude that we have effective internal controls over financial reporting or our independent registered public accounting firm is unable to provide us with an unqualified report on the effectiveness of our internal controls over financial reporting as required by Section 404(b) of the Sarbanes-Oxley Act, this may cause investors to lose confidence in our reported financial information, cause the price of our ordinary shares to decline or result in litigation or regulatory enforcement actions. In addition, if we are unable to meet the requirements of Section 404 of the Sarbanes-Oxley Act, we may not be able to remain listed on the Nasdaq.

Management's Report on Internal Control over Financial Reporting

Our management, including our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting, as defined under Exchange Act Rules 13a-15(f) and 15d-15(f). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS as issued by the IASB. Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS as issued by the IASB, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements on a timely basis. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our Chief Executive Officer and Chief Financial Officer assessed the effectiveness of our internal control over financial reporting as of the end of the period covered by this Annual Report based on the criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included an evaluation of the design of our internal control over financial reporting and testing of the operational effectiveness of our internal control over financial reporting. Based on that assessment, our Chief Executive Officer and Chief Financial Officer concluded that as of June 30, 2024, our internal control over financial reporting was not effective.

Attestation Report of the Registered Public Accounting Firm

This annual report does not include an attestation report of our company's Registered Public Accounting firm, because we qualify as an "emerging growth company" under section 3(a) of the Securities Exchange Act of 1934, as amended, and we are exempted from such attestation requirement.

Changes in Internal Control over Financial Reporting

During fiscal 2024, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16. [RESERVED]

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined that Mr. Vaughn Taylor is an audit committee financial expert and is independent under the listing standards of the Nasdaq Capital Market for audit committee members and the heightened independence requirement for audit committee members required by Rule 10A-3 under the Exchange Act.

ITEM 16B. CODE OF ETHICS

We have adopted a code of conduct that applies to our executive officers, including our chief executive officer, chief financial officer, or persons performing similar functions. The code of conduct is publicly available under the "Company Overview" section of our website at www.iperionx.com. Written copies are available upon request. If we make any substantive amendment to the code of conduct or grant any waivers, including any implicit waiver, from a provision of the codes of conduct, we will disclose the nature of such amendment or waiver on our website.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets forth, for each of the years indicated, the fees billed by PricewaterhouseCoopers, which has served as our independent registered public accounting firm for the last two completed fiscal years.

Services Rendered	Fiscal 2024		Fiscal 2023	
Audit or review of financial reports	US$	270,955	US$	386,587
Other		-		-
Total	US$	270,955	US$	386,587

Pre-Approval Policies and Procedures

Our Audit Committee has adopted policies and procedures for the pre-approval of audit and non-audit services rendered by our independent registered public accounting firm. Pre-approval of an audit or non-audit service may be given as a general pre-approval, as part of the audit committee's approval of the scope of the engagement of our independent registered public accounting firm, or on an individual basis. Any proposed services exceeding general pre-approved levels also requires specific pre-approval by our audit committee. All of the fees described above were pre-approved by our board of directors prior to our listing on Nasdaq and by the Audit Committee after our listing on Nasdaq.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

In connection with our initial listing on Nasdaq and registration under the Exchange Act, we did not elect to use the exemption from audit committee standards set forth in Rule 10A-3(b)(1)(iv).

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

Neither we, nor any affiliated purchaser of us, purchased any of our securities during the year ended June 30, 2024.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

None.

ITEM 16G. CORPORATE GOVERNANCE

Additional Corporate Governance Differences

The Nasdaq Capital Market allows a foreign private issuer, such as IperionX, to follow its home country practices in lieu of certain of Nasdaq's corporate governance standards. In particular, we follow home country law instead of Nasdaq practice regarding:

- Nasdaq's requirement that our independent directors meet regularly in executive sessions. The ASX Listing Rules and the Corporations Act do not require the independent directors of an Australian company to have such executive sessions and, accordingly, we have claimed this exemption.

- Nasdaq's requirement that an issuer provide for a quorum as specified in its bylaws for any meeting of the holders of ordinary shares, which quorum may not be less than 33 1/3% of the outstanding shares of an issuer's voting ordinary shares. In compliance with Australian law, our Constitution provides that two shareholders present shall constitute a quorum for a general meeting.

- Nasdaq's requirement that issuers obtain shareholder approval prior to the issuance of securities in connection with certain acquisitions, changes of control or private placements of securities, or the establishment or amendment of certain stock option, purchase or other compensation plans. Applicable Australian law and rules differ from Nasdaq requirements, with the ASX Listing Rules providing generally for prior shareholder approval in numerous circumstances, including (i) issuance of equity securities exceeding 15% (or an additional 10% capacity to issue equity securities for the proceeding 12-month period if shareholder approval by special resolution is sought at the Company's annual general meeting) of our issued share capital in any 12-month period (but, in determining the available issue limit, securities issued under an exception to the rule or with shareholder approval are not counted), (ii) issuance of equity securities to related parties (as defined in the ASX Listing Rules) and (iii) directors or their associates acquiring securities under an employee incentive plan.

Following our home country governance practices, as opposed to the requirements that would otherwise apply to a United States company listed on the Nasdaq Capital Market, may provide less protection than is accorded to investors in a U.S. issuer.

ITEM 16H. MINE SAFETY DISCLOSURE

Not applicable because we do not currently operate any mines subject to the U.S. Federal Mine Safety and Health Act of 1977.

ITEM 16J INSIDER TRADING POLICIES

Our securities trading policy governs purchases, sales and other dispositions of our securities by our directors, executive officers and employees. We believe our securities trading policy is reasonably designed to promote compliance with applicable insider trading laws, rules and regulations applicable to us. Our securities trading policy prohibits purchases, sales and other dispositions of our securities while in possession of material nonpublic information about us and from disclosing such information to others. The foregoing summary does not purport to be complete and is qualified in its entirety by our Trading Policy, a copy of which is filed as exhibit 11.1 to this annual report.

ITEM16.K CYBERSECURITY

As part of our risk management approach, our cyber security program includes monitoring and implementing various protective systems and incident reporting procedures. We do not engage any consultants, auditors, or other third parties in connection with any such processes, given the size and scale of the Company, the resources available to it, the anticipated expenditures, and the risks it faces in terms of cybersecurity.

Within the last 12 months, we have not identified risks from known cybersecurity threats, including as a result of any previous cybersecurity incidents, that have materially affected or are reasonably likely to materially affect the Company, including its business strategy, results of operations, or financial condition.

Our audit committee is responsible for oversight of risks, including risks from cybersecurity threats. The Company's executive officers oversee the overall processes to safeguard data and comply with relevant regulations and will report material cybersecurity incidents to the audit committee. Our executive officers have limited experience in the area of cybersecurity. The Company will, where necessary in the view of the Company's executive officers, consult with external advisers to manage and remediate any cybersecurity incidents.

PART III.

ITEM 17. FINANCIAL STATEMENTS

We have elected to provide financial statements and related information pursuant to Item 18.

ITEM 18. FINANCIAL STATEMENTS

The consolidated financial statements and the related notes required by this Item are included in this annual report on Form 20-F beginning on page F-1.

ITEM 19. EXHIBITS.

Exhibit Number	Description
1.1	Certificate of the Registration of IperionX Limited (formerly Hyperion Metals Limited) (incorporated by reference to Exhibit 1.1 to the Company's Registration Statement on Form 20-F, filed on March 29, 2023)

1.2	Constitution of IperionX Limited (formerly Hyperion Metals Limited) (incorporated by reference to Exhibit 1.2 to the Company's Registration Statement on Form 20-F, filed on March 29, 2023)
2.1	Deposit Agreement among IperionX Limited, The Bank of New York Mellon, and Owners and Holders of American Depositary Shares (incorporated by reference to Exhibit 2.1 to the Company's Amendment No. 1 to Registration Statement on Form 20-F, filed on May 4, 2022)
2.2	Form of American Depositary Receipt evidencing American Depositary Shares (included in Exhibit 2.1)
2.3	Description of Share Capital (incorporated by reference to Exhibit 2.3 to the Company's Annual Report on Form 20-F, filed on August 26, 2023)
4.1+	Option Agreement by and among Hyperion Materials & Technologies, LLC, IperionX Limited (formerly Hyperion Metals Limited) and Blacksand Technology, LLC and its members, dated October 20, 2021 (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 20-F, filed on March 29, 2023)
4.2+	Option of Exclusive License Agreement between Hyperion Materials & Technologies, LLC and Blacksand Technology, LLC, dated February 13, 2021 (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form 20-F, filed on March 29, 2023)
4.3+	Master Services Agreement between Blacksand Technology, LLC and Hyperion Materials & Technologies, LLC, dated February 13, 2021, and related statements of work (incorporated by reference to Exhibit 4.3 to the Company's Registration Statement on Form 20-F, filed on March 29, 2023)
4.4	IperionX Limited (formerly Hyperion Metals Limited) Employee Incentive Plan (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form 20-F, filed on March 29, 2023)
4.5	Form of Indemnity, Insurance and Access for Directors (incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form 20-F, filed on March 29, 2023)
8.1	List of Subsidiaries of IperionX Limited (incorporated by reference to Exhibit 8.1 to the Company's Registration Statement on Form 20-F, filed on March 29, 2023)
11.1	Securities Trading Policy (incorporated by reference to Exhibit 99.1 to the Company's Report on Form 6-K, filed on May 23, 2024)
12.1	Section 302 Certification of Chief Executive Officer
12.2	Section 302 Certification of Chief Financial Officer
13.1	Section 906 Certification of Chief Executive Officer
13.2	Section 906 Certification of Chief Financial Officer
15.1	Technical Report Summary on the Titan Project .
15.2	Consent of PricewaterhouseCoopers
15.3	Consent of Karst Geo Solutions, LLC as Qualified Person
97.1	Clawback Policy
101.1	The following financial statements from the Company's Annual Report on Form 20-F for the year ended June 30, 2024, formatted in Inline XBRL: (i) Consolidated Statements of Profit or Loss and Other Comprehensive Income, (ii) Consolidated Statement of Financial Position, (iii) Consolidated Statements of Changes in Equity, (iv) Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements, tagged as blocks of text and including detailed tags.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

+ Certain confidential information contained in this document, marked by [***], has been omitted because it is both (i) not material and (ii) would be competitively harmful if publicly disclosed.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on Form 20-F filed on its behalf.

IPERIONX LIMITED

By: /s/ Marcela Castro
Marcela Castro
Chief Financial Officer

Date: October 30, 2024

IperionX Limited

ANNUAL CONSOLIDATED FINANCIAL STATEMENTS

for the year ended June 30, 2024

IperionX Limited

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of IperionX Limited

Opinion on the Financial Statements

We have audited the accompanying consolidated statement of financial position of IperionX Limited and its subsidiaries (the "Company") as of June 30, 2024 and 2023, and the related consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for each of the three years in the period ended June 30, 2024, including the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of June 30, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2024 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Substantial Doubt about the Company's Ability to Continue as a Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1(a) to the consolidated financial statements, the ongoing operation of the Company is dependent upon raising additional funding from shareholders or other parties, the Company has no source of material operating cash inflows, had net outflows from operating and investing activities of $25,136,632 during the year ended June 30, 2024, and has stated that these events or conditions indicate that there is a material uncertainty that may cast significant doubt (or raise substantial doubt as contemplated by PCAOB standards) on the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1(a). The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers

Perth, Australia

October 30, 2024

We have served as the Company's auditor since 2021.

IperionX Limited
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2024

	Notes	2024 US$	2023 US$	2022 US$
Continuing operations				
Research and development costs		**(8,712,610)**	(5,600,653)	(1,079,109)
Exploration and evaluation expenses		**(1,950,583)**	(2,826,397)	(6,189,159)
Corporate and administrative expenses		**(4,516,393)**	(3,990,672)	(3,056,249)
Business development expenses		**(3,646,141)**	(2,654,420)	(3,205,162)
Share-based payment expenses	19(a)	**(3,791,541)**	(2,589,413)	(8,340,328)
Finance income	2	**546,029**	494,469	401,045
Finance costs	2	**(187,119)**	(88,138)	(52,275)
Other income and expenses	2	**414,712**	(189,530)	-
Loss before income tax		**(21,843,646)**	(17,444,754)	(21,521,237)
Income tax expense	3	**-**	-	-
Loss for the year		**(21,843,646)**	(17,444,754)	(21,521,237)
Loss attributable to shareholders of IperionX Limited		**(21,843,646)**	(17,444,754)	(21,521,237)
Other comprehensive income/(loss)				
Items that may be reclassified subsequently to profit or loss:				
Exchange differences arising on translation into presentation currency		**(170,014)**	(411,913)	(593,912)
Other comprehensive loss for the year, net of tax		**(170,014)**	(411,913)	(593,912)
Total comprehensive loss for the year		**(22,013,660)**	(17,856,667)	(22,115,149)
Total comprehensive loss attributable to shareholders of IperionX Limited		**(22,013,660)**	(17,856,667)	(22,115,149)
Basic loss per share (US$ per share)	16	**(0.10)**	(0.11)	(0.16)
Diluted loss per share (US$ per share)	16	**(0.10)**	(0.11)	(0.16)

The above Consolidated Statement of Profit or Loss and other Comprehensive Income should be read in conjunction with the accompanying notes.

IperionX Limited
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT JUNE 30, 2024

	Notes	2024 US$	2023 US$
ASSETS			
Current Assets			
Cash and cash equivalents	5	**33,157,356**	11,937,941
Trade and other receivables	6	**2,302,010**	228,395
Prepayments	7	**6,071,735**	588,395
Inventories		16,920	-
Total Current Assets		**41,548,021**	12,754,731
Non-Current Assets			
Property, plant and equipment	8	**7,773,812**	3,989,783
Exploration and evaluation assets	9	**6,114,061**	3,059,021
Prepayments	7	**-**	3,000,000
Total Non-Current Assets		**13,887,873**	10,048,804
TOTAL ASSETS		**55,435,894**	22,803,535
LIABILITIES			
Current Liabilities			
Trade and other payables	10	**2,317,830**	1,180,984
Loans and borrowings	11	**445,755**	382,626
Provisions		**287,796**	84,009
Total Current Liabilities		**3,051,381**	1,647,619
Non-Current Liabilities			
Loans and borrowings	11	**1,044,918**	592,688
Total Non-Current Liabilities		**1,044,918**	592,688
TOTAL LIABILITIES		**4,096,299**	2,240,307
NET ASSETS		**51,339,595**	20,563,228
EQUITY			
Contributed equity	13	**112,959,638**	58,764,248
Reserves	14	**12,262,007**	13,995,808
Accumulated losses	15	**(73,882,050)**	(52,196,828)
TOTAL EQUITY		**51,339,595**	20,563,228

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

IperionX Limited
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2024

	Contributed Equity US$	Share-Based Payments Reserve US$	Foreign Currency Translation Reserve US$	Accumulated Losses US$	Total Equity US$
Balance at July 1, 2023	**58,764,248**	**15,004,052**	**(1,008,244)**	**(52,196,828)**	**20,563,228**
Net loss for the year	-	-	-	**(21,843,646)**	**(21,843,646)**
Exchange differences arising on translation into presentation currency	-	-	**(170,014)**	-	**(170,014)**
Total comprehensive loss for the year	-	-	**(170,014)**	**(21,843,646)**	**(22,013,660)**
Issue of shares – share placement	**45,740,157**	-	-	-	**45,740,157**
Issue of shares – exercise of options	**4,335,005**	**(1,743,440)**	-	-	**2,591,565**
Issue of shares – conversion of RSU's	**225,734**	**(225,734)**	-	-	-
Issue of shares – conversion of rights	**2,757,730**	**(2,757,730)**	-	-	-
Issue of shares to Blacksand	**2,000,000**	-	-	-	**2,000,000**
Issue of shares to consultants	**470,000**	**(470,000)**	-	-	-
Share issue costs	**(1,333,236)**	-	-	-	**(1,333,236)**
Expiry of employee rights	-	**(158,424)**	-	**158,424**	-
Share-based payment expense	-	**3,791,541**	-	-	**3,791,541**
Balance at June 30, 2024	**112,959,638**	**13,440,265**	**(1,178,258)**	**(73,882,050)**	**51,339,595**
Balance at July 1, 2022	29,782,268	12,985,856	(596,331)	(34,752,074)	7,419,719
Net loss for the year	-	-	-	(17,444,754)	(17,444,754)
Exchange differences arising on translation into presentation currency	-	-	(411,913)	-	(411,913)
Total comprehensive loss for the year	-	-	(411,913)	(17,444,754)	(17,856,667)
Issue of shares - share placement	29,637,300	-	-	-	29,637,300
Issue of shares - exercise of options	477,156	(192,511)	-	-	284,645
Issue of shares - conversion of RSUs	167,487	(167,487)	-	-	-
Issue of shares - conversion of rights	216,007	(216,007)	-	-	-
Issue of shares to consultant	350,000	(350,000)	-	-	-
Share issue costs	(1,865,970)	354,788	-	-	(1,511,182)
Share-based payment expense	-	2,589,413	-	-	2,589,413
Balance at June 30, 2023	58,764,248	15,004,052	(1,008,244)	(52,196,828)	20,563,228
Balance at July 1, 2021	**10,255,369**	**4,738,007**	**(2,419)**	**(13,230,837)**	**1,760,120**
Net loss for the year	-	-	-	(21,521,237)	(21,521,237)
Exchange differences arising on translation into presentation currency	-	-	(593,912)	-	(593,912)
Total comprehensive loss for the year	-	-	(593,912)	(21,521,237)	(22,115,149)
Issue of shares – share placement	17,604,000	-	-	-	17,604,000
Issue of shares – exercise of options	2,353,704	(92,479)	-	-	2,261,225
Share issue costs	(430,805)	-	-	-	(430,805)
Share-based payment expense	-	8,340,328	-	-	8,340,328
Balance at June 30, 2022	29,782,268	12,985,856	(596,331)	(34,752,074)	7,419,719

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

IperionX Limited
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2024

	Notes	2024 US$	2023 US$	2022 US$
Operating activities				
Payments to suppliers and employees		**(19,215,938)**	(15,954,550)	(12,112,577)
Receipts from third-parties		**183,159**	-	-
Interest paid		**(120,313)**	(49,488)	(45,541)
Interest received		**546,029**	139,644	24,041
Net cash flows used in operating activities	5	**(18,607,063)**	(15,864,394)	(12,134,077)
Investing activities				
Purchase of property, plant and equipment	8	**(5,018,093)**	(2,077,794)	(889,988)
Proceeds from sale of property, plant and equipment	8	**2,040,083**	-	-
Purchase of exploration and evaluation assets	9	**(3,051,559)**	(627,792)	(1,926,479)
Blacksand option prepayments	7	**(500,000)**	(3,000,000)	-
Purchase of financial assets		**-**	-	(250,000)
Net cash flows used in investing activities		**(6,529,569)**	(5,705,586)	(3,066,467)
Financing activities				
Proceeds from issue of shares		**48,331,724**	29,921,945	19,865,225
Share issue costs		**(1,315,725)**	(1,511,182)	(430,805)
Proceeds from borrowings		**-**	-	38,682
Repayment of borrowings		**(5,970)**	(5,594)	(2,225)
Payment of principal portion of lease liabilities		**(417,866)**	(512,660)	(78,778)
Net cash flows from financing activities		**46,592,163**	27,892,509	19,392,099
Net increase in cash and cash equivalents		**21,455,531**	6,322,529	4,191,555
Net foreign exchange differences		**(236,116)**	(57,139)	(216,908)
Cash and cash equivalents at beginning of the year		**11,937,941**	5,672,551	1,697,904
Cash and cash equivalents at the end of the year	5	**33,157,356**	11,937,941	5,672,551

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

IperionX Limited
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2024

1. STATEMENT OF MATERIAL ACCOUNTING POLICIES

The material accounting policies adopted in preparing the consolidated financial statements of IperionX Limited ("IperionX" or "Company") and its consolidated entities ("Consolidated Entity" or "Group") for the years ended June 30, 2024, 2023 and 2022 are stated to assist in a general understanding of the consolidated financial statements.

IperionX is a for-profit company limited by shares, incorporated and domiciled in Australia. Our ordinary shares are listed on the Australian Securities Exchange, or ASX, under the symbol "IPX", and our American Depository Shares, or ADSs, each representing ten (10) of our ordinary shares, are listed on the Nasdaq Capital Market, or Nasdaq, under the symbol "IPX".

The principal activities of the Group during the year ended June 30, 2024, consisted of the exploration and evaluation of its mineral properties in the United States and the research, development, and commercialization of its associated metals technologies to support an integrated titanium processing operation.

The consolidated financial statements of the Group for the year ended June 30, 2024 were authorised for issue in accordance with a resolution of the Directors on September 24, 2024.

(a) Basis of preparation

The financial report is a general purpose financial report, which has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The consolidated financial report has also been prepared on a historical cost basis, except for other financial assets, which have been measured at fair value.

The consolidated financial statements are presented in United States dollars (US$).

Going concern

The financial statements have been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realization of assets and the settlement of liabilities in the normal course of business.

The Group currently has no source of material operating cash inflows and had net outflows from operating and investing activities of US$25,136,632 for fiscal 2024 (2023: US$21,569,980). At June 30, 2024, the Group has cash and cash equivalents of US$33,157,356 (2023: US$11,937,941).

The ongoing operation of the Group is dependent upon raising further additional funding from shareholders or other parties. In light of the expenditures to be incurred in executing on the Group's current strategic plans to commercialize the Group's titanium metal technologies and develop economically recoverable mineral deposits from the Group's exploration properties, the Group is dependent on obtaining financing through equity financing, debt financing or other means. In the longer term, if the Group's mineral exploration and metal production activities are successful, additional funds will be required to further scale-up the Group's titanium metal production capacity and to develop the Group's exploration properties and commence commercial production. The ability to arrange such funding in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Group. There is no assurance that the Group will be successful in its efforts to raise additional funding on terms satisfactory to the Group. If the Group does not obtain additional funding, it may not be able to continue its operations as a going concern and therefore may not be able to realize its assets and extinguish its liabilities in the ordinary course of operations and at the amounts stated in the financial statements. Alternatively, the Group may be required to delay, reduce the scope of, or eliminate its current or future exploration, appraisal, and commercialization activities or relinquish rights to certain of its interests.

The Directors are confident that they will be able to raise additional funds as required to meet the Group's obligations as and when they fall due and are of the opinion that the use of the going concern basis remains appropriate. However as a result of these matters, there is a material uncertainty related to events or conditions that may cast significant doubt (or raise substantial doubt as contemplated by Public Company Accounting Oversight Board ("PCAOB") standards) on the Group's ability to continue as a going concern, and therefore the Group may be unable to realize its assets and discharge its liabilities in the normal course of business.

(b) New standards, interpretations and amendments

In the current year, the Group has adopted all of the new and revised Accounting Standards and Interpretations effective from July 1, 2023 that are mandatory.

The adoption of the aforementioned standards has had no impact on the financial statements of the Company as at June 30, 2024. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

(c) Issued standards and interpretations not early adopted

International Financial Reporting Standards and Interpretations that have recently been issued or amended but are not yet effective have not been adopted by the Group for the year ended June 30, 2024. Those which may be relevant to the Group are set out in the table below, but these are not expected to have any significant impact on the Group's financial statements:

Standard/Interpretation	Application Date of Standard	Application Date for the Group
Amendment to IFRS 16 – Lease Liability in a Sale and Leaseback	1 January 2024	1 July 2024
Amendment to IAS 1 – Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants	1 January 2024	1 July 2024
Amendments to IFRS 10 and IAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	1 January 2025	1 July 2025
IFRS 18 Presentation and Disclosure in Financial Statements	1 January 2027	1 July 2027

A discussion on the impact of the adoption of IFRS 18 *Presentation and Disclosure in Financial Statements* is included below. The adoption of these other aforementioned standards are not expected to have any significant impact on the Group's financial statements.

IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 *Presentation and Disclosure in Financial Statements replaces* IAS 1 *Presentation of Financial Statements* and introduces new requirements for the presentation of financial statements. IFRS 18 will not change the recognition and measurement of items in the financial statements but will affect presentation and disclosure in the financial statements, including introducing new categories and subtotals in the statement of profit or loss, requiring the disclosure of management defined performance measures, and changing the grouping of information in the financial statements.

(d) Principles of Consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of the Company.

Control is achieved when the Company has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to use its power to affect its returns. The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power.

Subsidiaries are all those entities (including special purpose entities) over which the Company has the power to govern the financial and operating policies, so as to obtain benefits from its activities, generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Company.

Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are de-consolidated from the date that control ceases.

Intercompany transactions and balances, income and expenses and profits and losses between Group companies, are eliminated. Investments in subsidiaries are accounted for at cost in the Consolidated Statement of Financial Position of the Company.

(e) Foreign Currencies

(i) Functional and presentation currency

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The Company's functional currency is Australian dollars.

The Group's financial statements are presented in United States dollars which is the Group's presentation currency. United States dollars has been chosen as the Group's presentation currency to better reflect the Group's business activities in the United States and to enhance comparability with its industry peer group, the majority of which report in United States dollars.

(ii) Transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognized in the income statement, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized directly in equity to the extent that the gain or loss is directly recognized in equity, otherwise the exchange difference is recognized in the income statement.

(iii) Group companies

The financial results and position of operations whose functional currency is different from the Group's presentation currency are translated as follows:

- assets and liabilities are translated at year-end exchange rates prevailing at that reporting date;
- income and expenses are translated at average exchange rates for the year; and
- retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation into the presentation currency are transferred directly to the Group's foreign currency translation reserve in equity. These differences are recognized in profit or loss in the year in which the operation is disposed.

(f) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of 3 months or less.

(g) Trade and Other Receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less allowance for any expected credit loss("ECL"), applying the simplified approach. If collection of the amounts is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets. Trade receivables are generally due for settlement within 30 days and therefore are all classified as current.

As the majority of receivables are short term in nature, their carrying amount is assumed to be the same as their fair value.

An estimate for the ECL is made based on the historical risk of default and expected loss rates at the inception of the transaction. Inputs are selected for the ECL impairment calculation based on the Company's past history, existing market conditions as well as forward looking estimates.

(h) Prepayments

Prepayments represent payments in advance of receipt of goods or services. The Group recognizes a prepayment as an asset within other current and non-current assets when payment for goods or services has been made in advance of the Group obtaining a right to access those goods or services. These prepayments are assessed for indicators of impairment each year. If future economic benefits are no longer expected to occur, and economic benefits cannot be derived from the prepayment in any other way, the prepayment will be derecognized.

(i) Property, Plant and Equipment

All classes of property, plant and equipment are measured at cost.

Depreciation is provided on a straight-line basis over the estimated useful lives of the assets, except for land which is not depreciated. Currently the Group only has plant and equipment, buildings and leasehold improvements. Plant and equipment is depreciated over a period between 5-10 years. Buildings and leasehold improvements are depreciated over a period between 10-15 years.

(j) Exploration and Evaluation Expenditure

Expenditure on exploration and evaluation is accounted for in accordance with the 'area of interest' method and with IFRS 6 *Exploration for and Evaluation of Mineral Resources.*

Exploration and evaluation expenditure encompasses expenditures incurred by the Group in connection with the exploration for and evaluation of mineral resources before the technical feasibility and commercial viability of extracting a mineral resource are demonstrable.

For each area of interest, expenditure incurred in the acquisition of rights to explore is capitalized and recognized as an exploration and evaluation asset. This includes option payments made to landowners under the Group's option agreements with local landowners which are considered part of the acquisition costs. Exploration and evaluation assets are measured at cost at recognition and are recorded as an asset if:

(i) the rights to tenure of the area of interest are current; and

(ii) at least one of the following conditions is also met:

- the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; and

- exploration and evaluation activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

All other exploration and evaluation expenditures are expensed as incurred. Once the technical feasibility and commercial viability of a program or project has been demonstrated with a bankable feasibility study, the carrying amount of the exploration and evaluation expenditure in respect of the area of interest is reclassified as a "mine development property".

Where a decision is made to proceed with development, accumulated expenditure is tested for impairment and transferred to development properties, and then amortized over the life of the reserves associated with the area of interest once mining operations have commenced. Recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Impairment

Capitalized exploration costs are reviewed each reporting date to establish whether an indication of impairment exists. If any such indication exists, the recoverable amount of the capitalized exploration costs is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset.

(k) Research and Development Expenditure

Research costs are expensed as incurred. Development expenditures on an individual project are recognized as an intangible asset when the Group can demonstrate: (a) the technical feasibility of completing the intangible asset so that the asset will be available for use or sale; (b) its intention to complete and its ability and intention to use or sell the asset; (c) how the asset will generate future economic benefits; (d) the availability of resources to complete the asset; and (e) the ability to measure reliably the expenditure during development. Development costs that do not meet these criteria are expensed as incurred. Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete, and the asset is available for use. It is amortized over the period of expected future benefit. Amortization is recorded in cost of sales. During the period of development, the asset is tested for impairment annually.

(l) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 60 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date.

They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

The carrying amounts of trade and other payables are considered to be the same as their fair values, due to their short-term nature.

(m) Provisions

Provisions are recognized when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

(n) Interest income

Interest income is recognized on a time proportionate basis that takes into account the effective yield on the financial asset.

(o) Income Tax

The income tax expense for the year is the tax payable on the current year's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognized for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognized in relation to these temporary differences if they arose on goodwill or in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax liabilities and assets are not recognized for temporary differences between the carrying amount and tax bases of investments in controlled entities where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognized deferred income tax assets are reassessed at each balance date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Current and deferred tax balances attributable to amounts recognized directly in equity are also recognized directly in equity.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against tax liabilities and the deferred tax liabilities relate to the same taxable entity and the same taxation authority.

(p) Employee Entitlements

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled wholly within 12 months have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs.

(q) Earnings per Share

Basic earnings per share ("EPS") is calculated by dividing the net profit attributable to members of the Company for the reporting period, after excluding any costs of servicing equity, by the weighted average number of ordinary shares of the Company, adjusted for any bonus issue.

Diluted EPS is calculated by dividing the basic EPS earnings, adjusted by the after tax effect of financing costs associated with dilutive potential Ordinary Shares and the effect on revenues and expenses of conversion to Ordinary Shares associated with dilutive potential Ordinary Shares, by the weighted average number of Ordinary Shares and dilutive Ordinary Shares adjusted for any bonus issue.

(r) Use and Revision of Accounting Estimates, Judgements and Assumptions

The preparation of the financial report requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognized in the financial statements are described in the following notes:

- Functional currency (Note 1(e));
- Impairment of exploration and evaluation assets (Note 9);
- Lease accounting (Note 12); and
- Share-based payments (Note 19).

(s) Operating Segments

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. This includes start up operations which are yet to earn revenues. Management will also consider other factors in determining operating segments such as the existence of a line manager and the level of segment information presented to the board of directors.

Operating segments have been identified based on the information provided to the chief operating decision makers, being the board of directors.

The group aggregates two or more operating segments when they have similar economic characteristics, and the segments are similar in each of the following respects:

- Nature of the products and services;
- Nature of the production processes;
- Type or class of customer for the products and services;
- Methods used to distribute the products or provide the services; and if applicable
- Nature of the regulatory environment.

Operating segments that meet the quantitative criteria as prescribed by IFRS 8 *Operating Segments* are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements.

Information about other business activities and operating segments that are below the quantitative criteria are combined and disclosed in a separate category for "all other segments".

Currently, the Group has only one operating segment.

(t) Impairment of Non-Financial Assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An assessment is also made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. After such a reversal the depreciation charge is adjusted in future years to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

(u) Fair Value Estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and equity securities classified as fair value through other comprehensive income) is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Group is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

The fair value of financial instruments that are not traded in an active market (for example, over the counter derivatives) is determined using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance date. Quoted market prices or dealer quotes for similar instruments are used for long-term debt instruments held. Other techniques, such as discounted cash flows, are used to determine fair value for the remaining financial instruments. The fair value of interest-rate swaps is calculated as the present value of the estimated future cash flows. The fair value of forward exchange contracts is determined using forward exchange market rates at the reporting date.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

(v) Issued and Unissued Capital

Ordinary Shares and Performance Shares are classified as equity. Issued and paid up capital is recognized at the fair value of the consideration received by the Company. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(w) Dividends

Provision is made for the amount of any dividend declared on or before the end of the year but not distributed at balance date.

(x) Share-Based Payments

Equity-settled share-based payments are provided to officers, employees, consultants and other advisors. These share-based payments are measured at the fair value of the equity instrument at the grant date. The fair value of options is estimated using the Black Scholes option valuation model. The fair value of performance rights that have market-based vesting conditions is estimated using a trinomial valuation model. The fair value of restricted stock units and performance rights that do not have market-based vesting conditions are estimated based on the underlying share price. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest. At each reporting date, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss over the remaining vesting period, with a corresponding adjustment to the share-based payments reserve.

Equity-settled share-based payments may also be provided as consideration for the acquisition of assets. Where ordinary shares are issued, the transaction is recorded at fair value based on the quoted price of the ordinary shares at the date of issue. The acquisition is then recorded as an asset or expensed in accordance with accounting standards.

(y) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

2. INCOME AND EXPENSES

	Note	2024 US$	2023 US$	2022 US$
Finance income				
Interest income		**546,029**	139,697	24,042
Net foreign exchange gain		**-**	354,772	377,003
		546,029	494,469	401,045
Finance costs				
Interest expense		**(122,736)**	(88,138)	(45,541)
Net foreign exchange loss		**(48,588)**	-	-
Other finance costs		**(15,795)**	-	(6,734)
		(187,119)	(88,138)	(52,275)
Other income and expenses				
Other income		**629,815**	60,470	-
Impairment of property, plant and equipment		**(198,750)**	-	-
Loss on disposal of property, plant and equipment		**(16,353)**	-	-
Loss on derecognition of financial asset		**-**	(250,000)	-
		414,712	(189,530)	-
Depreciation and amortization				
Amortization of right-of-use assets	8	**(521,099)**	(249,387)	(119,706)
Depreciation of property, plant and equipment	8	**(124,752)**	(177,147)	(33,728)
		(645,851)	(426,534)	(153,434)
Employee benefits expense				
Wages and salaries		**(7,119,583)**	(4,714,673)	(2,739,427)
Employee benefits		**(1,530,951)**	(808,717)	(376,974)
Post-employment benefits		**(180,661)**	(134,074)	(67,496)
Share-based payment expenses		**(3,791,541)**	(2,589,413)	(8,340,328)
		(12,622,736)	(8,246,877)	(11,524,225)

3. INCOME TAX

	2024 US$	2023 US$	2022 US$
Recognized in profit or loss			
Current income tax:			
Current income tax benefit in respect of the current year	**-**	-	-
Deferred income tax:			
Origination and reversal of temporary differences	**-**	-	-
Income tax expense reported in profit or loss	**-**	-	-
Reconciliation between tax expense and accounting loss before income tax			
Accounting loss before income tax	**(21,843,646)**	(17,444,754)	(21,521,237)
At the Australian income tax rate of 30%	**(6,553,094)**	(5,233,426)	(6,456,371)
Effect of lower income tax rate in the United States	**631,007**	488,952	433,351
Expenditure not allowable for income tax purposes	**1,427,582**	870,584	2,502,099
Exchange differences	**(2,369)**	5,329	30,731
Adjustments in respect of deferred tax of previous years	**583,422**	(182,314)	174,258
Effect of deferred tax assets not brought to account	**3,913,452**	4,050,875	3,315,932
Income tax expense reported in profit or loss	**-**	-	-
Deferred tax assets and liabilities			
Deferred tax liabilities:			
Right-of-use assets	**414,270**	305,000	121,755
Deferred tax assets used to offset deferred tax liabilities	**(414,270)**	(305,000)	(121,755)
	-	-	-
Deferred tax assets:			
Accrued expenditures	**70,662**	139,113	22,500
Provisions	**75,215**	21,956	12,125
Lease liabilities	**383,082**	246,832	132,393
Capital allowances	**10,896,126**	3,241,541	2,535,077
Tax losses available to offset against future taxable income	**1,556,178**	5,361,043	2,053,718
Deferred tax assets used to offset deferred tax liabilities	**(414,270)**	(305,000)	(121,755)
Other deferred tax assets not brought to account (1)	**(12,566,993)**	(8,705,485)	(4,634,058)
	-	-	-

Notes:

(1) The benefit of deferred tax assets not brought to account will only be subsequently recognized if: (a) future assessable income is derived of a nature and of an amount sufficient to enable the benefit to be realized; (b) the conditions for deductibility imposed by tax legislation continue to be complied with; and (c) no changes in tax legislation adversely affect the Group in realizing the benefit.

4. DIVIDENDS PAID OR PROVIDED FOR ON ORDINARY SHARES

No dividends have been paid or proposed for the year ended June 30, 2024 (2023:nil) (2022: nil).

5. CASH AND CASH EQUIVALENTS

	2024 US$	2023 US$	2022 US$
Cash at bank and on hand	**33,157,356**	11,937,941	5,672,551
	33,157,356	11,937,941	5,672,551
Reconciliation of loss before income tax to net cash flows from operations			
Loss for the year	**(21,843,646)**	(17,444,754)	(21,521,237)
Adjustment for non-cash income and expense items			
Share-based payments expense	**3,791,541**	2,589,413	8,340,328
Amortization of right-of-use assets	**521,099**	249,387	119,706
Depreciation of property, plant and equipment	**124,752**	177,147	33,728
Net foreign exchange loss/(gain)	**48,587**	(354,772)	(377,003)
Loss on derecognition of financial asset	**-**	250,000	-
Loss on disposal of property, plant and equipment	**16,353**	-	-
Impairment loss	**198,750**	-	-
Lease modifications	**-**	-	(2,112)
Changes in assets and liabilities			
Increase in receivables and prepayments	**(2,073,614)**	(650,067)	(98,797)
Increase/(decrease) in payables and provisions	**609,115**	(680,748)	1,371,310
Net cash outflow from operating activities	**(18,607,063)**	(15,864,394)	(12,134,077)

6. TRADE AND OTHER RECEIVABLES

	2024 US$	2023 US$
Current		
Receivables from U.S. Government(1)	**1,655,435**	-
Receivables from other third-parties	**646,575**	228,395
Total trade and other receivables	**2,302,010**	228,395

Notes:

(1) During fiscal 2024, the U.S. Department of Defense (U.S. DoD) contracted to award the Group US$12.7 million in funding under the Defense Production Act (DPA) Title III authorities to address U.S. titanium supply chain vulnerabilities. This funding is being applied towards the Group's Titanium Production Facility. Title to all assets purchased by the Group with funds from the U.S. government vest with the U.S. government during the term of the technology investment agreement. At the end of the agreement, title may be transferred back to the Group subject to certain conditions.

7. PREPAYMENTS

	2024 US$	2023 US$
Current		
Blacksand option prepayments(1)	**5,500,000**	-
Other prepayments	**571,735**	588,395
Total current prepayments	**6,071,735**	588,395
Non-current		
Blacksand option prepayments(1)	**-**	3,000,000
Total non-current prepayments	**-**	3,000,000
Total prepayments	**6,071,735**	3,588,395

Notes:

(1) At June 30, 2024, the Group had an exclusive option to purchase certain assets (including all intellectual property rights) of Blacksand Technology, LLC ("Blacksand"). Blacksand holds the exclusive commercial licensing rights for more than 40 global patents through a license agreement with the University of Utah including the global patents for patented technologies that can produce low-cost and low-carbon titanium metal. The Group can exercise its option any time prior to 31 December 2024 ("Option Period"). At June 30, 2024, as consideration for the option, IperionX has made option payments to Blacksand totalling US$5,500,000 during the Option Period (US$1,500,000 paid in January 2023, US$1,500,000 paid in June 2023, US$500,000 paid in January 2024, and US$2,000,000 satisfied through the issue of shares in IperionX in January 2024), with a final option payment of US$500,000 payable in July 2024. These prepayments represent the option payments paid to Blacksand. Refer to Note 23 for further details.

8. PROPERTY, PLANT AND EQUIPMENT

	Plant and equipment US$	Right-of-use assets US$	Total US$
2024			
Carrying amount at July 1, 2023	**2,822,765**	**1,167,018**	**3,989,783**
Additions	**5,745,871**	**939,196**	**6,685,067**
Disposals	**(2,056,437)**	**-**	**(2,056,437)**
Impairment	**(198,750)**	**-**	**(198,750)**
Depreciation	**(124,752)**	**(521,099)**	**(645,851)**
Carrying amount at June 30, 2024	**6,188,697**	**1,585,115**	**7,773,812**
- at cost	**6,508,437**	**2,483,072**	**8,991,509**
- accumulated depreciation and impairment	**(319,740)**	**(897,957)**	**(1,217,697)**
2023			
Carrying amount at July 1, 2022	922,118	465,868	1,387,986
Additions	2,077,794	950,537	3,028,331
Depreciation	(177,147)	(249,387)	(426,534)
Carrying amount at June 30, 2023	2,822,765	1,167,018	3,989,783
- at cost	3,034,599	1,543,876	4,578,475
- accumulated depreciation and impairment	(211,834)	(376,858)	(588,692)

9. EXPLORATION AND EVALUATION ASSETS

	Titan Project [1] US$
2024	
Carrying amount at July 1, 2023	**3,059,021**
Additions	**3,055,040**
Carrying amount at June 30, 2024 [1] [2]	**6,114,061**
2023	
Carrying amount at July 1, 2022	2,431,229
Additions	627,792
Carrying amount at June 30, 2023 [2]	3,059,021

Notes:

(1) At June 30, 2024, the Titan Project comprised of approximately 11,054 acres of surface and associated mineral rights in Tennessee prospective for heavy mineral sands, including titanium, rare earth minerals, high grade silica sand, and zircon, of which approximately 1,486 acres are owned by IperionX, approximately 242 acres are subject to long-term lease by IperionX, and approximately 9,326 acres are subject to exclusive option agreements with IperionX. These exclusive option agreements, upon exercise, allow the Group to lease, or in some cases purchase, the surface property and associated mineral rights.

(2) The ultimate recoupment of costs carried forward for exploration and evaluation is dependent on the successful development and commercial exploitation or sale of the respective areas of interest.

10. TRADE AND OTHER PAYABLES

	2024 US$	2023 US$
Current		
Trade payables	**1,309,067**	711,011
Accruals	**259,325**	455,241
Other payables	**749,438**	14,732
Total trade and other payables	**2,317,830**	1,180,984

11. LOANS AND BORROWINGS

	2024 US$	2023 US$
Current		
Lease liabilities	**439,382**	376,655
Other loans and borrowings	**6,373**	5,971
Total current loans and borrowings	**445,755**	382,626
Non-current		
Lease liabilities	**1,026,398**	567,796
Other loans and borrowings	**18,520**	24,892
Total non-current loans and borrowings	**1,044,918**	592,688
Total loans and borrowings	**1,490,673**	975,314

(a) Reconciliation

	Balance at July 1, 2023 US$	Additions US$	Repayments US$	Balance at June 30, 2024 US$
Lease liabilities	**944,451**	**939,195**	**(417,866)**	**1,465,780**
Other loans and borrowings	**30,863**	**-**	**(5,970)**	**24,893**
Total loans and borrowings	**975,314**	**939,195**	**(423,836)**	**1,490,673**

12. LEASES

The Group leases office premises, vehicles, and plant and equipment in the United States. No restrictions or covenants are imposed by the leases.

The carrying amounts of right-of-use assets (included under property, plant and equipment) and the movements during the year are in Note 8.

The carrying amounts of lease liabilities (included under financial liabilities) and the movements during the year are set out in Note 11.

The following are the amounts recognized in profit or loss in respect of leases:

	Note	2024 US$	2023 US$
Amortization of right-of-use assets	8	**(521,099)**	(249,387)
Interest expense on lease liabilities		**(106,474)**	(78,040)
Expense relating to short-term leases and leases of low-value assets		(72,542)	(85,100)
Net amount recognized in profit or loss		**(700,115)**	(412,527)

13. CONTRIBUTED EQUITY

	Note	2024 US$	2023 US$
Issued capital			
257,244,759 (2023: 193,493,973) fully paid ordinary shares	13(a)	**112,959,638**	58,764,248

(a) Movements in issued capital

	Number of Ordinary Shares	Number of Class A Performance Shares	Number of Class B Performance Shares	US$
2024				
Opening balance at July 1, 2023	**193,493,973**	**19,800,000**	**19,800,000**	**58,764,248**
Issue of shares – share placements	**43,476,381**	**-**	**-**	**45,740,157**
Issue of shares – exercise of options	**11,231,823**	**-**	**-**	**4,335,005**
Issue of shares – conversion of RSUs	**341,461**	**-**	**-**	**225,734**
Issue of shares – conversion of rights	**5,140,420**	**-**	**-**	**2,757,730**
Issue of shares to consultants	**554,538**	**-**	**-**	**470,000**
Issue of shares to Blacksand in lieu of cash	**3,006,163**	**-**	**-**	**2,000,000**
Share issue costs	**-**	**-**	**-**	**(1,333,236)**
Closing balance at June 30, 2024	**257,244,759**	**19,800,000**	**19,800,000**	**112,959,638**
2023				
Opening balance at July 1, 2022	140,288,491	19,800,000	19,800,000	29,782,268
Issue of shares – share placements	50,000,000	-	-	29,637,300
Issue of shares – exercise of options	2,102,363	-	-	477,156
Issue of shares – conversion of RSUs	200,001	-	-	167,487
Issue of shares – conversion of performance rights	215,495	-	-	216,007
Issue of shares to consultant	687,623	-	-	350,000
Share issue costs	-	-	-	(1,865,970)
Closing balance at June 30, 2023	193,493,973	19,800,000	19,800,000	58,764,248

(b) Rights attaching to Ordinary Shares

The rights attaching to fully paid ordinary shares ("Ordinary Shares") arise from a combination of the Company's Constitution, statute and general law:

- *Shares* - The issue of shares in the capital of the Company and options over unissued shares by the Company is under the control of the directors, subject to the Corporations Act 2001, ASX Listing Rules and any rights attached to any special class of shares.

- *Meetings of Members* - Directors may call a meeting of members whenever they think fit. Members may call a meeting as provided by the Corporations Act 2001. The Constitution contains provisions prescribing the content requirements of notices of meetings of members and all members are entitled to a notice of meeting. A meeting may be held in two or more places linked together by audio-visual communication devices. A quorum for a meeting of members is two shareholders. The Company holds annual general meetings in accordance with the Corporations Act 2001 and the Listing Rules.

- *Voting* - Subject to any rights or restrictions at the time being attached to any shares or class of shares of the Company, each member of the Company is entitled to receive notice of, attend and vote at a general meeting. Resolutions of members will be decided by a show of hands unless a poll is demanded. On a show of hands each eligible voter present has one vote. However, where a person present at a general meeting represents personally or by proxy, attorney or representative more than one member, on a show of hands the person is entitled to one vote only despite the number of members the person represents. On a poll each eligible member has one vote for each fully paid share held and a fraction of a vote for each partly paid share determined by the amount paid up on that share.

- *Changes to the Constitution* - The Company's Constitution can only be amended by a special resolution passed by at least three quarters of the members present and voting at a general meeting of the Company. At least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

- *Listing Rules* - Provided the Company remains admitted to the Official List, then despite anything in its Constitution, no act may be done that is prohibited by the Listing Rules, and authority is given for acts required to be done by the Listing Rules. The Company's Constitution will be deemed to comply with the Listing Rules as amended from time to time.

13. CONTRIBUTED EQUITY (continued)

(c) Rights attaching to Performance Shares

Performance Shares comprise 19,800,000 Class A and 19,800,000 Class B Performance Shares issued in relation to the acquisition of Hyperion Metals (Australia) Pty Ltd and are issued based upon the following terms and conditions:

- The Performance Shareholders are not entitled to a dividend;
- The Performance Shares are not transferable;
- The Performance Shareholders shall have no right to vote, subject to the Corporations Act;
- The Performance Shares will convert into Ordinary Shares as follows:
  - Each Class A Performance Share will convert into one (1) Ordinary Share upon completion of a positive pre-feasibility study (prepared in accordance with the JORC Code and independently verified by a Competent Person) for heavy mineral sands mining and processing on any of the Titan Project area which demonstrates a net present value of at least A$200,000,000 before September 17, 2024 (the "**Pre-Feasibility Study Milestone**");
  - Each Class B Performance Share will convert into one (1) Ordinary Share upon the commencement of commercial production from the Titan Project area before September 17, 2025 (the "**First Production Milestone**");
  - All Performance Shares shall automatically convert into Ordinary Shares upon the occurrence of certain change of control events; and
  - To the extent that any Performance Shares have not converted into Ordinary Shares by the applicable expiry date, all such Performance Shares for each holder will automatically lapse and be combined into one single Performance Share that will then convert into one single Ordinary Share. If the Class A Performance Shares have not converted into Ordinary Shares by the applicable expiry date, then the 19,800,000 Class A Performance Shares will convert into 30 Ordinary Shares. If the Class B Performance Shares have not converted into Ordinary Shares by the applicable expiry date, then the 19,800,000 Class B Performance Shares will convert into 30 Ordinary Shares. If neither the Class A Performance Shares nor the Class B Performance Shares have converted into Ordinary Shares by the applicable expiry date, then the 39,600,000 Performance Shares will convert into 60 Ordinary Shares.
- The Ordinary Shares issued on conversion of any Performance Share will rank equally with and confer rights identical with all other Ordinary Shares then on issue and application will be made by the Company to ASX for official quotation of the Ordinary Shares upon the date of conversion.
- The Company shall allot and issue Ordinary Shares immediately upon conversion of the Performance Shares for no consideration and shall record the allotment and issue in the manner required by the Corporations Act.
- The Performance Shares are unquoted. No application for quotation of the Performance Shares will be made by the Company.

14. RESERVES

	Note	2024 US$	2023 US$
Share-based payments reserve	14(b)	**13,440,265**	15,004,052
Foreign currency translation reserve	14(f)	**(1,178,258)**	(1,008,244)
		12,262,007	13,995,808

(a) Nature and purpose of reserves

(i) Share-based payments reserve

The share-based payments reserve is used to record the fair value of Unlisted Options, Restricted Stock Units and Performance Rights issued by the Group.

(ii) Foreign currency translation reserve

Exchange differences arising on translation of entities whose functional currency is different to the Group's presentation currency are taken to the foreign currency translation reserve, as described in Note 1(e).

(b) Movements in share-based payments reserve during the year

	Number of Unlisted Options (Note 14(c))	Number of Performance Rights (Note 14(d))	No. of Restricted Stock Units (Note 14(e))	US$
2024				
Opening balance at July 1, 2023	**23,011,372**	**29,146,000**	**824,371**	**15,004,052**
Grant of employee rights and RSUs	**-**	**4,021,000**	**3,894,124**	-
Exercise of options, rights and RSUs	**(11,262,000)**	(5,147,665)	(341,461)	**(4,726,904)**
Issue of shares to a consultant	**-**	**-**	**-**	**(470,000)**
Expiry of employee rights	-	**(550,000)**	-	**(158,424)**

Share-based payment expense	-	-	-	**3,791,541**
Closing balance at June 30, 2024	**11,749,372**	**27,469,335**	**4,377,034**	**13,440,265**

2023				
Opening balance at July 1,2022	23,824,000	27,620,000	600,000	12,985,856
Grant of employee incentive securities	424,372	1,935,000	424,372	-
Grant of options to financial advisor	1,000,000	-	-	354,788
Exercise of options	(2,237,000)	-	-	(192,511)
Conversion of RSUs	-	(329,000)	-	(167,487)
Conversion of performance rights	-	-	(200,001)	(216,007)
Issue of shares to a consultant	-	-	-	(350,000)
Lapse of employee incentive securities	-	(80,000)	-	-
Share-based payment expense	-	-	-	2,589,413
Closing balance at June 30, 2023	23,011,372	29,146,000	824,371	15,004,052

Notes:

(1) For details on the valuation of Unlisted Options, Performance Rights and Restricted Stock Units, including models and assumptions used, refer to Note 19 of the financial statements.

14. RESERVES (continued)

(c) Terms and conditions of Unlisted Options

Unlisted Options granted as share-based payments have the following terms and conditions:

- Each Unlisted Option entitles the holder to the right to subscribe for one Share upon the exercise of each Unlisted Option;
- The Unlisted Options outstanding at the end of the financial year have the following exercise prices and expiry dates:
  - 2,725,000 vendor unlisted options exercisable at A$0.20 each on or before December 1, 2025 (issued to the original vendors of HMAPL as consideration for the Company's acquisition of HMAPL in fiscal 2021);
  - 4,000,000 vendor Class A performance options exercisable at A$0.20 each on or before December 1, 2025 (issued to the original vendors of HMAPL as consideration for the Company's acquisition of HMAPL in fiscal 2021);
  - 4,000,000 vendor Class B performance options exercisable at A$0.20 each on or before December 1, 2025 (issued to the original vendors of HMAPL as consideration for the Company's acquisition of HMAPL in fiscal 2021);
  - 424,372 director options exercisable at A$0.87 each on or before December 5, 2026; and
  - 600,000 director options exercisable at A$1.33 each on or before September 9, 2025.
- The Unlisted Options are exercisable at any time prior to the Expiry Date, subject to vesting conditions being satisfied (if applicable);
- Shares issued on exercise of the Unlisted Options rank equally with the then Shares of the Company;
- Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Unlisted Options;
- If there is any reconstruction of the issued share capital of the Company, the rights of the Unlisted Option holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction; and
- No application for quotation of the Unlisted Options will be made by the Company.

(d) Terms and conditions of Performance Rights

Performance Rights granted as share-based payments have the following terms and conditions:

- Each Performance Right automatically converts into one Share upon vesting of the Performance Right;
- Each Performance Right is subject to performance conditions (as determined by the Board from time to time) which must be satisfied in order for the Performance Right to vest;
- The Performance Rights outstanding at the end of the financial year have the following performance conditions and expiry dates:
  - 1,325,000 employee performance rights that vest upon achieving a 30-day VWAP of A$2.00 per share (25,000 expiring December 22, 2024 and 1,300,000 expiring April 23, 2026);
  - 7,811,667 employee performance rights that vest upon achieving a 30-day VWAP of A$3.00 per share (25,000 expiring December 22, 2025, 150,000 expiring March 1, 2026, 7,536,667 expiring April 23, 2026, and 100,000 expiring December 22, 2026);
  - 16,476,668 employee performance rights that vest upon achieving a 30-day VWAP of A$4.00 per share (1,000,000 expiring April 6, 2025, 50,000 expiring December 22, 2025, 150,000 expiring March 1, 2026, 11,771,668 expiring April 23, 2026, 175,000 expiring December 22, 2026 and 3,330,000 expiring December 21, 2028); and
  - 1,856,000 employee performance rights that vest upon achieving various (non-market based) performance conditions (1,000,000 expiring April 6, 2025, 271,000 expiring December 22, 2025, 55,000 expiring December 31, 2025, 200,000 expiring April 23, 2026, 275,000 expiring December 22, 2026, and 55,000 expiring December 31, 2026).
- Application will be made by the Company to ASX for official quotation of the Shares issued upon conversion of the Performance Rights;
- If there is any reconstruction of the issued share capital of the Company, the rights of the Performance Right holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction;
- No application for quotation of the Performance Rights will be made by the Company; and
- Without approval of the Board, Performance Rights may not be transferred, assigned or novated, except, upon death, a participant's legal personal representative may elect to be registered as the new holder of such Performance Rights and exercise any rights in respect of them.

14. RESERVES (continued)

(e) Terms and conditions of Restricted Stock Units

Restricted stock units ("RSUs") granted as share-based payments have the following terms and conditions:

- Each RSU automatically converts into one Share upon vesting of the RSU;
- Each RSU is subject to service based performance conditions (as determined by the Board from time to time) which must be satisfied in order for the RSU to vest;
- The RSUs outstanding at the end of the financial year have the following conditions and expiry dates:
  - 199,998 director RSUs that vest upon achieving various service-based conditions, expiring September 9, 2025;
  - 282,912 director RSUs that vest upon achieving various service-based conditions, expiring December 5, 2026;
  - 405,124 director RSUs that vest upon achieving various service-based conditions, expiring December 5, 2027; and
  - 3,489,000 employee RSUs that vest upon achieving various service-based conditions, expiring December 31, 2027.
- Application will be made by the Company to ASX for official quotation of the Shares issued upon conversion of the RSUs;
- If there is any reconstruction of the issued share capital of the Company, the rights of the RSU holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction;
- No application for quotation of the RSUs will be made by the Company; and
- Without approval of the Board, RSUs may not be transferred, assigned or novated, except, upon death, a participant's legal personal representative may elect to be registered as the new holder of such RSUs and exercise any rights in respect of them.

(f) Movements in foreign currency translation reserve during the year

	2024 US$	**2023 US$**
Balance at start of year	**(1,008,244)**	(596,331)
Exchange differences arising on translation into presentation currency	**(170,014)**	(411,913)
Balance at June 30	**(1,178,258)**	(1,008,244)

15 ACCUMULATED LOSSES

	2024 US$	**2023 US$**
Balance at start of year	**(52,196,828)**	(34,752,074)
Net loss for the year	**(21,843,646)**	(17,444,754)
Adjustment for expiry of employee rights	**158,424**	-
Balance at June 30	**(73,882,050)**	(52,196,828)

16. LOSS PER SHARE

	2024 US$	2023 US$	2022 US$
Basic loss per share	**(0.10)**	(0.11)	(0.16)
Diluted loss per share	**(0.10)**	(0.11)	(0.16)

The following reflects the income and share data used in the calculations of basic earnings per share:

	2024 US$	2023 US$	2022 US$
Net loss	**(21,843,646)**	(17,444,754)	(21,521,237)
Net loss used in calculating basic and dilutive earnings per share	**(21,843,646)**	(17,444,754)	(21,521,237)

	Number of Ordinary Shares 2024	Number of Ordinary Shares 2023	Number of Ordinary Shares 2022
Weighted average number of Ordinary Shares used in calculating basic and dilutive earnings per share	**217,842,947**	168,029,357	134,609,413

(a) Anti-Dilutive Securities

As at June 30, 2024, 11,749,372 Unlisted Options, 27,469,335 Performance Rights, 4,377,034 Restricted Stock Units and 39,600,000 Performance Shares, which together represent 83,195,741 potential Ordinary Shares (2023: 92,581,743), were not included in the calculation of diluted loss per share because they are considered anti-dilutive as they would decrease the loss per share for the years presented.

(b) Conversions, Calls, Subscriptions or Issues after June 30, 2024

Subsequent to June 30, 2024, the Company has:

- issued 3,701,630 ordinary shares pursuant to a placement of ordinary shares; and
- issued 25,000 ordinary shares pursuant to the exercise of unlisted options.

Other than as above, there have been no other conversions to, calls of, or subscriptions for Ordinary Shares or issues of potential Ordinary Shares since the reporting date and before the completion of this financial report.

17. RELATED PARTIES

(a) Subsidiaries

	Country of Incorporation	Equity Interest 2024 %	2023 %	2022 %
Hyperion Metals (Australia) Pty Ltd	Australia	100	100	100
IperionX Critical Minerals LLC	United States	100	100	100
IperionX Technology LLC	United States	100	100	100
IperionX Inc.	United States	100	100	-
Calatos Pty Ltd LLC	United States	-	100	100

(b) Ultimate Parent

IperionX Limited is the ultimate parent of the Group.

(c) Key Management Personnel

The aggregate compensation made to Key Management Personnel of the Group is set out below:

	2024 US$	2023 US$	2022 US$
Short-term employee benefits	**3,100,958**	2,109,813	1,503,275
Post-employment benefits	**68,300**	47,502	25,114
Share-based payments	**2,749,346**	1,650,382	7,146,121
Total compensation	**5,918,604**	3,807,697	8,674,510

No loans were provided to or received from Key Management Personnel during the year ended June 30, 2024 (2023: nil) (2022: nil).

(d) Other transactions with Related Parties

Performance Industries, Inc., a company associated with Mr. Scott Sparks, Chief Operating Officer of the Company, was paid US$53,138 during the 2024 financial year for the provision of engineering and construction services to the Group. The Company considers that the services provided by Performance Industries, Inc. were provided on an arm's length or better basis.

Mr. Gregory Swan provides services as the Company Secretary through a services agreement with Apollo Group. Apollo Group was paid or is payable A$413,000 (2023: $318,000) for the provision of serviced office facilities and administrative, accounting and company secretarial services to the Group. The agreement has no fixed term and is able to be terminated by either party by providing one (1) months' notice. The Company considers that the services provided by Apollo Group were provided on an arm's length or better basis.

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

18. SHARE-BASED PAYMENTS

(a) Recognised share-based payment expense

From time to time, the Group grants ordinary shares ("Shares"), unlisted options ("Options"), performance rights ("Rights"), and restricted stock units ("RSUs") to officers, employees, consultants and other key advisors as part of remuneration and incentive arrangements. The number of Shares, Options, Rights, and RSUs granted, and the terms of the Shares, Options, Rights, and RSUs granted are determined by the Board. Shareholder approval is sought where required.

During fiscal 2024, fiscal 2023, and fiscal 2022 the following equity-settled share-based payments have been recognized in profit or loss:

	2024 US$	2023 US$	2022 US$
Expense arising from staff remuneration arrangements	**(3,791,541)**	(2,589,413)	(8,340,328)
Total expense arising from equity-settled share-based payment transactions	**(3,791,541)**	(2,589,413)	(8,340,328)

18. SHARE-BASED PAYMENTS (continued)

In addition to share-based payment expenses recognised through profit or loss, a share-based payment of US$2,000,000 was recognised as an asset (prepayments) during the 2024 financial year, relating to the issue of 3,006,163 new fully paid ordinary shares to nominees of Blacksand in lieu of future cash option payments totalling US$2,000,000 owed to Blacksand under the option agreement between the Company and Blacksand.

(b) Summary of securities granted as share-based payments

The following table illustrates the number and weighted average exercise prices ("WAEP") of Options, Rights, and RSUs granted as share-based payments during fiscal 2024, fiscal 2023, and fiscal 2022:

	2024 Number	2024 WAEP	2023 Number	2023 WAEP	2022 Number	2022 WAEP
Outstanding at beginning of year	**52,981,743**	**(A$0.14)**	52,044,000	A$0.12	**54,749,214**	A$0.19
Options granted during the year	**-**	**-**	1,424,372	A$1.03	600,000	A$1.33
Rights granted during the year	**4,021,000**	**-**	1,935,000	-	11,295,000	-
RSUs granted during the year	**3,894,124**	**-**	424,372	-	600,000	-
Listed Options exercised during the year			-	-	(12,606,704)	(A$0.20)
Options exercised during the year	**(11,262,000)**	**(A$0.35)**	(2,237,000)	(A$0.26)	(2,576,000)	(A$0.22)
Rights converted during the year	**(5,147,665)**	**-**	(329,000)	-	-	-
RSUs converted during the year	**(341,461)**	**-**	(200,001)	-	-	-
Listed Options expired during the year	**-**	**-**	-	-	(17,510)	(A$0.20)
Rights lapsed during the year	**(550,000)**	**-**	(80,000)	-	-	-
Outstanding at end of year	**43,595,741**	**A$0.08**	52,981,743	(A$0.14)	52,044,000	A$0.12

The following Options, Rights and RSUs were granted as share-based payments during fiscal 2024, fiscal 2023, and fiscal 2022:

2024	Security Type	Number	Grant Date	Expiry Date	Exercise Price A$	Vesting Hurdle (30-day VWAP) A$	Fair Value A$
Series 1	Shares	116,538	15-Aug-23	-	-	-	$ 0.983
Series 2	Rights	21,000	15-Aug-23	22-Dec-24	-	-	$ 1.095
Series 3	Rights	10,000	15-Aug-23	22-Dec-25	-	-	$ 1.095
Series 4	Rights	10,000	15-Aug-23	22-Dec-26	-	-	$ 1.095
Series 5	Rights	200,000	18-Dec-23	23-Apr-26	-	$ 3.00	$ 0.788
Series 6	Rights	300,000	18-Dec-23	23-Apr-26	-	$ 4.00	$ 0.630
Series 7	Rights	3,330,000	18-Dec-23	21-Dec-28	-	$ 4.00	$ 1.008
Series 8	Shares	388,000	30-Jan-24	-	-	-	$ 1.365
Series 9	Shares	50,000	30-Jan-24	-	-	-	$ 1.365
Series 10	RSUs	1,434,000	26-Mar-24	31-Dec-27	-	-	$ 2.270
Series 11	RSUs	2,055,000	9-Apr-24	31-Dec-27	-	-	$ 2.270
Series 12	RSUs	405,124	22-Nov-23	5-Dec-27	-	-	$ 1.415
Series 13	Rights	75,000	21-May-24	23-Apr-26	-	$ 3.00	$ 1.612
Series 14	Rights	75,000	21-May-24	23-Apr-26	-	$ 4.00	$ 1.322

2023	Security Type	Number	Grant Date	Expiry Date	Exercise Price A$	Vesting Hurdle (30-day VWAP) A$	Fair Value A$
Series 1	Options	1,000,000	14-Sep-22	14-Sep-25	A$1.10	-	$ 0.519
Series 2	Options	424,372	25-Nov-22	05-Dec-26	A$0.87	-	$ 0.424
Series 3	RSUs	424,372	25-Nov-22	05-Dec-26	-	-	$ 0.740
Series 4	Rights	400,000	8-Aug-22	23-Apr-26	-	A$3.00	$ 0.354
Series 5	Rights	400,000	8-Aug-22	23-Apr-26	-	A$4.00	$ 0.293
Series 6	Rights	200,000	8-Aug-22	23-Apr-26	-	-	$ 0.675
Series 7	Rights	10,000	6-Sep-22	23-Apr-26	-	A$2.00	$ 0.617
Series 8	Rights	15,000	6-Sep-22	23-Apr-26	-	A$3.00	$ 0.496
Series 9	Rights	35,000	6-Sep-22	23-Apr-26	-	A$4.00	$ 0.428
Series 10	Rights	10,000	6-Jun-22	23-Apr-26	-	A$2.00	$ 0.556
Series 11	Rights	15,000	6-Jun-22	23-Apr-26	-	A$3.00	$ 0.460
Series 12	Rights	20,000	6-Jun-22	23-Apr-26	-	A$4.00	$ 0.390
Series 13	Rights	10,000	8-Jun-22	31-Dec-24	-	-	$ 0.780
Series 14	Rights	10,000	8-Jun-22	31-Dec-25	-	-	$ 0.780
Series 15	Rights	10,000	8-Jun-22	31-Dec-26	-	-	$ 0.780
Series 16	Shares	687,623	20-Dec-22	-	-	-	$ 0.775
Series 17	Rights	400,000	1-Feb-23	31-Jan-27	-	-	$ 0.880
Series 18	Rights	25,000	16-Mar-23	23-Apr-26	-	A$3.00	$ 0.286
Series 19	Rights	25,000	16-Mar-23	23-Apr-26	-	A$4.00	$ 0.219
Series 20	Rights	175,000	1-Apr-23	23-Apr-26	-	A$3.00	$ 0.321
Series 21	Rights	175,000	1-Apr-23	23-Apr-26	-	A$4.00	$ 0.247

2022	Security Type	Number	Grant Date	Expiry Date	Exercise Price A$	Vesting Hurdle (30-day VWAP) A$	Fair Value A$
Series 1	Rights	200,000	19-Jul-21	22-Dec-24	-	-	$ 0.930
Series 2	Rights	200,000	19-Jul-21	22-Dec-25	-	-	$ 0.930
Series 3	Rights	200,000	19-Jul-21	22-Dec-26	-	-	$ 0.930
Series 4	Rights	25,000	19-Jul-21	23-Apr-26	-	$ 4.00	$ 0.710
Series 5	Rights	25,000	19-Jul-21	23-Apr-24	-	$ 2.00	$ 0.699
Series 6	Rights	25,000	19-Jul-21	23-Apr-24	-	$ 3.00	$ 0.591
Series 7	Rights	1,000,000	01-Sep-21	23-Apr-26	-	$ 3.00	$ 1.195
Series 8	Rights	1,000,000	01-Sep-21	23-Apr-26	-	$ 4.00	$ 1.131
Series 9	RSUs	600,000	13-Sep-21	09-Sep-25	-	-	$ 1.170
Series 10	Options	600,000	13-Sep-21	09-Sep-25	$ 1.33	-	$ 0.775
Series 11	Rights	4,000	11-Oct-21	22-Dec-24	-	-	$ 1.100
Series 12	Rights	6,000	11-Oct-21	22-Dec-25	-	-	$ 1.100
Series 13	Rights	10,000	11-Oct-21	22-Dec-26	-	-	$ 1.100
Series 14	Rights	40,000	12-Oct-21	22-Dec-24	-	-	$ 1.070
Series 15	Rights	40,000	12-Oct-21	22-Dec-25	-	-	$ 1.070

18. SHARE-BASED PAYMENTS (continued)

(b) Summary of securities granted as share-based payments (continued)

2022 (Continued)	Security Type	Number	Grant Date	Expiry Date	Exercise Price A$	Vesting Hurdle (30-day VWAP) A$	Fair Value A$
Series 16	Rights	40,000	12-Oct-21	22-Dec-26	-	-	$ 1.070
Series 17	Rights	225,000	14-Oct-21	23-Apr-26	-	$ 4.00	$ 0.801
Series 18	Rights	25,000	14-Oct-21	23-Apr-24	-	$ 2.00	$ 0.790
Series 19	Rights	125,000	14-Oct-21	23-Apr-24	-	$ 3.00	$ 0.663
Series 20	Rights	15,000	08-Nov-21	22-Dec-24	-	-	$ 0.955
Series 21	Rights	15,000	08-Nov-21	22-Dec-25	-	-	$ 0.955
Series 22	Rights	15,000	08-Nov-21	22-Dec-26	-	-	$ 0.955
Series 23	Rights	30,000	15-Nov-21	31-Dec-24	-	-	$ 0.990
Series 24	Rights	30,000	15-Nov-21	31-Dec-25	-	-	$ 0.990
Series 25	Rights	30,000	15-Nov-21	31-Dec-26	-	-	$ 0.990
Series 26	Rights	3,500,000	25-Nov-21	23-Apr-26	-	$ 4.00	$ 0.644
Series 27	Rights	250,000	06-Dec-21	23-Apr-26	-	$ 2.00	$ 0.703
Series 28	Rights	250,000	06-Dec-21	23-Apr-26	-	$ 3.00	$ 0.642
Series 29	Rights	500,000	06-Dec-21	23-Apr-26	-	$ 4.00	$ 0.594
Series 30	Rights	50,000	15-Dec-21	22-Dec-26	-	-	$ 0.752
Series 31	Rights	314,998	15-Dec-21	23-Apr-26	-	$ 2.00	$ 0.728
Series 32	Rights	100,000	15-Dec-21	22-Dec-26	-	-	$ 0.700
Series 33	Rights	315,001	15-Dec-21	23-Apr-26	-	$ 3.00	$ 0.665
Series 34	Rights	150,000	15-Dec-21	22-Dec-26	-	-	$ 0.658
Series 35	Rights	325,001	15-Dec-21	23-Apr-26	-	$ 4.00	$ 0.616
Series 36	Rights	30,000	01-Jan-22	31-Dec-24	-	-	$ 0.910
Series 37	Rights	30,000	01-Jan-22	31-Dec-25	-	-	$ 0.910
Series 38	Rights	30,000	01-Jan-22	31-Dec-26	-	-	$ 0.910
Series 39	Rights	50,000	01-Jan-22	22-Dec-25	-	$ 4.00	$ 0.634
Series 40	Rights	25,000	31-Jan-22	22-Dec-26	-	$ 4.00	$ 0.695
Series 41	Rights	25,000	31-Jan-22	22-Dec-24	-	$ 2.00	$ 0.684
Series 42	Rights	25,000	31-Jan-22	22-Dec-25	-	$ 3.00	$ 0.677
Series 43	Rights	1,000,000	29-Mar-22	06-Apr-25	-	-	$ 1.235
Series 44	Rights	1,000,000	29-Mar-22	06-Apr-25	-	$ 4.00	$ 0.840

(c) Weighted Average Remaining Contractual Life

At June 30, 2024, the weighted average remaining contractual life of Unlisted Options, Performance Rights and Restricted Stock Units that had been granted as share-based payments was 2.03 years (2023: 2.27 years) (2022: 3.17 years).

18. SHARE-BASED PAYMENTS (continued)

(d) Weighted Average Fair Value

The weighted average fair value of Unlisted Options, Performance Rights and Restricted Stock Units granted as share-based payments by the Group during the year ended June 30, 2024 was A$1.57 (2023: A$0.51) (2022: A$0.85).

(e) Range of Exercise Prices

At June 30, 2024, the range of exercise prices of Unlisted Options that had been granted as share-based payments was A$0.20 to A$1.33 (2023: A$0.20 to A$0.1.33) (2022: A$0.20 to A$0.1.33).

(f) Option, Right and RSU Pricing Models

The fair value of granted Options is estimated as at the date of grant using the Black Scholes option valuation model taking into account the terms and conditions upon which the Unlisted Options were granted.

The fair value of granted Rights that have market-based vesting conditions is estimated as at the date of grant using a trinomial valuation model taking into account the market-based vesting criteria upon which the Rights were granted.

The fair value of granted RSUs and Rights that do not have market-based vesting conditions are estimated as at the date of grant based on the underlying share price.

The tables below list the inputs to the valuation models used for Options, Rights, and RSUs granted by the Group during fiscal 2024 and fiscal 2023:

	2024			2023			2022	
	RSUs and Rights that don't have market-based vesting conditions	**Rights that have market-based vesting conditions**	**Options**	**RSUs and Rights that don't have market-based vesting conditions**	**Rights that have market-based vesting conditions**	**Options**	**RSUs and Rights that don't have market-based vesting conditions**	**Rights that have market-based vesting conditions**
Fair value at grant date (weighted average)	**A$2.170**	**A$0.986**	A$0.491	A$0.782	A$0.322	A$0.775	A$1.115	A$0.784
Share price at grant date (weighted average)	**A$2.170**	**A$1.361**	A$0.880	A$0.927	A$0.708	A$1.170	A$1.115	A$1.022
Vesting hurdle (30-day VWAP) (weighted average)	-	**A$3.931**	-	-	A$3.49	-	-	A$3.65
Exercise price (weighted average)	-	-	A$1.03	-	-	A$1.33	-	-
Expected life (weighted average) (1)	**3.79 years**	**4.56 years**	3.31 years	4.42 years	3.51 years	3.99 years	3.74 years	4.28 years
Risk-free interest rate (weighted average)	-	**3.752%**	3.310%	-	2.965%	0.175%	-	1.317%
Expected volatility (weighted average) (2)	-	**80%**	87%	-	78%	100%	-	100%
Expected dividend yield (3)	-	-	-	-	-	-	-	-

Notes:

(1) The expected life is based on the expiry date of the options or rights.
(2) The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may not necessarily be the actual outcome.
(3) The dividend yield reflects the assumption that the current dividend payout will remain unchanged.

19. SEGMENT INFORMATION

IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Consolidated Entity that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance. The Consolidated Entity operates in one segment, being exploration and evaluation of mineral properties in the U.S. and research and development of associated metals technologies to support an integrated titanium processing operation.

(a) Reconciliation of non-current assets by geographical location

	2024 US$	2023 US$
United States of America	**13,887,873**	10,048,804
	13,887,873	10,048,804

20. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(a) Overview

The Group's principal financial instruments comprise cash, receivables, other financial assets, payables, loans and borrowings and lease liabilities. The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk.

This note presents information about the Group's exposure to each of the above risks, its objectives, policies and processes for measuring and managing risk, and the management of capital.

The Group manages its exposure to key financial risks in accordance with the Group's financial risk management policy. Key risks are monitored and reviewed as circumstances change and policies are revised as required. The overall objective of the Group's financial risk management policy is to support the delivery of the Group's financial targets whilst protecting future financial security.

Given the nature and size of the business and uncertainty as to the timing and amount of cash inflows and outflows, the Group does not enter into derivative transactions to mitigate the financial risks. In addition, the Group's policy is that no trading in financial instruments shall be undertaken for the purposes of making speculative gains. As the Group's operations change, the Directors will review this policy periodically going forward.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. The Board reviews and agrees policies for managing the Group's financial risks as summarised below.

(b) Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. This arises principally from cash and cash equivalents, receivables, and other financial assets.

There are no significant concentrations of credit risk within the Group. The carrying amount of the Group's financial assets represents the maximum credit risk exposure, as represented below:

	Note	2024 US$	2023 US$
Cash and cash equivalents	5	**33,157,356**	11,937,941
Trade and other receivables		**2,302,010**	228,395
		35,459,366	12,166,336

With respect to credit risk arising from cash and cash equivalents, the Group's exposure arises from default of the counter party, with a maximum exposure equal to the carrying amount of these instruments.

Trade and other receivables comprise primarily deposits, accrued interest and GST refunds due. Where possible the Group trades only with recognized, creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. There were no past due receivables at the date of this report.

20. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(c) Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Board's approach to managing liquidity is to ensure, as far as possible, that the Group will always have sufficient liquidity to meet its liabilities when due. At June 30, 2024, the Group had sufficient liquid assets to meet its financial obligations.

The Group had no financial covenants during the 2024 and 2023 financial periods, as the Group's lease liabilities and other loans and borrowings do not impose any financial covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

The contractual maturities of financial liabilities, including estimated interest payments, are provided below. There are no netting arrangements in respect of financial liabilities.

	≤1 year US$	1-5 years US$	≥5 years US$	Total contractual cash flows US$	Carrying amount of liabilities US$
2024					
Financial liabilities					
Trade and other payables	**2,317,830**	**-**	**-**	**2,317,830**	**2,317,830**
Lease liabilities	**439,382**	**1,336,962**	**-**	**1,776,344**	**1,465,780**
Other loans and borrowings	**6,373**	**20,117**	**-**	**26,490**	**24,893**
	2,763,585	**1,357,079**	**-**	**4,120,664**	**3,808,503**
2023					
Financial liabilities					
Trade and other payables	1,180,984	-	-	1,180,984	1,180,984
Lease liabilities	376,655	613,773	-	990,427	944,451
Other loans and borrowings	5,970	27,988	-	33,958	30,863
	1,563,609	641,761	-	2,205,370	2,156,298

(d) Interest Rate Risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the cash and short-term deposits with a floating interest rate. These financial assets with variable rates expose the Group to cash flow interest rate risk. All other financial assets and liabilities are either non-interest bearing (for example, receivables and payables) or have fixed interest rates (for example, lease liabilities, sub-lease receivables, and loans and borrowings).

At the reporting date, the interest rate profile of the Group's interest-bearing financial instruments was:

	Note	2024 US$	2023 US$
Interest-bearing financial instruments			
Cash at bank and on hand	5	**33,157,356**	11,937,941
		33,157,356	11,937,941

The Group's cash at bank and on hand and short-term deposits had a weighted average floating interest rate at year end of 4.16% (2023: 3.09%).

The Group currently does not engage in any hedging or derivative transactions to manage interest rate risk.

20. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(d) Interest Rate Risk (continued)

Interest rate sensitivity

A sensitivity of 0.5% (50 basis points) has been selected as this is considered reasonable given the current level of both short term and long-term interest rates. A 0.5% (50 basis points) movement in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

	Profit or loss		Equity	
	+0.5% US$	-0.5% US$	+0.5% US$	-0.5% US$
2024				
Cash and cash equivalents	**165,787**	**(165,787)**	**165,787**	**(165,787)**
2023				
Cash and cash equivalents	59,690	(59,690)	59,690	(59,690)

(e) Foreign Currency Risk

Foreign currency risk is the risk that the fair value of future cash outflows will fluctuate because of changes in foreign currency exchange rates.

The Group's exposure to the risk of changes in foreign exchange rate relates primarily to assets and liabilities that are denominated in currencies other than the functional currency of the group entity.

The Company's functional currency is Australian dollars. The financial statements are presented in United States dollars which is the Group's presentation currency.

The Group also has transactional currency exposures relating to transactions denominated in currencies other than the functional currency of the entity.

It is the Group's policy not to enter into any hedging or derivative transactions to manage foreign currency risk.

At the reporting date, the Group's exposure to financial instruments denominated in currencies other than the functional currency of the group entity:

Assets and liabilities denominated in currencies other than the functional currency of the group entity	2024 US$ Equivalent	2023 US$ Equivalent
Financial assets		
Cash and cash equivalents	**25,268,133**	8,498,094
Financial liabilities		
Trade and other payables	**(256,267)**	(171,559)
Net exposure	**25,011,866**	8,326,535

Foreign exchange rate sensitivity

At the reporting date, had the US$ appreciated or depreciated against the $A, as illustrated in the table below, profit or loss and equity would have been affected by the amounts shown below. This analysis assumes that all other variables remain constant.

	Profit or loss		Equity	
	+10% US$	-10% US$	+10% US$	-10% US$
2024				
Group	**2,501,186**	**(2,501,186)**	**2,501,186**	**(2,501,186)**
2023				
Group	832,653	(832,653)	832,653	(832,653)

20. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(f) Commodity Price Risk

The Group's major commodity price exposure is to the price of titanium and titanium products. The price of titanium is affected by numerous factors beyond the control of the Group. The Group is currently researching, developing and commercializing its titanium metal technologies and exploring its mineral properties in the United States. To date, the Group has not had significant sales of titanium and titanium products, but anticipates product sales once the Group's Titanium Production Facility in Virginia has been fully commissioned and started production. We currently do not enter into hedging or derivative transactions to manage commodity price risk.

(g) Capital Management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Given the stage of development of the Group, the Board's objective is to minimise debt and to raise funds as required through the issue of new shares. The Group is not subject to externally imposed capital requirements.

There were no changes in the Group's approach to capital management during the year.

(h) Fair Value

The fair value of financial assets and financial liabilities approximates their carrying value. The methods for estimating fair value are outlined in the relevant notes to the consolidated financial statements.

21. CONTINGENT ASSETS AND LIABILITIES

Titan Project

The Titan Project is prospective for critical mineral sands including titanium minerals, rare earth minerals, high grade silica sand and zircon minerals. At June 30, 2024, the Group had entered into exclusive option agreements with local landowners in Tennessee, in relation to its Titan Project, which upon exercise, allows the Group to lease or, in some cases purchase, the acres of surface property and the associated mineral rights from the local landowners. As of June 30, 2024, the Titan Project comprised approximately 11,054 acres of surface and associated mineral rights in Tennessee, of which approximately 1,486 acres are owned by IperionX, approximately 242 acres are subject to long-term lease by IperionX, and approximately 9,326 acres are subject to exclusive option agreements with IperionX. During the option period, our option agreements provide us with exclusive right to access, enter, occupy and use the surface property for all purposes related to exploring for and evaluating all minerals in return for making annual option payments and bonus payments during periods when we conduct drilling. Upon exercise, in the case of an option to lease, the Company will pay a production royalty to the landowners, subject to a minimum royalty. Upon exercise, in the case of a purchase, the Company will pay cash consideration approximating the fair market value of the property, excluding the value of any minerals, plus a premium.

Blacksand Technology, LLC

At June 30, 2024, the Group had an exclusive option to purchase certain assets (including all intellectual property rights) of Blacksand Technology LLC ("Blacksand"). Blacksand holds the exclusive commercial rights for more than 40 global patents through a license agreement with the University of Utah including global patents for technologies that can produce low-cost and low-carbon titanium metal. IperionX may exercise its option any time prior to 31 December 2024 ("Option Period"). At June 30, 2024, as consideration for the option, IperionX has made option payments to Blacksand totalling US$5,500,000 during the Option Period (US$1,500,000 paid in January 2023, US$1,500,000 paid in June 2023, US$500,000 paid in January 2024, and US$2,000,000 satisfied through the issue of shares in IperionX in January 2024), with a final option payment of US$500,000 payable in July 2024. If IperionX chooses to exercise its option, IperionX shall pay Blacksand: (1) any option payments that have not been paid at the date of exercise; and (2) an additional US$. Subject to shareholder approval, IperionX may elect to satisfy 30% of the total purchase price through the issue of shares in IperionX. IperionX shall also commit to donate US$1,000,000 to establish an endowed chair professorship at the University of Utah in Dr. Fang's name. If net sales from the acquired assets exceed US$300,000,000, then IperionX shall pay Blacksand a royalty equal to 0.5% of net sales in excess of US$300,000,000 for the life of the licensed patents. If IperionX chooses not to exercise its purchase option, IperionX retains exclusive options to licence key technologies from Blacksand, including HAMR and HSPT technologies that can produce low-cost and low-carbon titanium metal, for consideration comprising a license fee and a royalty.

22. EVENTS SUBSEQUENT TO BALANCE DATE

(a) On October 21, 2024, the Company announced that it had received firm commitments for a placement of 31.3 million new fully paid ordinary shares at an issue price of A$3.20 per share to raise gross proceeds of A$100 million (approximately US$67 million) before costs. On October 25, 2024, the Company completed the first tranche of the placement, comprising 30.7 million shares to institutional, sophisticated and professional investors;

(b) On September 23, 2024, the Company announced that it had executed a sourcing contract (Contract) for the supply of manufactured metal components for Ford Motor Company (Ford). The term of the Contract runs for 45 months commencing in 2025, with the Company contracted to supply titanium metal powder and manufacture components. Total revenues from the contract are expected to be approximately US$11 million. Actual revenues and Contract timing are subject to Ford's annual volume estimates and final delivery schedule, which may change, as well as potential changes to component designs prior to the commencement of production, which are subject to a final engineering design; and

(c) On July 7, 2024, the Company completed the second and final tranche of a placement of 26.2 million new fully paid ordinary shares at an issue price of A$1.91 per share to raise gross proceeds of A$50.0 million (US$33.4 million) before costs. The second tranche consisted of 0.4 million shares to institutional, sophisticated and professional investors and 3.3 million shares to Directors of the Company following shareholder approval.

Other than the above, as at the date of this report there are no other matters or circumstances which have arisen since June 30, 2024 that have significantly affected or may significantly affect:

- the operations, in financial years subsequent to June 30, 2024, of the Group;
- the results of those operations, in financial years subsequent to June 30, 2024, of the Group; or
- the state of affairs, in financial years subsequent to June 30, 2024, of the Group.

Exhibit 12.1

CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Anastasios Arima, certify that:

1. I have reviewed this annual report on Form 20-F of IperionX Limited;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: October 30, 2024

By: /s/ Anastasios Arima

Anastasios Arima
Chief Executive Officer and Managing Director
(principal executive officer)

Exhibit 12.2

CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Marcela Castro, certify that:

1. I have reviewed this annual report on Form 20-F of IperionX Limited;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: October 30, 2024

By: /s/ Marcela Castro

Marcela Castro
Chief Financial Officer
(principal financial officer)

Exhibit 13.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of IperionX Limited (the "Company") on Form 20-F for the fiscal year ended June 30, 2024 (the "Annual Report") as filed with the Securities and Exchange Commission on the date hereof, I, Anastasios Arima, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. the Annual Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act, as amended; and

2. the information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of IperionX Limited.

Date: October 30, 2024

By: /s/ Anastasios Arima

Anastasios Arima
Chief Executive Officer and Managing Director
(principal executive officer)

Exhibit 13.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of IperionX Limited (the "Company") on Form 20-F for the fiscal year ended June 30, 2024 (the "Annual Report") as filed with the Securities and Exchange Commission on the date hereof, I, Marcela Castro, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. the Annual Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act, as amended; and

2. the information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of IperionX Limited.

Date: October 30, 2024

By: /s/ Marcela Castro

Marcela Castro
Chief Financial Officer
(principal financial officer)

TECHNICAL REPORT SUMMARY FOR TITAN PROJECT

Forward-Looking Information

This Technical Report Summary contains forward-looking statements within the meaning of the United States (US) Securities Act of 1933 and the US Securities Exchange Act of 1934, which are intended to be covered by the safe harbor created by such sections. Such forward-looking statements include, without limitation, statements regarding mineral resource estimates, recoveries and grade, future mineralization, future adjustments and sensitivities and other statements that are not historical facts. These statements are not guarantees of future performance and undue reliance should not be placed on them. The assumptions used to develop forward-looking information and the risks that could cause the actual results to differ materially are detailed in the body of this report.

Forward-looking statements address activities, events, or developments that IperionX expects or anticipates will or may occur in the future and are based on current expectations and assumptions. Although IperionX's management believes that its expectations are based on reasonable assumptions, it can give no assurance that these expectations will prove correct. Such assumptions, include, but are not limited to: (i) there being no significant change to current geotechnical, metallurgical, hydrological and other physical condition assumptions; (ii) permitting being consistent with current expectations (iii) political developments being consistent with its current expectations; (iv) certain exchange rate assumptions being approximately consistent with current levels; (v) certain price assumptions for zircon, rutile, ilmenite, rare earth elements, and staurolite; and (vii) other planning assumptions.

Important factors that could cause actual results to differ materially from those in the forward-looking statements include, among others, risks that estimates of mineral resources are uncertain and the volume and grade of mineralization actually recovered may vary from the estimates presented in this report, risks relating to fluctuations in commodity prices; risks due to the inherently hazardous nature of mining-related activities; risks related to the jurisdiction in which IperionX operates, uncertainties due to health and safety considerations, uncertainties related to environmental considerations, including, without limitation, climate change, uncertainties relating to obtaining approvals and permits, including renewals, from governmental regulatory authorities; and uncertainties related to changes in law; as well as those factors discussed in IperionX's filings with the US Securities and Exchange Commission, including IperionX's latest Annual Report on Form 10-K for the period ended June 30, 2024, which is available on EDGAR.

IperionX does not undertake any obligation to release publicly revisions to any "forward-looking statement," to reflect events or circumstances after the date of this report, or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws. Investors should not assume that any lack of update to a previously issued "forward-looking statement" constitutes a reaffirmation of that statement. Continued reliance on "forward-looking statements" is at investors' own risk.

TECHNICAL REPORT SUMMARY FOR TITAN PROJECT

1 Executive Summary

1.1 Introduction

This report (the Report) on the Titan Project (the Project) was prepared for IperionX Limited (IperionX) by Karst Geo Solutions, LLC (KGS). The Project is located near Camden, Tennessee in the United States.

The Report was prepared to be attached as an exhibit to support mineral property disclosure, including mineral resource estimates, for the Titian Project for the year ending June 30, 2024.

Mineral resources are reported for the Titan deposit using the definitions in Regulation S-K 1300 (S-K1300), under Item 1300.

All units of measurement used in this report use the International System of Units (SI) metric system unless otherwise stated. Mineral resources are reported in metric tonnes.

Currency is expressed in United States dollars (US$) as identified in the text.

The Report uses US English.

1.2 Property Description

The Titan Project is located near Camden, Tennessee, US, approximately 128 km (80 miles) west of Nashville, Tennessee and approximately 11 km (7 miles) northwest of Camden, Tennessee.

The Project is centered at approximately 36.14734997015158N, -88.20974639890532W. The Project is located on the Mansfield, Manleyville, Vale and Bruceton United States Geological Survey Quadrangles.

The Project is owned by IperionX Critical Minerals, LLC., a wholly owned subsidiary of IperionX Limited.

As of June 30, 2024, the Titan Project resource area comprised approximately 11.0 km^2 (2,726 acres) of surface and associated mineral rights in Tennessee, of which approximately 4.9 km^2 (1,211) acres are owned by IperionX, approximately 1.0 km^2 (242 acres) are subject to long-term lease by IperionX, and approximately 5.2 km^2 (1,273 acres) are subject to exclusive option agreements with IperionX. These exclusive option agreements, upon exercise, allow IperionX to the surface property and associated mineral rights. IperionX holds additional mineral tenures that are not considered currently to be part of the Titan Project resource area under this TRS.

IperionX has acquired surface, subsurface and water rights to the properties within the resource area.

Upon exercise, in the case of an option to lease, IperionX will pay an annual minimum royalty, generally $75 per acre, and a mining royalty, generally 5% of net revenues from products sold on all leased properties. All properties owned by IperionX or its subsidiary TN Exploration, LLC. will not incur a royalty.

There are no known encumbrances.

Environmental studies were completed from 2020 to 2022 covering aspects such as: Critical Issue Analysis, United States Army Corps of Engineers Wetland Delineation and Tennessee Department of Environment and Conservation Hydrologic Determination Field Work, Federally and State Threatened and Endangered Habitat Survey, Cultural Resources Background Research and Baseline Groundwater and Surface Water Study.

Tennessee Department of Environment and Conservation (TDEC) granted IperionX the required state Surface Mining Permit (OM-70711-01) and National Pollutant Discharge Elimination System Permit (TN0070711) on 14 August 2023. TN Surface Mining Permit is a five-year permit and will need to be renewed and updated every five years. The first renewal will be required by 14 August 2028.

TDEC also determined that IperionX's proposed sand processing operations would constitute an insignificant activity or insignificant emissions unit, as defined in part 1200-03-09-.04(2)(a)3. of the Tennessee Air Pollution Control Regulations.

TDEC has confirmed that all regulatory permit requirements for the Titan Project phase 1 have been met by IperionX.

IperionX has actively engaged with TDEC, Tennessee Valley Authority, TN state government officials, community members, business owners, local government officials, local school systems, universities, technical schools, local and state government groups. IperionX will continue identifying and engaging with new groups and stakeholders.

1.3 Accessibility, Climate, Local Resources, Infrastructure and Physiography

General access to the Project is via a well-developed network of primary and secondary roads. The Project site can be accessed via highway 641 north 41.0 km from Interstate 40 near the town of Camden, TN, Reynoldsburg Rd for 1.6 km, Pleasant Hill Rd for 1.6 km and the Little Benton Rd, a gravel road, for 4.8 km. Little Benton Rd goes through the Project site.

The climate is temperate with warm summers and cold winters including the potential for snow/ice. Annual rainfall for the area is 136.6 cm. It is expected that any future mining activity would be year-round.

The existing infrastructure includes power and gas, with 161 kV transmission lines near the Project area. IperionX intends to implement fully renewable power sourcing options for the Titan Project, including the assessment of existing on-grid solutions currently provided by existing power generators and suppliers in the general Project area. Additional communications will be required with the Tennessee Valley Authority, local power supplier, and gas suppliers.

Water supply could be sourced from nearby surface water bodies or from shallow groundwater sources.

Personnel are assumed to live in surrounding communities. No accommodations camp would be required. Local active sand mining, gravel mining and timber operations could be sources of recruiting experienced operators.

1.4 History

No previous heavy mineral sand mining has occurred in the region.

The general Project area has been explored for heavy mineral sands since the 1950s as the McNairy Formation was known to contain high concentrations of heavy minerals based on work by federal and state agencies.

DuPont de Nemours, Inc., Kerr-McGee Corporation, RGC Mineral Sands Inc., Iluka Resources Inc, Altair International Inc., and Astron Corporation limited are known to have evaluated the McNairy Formation deposits in the Project area at various times.

1.5 Geological Setting, Mineralization, and Deposit

An exploration program that uses the "Heavy Mineral Sands in Coastal Environments" model is considered acceptable for exploration purposes in the Project area.

Heavy mineral sands are created through physical and mechanical concentration of detrital minerals liberated through weathering. This weathering portion of this process occurs inland, while the deposition of these minerals ultimately occurs along coastlines through features such as deltas, foreshore, shoreface, barrier islands, dunes and tidal lagoons. IperionX have observed all these features locally, within a deltaic infill environment.

The Project's location in western Tennessee represents the eastern flank of the Mississippi Embayment, a large, southward-plunging syncline within the Gulf Coastal Plain.

The McNairy Formation represents a pro-grading deltaic environment during a regressive marine sequence. This is evidenced by the coarsening upward sequence grading from the glauconitic clay-rich Coon Creek Formation to the finer grained lower member of the McNairy Formation to the coarser grained upper member of the McNairy Formation.

The main mineralized zone at the Project is hosted stratigraphically in the lower member of the McNairy Formation, which dips gently to the west in the Project area. The upper zone is also mineralized in some areas. Mineralization in the lower member had been traced at the Report date, for 6.2 km along strike.

The base of mineralization ranges in relative level from 90–110 m above current sea level. Mineralization varies from 6–51 m thick and averages 31 m in thickness. Mineralization primarily occurs in two zones within the McNairy Formation. The main mineralized zones are interrupted by low grade sand. The primary minerals associated with the mineralized horizons are altered ilmenite, zircon, rutile, staurolite, kyanite, monazite and xenotime. The gangue minerals are predominantly quartz and clays. Though extensive basement faulting is present in the region, it does not appear to impact the stratigraphy at the scale of this Project.

1.6 Exploration

Drilling on the Project area comprises162 drill holes, this includes 16 reverse circulation holes (837 m) and 146 roto-sonic drill holes (7,338 m).

All drilling was completed by IperionX.

There are an additional 11 roto-sonic drill holes completed for the purposes as part of a hydrogeological study by HDR. These holes were drilled on IperionX's behalf and not used for resource estimation purposes.

The mineral resource database was closed as at 04-August-2021 and included 107 roto-sonic drill holes (4,101 m).
The area covered by the drilling is roughly 6.2 km (north) by 3.6 km (east); the area that hosts the mineral resource estimate is further broken up into several areas based on land holdings (land agreements). These range from 0.5 km (north) by 0.9 km (east) for the smallest area to 5.1 km (north) by 3.6 km (east) for the largest area. Drill hole spacing is generally 150 x 300 m. Some areas had difficult access and drill spacing in those areas is wider spaced, approximately up to 300 x 600 m.

A total of 66 drill holes were excluded from mineral resource estimation. This included 39 roto-sonic exploration holes that the results were received after the database cut-off date, 11 holes that were drilled in association with a hydrogeological study, and 16 reverse circulation drill holes because of the high likelihood of down hole sample contaminations.

Drill companies included Knoxville, TN; Drillwise USA of Holladay, TN; and Betts Drilling of Atlanta, GA.
Drill rigs included a Geoprobe 5140LS roto-sonic drill rig (Geoprobe) a Terrasonic 150c rig (Terrasonic), and a Wallis RC rig. The Geoprobe core barrel was 3 m long, and 10 cm in diameter with a 15-cm diameter outer casing. The Terrasonic core barrel was 3 m long and had a 10-cm diameter core barrel. Drill casing was used periodically when re-entering drill holes that had caved. Select drill holes were re-drilled and re-analyzed as part of data validation.

All drilling for the Project that is used in mineral resource estimation has been roto sonic. This method alternates advancement of a core barrel and a removeable casing (casing is used when needed to maintain sample integrity). The sonic drilling method has been shown to provide representative unconsolidated mineral sands samples across a variety of deposits as it is a direct sampling method of the formation(s). At times water is used to create a head to reduce the expansion of the clay-rich Coon Creek Formation sediments. Expansion of the Coon Creek Formation lithologies by up to 0.9 m length in the core barrel has been observed.

In the field procedures included coring 3 m sections of material at a time with a roto-sonic drill rig. Drill teams set up on the proposed drill site with all holes drilled at a 90-degree angle, which is essentially perpendicular to mineralization. Generally, holes are drilled without the use of water and typically without the use of casing. After each 3 m section was extracted, drill teams recovered the core in equal length plastic sleeves. Geologists then divided the core into two 1.5 m sections that were analyzed for lithologic significance and heavy mineral potential.

After termination, holes were backfilled, and global positioning system coordinates were taken once the rig was moved from the hole. Field notes were recorded in the database.

At times water was used during drilling to create a head on the formation by lubricating the hole. This assisted in allowing core to be brought to the surface. However, it can inadvertently also create a more homogenized core, which may not reflect the subsurface.

1.7 Sample Preparation, Analyses, and Security

Roto-sonic drill core samples, typically 3m in length, were collected directly from the plastic sample sleeve at the drill site. Some interpretation was involved as the material could expand or compact as it was recovered from the core barrel into the plastic sleeve. Samples were collected at regular 1.5 m intervals unless geological contacts were encountered. Sample length ranged from 0.3 m to 4.5 m. The samples that were not consistent with the 1.5 m sampling interval accounted for 0.05% of all samples.

The unconsolidated sonic cores were sampled by splitting the core in half lengthwise using a machete, then recovering an even fillet with a trowel along the entire length of the sample interval. The sample volume was about 2 kg and was appropriate for the analytical method(s) being used and ensured adequate sample volume was collected. Samples were collected directly to pre-labeled/pre-tagged sample bags; the remaining sample was further split into a replicate/archival sample. What sample remained after these steps was used to backfill the drill hole.

Sample bags were sealed with a zip tie at the drill site, placed in rice bags, and remained in the custody of the field geologist from time of collection until time of delivery to the Project's temporary storage location. This was either a secure third-party storage unit or a leased barn. A red security tag was used to secure the top of each rice bag, and these tags were verified by the laboratory to confirm all sample bags were intact when delivered to the laboratory.

Drill samples were sent to the SGS facility in Lakefield, ON, Canada (SGS Lakefield). SGS Lakefield is a qualified third-party laboratory that is independent of IperionX. SGS Lakefield is accredited as an ISO 17025 facility for selected analytical techniques.

Samples were subjected to standard mineral sand industry assay procedures of size fraction analysis, heavy-liquid separation, and chemical analysis.

Accuracy monitoring was addressed by submission of in-house heavy mineral sand standards developed specifically for the Project. There is no commercially available standard reference material for heavy mineral sand. It is an common practice within heavy mineral sands exploration and operations to generate standards that represent a matrix match to the target material being analyzed.

1.8 Data Verification

KGS conducted several site visits throughout the drilling campaigns and metallurgical testing programs. KGS also visited the Mineral Technologies laboratory SGS Lakefield. The site visits provided visual confirmation of mineralization, drill hole locations, bulk sample collection and logging and sampling procedures. KGS is satisfied with the metallurgical testing procedures as witnessed during the Mineral Technologies laboratory inspection. The laboratory procedures witnessed during the KGS inspection of SGS Lakefield are considered acceptable.

KGS provided training on logging, sampling, material interpretations and density measurements. KGS and IperionX staff had regular database validations to ensure data quality was sufficient.

1.9 Mineral Processing and Metallurgical Testing

Two test work programs were conducted within mineral resource area, one in 2021 and the second in 2023. All test work was completed on behalf of IperionX.

Test work was completed by, or under the supervision of, Mineral Technologies. The company is a reputable testing organization, with laboratories with significant experience in mineral sands flowsheet development located in Florida, and in Queensland, Australia. The laboratories are ISO 9001, 45001 and 14001 accredited. Mineral Technologies is independent of IperionX. A portion of the test work was completed at IperionX's Camden mineral demonstration facility, under the supervision of Mineral Technologies personnel. Neither facility is accredited for metallurgical test work procedures; this is routine for metallurgical testing facilities as there is currently nobody that certifies laboratories specifically for metallurgical test work.

Assays were conducted by SGS Lakefield, and Bureau Veritas in Perth, Australia, using X-ray fusion (XRF), laser ablation/inductively-couple plasma mass spectrometry (ICP–MS) and QEMSCAN analytical methods. Bureau Veritas is independent of IperionX and holds ISO 17025 accreditations for selected analytical techniques.

The final products, ilmenite, rutile, zircon, rare earth mineral concentrate, were produced from the 2023 test work. Ilmenite graded 64.9%TiO_2, and the rutile graded 91.2% TiO_2. The zircon graded 66.8% ZrO_2. The rare earth mineral concentrate had a total rare earth oxide (TREO) grade of 59.1%. The product grades generally align with 2021 scoping test work results and were considered to be saleable products.

The test work showed that high-quality ilmenite, rutile, zircon products could be achieved using conventional separation equipment through a typical wet concentrator plant and fine and coarse mineral separation plant flowsheet. A rare earth mineral concentrate product was created at a high monazite recovery using a wet rare earth mineral concentrate circuit.

Circuit simulation models were generated for the wet concentration plant, rare earth mineral plant and mineral separation plant flowsheets to evaluate recycle streams and resultant mass flows. The expected future performance of the processing plant was based on metallurgical test work results and benchmarked against other deposits that have similar characteristics to the Titan deposit. The simulated recoveries for in-size sample (+45 µm material) from ROM to products are:

- Rare earth mineral recovery of 82.6%.
- Ilmenite recovery of 79.7%.
- Rutile recovery of 66.9%.
- Zircon recovery of 77.6%.

The three variability samples used in the 2023 metallurgical test work were composite samples representative of the different types and styles of mineralization within the Titan deposit. The variability bulk samples included coarse- and fine-grained mineralization as well as areas of differing assemblage.

Deleterious elements such as iron, magnesium, uranium, thorium, chromium, and vanadium are present at low levels and can negatively impact the marketability of heavy mineral sands products, especially uranium and thorium for the Project. High levels of these contaminants may reduce product quality, result in regulatory penalties, or require additional processing, which increases costs. Environmental considerations, particularly tailings management and the potential presence of radioactive or toxic elements, can add complexity and expenses due to stricter regulations, water management, and the need for site rehabilitation after mining operations.

1.10 Mineral Resource Estimate

The resource database contains sonic drill data collected between 2020–2021. Data are from 107 drill holes (4,101 m) and include 2,626 total heavy mineral assay samples (heavy liquid) and 181 total heavy mineral and composite mineralogy (QEMSCAN) determinations.

Geological interpretations were compiled using Vulcan software. Variography was completed using R and Vulcan software version 2021.3. Vulcan software version 2021.3 was used for grade interpolation.

A parent block size of 100 x 200 x 1.5 m was used. Parent cells were typically centered on the drill holes with a floating cell centered between drill holes along and across strike. No sub-celling was used.

The geological model was based on the geological interpretations of lithology and mineralization from a series of east–west and north–south sections spaced 100 m apart. IperionX interpreted five lithological units. The Upper and Lower McNairy Formation units were the units with the largest volumes; the fine-grained Lower McNairy Formation unit was preferentially mineralized with respect to heavy minerals.

IperionX modeled the soil zone, Upper McNairy Formation waste zones, Upper McNairy Formation mineralized zone, Lower McNairy Formation waste zone, Lower McNairy Formation mineralized zone and the Coon Creek Formation zone. The Lower McNairy Formation zone accounted for most of the mineralized volume at approximately 67%, the remaining 33% percent of mineralized material is captured within the Upper McNairy Formation zone. No grade was attribute to the soil or Coon Creek Formation zones.

KGS compared the plans and sections with logged data from the drill holes and concluded that there was acceptable three-dimensional consistency in the lithology and mineral type models and that the models respected the majority intervals in lithology and mineral type recorded.

Testing for bulk density was performed by taking 5 cm sections of the 10-cm sonic core, drying the samples to calculate the percent moisture and weighing.

The density value was developed from a collection of 200 samples from both the Upper and Lower McNairy Formation sand units.

Bench-scale bulk density measurements were collected that range between 1.38 t/m^3 and 1.82 t/m^3. A single bulk density of 1.65t/m^3 was used for the resource evaluation.

No total heavy mineral top cut was used, nor was it considered necessary for this deposit due to the geology, style, and consistency of the mineralization.

Samples were composited at 3 m intervals, based on an assumption of 6 m bench heights in an open pit mining operation. Composites honored mineralization contacts.

Variograms are run to test spatial continuity within the selected geological domains.

Grade, slimes, and assemblage estimations were completed using inverse distance weighting to the third power (ID3) interpolation, which is appropriate for this style of mineralization.

Drill hole sample data were flagged with domain (zone) codes corresponding to the geological structure of the deposit and the domains imprinted on the model from three-dimensional surfaces generated from geological interpretations.

A primary search dimension of 212 x 425 x 3 m (x, y, z) was used for all assay data. Successive search volume factors of two and four were adopted to interpolate grade in areas of lower data density. A search orientation of 30 east of north was used to emulate the trend of the mineralization. No consistent plunge was apparent in the mineralization.

Visual validation compared the estimated grades in the block model to composite grades and composites along drill hole traces in both section and plan views. The block grades were considered to reasonably reflect the composite grades.

The Titan deposit block models were estimated using nearest neighbor, inverse distance weighting to the second power (ID2), and ID3. The ID3 method was used for public reporting of the mineral resource estimate.

The resource classification was determined based on drill hole density reflecting the geological confidence.

The mineral resources were constrained within a conceptual pit shell that used the parameters listed in Table 1. An assumed vertical slope was applied to the pit shells. The vertical slopes are attainable due to low depths of mineralization, unconsolidated material and the active reclamation process.

Table 1: Assumptions used in defining prospects of economic extraction

Parameter	Units	Value
Commodity price		
• Rutile	US$/t	1,440
• Ilmenite	US$/t	280
• Rare earth mineral concentrate	US$/t	11,630
• Zircon	US$/t	1,680
Metallurgical recovery		
• Rutile	%	66.9
• Ilmenite	%	79.7
• Rare earth mineral concentrate	%	82.6
• Zircon	%	77.6
Operating costs		
• Mining cost	$/ROM t	2.66
• Processing cost	$/ROM t	2.91
• Transport cost	$/ROM t	0.22
• Reclaim/rehandle	$/ROM t	2.66 (only used for selective mining comparison)
• Incremental in pit management	$/ROM t	1.00 (only used for selective mining comparison)
• General and administrative cost	$/ROM t	0.71
Royalty	%	5

Mineral resources are reported using the mineral resource definitions set out in SK1300. The reference point for the estimate is in situ. Mineral resources are current as at June 30, 2024. The third-party firm responsible for the estimate is KGS. The mineral resource estimates are provided in Table 2.

Table 2: Mineral resource estimate and total heavy minerals assemblage

Mineral Resource Estimate	Cut off	Tons	Total Heavy Minerals	Total Heavy Minerals	Zircon	Rutile	Ilmenite	Rare Earth Elements
	(Total heavy minerals or THM %)	(Mt)	(%)	(Mt)	(%)	(%)	(%)	(%)
Indicated	0.4	241	2.2	5.3	11.3	9.3	39.7	2.1
Inferred	0.4	190	2.2	4.2	11.7	9.7	41.2	2.2

Notes to accompany mineral resource table:

1. Mineral resources are reported using the definitions set out in Regulation S-K 1300 and are current as at June 30, 2024. Mineral resources are reported in situ.
2. The third-party firm responsible for the estimate is Karst Geo Solutions LLC.
3. Mineral resources are reported within a conceptual pit shell that uses the following key assumptions: rutile prices of US$1,440/t; ilmenite prices of US$280/t; rare earth mineral concentrate prices of US$11,630/t; zircon prices of US$1,680/t; metallurgical recoveries: rutile of 66.9%, ilmenite of 79.7%, rare earth mineral concentrate of 82.6%, zircon of 77.6%; mining costs of US$2.66/t run-of-mine; processing costs of US$2.91/t run-of-mine, transport cost of US$0.22/t run-of-mine, general and administrative costs of US$0.71/t run-of-mine, reclaim/rehandle cost of US$2.66/t run-of-mine (only used for selective mining comparison) and incremental in pit management cost of 1.00$/t run-of-mine (only used for selective mining comparison) and royalty of 5%.
4. Mineral resources are reported above a cut-off grade of 0.4% THM.
5. Estimates have been rounded.

Specific factors that may affect the estimates include:

- Changes to forecast commodity and final product price assumptions.
- Changes in local interpretations of mineralization geometry such as the presence of unrecognized mineralization, faults, and continuity of mineralized zones.
- Changes to metallurgical recovery assumptions.
- Changes to assumptions as to deleterious elements.
- Changes to the input assumptions used to derive the conceptual open pit shell that is used to constrain the estimates.
- Changes to the cut-off values applied to the estimates.
- Variations in geotechnical, hydrogeological and mining assumptions
- Changes to environmental, permitting and social license assumptions.

1.11 Risks and Opportunities

The Project is subject to certain risks including but not limited to: commodity prices, unanticipated inflation of costs, geological uncertainty, geotechnical and hydrologic studies.

Deleterious elements such as iron, magnesium, uranium, thorium, chromium, and vanadium can negatively impact the marketability of heavy mineral sands products, especially uranium and thorium for the Project. High levels of these contaminants may reduce product quality, result in regulatory penalties, or require additional processing, which increases costs. Environmental considerations, particularly tailings management and the potential presence of radioactive or toxic elements, can add complexity and expenses due to stricter regulations, water management, and the need for site rehabilitation after mining operations.
There is also a risk that the conceptual project infrastructure locations that were assumed in the Initial Assessment would not be able to be constructed where provisionally envisaged, and additional studies would be required.

Opportunities for the Project include:

- Upgrade of some or all of the inferred mineral resources to higher-confidence categories, such that such better-confidence material could be used in mineral reserve estimation
- Higher product prices than assumed could present upside opportunities

1.12 Recommendations

The recommended work programs from KGS include:

- Environmental baseline studies. A budget estimate for this work is approximately US$ 1 million.
- Geotechnical investigations for process plant, mine pit side wall slopes and tailings stabilization; A budget estimate for this work is approximately US$ 0.8 million.
- Hydrogeologic assessment and hydrogeologic model update based on mine plan; A budget estimate for this work is approximately US$ 0.2 million.
- Trade-off studies for plant location and product suites; sediment and erosion control design; mining method and mine design; mineral reserve estimate; material characterization of overburden and tailing materials and tails design; overall site water balance and management plan; A budget estimate for this work is approximately US$ 1 million.
- Process plant design and infrastructure design; risk review; capital cost estimate and operating cost estimate; financial model etc. A budget estimate for this work is approximately US$ 2 million.

- Overall project management and third-party review. A budget estimate for this work is approximately US$ 1 million.

The estimated total budget for the above work programs is approximately US$6 million.

2 Introduction

2.1 Introduction

This report (the Report) on the Titan Project (the Project) was prepared for IperionX Limited (IperionX) by Karst Geo Solutions, LLC (KGS). The Project is located near Camden, Tennessee in the United States (U.S.), refer to Figure 1. Mines and plants shown in this figure are held by third parties.

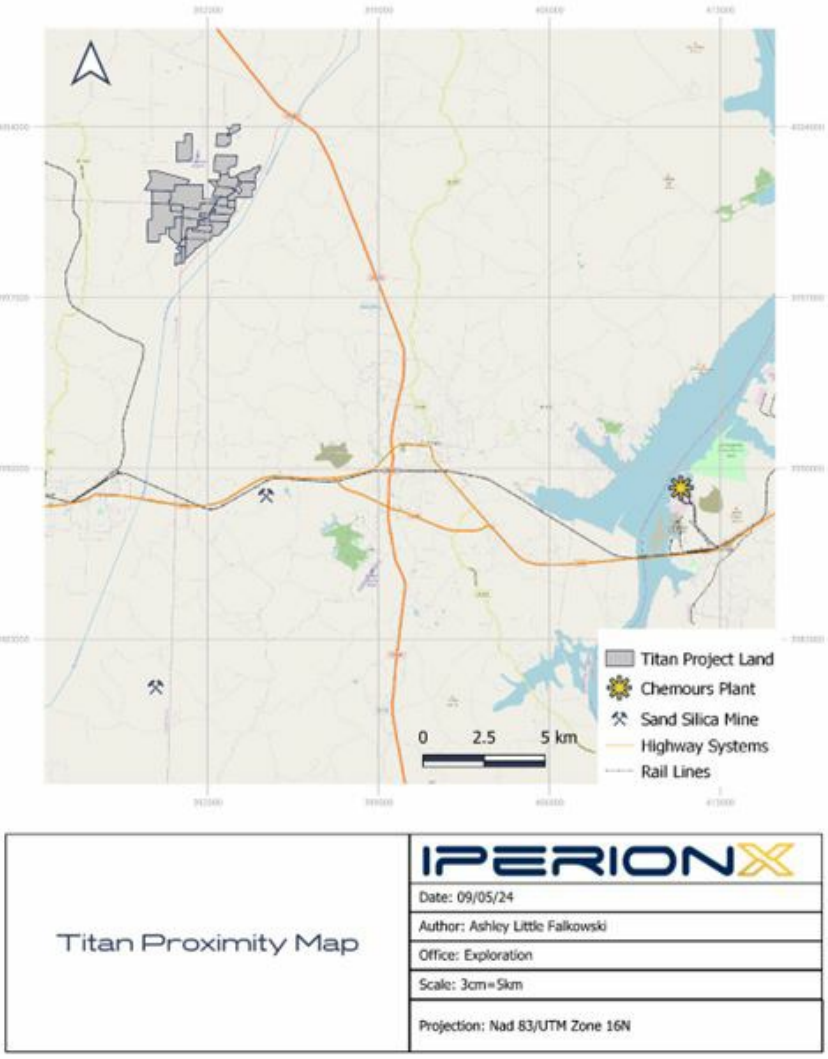


Figure 1: Titan project location

2.2 Terms of Reference

The Report was prepared to be attached as an exhibit to support mineral property disclosure, including mineral resource estimates, for the Titian Project for the year ending June 30, 2024.

Mineral resources are reported for the Titan deposit using the definitions in Regulation S-K 1300 (S-K1300), under Item 1300.

All units of measurement used in this report use the International System of Units (SI) metric system unless otherwise stated. Mineral resources are reported in metric tonnes.

Currency is expressed in United States dollars (US$) as identified in the text.

The Report uses US English.

2.3 Qualified Persons

KGS is using the allowance for a third-party firm consisting of mining expert to date and sign the Report.

KGS had appropriate individual Qualified Persons (QPs) prepare the content that is summarized in this Report.

2.4 Qualified Person Site Visits and Laboratory Visits

KGS made several inspections of the site from October 2020 to June 2022 to review the drilling methods, sample collection, bulk sample collection, bulk processing and quality assurance and quality control (QAQC) procedures, as shown in Table 3.

Table 3: KGS site and laboratory visits summary

Visit Start Date	Visit End Date	Location	Scope
14-Oct-2020	16-Oct-2020	Mansfield, TN	Initial drilling support and procedure development
24-Feb-2021	26-Feb-2021	Mansfield, TN	Phase 2 drilling support and procedures check
5-Apr-2021	5-Apr-2021	Starke, FL	Oversight of metallurgical testing process
19-Apr-2021	21-Apr-2021	Mansfield, TN	Drilling and sampling review, geochemistry and metallurgical review of results, Initial modelling
15-Jun-2021	17-Jun-2021	Mansfield, TN	Bulk density testing, review of results, resource modelling
17-Aug-2021	20-Aug-2021	Mansfield, TN	Drilling and sampling review, review of results
1-Dec-2021	5-Dec-2021	Mansfield, TN	Drilling and sampling review and support
21-Feb-2022	25-Feb-2022	Mansfield, TN	Drilling and sampling review and support
2-May-2022	6-May-2022	Mansfield, TN	Drilling and sampling review and support
26-Jun-2022	30-Jun-2022	Mansfield, TN	Drilling and sampling review and support
24-Apr-2023	25-Apr-2023	Lakefield, Canada	Oversight of analytical procedures

KGS visited the Mineral Technologies laboratory in Florida on 5 April 2021 and was satisfied with the laboratory procedures as witnessed during that inspection.

KGS visited SGS Lakefield between 24–25 April 2023 and was satisfied with the laboratory procedures witnessed during that inspection.

2.5 Report Date

The Report is current as at June 30, 2024.

2.6 Information Sources and References

The reports and documents listed in Chapter 24 and Chapter 25 of this Report were used to support Report preparation.

KGS has relied upon information provided by IperionX as identified in Chapter 25.

2.7 Previously Filed Technical Report Summaries

IperionX has previously filed a technical report summary on the Project: “Technical Report Summary for Titan Project”, “6-K (Current report) EX-99.2” filed on EDGAR on 1 July 2022.

3 Property Description

3.1 Location

The Titan Project is located near Camden, Tennessee, US, approximately 128 km (80 miles) west of Nashville, Tennessee and approximately 11 km (7 miles) northwest of Camden, Tennessee.

The Project is centered at approximately 36.14734997015158N, -88.20974639890532W. The Project is located on the Mansfield, Manleyville, Vale and Bruceton United States Geological Survey Quadrangles.

3.2 Ownership

The Project is owned by IperionX Critical Minerals, LLC., a wholly-owned subsidiary of IperionX Limited.

3.3 Mineral Title

As of June 30, 2024, the Titan Project resource area comprised approximately 11.0 km^2 (2,726 acres) of surface and associated mineral rights in Tennessee, of which approximately 4.9 km^2 (1,211) acres are owned by IperionX, approximately 1.0 km^2 (242 acres) are subject to long-term lease by IperionX, and approximately 5.2 km^2 (1,273 acres) are subject to exclusive option agreements with IperionX. These exclusive option agreements, upon exercise, allow IperionX to the surface property and associated mineral rights. IperionX holds additional mineral tenures that are not considered currently to be part of the Titan Project resource area under this TRS.

A Titan land list is provided as Table 4. The claim locations are shown in Figure 2.

Table 4: Titan land list

Land Status	Acreage	Owner	Parcel #	Address	City	Zip code	County	Ownership Interest	Grant Date	Expiry Date
Leased	31.3	Whistling Wings Farm LLC	009 023 00200 000	Pleasant Hill Rd	Hollow Rock	38342	Carroll	Surface, Mineral, Water	24-Oct-23	24-Oct-43
Leased	27.5	Whistling Wings Farm LLC	040 175 01301 000	W Sandy River	Mansfield	38236	Henry	Surface, Mineral, Water	24-Oct-23	24-Oct-43
Leased	183	Whistling Wings Farm LLC	040 171 01100 000	Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	24-Oct-23	24-Oct-43
Optioned	100	Borchert Timothy W	040 171 01300 000	Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	30-Oct-20	30-Oct-25
Optioned	145.9	Farmer Brent & Jessica Living Trust	040 168 01100 000	Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	15-Jan-21	15-Jan-26
Optioned	34	Holcomb Richard Eugene	040 168 00502 000	565 Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	15-Jan-21	15-Jan-26
Optioned	63.6	Holcomb Richard Joel Dwight	040 168 00501 000	Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	15-Jan-21	15-Jan-26
Optioned	110	Patterson Gary N etux Karay L	040 171 00504 000	Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	30-May-21	3-May-26
Optioned	97	Patterson Gary N& Patterson Lary D& Medema Rita M	040 171 00500 000	Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	30-May-21	3-May-26
Optioned	22.3	Patterson Gary N& Patterson Lary D& Medema Rita M	040 171 00501 000	Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	30-May-21	3-May-26
Optioned	88.2	Patterson Gary N& Patterson Lary D& Medema Rita M	040 168 01700 000	Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	30-May-21	3-May-26
Optioned	84	Pettyjohn Steven	040 171 00800 000	Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	30-Oct-20	30-Oct-25
Optioned	36	Sanders Timm	009 005 00201 000	Pleasant Hill Rd Nw	Hollow Rock	38342	Carroll	Surface, Mineral, Water	30-Nov-20	30-Nov-25

Land Status	Acreage	Owner	Parcel #	Address	City	Zip code	County	Ownership Interest	Grant Date	Expiry Date
Optioned	150	Sanders Timm	040 168 01300 000	Porter Norwood Rd	Mansfield	38236	Henry	Surface, Mineral, Water	30-Nov-20	30-Nov-25
Optioned	90.3	Sanders Timothy	040 168 01801 000	Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	30-Nov-20	30-Nov-25
Optioned	102	Wilson Finas etux Sarah et al David Wilson et ux	009 005 00300 000	Pleasant Hill Rd	Hollow Rock	38342	Carroll	Surface, Mineral, Water	30-Nov-20	30-Nov-25
Optioned	104	Wilson Finas etux Sarah & David etux Cindy	040 171 01001 000	Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	30-Nov-20	30-Nov-25
Optioned	45.5	Wilson Finas etux Sarah & Wilson David etux Cindy	040 171 01000 000	Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	30-Nov-20	30-Nov-25
Owned	327.4	IperionX Critical Minerals LLC	009 005 00200 000	Pleasant Hill Rd	Hollow Rock	38342	Carroll	Surface, Mineral, Water	1-Sep-20	N/A
Owned	66.5	IperionX Critical Minerals LLC	040 171 00901 000	3105 Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	1-Dec-20	N/A
Owned	3.9	IperionX Critical Minerals LLC	040 171 00903 000	3105 Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	1-Dec-20	N/A
Owned	3.9	IperionX Critical Minerals LLC	040 171 00904 000	3105 Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	1-Dec-20	N/A
Owned	308	IperionX Critical Minerals LLC	040 171 00300 000	County Line Rd	Mansfield	38236	Henry	Surface, Mineral, Water	1-Sep-20	N/A
Owned	35.2	IperionX Critical Minerals LLC	040 171 00503 000	Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	1-Dec-20	N/A
Owned	100	IperionX Critical Minerals LLC	040 171 00200 001	County Line Rd	Mansfield	38236	Henry	Surface, Mineral, Water	1-Sep-20	N/A
Owned	229.7	IperionX Critical Minerals LLC	040 168 014.03 000	Bear Creek Rd	Mansfield	38320	Henry	Surface, Mineral, Water	15-May-21	N/A
Owned	137	IperionX Critical Minerals LLC	040 171 00900 000	Little Benton Rd	Mansfield	38236	Henry	Surface, Mineral, Water	10-Feb-21	N/A

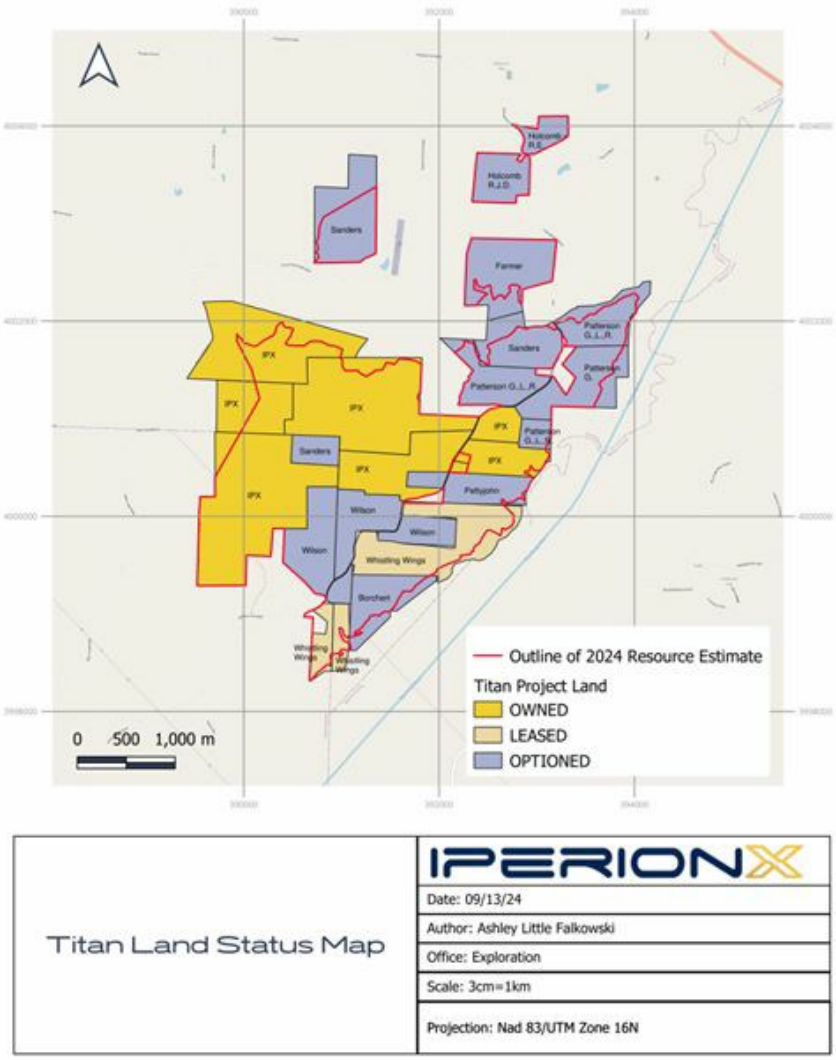


Figure 2: Titan land status map

IperionX's option to lease agreements, upon exercise, allow IperionX to lease the surface property and associated mineral rights from the local landowners, and generally have expiry dates between mid-2026 to late 2027. During the option period, the option to lease agreements provide for annual option payments and bonus payments during periods when drilling is conducted. IperionX's annual option payments are $75.00 per acre and the drilling bonuses generally average approximately $1.00 per drill foot. IperionX's obligation to make annual option payments and drilling bonus payments cease if the company exercises the option to lease.

3.4 Surface Rights and Water Rights

IperionX has acquired surface, subsurface and water rights to the properties within the resource area. Some of the properties have been acquired in fee simple by IperionX, with IperionX now being the sole owner of the surface, subsurface and water rights for such properties. IperionX has entered into long-term ground leases for other properties, with the right to control the surface, subsurface and water rights related to those properties for the term of the respective ground leases. For the rest of the properties, IperionX holds an option to lease such properties conditioned on annual option payments that are current and ongoing. The option agreements grant IperionX the right to evaluate the surface, subsurface and water rights to such optioned properties.

3.5 Royalties

Upon exercise, in the case of an option to lease, IperionX will pay an annual minimum royalty, generally $75 per acre, and a mining royalty, generally 5% of net revenues from products sold on all leased properties. All properties owned by IperionX or its subsidiary (TN Exploration, LLC.) will not incur a royalty.

3.6 Encumbrances

There are no known encumbrances.

There are no current material violations and fines, as imposed in the mining regulatory context of the Mine Safety and Health Administration (MSHA) in the US that apply to the Titan Project.

3.7 Environmental Studies

3.7.1 Critical Issues Analysis

In 2020, HDR Engineering, Inc. (HDR) conducted a desktop review of topographic and aerial photograph base maps for the Project area using publicly available geographic information system (GIS) and interactive web-based mapping applications. HDR used available data for Benton, Carroll and Henry Counties to assess potential environmental conditions.

Following mapping and the initial environmental assessment, HDR completed a regulatory review and permit evaluation of the proposed project as it relates to the following federal, state, and local environmental regulations.

3.7.2 United States Army Corps of Engineers Wetland Delineation and Tennessee Department of Environment and Conservation Hydrologic Determination Field Work

In 2021, HDR conducted a stream/wetland delineation, threatened and endangered species habitat survey, cultural resources review, and continue to support a groundwater quality and quantity testing program.

HDR conducted field visits in May and June 2021 to document United States Army Corps of Engineers (USACE)-regulated jurisdictional Waters of the US and Tennessee Department of Environment and Conservation (TDEC)-regulated waters of the state within the site.

3.7.3 Federally and State Threatened and Endangered Habitat Survey

HDR identified federal and state listed species habitat likely to occur on or in the vicinity of the site. HDR requested an Environmental Review through the TDEC Natural Heritage Program (NHP) which provided site-specific data of known state and federal concern plant and animal species, ecologically significant sites, and certain conservation managed lands. HDR conducted a pedestrian survey of the site to verify the presence or absence of potential habitat for federally threatened and endangered species that may occur on the site.

A brief memorandum to IperionX was prepared detailing the results of the federal and state threatened and endangered species habitat survey results. The memorandum was delivered to IperionX on 1 July 2021.

3.7.4 Cultural Resources Background Research

HDR conducted a National Historic Preservation Act (NHPA) cultural resources background investigation for the approximately 2,432-acre portion of the Titan Project located in Carroll and Henry Counties in April 2021. The purpose of the investigation was to identify known historic (National Register of Historic Places (NRHP)-eligible) properties in the Project Area and surrounding one-mile radius and make recommendations on further NHPA cultural resources work for the Project.

The research included results from the Tennessee Division of Archaeology (TDOA), the Tennessee Historical Commission (THC), the NRHP GIS database, and the Tennessee Cemetery Database (TNGenWeb). HDR synthesized the research results and issued a report summarizing the findings of the background investigation completed for the Titan Project and associated recommendations that was delivered to IperionX on 30 June 2021.

HDR identified six previously recorded archaeological sites and five cemeteries within one mile of the Project area. None of these sites are located within the Project area.

3.7.5 Baseline Groundwater and Surface Water Study

Baseline groundwater and surface water assessment data collection was completed in 2021 by HDR. This included installation of monitoring and aquifer test wells, together with a 72-hr aquifer pumping test conducted in June 2021. HDR completed six bi-monthly groundwater and surface water monitoring tests from June 2021 to April 2022.

3.7.6 Partnership with University of Tennessee's Institute of Agriculture

IperionX is partnering with the University of Tennessee Institute of Agriculture (UTIA) to research the implementation of sustainable operating and rehabilitation practices at the Titan Project in West Tennessee. The University of Tennessee is the flagship university in the state of Tennessee, and UTIA is at the forefront of agribusiness research, education and community outreach.

The Titan Project will include programs focused on post mineral extraction practices and carbon sequestration opportunities for generational land-use benefits for local landowners. The initial scope of work will focus upon the elimination of invasive vegetation and subsequent improved ecological revegetation using native warm season grasses, undertaken on IperionX's owned properties.

IperionX and UTIA with aid from county University of Tennessee (UT) extension offices, has established a seven acre native site at the Titan Project for UTIA's use for the initial scope of work, with the potential for the site to be used for additional sustainability investigations, including the use of biochars, gypsum and other soil amendments to aid in higher crop yields and the carbon sequestration.

IperionX and UTIA are also in the process of preparing an additional three-acre lot that will be used to grow a mixture of native grass and pollinator plants to assist with the biodiverse efforts of habitat restoration in the area.

3.8 Permitting

TDEC granted IperionX the required state Surface Mining Permit (OM-70711-01) and National Pollutant Discharge Elimination System Permit (TN0070711) on 14 August 2023. TN Surface Mining Permit is a five-year permit and will need to be renewed and updated every five years. The first renewal will be required by 14 August 2028.

TDEC also determined that IperionX's proposed sand processing operations would constitute an insignificant activity or insignificant emissions unit, as defined in part 1200-03-09-.04(2)(a)3. of the Tennessee Air Pollution Control Regulations.

TDEC has confirmed that all regulatory permit requirements for the Titan Project phase 1 have been met by IperionX.

3.9 Community Relations

IperionX has actively engaged with TDEC, Tennessee Valley Authority (TVA), TN state government officials, community members, business owners, local government officials, local school systems, universities, technical schools, local and state government groups. IperionX will continue identifying and engaging with new groups and stakeholders.

IperionX advised KGS that the company's vision is to create a legacy of operational excellence by maintaining positive and sustainable industry standards, credible communications, and shared beneficial opportunities, including a focus on local employment. IperionX advised that it plans to continue to operate with a transparent and open-door standard. IperionX has sponsored local recreation teams, provided scholarships and given seminars at local schools and universities.

Table 5 provides a summary of the community relations activities completed at the Report date.

Table 5: Community relations activities list

Date	Organization	Community Relations Activity
20-Jan-2021	Benton County officials	First introduction to IperionX
29-Jan-2021	WRJB radio	Interview
15-Feb-2021	Benton County Commission	Meeting with County Commission
10-Mar-2021	Carroll County officials	Meeting with Carroll County officials
11-Mar-2021	Henry County officials	Meeting with Henry County officials
17-Mar-2021	Community	IperionX office grand opening
28-Mar-2021	Veterans Honor Guard	Donation
20-Apr-2021	Benton County school officials	Meeting with school officials
25-May-2021	Benton County officials	Meeting with Benton County officials
8-Jun-2021	West TN Bass Tournament	IperionX information booth/sponsor
1-Jul-2021	Governors	Meeting with TN government
20-Jul-2021	PGS	Community Forum hosted by PGS
1-Aug-2021	TN Achieves Mentor Program	Volunteer
4-Aug-2021	TN Governors Conference	Attendance at the TN Governors Conference
18-Aug-2021	Benton County High School Academic Banquet	Attendance
24-Aug-2021	Benton County Fair	IperionX Information booth/lawnmower race sponsor
1-Sep-2021	University of Knoxville	Meeting with President Randy Boyd
12-Oct-2021	University of Knoxville	Meeting with UTK Professors
28-Oct-2021	First Responders Dinner	Hosted dinner
31-Oct-2021	IperionX Halloween	IperionX Halloween event
5-Dec-2021	University of Knoxville	Visited the UTK campus and dinner
10-Dec-2021	TN Chamber/Manufactures and Industry roundtable	Attended the round table
18-Dec-2021	Senior Citizens home	Adopt a Senior
20-Dec-2021	Benton County Christmas parade	IperionX truck in parade
5-Feb-2022	District Director Sam Neinow at Congressman Mark Green	Sam Neinow brief for Congressman Green
10-Feb-2022	Congressman Green	Meeting with Congressman Green
5-Feb-2022	Agricultural Commission Board	IperionX CEO addressed Agricultural Commission Board members
8-Mar-2022	Carroll County government	Attendance at Carroll County government meeting

Date	Organization	Community Relations Activity
14-Mar-2022	Carroll County Prodigy softball	Donation for softball team
28-Mar-2022	Benton County teacher inservice	Presentation
6-Apr-2022	Benton County public Q&A session	Information and update
10-Apr-2022	Henry County fish fry	IperionX tent demonstration
16-Apr-2022	Fishing rodeo	Attendance and donation
24-Apr-2022	Scotts Hill career day	Presentation
10-May-2022	Carroll County golf tournament	IperionX tent/sponsorship
1-Jun-2022	Forever Communications	Interview with Henry County radio
6-Jun-2022	Carroll County schools	Academic sponsorship
12-Jun-2022	Get Loaded Tea	IperionX promotion and sponsorship
18-Jun-2022	Senator Hagerty/Benton County Mayor	Meeting with Senator Hagerty/Benton County Mayor
20-Jun-2022	Benton County STEM camp	STEM camp presentation
22-Jun-2022	Henry County Carl Perkins Center for Child Abuse	Table sponsorship
26-Jun-2022	Magic Valley Golf/Buccaneers	Attended and sponsored the Pro Golf tournament
29-Jun-2022	Benton County Drug Prevention/UT Ag	Children Yoga sponsorship
3-Jul-2022	Birdsong Resort & Marina	4th of July attendance/sponsorship
7-Jul-2022	Tennessee Department of Economic and Community Development	Meeting with several groups
12-Jul-2022	University of Tennessee at Martin	Campus tour
15-Jul-2022	UT Martin Director	IperionX information discussion
18-Jul-2022	Henry County Mike Weatherford show	IperionX interview
20-Jul-2022	West TN football/cheer	Sponsorship
24-Jul-2022	County officials	Meeting with several groups
30-Jul-2022	Benton County Drug Prevention Coalition	Attendance at the Red Sand event
4-Aug-2022	UT Extension	Donation for new agriculture silos
9-Aug-2022	District Director Sam Neinow at Congressman Mark Green /Benton County Mayor	Meeting with Sam Neinow/Benton County Mayor
13-Aug-2022	Henry County Terra Recycling event	Sponsored an electronics recycling drive in Henry County
15-Aug-2022	Benton County Fair Salute to First Responders	Attendance
22-Aug-2022	Henry County Fair	Attendance and IperionX booth/demonstration
26-Aug-2022	Benton County Fair	Attendance and IperionX booth/demonstration
27-Aug-2022	STEAM Garden	Donated to the new STEAM Garden
4-Sep-2022	Mckenzie sweet tea festival	IperionX tent demonstration
9-Sep-2022	Forever Communications	IperionX CEO interview
9-Sep-2022	Native American Indian Association of Tennessee	Donation
10-Sep-2022	One Community One Heart	Benton County Volunteer Day event
11-Sep-2022	911 Memorial Walk	IperionX Attendance
12-Sep-2022	Benton County Prevention Coalition	Attended /hosted luncheon

Date	Organization	Community Relations Activity
20-Sep-2022	Camden Masonic Lodge	Donation for food plates
20-Sep-2022	West TN Veterans bike ride	Donation
21-Sep-2022	IperionX Media Day at Demo Site	IperionX information update to several groups
15-Oct-2022	West TN Saddle Club	Sponsorship
16-Oct-2022	Native American Indian Association of Tennessee	Pow Wow sponsorship
27-Oct-2022	Carroll County Boo Bash	Halloween Trunk or Treat
29-Oct-2022	Henry County Spooktacular	Halloween Trunk or Treat
31-Oct-2022	Benton County IperionX Halloween Bash	Annual office Halloween event
2-Nov-2022	University of Tennessee at Martin	Geo Sciences Club meeting attendance
8-Nov-2022	All American Cheer	Purchased coupon book
9-Nov-2022	Henry County Noon on the square	Attendance
11-Nov-2022	American Legion Veterans	Volunteer
2-Dec-2022	Henry County Shop with a Cop	Donation
5-Dec-2022	Benton County Manufactures Day	Presentation
15-Dec-2022	Carroll County Toys for Tots	Toy donation
15-Dec-2022	Benton County Toys for Tots	Toy donation
18-Dec-2022	Henry County Christmas parade	IperionX truck in parade
18-Dec-2022	St Vincent DePaul	Donation for flood victims
1-Jan-2023	TN Acheives Mentor Meeting	Meeting at Bethel University
14-Jan-2023	Beta Club	5-kilometer run
25-Jan-2023	Benton County School Board	Attendance
30-Jan-2023	Carroll County Career & Technical Ed	Attendance/IperionX discussion
31-Jan-2023	American Legion Girls State	Scholarship donation
1-Feb-2023	Big Sandy Q&A	Community Q&A
8-Feb-2023	Carroll County Chamber Coffee	Attendance/networking
16-Feb-2023	Carroll County Q&A	Community Q&A
17-Feb-2023	Henry County Q&A	Community Q&A
18-Feb-2023	American Legion Veterans	Chili dinner
6-Mar-2023	Benton County Animal Shelter	Sponsorship of a dog adoption fee
6-Mar-2023	Benton County Garden Club	IperionX attendance and presentation
9-Mar-2023	IperionX Children's Book Launch	Introduction of the children's book in Henry County
25-Mar-2023	Henry County Elementary	Book reading/presentation
25-Mar-2023	Carroll County Elementary	Book reading/presentation
28-Mar-2023	Benton County Elementary	Book reading/presentation
30-Mar-2023	Henry County Library	Book presentation/donation
30-Mar-2023	Carroll County Library	Book presentation/donation
14-Apr-2023	Scotts Hill High School	Career Day presentation
26-Apr-2023	Henry County High School	Project Graduation donation
26-Apr-2023	Benton County High School	Project Graduation donation
26-Apr-2023	Carroll County High School	Project Graduation donation

Date	Organization	Community Relations Activity
28-Apr-2023	Henry County fish fry	Attendance/networking
15-May-2023	West TN Boy Scouts	Tour of Boy Scouts of America Camp
30-May-2023	Native American Indian Association	Scholarship donation
10-Jun-2023	TN Kids fishing rodeo	Awards sponsorship
11-Jun-2023	TN Mining Association	Conference sponsorship
28-Jun-2023	Camden Elementary School	STEM summer camp presentation/donation
9-Jul-2023	Native American Indian Association of Tennessee	Pow Wow sponsorship
20-Jul-2023	West TN STEM Scholarship	Scholarship donation
2-Sep-2023	WRAP Jam	IperionX Tent
6-Sep-2023	West TN Public Utility	Luncheon attendance/networking
7-Sep-2023	Camden Elementary School	Outdoor Garden Open House
29-Sep-2023	Camden Masonic Lodge	Dinner attendance
19-Oct-2023	Carroll County Career & Technical Ed	Meeting attendance/discussion
19-Oct-2023	United Way Radio Auction	Guest Auctioneer/donation
20-Oct-2023	TMA Conference in Gatlinburg	Attendance/sponsorship
21-Oct-2023	Native American Indian Association of Tennessee	Attendance at the Pow Wow
25-Oct-2023	Carroll County Career Fair	Attendance IperionX tent booth
28-Oct-2023	Henry County Trunk or Treat	Handed out candy
29-Oct-2023	Elementary schools	Delivered Halloween coloring pages/safety checklist
31-Oct-2023	IperionX Halloween event	Annual office Halloween event
9-Nov-2023	Darkhorse Veterans Lodge	Volunteer
17-Nov-2023	Carroll County Veterans Art Exhibit	Volunteer
5-Dec-2023	Mckenzie Rotary Club	IperionX Presentation
5-Dec-2023	Mckenzie Industrial Board	Toured Mckenzie Industrial Site Commercial Facility
12-Dec-2023	Carroll County Toys for Tots	Donation
12-Dec-2023	Henry County Toys for Tots	Donation
13-Dec-2023	IperionX holiday cards	100 cards mailed to key county personnel and all IperionX Landowners
14-Dec-2023	Benton County Senior Citizen Holiday	Holiday Basket donation to senior citizen
3-Jan-2024	Senator Marsha Blackburn Meeting	Drop-in meeting held at Second Harvest Food Bank
12-Jan-2024	Henry County Helping Hands	Donation to Pleasant Hill community
25-Jan-2024	Northwest Economic Development Food Boxing	Volunteer
14-Feb-2024	Tennessee Mining Association	Joined TMA on Capitol Hill in Nashville
12-Mar-2024	TN Achieves Lunch and Tennessee Colleges of Applied Technology	Mentor lunch and TCAT tech school tour
19-Mar-2024	Forever Communications	Visit in Henry County
19-Mar-2024	Henry County Real Hope Youth Center	Visit in Henry County
20-Mar-2024	Carroll County Career Day	IperionX tent/demonstration for career day
26-Mar-2024	Benton County Volunteer Program	Presentation/IperionX Information

Date	Organization	Community Relations Activity
27-Apr-2024	Henry County fish fry	Attendance/networking
27-Apr-2024	Darkhorse Veterans Lodge	Donation
28-Apr-2024	Tennessee Mining Association	Conference sponsorship
2-May-2024	Scotts Hill Career Day	Presentation/IperionX Information
4-May-2024	Benton County Drug Prevention Awareness Day	IperionX tent
18-Jun-2024	TN Health Connect	Overdose prevention training
20-Jun-2024	2024 Scholarship Presentation	Scholarship
25-Jun-2024	Tennessee College of Applied Technology	Groundbreaking ceremony

3.10 Significant Factors and Risks That May Affect Access, Title or Work Programs

To the extent known to KGS, there are no other significant factors and risks that may affect access, title, or the right or ability to perform work on the Project that are not discussed in this Report.

4 Accessibility, Climate, Local Resources, Infrastructure and Physiography

4.1 Accessibility

General access to the Project is via a well-developed network of primary and secondary roads. The Project site can be accessed via highway 641 north 41.0 km from Interstate 40 near the town of Camden, TN, Reynoldsburg Rd for 1.6 km, Pleasant Hill Rd for 1.6 km and the Little Benton Rd, a gravel road, for 4.8 km. Little Benton Rd goes through the Project site.

US Interstate I-80 is 35.4 km to the south of the Project. Tennessee overall has approximately 153,000 km of highway, including eight interstate highways, which can provide ready access to a majority of the US consumer markets.

Tennessee is the third-largest rail center in the US. The CSX Transportation Memphis subdivision mainline runs through Camden (~ 4.8 km south of the Titan Project). The KWT Rail line connects to this mainline ~2.4 km east of the Titan Project).

There are more than 1,600 km of navigable waterways in Tennessee, which access all other major waterways in the eastern US. A major barge-loading point is located 24 km from the Titan Project.

There are four commercial airports near Camden, including two international airports at Memphis (approximately 217 km to the southwest) and Nashville (approximately 137 km to the east).

The Project location in relation to key local infrastructure was shown in Figure 1.

4.2 Climate and Length of Operating Season

The climate is temperate with warm summers and cold winters including the potential for snow/ice. Annual rainfall for the area is 136.6 cm.

Any future mining operation could operate year-round.

4.3 Local Resources and Infrastructure

The Project area is located near the towns of Camden and Paris, Tennessee.

The existing infrastructure includes power and gas, with 161 kV transmission lines near the Project area. IperionX intends to implement fully-renewable power sourcing options for the Titan Project, including the assessment of existing on-grid solutions currently provided by existing power generators and suppliers in the general Project area. Additional communications will be required with the Tennessee Valley Authority, local power supplier, and gas suppliers.

Water supply could be sourced from nearby surface water bodies or from shallow groundwater sources.

Personnel are assumed to live in surrounding communities. No accommodations camp would be required. Local active sand mining, gravel mining and timber operations could be sources of recruiting experienced operators.

4.4 Topography, Elevation and Vegetation

The Project area is located in the eastern portion of the United States and contains gently rolling topography with drainages (wetlands) dissecting the Project area.

Surface elevations at the Project range from approximately 175 m above sea level in the upland regions and approximately 100 m at the stream level.

The area exhibits a mix of hardwood forest, conifer forest and agricultural fields.

5 History

No previous heavy mineral sand mining has occurred in the region.

The general Project area has been explored for heavy mineral sands since the 1950s as the McNairy Formation was known to contain high concentrations of heavy minerals based on work by federal and state agencies.

DuPont de Nemours, Inc., Kerr-McGee Corporation, RGC Mineral Sands Inc., Iluka Resources Inc, Altair International Inc., and Astron Corporation limited are known to have evaluated the McNairy Formation-hosted deposits in the Project area at various times.

6 Geological Setting, Mineralization, and Deposit

6.1 Deposit Model

An exploration program that uses the “Heavy Mineral Sands in Coastal Environments” model is considered acceptable for exploration purposes in the Project area.

Heavy mineral sands are created through physical and mechanical concentration of detrital minerals liberated through weathering. This weathering portion of this process occurs inland, while the deposition of these minerals ultimately occurs along coastlines through features such as deltas, foreshore, shoreface, barrier islands, dunes and tidal lagoons. IperionX have observed all these features locally, within a deltaic infill environment.

6.2 Regional Geology

The Project’s location in western Tennessee represents the eastern flank of the Mississippi Embayment, a large, southward-plunging syncline within the Gulf Coastal Plain indicated in Figure 3.

Figure 3: Mississippi Embayment & Cretaceous coastline

This feature extends from southern Illinois to the north and to Mississippi and Alabama to the south. The embayment is filled with sediments and sedimentary rocks of Cretaceous to Quaternary age. Figure 4 shows regional geology map encompassing Titan Project.

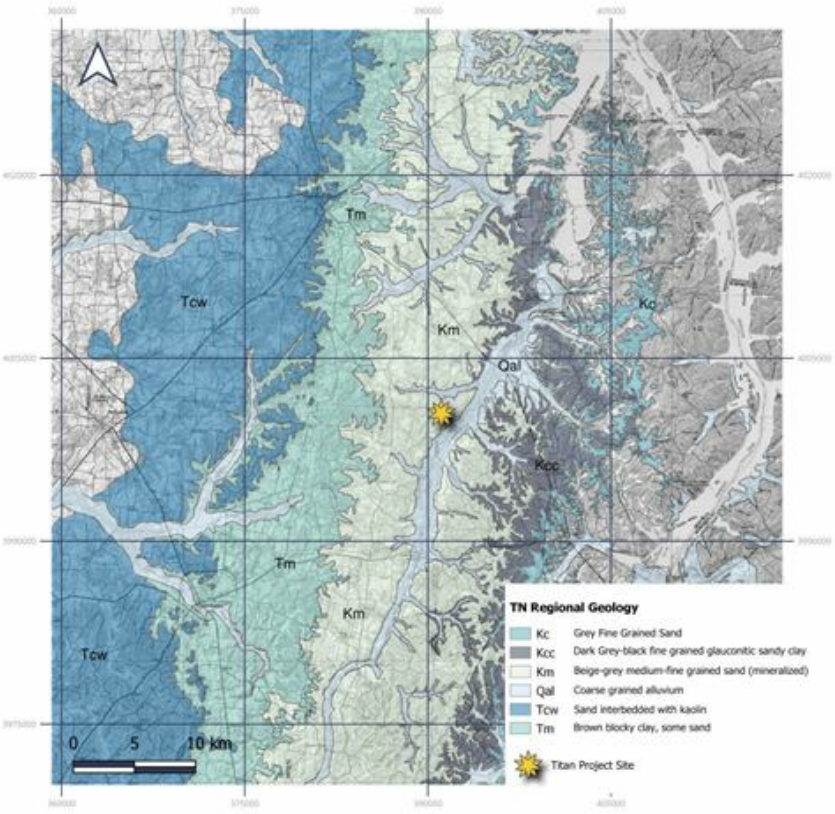


Figure 4: Regional geology map encompassing Titan Project

6.3 Local Geology

The McNairy Formation represents a pro-grading deltaic environment during a regressive marine sequence. This is evidenced by the coarsening upward sequence grading from the glauconitic clay-rich Coon Creek Formation to the finer grained lower member of the McNairy Formation to the coarser grained upper member of the McNairy Formation. Figure 5 is a simplified stratigraphic column through the McNairy Formation.

Era	Period	Epoch	Formation	Depth (ft)	Lithology	Description
Mesozoic	Quaternary	Holocene	Top Soil	0-10'		Red to Brown subangular sandy clay. Poorly sorted.
Mesozoic	Cretaceous	Late	Upper McNairy	5-70'		Beige to grey subrounded medium to coarse grained quartz sand. Up to 10% clay. Moderately sorted. Regular clay laminations throughout. Some instances of coarse grained poorly sorted sand. Relatively coarser grained mineralization occurrence. HM assemblage contains slightly more gangue minerals than in the lower unit.
Mesozoic	Cretaceous	Late	Lower McNairy	70-160'		Grey to ochre subrounded fine grained clay sand to sandy clay (30% clay). Well sorted. Some clay lenses. Mineralization occurrence that makes up 70% of the resource and has increased percentage of high value minerals rutile, zircon, and monazite. Relatively finer grained occurrence.
Mesozoic	Cretaceous	Late	Coon Creek	160-170'		Grey to dark grey to greenish fine grained sandy clay to clay (35% sand). Some lignite present (rarely). Glauconite present. Mineralization occurrence at the top of the unit. Only retrieve top 10' before termination of hole.

Note: 1 foot = 0.3048 meters

Figure 5: Idealized stratigraphic column through the McNairy sand

6.4 Project Geology

The primary mineralized zone at the Project is hosted stratigraphically in the lower member of the McNairy Formation, which dips gently to the west in the Project area. The upper member is also mineralized in some areas at the Project and is at times separated from the lower zone by a barren coarse sand. Mineralization in both members had been traced at the Report date, for 6.2 km along strike.

The base of mineralization ranges in relative level from 90–110 m above current sea level. Mineralization varies from 6–51 m thick and averages 31 m in thickness and is generally made up of large thicknesses of stacked laminations of HMs; however, some more massive mineralization is present where individual laminations are not present. The primary minerals associated with the mineralized horizons are altered ilmenite, zircon, rutile, staurolite, kyanite, monazite and xenotime with some variation in the proportion of these minerals between the upper and lower zones. Generally, the finer-grained lower zone contains more higher-value HMs including rutile, zircon, monazite, and xenotime than the upper coarser-grained zone. The gangue minerals are predominantly quartz and clays. Though extensive basement faulting is present in the region, it does not appear to impact the sedimentary stratigraphy at the scale of this project. Figure 6 presents the an example cross section.

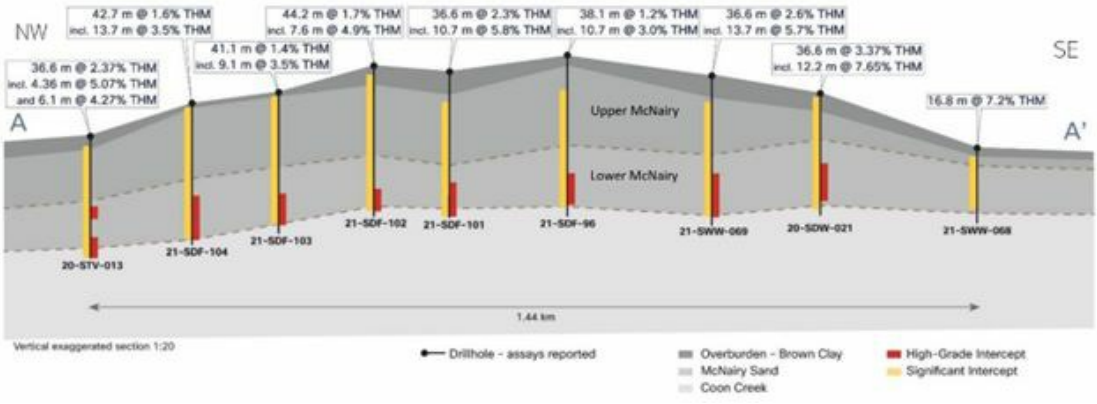


Figure 6: Example Titan drill results cross section in relation to stratigraphy, looking northeast

7 Exploration

7.1 Exploration

7.1.1 Grids and Surveys

The coordinate system and datum used for mineral resource modeling is UTMZ16N, NAD83.

A topographic surface was generated from the state of Tennessee's TN LiDAR program.

7.1.2 Exploration Sampling

IperionX has completed no geological mapping, geochemical sampling, or geophysical surveys in the Project area. All exploration is conducted using drill methods.

7.2 Drilling

7.2.1 Overview

Drilling on the Project area comprises 162 drill holes, this includes 16 reverse circulation holes (837 m) and 146 roto-sonic drill holes (7,338 m).

All drilling was completed by IperionX.

There are an additional 11 roto-sonic drill holes completed for the purposes as part of a hydrogeological study by HDR. These holes were drilled on IperionX's behalf and not used for resource definition purposes.

7.2.2 Drilling Used in Mineral Resource Estimate

The mineral resource database was closed as at 4 August 2021, and included 107 roto-sonic drill holes (4,101 m).
The area covered by the drilling is roughly 6.2 km (north) by 3.6 km (east); the area that hosts the mineral resource estimate is further broken up into several areas based on land holdings (land agreements). These range from 0.5 km (north) by 0.9 km (east) for the smallest area to 5.1 km (north) by 3.6 km (east) for the largest area (refer to Figure 2).

Drill hole spacing is generally 150 x 300 m. Some areas had difficult access and drill spacing in those areas is wider spaced, approximately up to 300 x 600 m.

Figure 7 shows the drill hole collar location map. Drill hole cross section and long section view are provided in Figure 8 & 9.

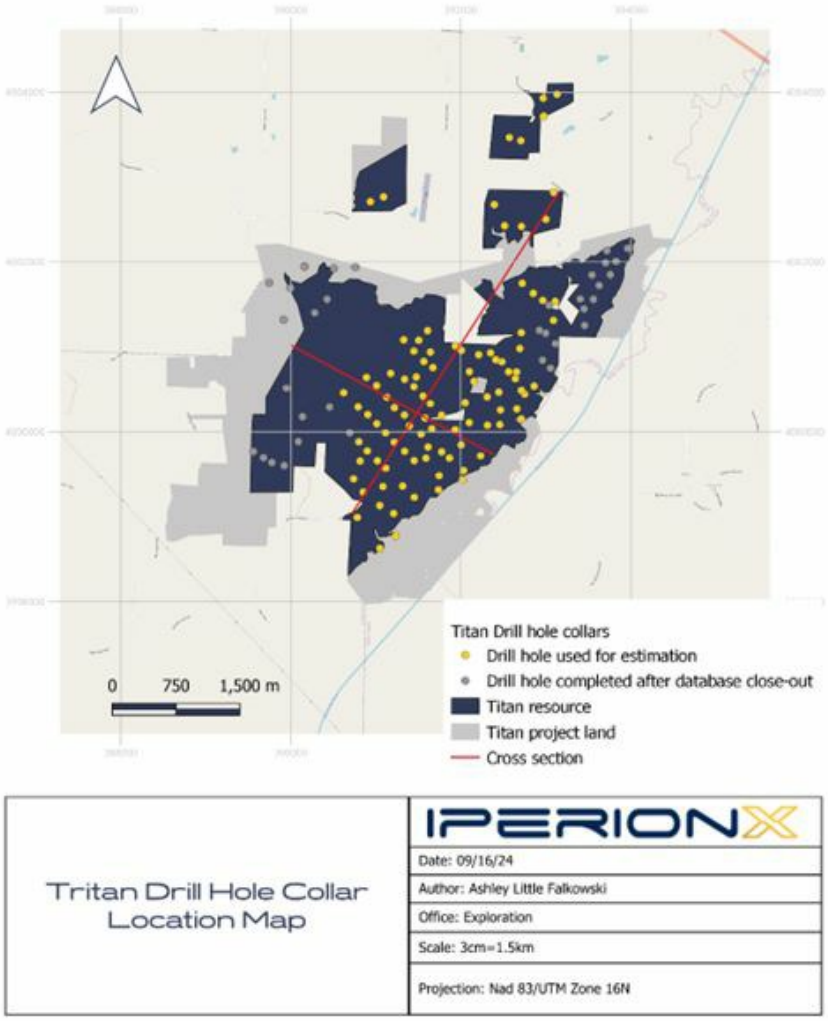


Figure 7: Drill hole collar location map

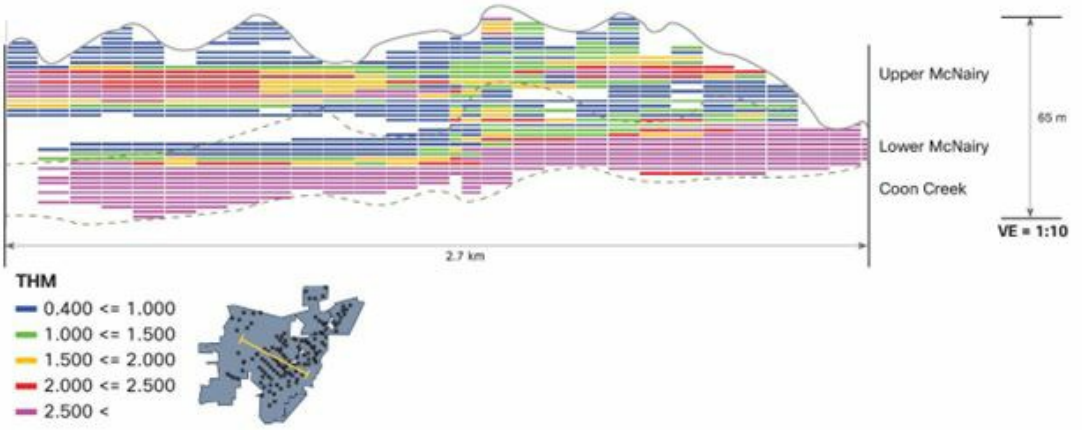


Figure 8: Block model cross section view, looking north

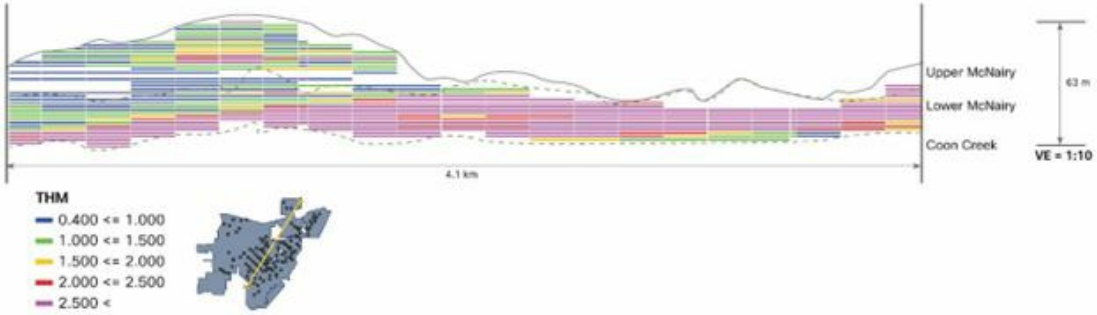


Figure 9: Block model long section view, looking west

7.2.3 Drilling Excluded For Estimation Purposes

A total of 66 drill holes were excluded from the mineral resource estimation. This included 39 roto-sonic exploration holes that the results were received after the database cut-off date, 11 holes that were drilled in association with a hydrogeological study, and 16 reverse circulation drill holes because of the high likelihood of down hole sample contaminations.

7.2.4 Metallurgical Drilling

The location of bulk samples taken for metallurgical test work is indicated in Figure 10. These samples were taken via a roto sonic drill rig drilling twin holes to previously analyzed holes.

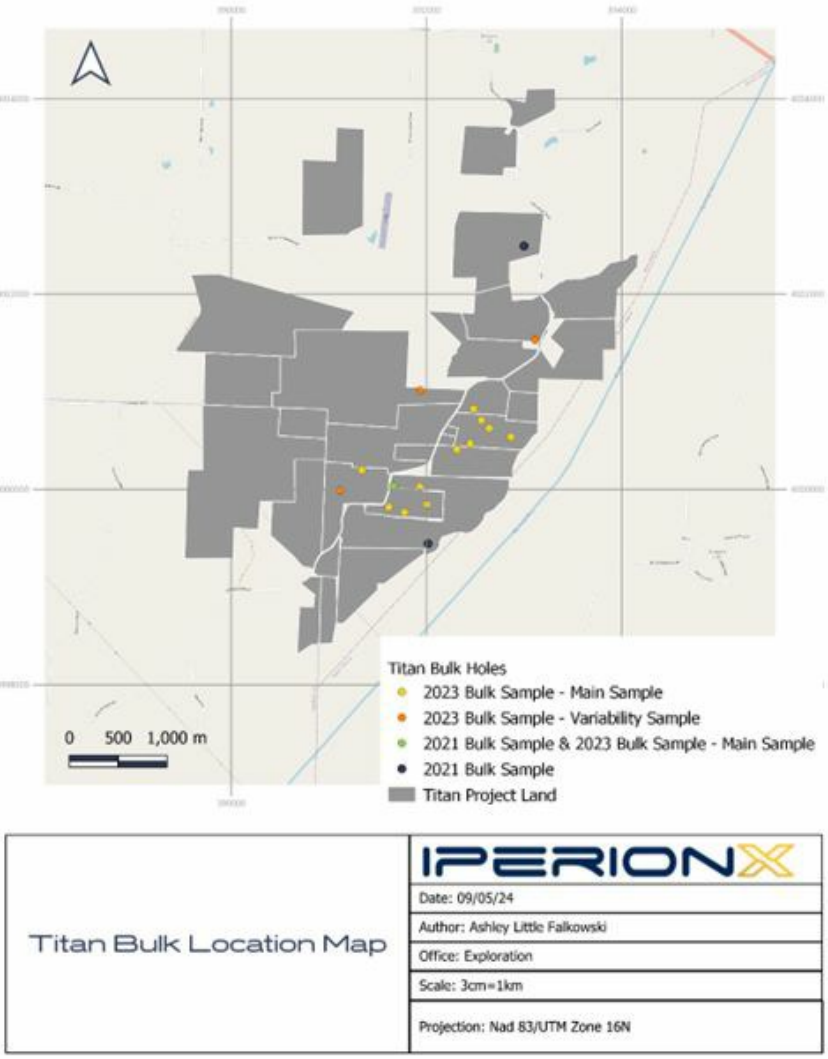


Figure 10: Bulk sample location map

7.2.5 Drill Methods

Drill companies included Knoxville, TN; Drillwise USA of Holladay, TN; and Betts Drilling of Atlanta, GA.
Drill rigs included a Geoprobe 5140LS roto-sonic drill rig (Geoprobe) a Terrasonic 150c rig (Terrasonic), and a Wallis RC rig. The Geoprobe core barrel was 3 m long, and 10 cm in diameter with a 15-cm diameter outer casing. The Terrasonic core barrel was 3 m long and had a 10-cm diameter core barrel. Drill casing was used periodically when re-entering drill holes that had caved. Select drill holes were re-drilled and re-analyzed as part of data validation.

All drilling for the Project that is used in mineral resource estimation has been roto sonic. This method alternates advancement of a core barrel and a removeable casing (casing is used when needed to maintain sample integrity). The sonic drilling method has been shown to provide representative unconsolidated mineral sands samples across a variety of deposits as it is a direct sampling method of the formation(s). At times water is used to create a head to reduce the expansion of the clay-rich Coon Creek Formation sediments. Expansion of the Coon Creek Formation lithologies by up to 0.9 m length in the core barrel has been observed.

In the field procedures included coring 3 m sections of material at a time with a roto-sonic drill rig. Drill teams set up on the proposed drill site with all holes drilled at a 90-degree angle, which is essentially perpendicular to mineralization. Generally, holes are drilled without the use of water and typically without the use of casing. After each 3 m section was extracted, drill teams recovered the core in equal length plastic sleeves. Geologists then divided the core into two 1.5 m sections that were analyzed for lithologic significance and heavy mineral potential.

After termination, holes were backfilled, and global positioning system coordinates were taken once the rig was moved from the hole. Field notes were recorded in the database.

At times water was used during drilling to create a head on the formation by lubricating the hole. This assisted in allowing core to be brought to the surface. However, it can inadvertently also create a more homogenized core, which may not reflect the subsurface.

7.2.6 Logging

Logging was both qualitative (sorting, color, lithology) and quantitative (estimation of percent total heavy minerals and the percent slimes (% THM, %Slimes). Once the core was divided into 1.5 m sections, samples were photographed and logged for lithological, geological, and mineralogical parameters to help determine depositional environment, major geological units, and mineralized zones. These parameters included lithology, grain-size, roundedness, sorting, color, formation, and heavy mineral percent (HM%).

Analysis included panning for heavy mineral percentages using samples collected down the center of each 1.5 m section and molded into spheres approximately 4 cm in diameter.

After categorization, two 2 kg samples were taken down the center of each section, mimicking the panning sample. One sample was kept for IperionX records, and one was used for laboratory tests including heavy liquid separation.

Quality check samples were taken 2% of the time and duplicates were taken 3% of the time. Holes terminated 3 m into the Coon Creek Formation, which was identified by its dark grey color and sticky clay texture. Total depth of the drill hole was recorded, as well as any drilling issues/concerns that could impact sample representativeness.

All pertinent sample information (geology, sample ID, etc.) was collected on sequentially numbered tag books provided by the laboratory. The tag was inserted into the sample bag and the information from the tag book was entered nightly into the Project database (GeoSpark). A chip tray was maintained for each hole to keep a representative sample for each interval for later use during geological interpretation, or if any questions arose during modelling.

Heavy mineral estimations can be impacted by several factors in the field, so it was important to implement procedures that addressed this possible occurrence. High-grade bands within a section can significantly increase overall HM%. This is averted by taking an equal distribution of a panning sample in a line down the middle of a core section.

High clay content can affect the portrayal of heavy minerals in the pan. This is caused by pieces of unprocessed clay fragments that can contain heavy minerals that were not liberated. To prevent this issue geologists must wear down all clay bits through water and mechanical movements. Material such as “sluff” or sand that had fallen into, or down the hole and was then retrieved as part of the next three-meter core interval, can create an erroneous view of lithology. To prevent this issue geologists were briefed on what sluff looked like in the core, particularly because homogenized sludge may look like a previously retrieved section. This was usually only about 0.3 m of material in the 3 m length, was analyzed, and then cut from the core section.

7.2.7 Recovery

Each core was measured, and the recovery was calculated as length of recovered core divided by length drilled (typically 3 m).

Recoveries were generally >95%. Areas of higher elevation in the western portion of the deposit had lower recoveries due to difficult sample capture associated with dry conditions and free-flowing sand.

7.2.8 Collar Surveys

Drill collars were surveyed by IperionX personnel using a Trimble hand-held global positioning system instrument. Drill hole collars had an accuracy of approximately 10 m.

7.2.9 Downhole Surveys

All drilling was vertical. As the drill holes are short, no down-hole surveys were taken as there was limited chance that in the short core run in unconsolidated sediments that the drill holes would deviate.

7.2.10 Drilled Versus True Thickness

The intercepts were reported as apparent thicknesses. These intercept thicknesses are typically slightly greater than the true widths. The mineralized units dip at approximately one degree to the west and mineralized horizons generally follow this orientation.

7.2.11 Drilling Since Database Cut-off

The data for 31 drill holes were received within the area of the mineral resource estimate, after the close-out date estimation.

Although a few of the post-resource drill holes may contribute to localized changes in resource estimation, the drill holes that are situated within the existing model should, in KGS's view, have no material effect on the overall tonnages and average grade of the current mineral resource estimate.

7.2.12 Comment on Material Results and Interpretation

Drill spacing in the better drilled areas is approximately 150 m, some areas exhibit drill spacing up to 600 m in lesser drilled areas of the deposit.

The mineralogical assemblage data is constrained to composites of drill hole samples. Though this approximates the expected assemblage well, it presents a lack of vertical granularity input into the resource model.

A lack of down-hole surveys represents a reduction in confidence in the drill strings, this risk is very minimal as the material is unconsolidated and the holes average a depth of 40 m.

Overall, the drill data are adequate to support estimation of indicated and inferred mineral resources. Additional assemblage data will be needed in some areas to increase confidence to a measured classification.

7.3 Hydrogeology

Baseline groundwater and surface water assessment data collection was completed in 2021 by HDR. This included installation of monitoring and aquifer test wells, together with a 72-hr aquifer pumping test conducted in June 2021. HDR completed six bi-monthly groundwater and surface water monitoring tests from June 2021 to April 2022. Figure 11 indicates the groundwater and surface water sampling locations.

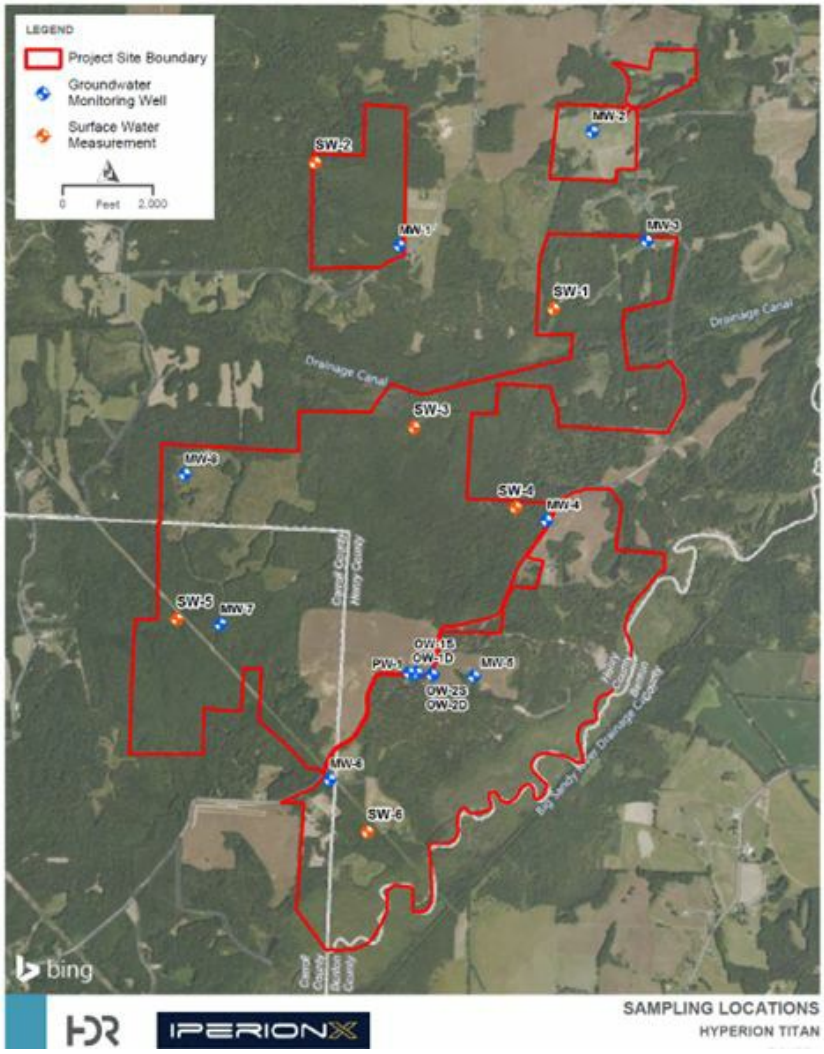


Figure 11: Groundwater and surface water sampling locations, by HDR, July 2022

7.3.1 Aquifer Properties

- Transmissivity ranged from 130-223 m^2/day in the shallow aquifer (shallow) and 167-223 m^2/day in the deeper portion of the unconsolidated aquifer (deep);
- Hydraulic conductivity ranged from 4.8-8.1 m/day (shallow) and 6.1-8.1 m/day (deep);
- Storativity ranged from 1.5 x 10-1 – 8.8 x 10-2 (shallow) and 2.1 x 10-1 – 4.6 x 10-5 (deep).

7.3.2 Groundwater

The groundwater monitoring network consisted of eight monitoring wells (MW-1 through MW-8), one aquifer test pumping well (PW-1), and four paired (shallow and deep) observation wells (OW-1S, OW-1D, OW-2S, and OW-2D). Monitoring wells were installed to provide baseline groundwater quality data prior to mining. The pumping and observation wells were installed to facilitate a 72 hr aquifer test.

Subsequent to well installation, HDR conducted a 72 hr aquifer pumping test from 8–11 June 2022 at pumping well PW-1. The aquifer test was used to estimate the physical parameters of the aquifer to understand information on well frequency and pumping rates for potential dewatering. Test results were analyzed using the Cooper-Jacob and Theis straight line methods for time drawdown, residual drawdown/recovery, and distance drawdown.

Six bi-monthly groundwater level gauging tests were conducted from June 2021 to April 2022. Depth to water from the top of well casing was recorded using an electronic water-level meter. Depths to water ranged from 6.96 feet below the top of the casing in MW-6 (February 2022) to 26.7 m below the top of the casing in OW-2D (April 2022). Based on the groundwater elevational data obtained between June 2021 and April 2022, potentiometric surface maps were generated for each gauging event. In general, groundwater flows from an elevational high at MW-7 toward topographic lows near MW-1, MW-4, MW-6, and MW-8. The predominant direction of local groundwater flow is east–southeast toward the Big Sandy River.

Groundwater samples were collected by HDR during six sampling programs between June 2021 and April 2022. Purging was conducted via low-flow methods and was considered complete when the water table and field parameters had stabilized in accordance with the criteria specified below. Field measurements were obtained using a calibrated water quality meter, and included:

- Turbidity (10% for values greater than 5 NTUs (if three turbidity values are <5 nephelometric turbidity units (NTUs), the values are considered stabilized).
- Dissolved oxygen (DO) (10% for values greater than 0.5 mg/L, if three DO values are <0.5 mg/L, the values are considered stabilized).
- Specific conductance (3%).
- Temperature (3%).
- pH (± 0.1 unit).
- Oxidation reduction potential (ORP) (± 10 millivolts).

Samples were placed on ice and shipped under chain of custody procedures to Pace Analytical Services LLC for analysis. Sample handling and custody were performed in accordance with the US Environmental Protection Agency Guidance for Field Samplers.

Groundwater sample results of analyses were compared to the Tennessee Department of Environmental Quality General Water Quality Criteria (the criteria) established in Rule 0400-40-03.03(1)(j) for protection of domestic water supplies. A summary of the results is as follows:

- In MW-2, chromium exceeded the criteria of 100 µg/L with a concentration of 153 µg/L during the February 2022 sampling event.
- In MW-3, chromium exceeded the criteria of 100 µg/L with a concentration of 368 µg/L during the February 2022 sampling event.
- In MW-4, arsenic exceeded the criteria of 10 µg/L with a concentration of 10.4 µg/L during the June 2021 event. Lead exceeded the criteria of 5 µg/L with concentrations of 17.5 µg/L and 8.4 µg/L during the June 2021 and August 2021 sampling events, respectively.
- In MW-8, cadmium slightly exceeded the criteria of 5 µg/L with a concentration of 6.5 µg/L during the June 2021 sampling event. Chromium exceeded the criteria of 100 µg/L with a concentration of 182 µg/L during the June 2021 sampling event.
- In OW-1D, chromium exceeded the criteria of 100 µg/L with concentrations of 442 µg/L (October 2021), 363 µg/L (December 2021), 406 µg/L (February 2022), and 170 µg/L (April 2022). Lead slightly exceeded the criteria of 5 µg/L with a concentration of 7.8 µg/L during the June 2021 sampling event. Nickel exceeded the criteria of 100 µg/L with concentrations of 214 µg/L (October 2021), 200 µg/L (December 2021), and 245 µg/L (February 2022).
- In OW-2D, chromium exceeded the criteria of 100 µg/L with a concentration of 160 µg/L during the August 2021 sampling event. Nickel slightly exceeded the criteria of 100 µg/L with a concentration of 103 µg/L during the August 2021 sampling event.
- In PW-1, lead slightly exceeded the criteria of 5 µg/L with a concentration of 5.2 µg/L during the August 2021 sampling event.

- No exceedances were reported during the six sampling events between June 2021 and April 2022 in the samples collected from wells MW-1, MW-5, MW-6, MW-7, OW-1S, and OW-2S.
- Field parameters were generally consistent for each well throughout the monitoring period. Groundwater is slightly acidic at the Site, and pH was below the TDEC GWQC of 6.0 during at least one, if not all, sampling events at each location.

The presence of naturally occurring metals at concentrations exceeding Tennessee Department of Environmental Quality General Water Quality Criteria standards is common in the Highland Rim Physiographic Provence of Tennessee. Exceedances likely do not represent anthropogenic effects, or groundwater quality violations, given the relatively undeveloped nature of the Project area.

7.3.3 Surface Water

HDR measured stream flow from six surface water locations (SW-1 through SW-6) during four programs between October 2021 and April 2022. Flow measurements at each surface water location were taken using the float method and ranged from 274 L/sec at SW-4 in February 2022 to 5 L/sec at SW-1 in December 2021. SW-1, SW-5, and SW-6 were observed to be either stagnant or dry during at least one monitoring program.

HDR established six surface water sampling locations (SW-1 through SW-6) at creeks within the Project area to evaluate surface water quality. Grab samples were collected from each surface water sampling location bi-monthly from October 2021 to February 2022 (SW-6 was also sampled in April 2022).

Prior to sample collection, field parameters (including temperature, conductivity, pH, ORP, and DO) were measured with a water quality meter.

Samples collected were analyzed for the following:

- Metals using USEPA Method 6010D.
- Mercury using USEPA Method 7470A.
- Alkalinity using Standard Method (SM) 2320B.
- Total dissolved solids (TDS) using SM 2540C.
- Total Kjeldahl nitrogen using USEPA Method 351.2.
- Nitrate and nitrite using USEPA Method 353.2.
- Total nitrogen (calculation).
- Chloride, fluoride, sulfate using USEPA Method 300.0.
- Cyanide using SM 4500-CN.

Samples collected were compared to the Tennessee Department of Environmental Quality General Water Quality Criteria standards and no exceedances were observed during the sampling programs.

7.3.4 Groundwater Flow Model

HDR developed a groundwater model in December 2022 to estimate the amount of water that would need to be pumped out to allow future mining activities, and the effects of such pumping on groundwater levels.

Dewatering and its effects on regional groundwater resources were simulated using a three-dimensional (3-D) groundwater flow model using the US Geological Survey (USGS) groundwater modeling software MODFLOW-USG. HDR compiled hydrogeological data to create a digital conceptual site model using Aquaveo GMS, a 3-D groundwater model pre-processing software. Once the model reasonably reproduced measured conditions (e.g., aquifer tests conducted at the site), the model was used to simulate future dewatering conditions. Data from on-site testing and drilling, as well as from regional and national sources such as the Tennessee Geological Survey, National Oceanic and Atmospheric Administration, and the USGS, were compiled into a 3-D database to develop the digital conceptual site model.

The groundwater model assumptions include the following:

- The steady-state flow model was calibrated to hydraulic heads measured at monitoring wells in summer 2021 to spring 2022. The model does not account for changing recharge or stage of the Big Sandy River and is not calibrated to match transient (time varying) measurements of groundwater levels. The steady-state calibration does not consider groundwater storage. Storativity values used in the model were taken from aquifer testing conducted at the site.
- Model calibration targets represent the limited period when monitoring was undertaken. The variability of conditions could be larger than represented by the monitoring data and the monitoring data could represent outlier conditions which bias the model outcome. This potential for bias creates some uncertainty in the model outcome.
- Heterogeneity in the subsurface conditions may not be fully captured by the geological data used to create the model and is necessarily generalized in the model. Such varying conditions result in uncertainty in the model outcome.
- It is assumed that constant-density Darcian-flow conditions occur throughout the model domain at all times such that MODFLOW is an acceptable code to simulate the movement of groundwater in the shallow subsurface. Conditions may occur occasionally in which these assumptions do not hold. Examples would include: 1) seasonal temperature changes of the Big Sandy River affecting groundwater temperatures, thereby changing the viscosity and density of water, and thus the assumed constant hydraulic conductivity of the aquifer materials; and 2) when the same effects occur due to increase of concentrations of dissolved mass in the groundwater system. These conditions likely contribute to uncertainty in the model; however, other factors such as unknown heterogeneous subsurface conditions and time variability in aquifer stresses and recharge are likely larger sources of uncertainty.

The groundwater model shows that the effects of dewatering on the streams, wells and wetlands are variable over time depending on the areas that would be dewatered and refilled. For the most part the effects on these water resources are minimal and transient. Based on the model results, the identified wells should not experience noticeable changes in yield during pumping operations. The impacts on base flow to wetlands and streams will be dependent upon what time of year the greatest effects occur (i.e., base flow impacts can be offset by run-off during wetter times of the year) but would be transient and likely short-lived. Once the dewatering operation has completed, the streams, wells and wetlands should return to their pre- dewatering states.

7.4 Geotechnical Data

No geotechnical programs have been completed.

8 Sample Preparation, Analyses, and Security

8.1 Sample Collection and Security

Roto-sonic drill core samples, typically 3 m in length, were collected directly from the plastic sample sleeve at the drill site. Some interpretation was involved as the material could expand or compact as it was recovered from the core barrel into the plastic sleeve. Samples were collected at regular 1.5 m intervals unless geological contacts were encountered. Sample length ranged from 0.3 m to 4.5 m. The samples that were not consistent with the 1.5 m sampling interval accounted for 0.05% of all samples.

The unconsolidated sonic cores were sampled by splitting the core in half lengthwise using a machete, then recovering an even fillet with a trowel along the entire length of the sample interval. The sample volume was about 2 kg and was appropriate for the analytical method(s) being used and ensured adequate sample volume was collected. Samples were collected directly to pre-labeled/pre-tagged sample bags; the remaining sample was further split into a replicate/archival sample. What sample remained after these steps was used to backfill the drill hole.

Sample bags were sealed with a zip tie at the drill site, placed in rice bags, and remained in the custody of the field geologist from time of collection until time of delivery to the Project's temporary storage location. This was either a secure third-party storage unit or a leased barn. A red security tag was used to secure the top of each rice bag, and these tags were verified by the laboratory to confirm all sample bags were intact when delivered to the laboratory.

8.2 Laboratory Procedures

Drill samples were sent to the SGS facility in Lakefield, ON, Canada (SGS Lakefield). SGS Lakefield is a qualified third-party laboratory that is independent of IperionX. SGS Lakefield is accredited as an ISO 17025 facility for selected analytical techniques.

Samples were subjected to standard mineral sand industry assay procedures of size fraction analysis, heavy-liquid separation, and chemical analysis.

Samples were initially weighed, homogenized and a ~1 kg subsample was submitted for analysis, The remaining material was retained for potential later test work. The subsamples were dry screened at 44 µm (325 mesh) for slimes and 595 µm (30 mesh) for oversize. The oversize material was weighed, and the remaining mass was attributed to the slimes fraction.

An 85 g aliquot of the -30/+325 sand was submitted to heavy liquid separation via methylene iodide diluted with acetone to target a specific gravity of 2.95 g/cm^3 as this is more dense than non-valuable minerals, and less dense than the target heavy minerals, allowing for the target minerals to sink in the solution. The >2.95 g/cm^3 portion was dried and weighed to calculate the percent heavy minerals within this size fraction by dividing the mass of heavy minerals by the total mass of the -30/+325 aliquot.

The total heavy mineral content was calculated by adding the percent slimes and oversize to the total.

$$\frac{\textit{Heavy minerals mass}}{\textit{-30/+325 mass+(-30/+325 mass * \% slimes)+(-30/+325 mass * \% oversize)}}$$

Composites, based on geological domains, were submitted for quantitative evaluation of materials by scanning electron microscopy (QEMSCAN) analysis for mineralogical assemblage data. The mineral species determined from QEMSCAN from SGS Lakefield were further combined and/or divided into groups representing anticipated products based on metallurgical test work for inclusion in the geological block model.

8.3 QAQC Controls

Accuracy monitoring was addressed by submission of in-house heavy mineral sand standards developed specifically for the Project. There is no commercially available standard reference material for heavy mineral sand deposits. It is a common method within heavy mineral sands exploration and operations to generate standards that represent a matrix match to the target material being analyzed. A low-grade (~1 % heavy minerals) and a high-grade (>2 % heavy minerals) standard were produced with materials (HMs and silica sand) from the Project area to ensure matrix and mineralogical representativeness. Each material was analyzed by SGS Lakefield to generate mean and standard deviations. Standardss and blanks were inserted at a 2.5% rate (one for every 40 samples). These standardss and blanks were placed loose in a standard sample bag that was labeled sequentially as to mimic a typical drill sample and passed through the laboratory process "blind". A record of the standards inserted, and the sample IDs is kept in the Project database so that data can be matched up and reviewed. Standards were created multiple times during the Project and each time a new dataset was generated to compare against.

A quality control standard failure was considered to be any single standard three standard deviations from the true value for the comparison for each sample, or two out of three consecutive samples between two and three standard deviations, on the same side of the mean value (i.e. both above or both below the mean value). Should the errors for a particular batch exceed these limits, the section of a batch bracketed by the standard samples (i.e. number samples on either side) were reviewed to determine if the standard failures were material to the overall data for that batch or if the laboratory had had any procedural issues that need to be addressed. If necessary, samples were re-analyzed. Eleven standards (six high- and five low-grade) were submitted during the drilling campaign for analysis and results were all within three standard deviations of the mean of the standard.

Sampling precision was monitored by selecting a sample interval at a 3% rate (three for every 100 samples) and taking a second sample from the replicate over the same sample interval. These samples were consecutively numbered after the primary sample and recorded in the sample database as "field duplicates" and the primary sample number recorded. Field duplicates were ideally collected when sampling mineralized sonic core intervals containing visible total heavy minerals (panning), 71% of the duplicate samples were in samples grading 0.5% THM or higher.

IperionX considered that field duplicates should have an average coefficient of variation of <10%, whereas laboratory duplicates should have an average coefficient of variation of <5%. For the drilling results reported, 83 field duplicates were submitted to the laboratory with results showing a coefficient of variation of <10%. Analysis of field duplicates indicates a relative precision of 31, indicating that the drill sampling was the greatest source of uncertainty in the sampling procedure.

Analytical precision was monitored using heavy liquid separation duplicates that the laboratory produced at a rate of approximately three in 100 samples. The use of an 85 g sub-sample for heavy liquid separation resulted in a relative precision of 4% based on repeat analyses of standard reference materials at SGS Lakefield. This sub-sample mass was considered to be appropriate for the grain size being sampled.

8.4 Database

Database entry was completed after every field day. Field data, including geology, notes on mineralogy, sample type, and collar information (coordinates, landowner, hole length, status, drill rig used, geologist, and date drilled) were manually input into a GeoSpark database from field logging booklets and checked for accuracy. Daily backups were completed.

Laboratory assay reports from SGS Lakefield were delivered in an Excel worksheet format and total heavy mineral percentages were calculated using a designated formula:

$$HLS\ sink/(Total+(Total*Oversize/100) + (Total*slimes/100))*100.$$

Assay values were validated using Excel-based conditional formatting. Results were then uploaded directly to GeoSpark in a designated "Assays" tab.

Mineral composition data was similarly delivered from SGS Lakefield in Excel format and uploaded to a "Mineral Composition" tab in GeoSpark.

Logging booklets were kept in ascending order at the field site.

8.5 Opinion of Qualified Person

KGS is of the opinion that the sample preparation, security, and analytical procedures are sufficient to reasonably support mineral resource estimation.

9 Data Verification

9.1 Data Verification Completed by the Qualified Person

KGS conducted several site visits throughout the drilling campaigns and metallurgical test programs. KGS also visited the Mineral Technologies laboratory SGS Lakefield. These visits are discussed in Chapter 2.4.

The site visits provided visual confirmation of mineralization, drill hole locations, bulk sample collection and logging and sampling procedures. KGS is satisfied with the laboratory procedures as witnessed during the Mineral Technologies laboratory inspection. The laboratory procedures witnessed during the KGS inspection of SGS Lakefield are considered acceptable.

KGS provided training on logging, sampling, material interpretations and density measurements. KGS and IperionX staff had regular database validations to ensure data quality was sufficient.

9.2 Limitations Placed on Data Verification

No limitations were requested by IperionX of KGS when verifying data, and KGS performed data verification as applicable to support mineral resource estimation.

9.3 Opinion of Qualified Person

KGS is of the opinion that the data are of a high quality and that no systemic or procedural issues that could impact the exploration results or mineral resource estimation are present that have not been discussed in this Report.

10 Mineral Processing and Metallurgical Testing

Two test work programs were conducted within the mineral resource estimate area, one in 2021 and the second in 2023. All test work was completed on behalf of IperionX.

Test work was completed by, or under the supervision of, Mineral Technologies. The company is a reputable testing organization, with laboratories with significant experience in mineral sands flowsheet development located in Florida, and in Queensland, Australia. The laboratories are ISO 9001, 45001 and 14001 accredited. Mineral Technologies is independent of IperionX. A portion of the test work was completed at IperionX's Camden mineral demonstration facility, under the supervision of Mineral Technologies personnel. Neither facility is accredited for metallurgical test work procedures; this is routine for metallurgical testing facilities as there is currently no organization that certifies laboratories specifically for metallurgical test work.

Assays were conducted by SGS Lakefield, and Bureau Veritas in Perth, Australia, using X-ray fusion (XRF), laser ablation/inductively-couple plasma mass spectrometry (ICP–MS) and QEMSCAN analytical methods. Bureau Veritas is independent of IperionX and holds ISO 17025 accreditations for selected analytical techniques.

10.1 2021 Metallurgical Test Results

Three bulk samples were processed by Mineral Technologies through pilot equipment designed to emulate a full-scale feed preparation plant, wet concentrator plant, monazite flotation/concentrate upgrade plant and a mineral separation plant.

The samples were taken from drill hole 20-SWW-004 (B004), 21-SBF-047 (B047), and 20-SWW-014 (B014). The B004 and B047 samples were sourced from the Lower McNairy Formation. B014 was sourced from the Upper McNairy Formation. Mineralization in the Upper McNairy Formation is significantly coarser than mineralization in the Lower McNairy Formation. The approximate mass of each sample was:

- B004: approximately 512 kg of sample.
- B047: approximately 496 kg of sample.
- B014: approximately 483 kg of sample.

Test work demonstrated that the Upper and Lower McNairy Formation mineralized zones could be separated using processing stages common to most mineral sands operations.

The 2021 metallurgical test work block flow diagram is depicted in Figure 12.

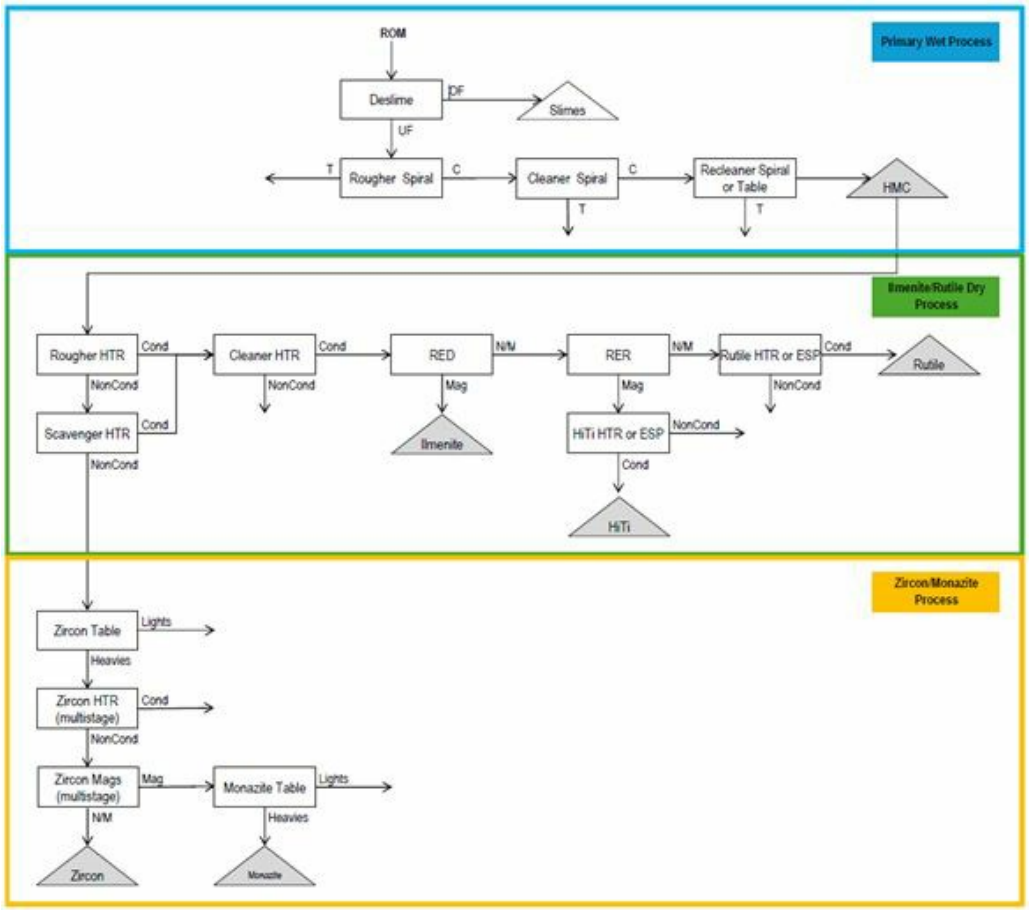


Figure 12: 2021 Metallurgical test block flow diagram, by Mineral Technologies, Sep.2021

10.1.1 Sample Preparation and Deslime Circuit

Samples B004 and B047 were fluidized in a drum before being pumped via submersible pump to the deslime circuit.
The material was then pumped to a 100 mm hydro cyclone fitted with a 20 mm apex and 35 mm vortex finder. Based on visual observation during closed loop testing this combination resulted in the most reliable performance with minimal loss of +45 µm solids to the overflow stream as determined by test sieving at 325 mesh.

Timed samples were collected, consolidated, dried, weighed, and submitted for assay. The deslime circuit was then converted to open circuit operation and the entire bulk sample was processed.

Sample B014 was processed using conventional preparation equipment, including a feed belt and rotary trommel fitted with a 2 mm screen. The 20 mm apex and 35 mm vortex finder combination were used for sample B014. After identifying the appropriate operating conditions, the deslime circuit was converted to open circuit and the entire bulk sample was processed.

The preparation and deslime test work demonstrated that:

- Both the Lower McNairy Formation (B004 and B047) and Upper McNairy Formation (B014) samples contained elevated slimes, primarily highly cohesive clays.
- The deslime process liberated clays and ultra-fines from the mineralization. All three samples showed reduction in -45 µm content when comparing the analysis to the deslime underflow.

- The deslime process resulted in a modest increase in TiO_2/ZrO_2 grade for samples B047 and B014. Sample B004 saw a minor increase in ZrO_2 grade and a minor decrease in TiO_2 grade.

10.1.2 Wet Process Circuit

After desliming, each sample was subjected to release curve testing and bulk processing through the general flowsheet. Each stage of spiral testing followed the same general process: material was pumped over the spiral on the test rig in a closed-circuit loop at a desired flow rate and pulp density. Multiple tests were done at a similar mass flow rate and pulp density while varying splitter positions to generate sets of release curve samples. The samples were later assayed giving rise a suite of grade and recovery data points. These data were later used to generate release curves for each combination of mineralization and operating conditions. After release curve testing was complete for each stage, the entirety of each feed material was processed at the best spiral conditions based on experience with similar mineralization, as well as in-process observations. Care was taken to ensure the addition rate of new feed material matched the product withdrawal rate .

The wet process circuit test work demonstrated that:

- After desliming, both the Lower and Upper McNairy Formation samples were amenable to conventional wet gravity separation via spiral separators.
- The MG12 spiral is superior to the FM1 spiral for rougher stage processing of Lower McNairy Formation mineralization. The MG12 showed the highest separation efficiency for both samples at higher capacity than is achievable on an FM1 spiral.
- The MG12 spiral is better for rougher stage processing of Upper McNairy Formation mineralization.
- The MG12 spiral performed well in the cleaner stage for all samples.
- Additional upgrade stages will be required to reach generally acceptable heavy mineral concentrate grades on finer Lower McNairy Formation mineralization.

10.1.3 Dry Process Circuit

Heavy mineral concentrate generated from the B004, B047, and B014 samples was used for dry process evaluation.

After attrition, scrubbing, and drying, each heavy mineral concentrate sample was subjected to dry processing through the flowsheet. The B004 and B047 samples were processed using the same conventional flowsheet; however, additional separation stages were added to the B014 flowsheet due to elevated aluminosilicate mineral content.

The dry process circuit test work demonstrated that:

- The Lower McNairy and Upper McNairy Formation samples were amenable to conventional dry physical separation via:
  - Screening.
  - MT Carrara HTR400 high-tension roll separator.
  - MT Carrara electrostatic plate separator.
  - MT Readings rare earth drum magnetic separator.
  - MT Readings rare earth roll magnetic separator.
  - MT Readings induced roll magnetic separator.

The following conclusions were drawn from the 2021 test work:

- Both the Lower and Upper McNairy Formation mineralization will require thorough desliming to properly prepare the ore for wet gravity processing.
- Both the Lower and Upper McNairy Formation mineralisation is amendable to conventional wet gravity processing via spiral separators. The MG12 is the better spiral model for rougher and cleaner duty.
- Ilmenite, rutile, zircon, and monazite concentrate products can be produced from both Lower and Upper McNairy Formation mineralization.
- Further testing is required to outline wet processing flowsheets and equipment configurations to maximize recovery, particularly of the fine Lower McNairy Formation mineralization.

- The finer Lower McNairy Formation mineralization poses a challenge in dry processing. Additional processing stages will likely be required to improve ilmenite, rutile, and zircon recovery.

10.2 2023 Metallurgical Test Results

Mineral Technologies completed additional metallurgical test work in early 2023.

The test work was based on one bulk sample and three variability samples.

The main bulk sample of 12.7 t was composed of approximately 30% Upper McNairy and 70% Lower McNairy Formation mineralization, representing the average material that might be mined in the initial years of any future mining operations. Samples used to make up the bulk sample were taken from drill holes 20-SWW-014, 20-SDW-020, 20-SDW-021, 21-SGH-034,21-SGH-035, 21-SGH-037, 21-SDW-054,21-SDS-055, 21-SWW-069, 21-SSP-083, 21-SGH-084, and 21-SGH-086.

Three bulk composite samples ranging from 2–3 t was prepared for the variability test work, taken from drill holes 20-STV-008, 20-STS-016, and 21-SDS-058. The composites consisted of different ratios of Upper McNairy and Lower McNairy Formation material, with the mass percent of Upper McNairy Formation in the composites being 0%, 37.5% and 50%. The objective of the variability test work was to quantitatively assess potential product quality with qualitative estimates of recovery of three composite samples that reflected different mineralized domains.

10.2.1 Feed Preparation

The feed preparation process was conducted at IperionX's mineral demonstration facility near Camden with the supervision of Mineral Technologies personnel.

The 10 t (dry) of raw test sample material was packed into 208 L (55-gallon) drums. The contents of the drums were washed through a 0.635 cm (¼") punch plate into a mixing tank. Any oversize from the punch plate was collected and dried.

Sufficient material and water were added until a cyclone feed pump discharge density of 15–20% (estimated using a Marcy scale with an approximate 2.7 specific gravity) in closed circuit. Upon achieving steady state, the cyclone overflow was diverted to a settling pond in which effluent overflowed into a reservoir. The circuit was continually supplied with make-up water to maintain the level of the tank. Once the recirculating material was sufficiently deslimed, the cyclone underflow was diverted to the screw classifier before being discharged into new 208 L (55-gallon) drums.

This semi-batch operation was repeated until all the feed material was processed through the feed preparation circuit. Frequent sub-samples of the feed and cyclone overflow were taken throughout the process to form representative composites for further characterisation and analysis.

10.2.2 Wet Gravity Separation

The wet gravity processing up to the recleaner stage was completed at Mineral Technologies Florida laboratory. The material received was processed through a continuous trommel/screen and spiral circuit. The trommel discharged any oversize material >2 mm. The undersize from the trommel was pumped to a distributor which fed into a single-stack spiral circuit.

The bulk products up to the recleaner stage were freighted to Mineral Technologies' metallurgical testing facility in Queensland, Australia where subsequent wet gravity processing was completed. Damp material was conveyed into a spiral rig sump which was pumped into a single-stack spiral circuit.

The block flow diagram shown in Figure 13 was used for feed preparation and wet gravity processing.

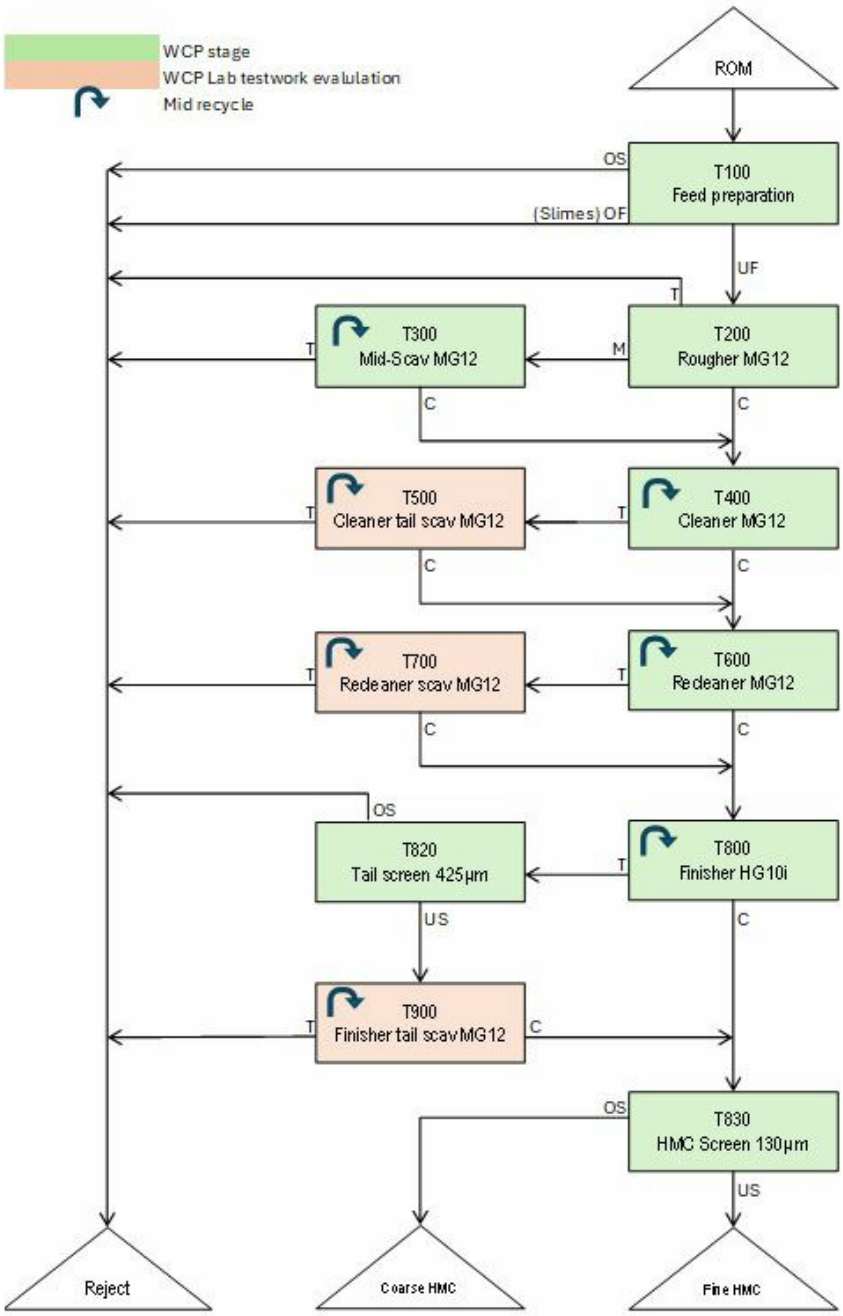


Figure 13: Feed preparation and wet gravity processing test block flow diagram, by Mineral Technologies, April 2023

This test work incorporated a total of eight stages, three of which were laboratory evaluations to emulate how particular recycle streams would perform in a plant scenario. For each of the spiral stages, except the rougher, the middlings streams were recirculated with the feed to maximise recovery of heavy minerals.

Prior to bulk processing of the mineralization through each spiral stage, several lots of release tests were conducted in closed circuit. The results from release tests are used in Mineral Technologies' proprietary modelling software to provide stage grade/recovery models and incorporate them into overall mass balances.

Two mass loadings of 1.5 and 2.0 tph were selected for release tests for each of the main spiral stages, with a pulp density target range of 30-40%. For the bulk processing, 1.5 tph was selected as the operating loading to increase retention time of minerals on the spiral and allow for better separation to occur.

10.2.3 Rare-Earth Flotation and Gravity Upgrade

The main objective of the flotation stage was to extract all available rare-earth minerals from a fine heavy mineral concentrate stream, leaving a tailings barren of monazite.

The following steps outline the procedure for flotation test work for both sighter and bulk batch tests: pretreatment; depressant addition; pH modification; collector addition; water level adjustment and collection.

Successive iterations of collector addition, conditioning, frothing and recovery were conducted until either no further mineral was floating, or non-selective minerals start to float. The number of iterations and collector quantities varied from test to test.

Post flotation, both concentrate and tailing were washed and attritioned to remove residual chemical prior to wet table test work. Samples were dried, weighed, and sub-samples extracted for analysis.

10.2.4 Fine Mineral Separation – Primary High Tension Roll Circuit

Fine mineral separation block flow diagram is shown in Figure 14.

A Carrara HT400 (400 mm diameter roll) was used for high tension roll stages in all mineral separation plant circuits. The laboratory unit is a single roll unit, but fractions were re-passed to simulate a three-roll production unit.

A conventional primary high-tension circuit involving rougher, non-conductor cleaner, conductor cleaner and scavenger stage was used.

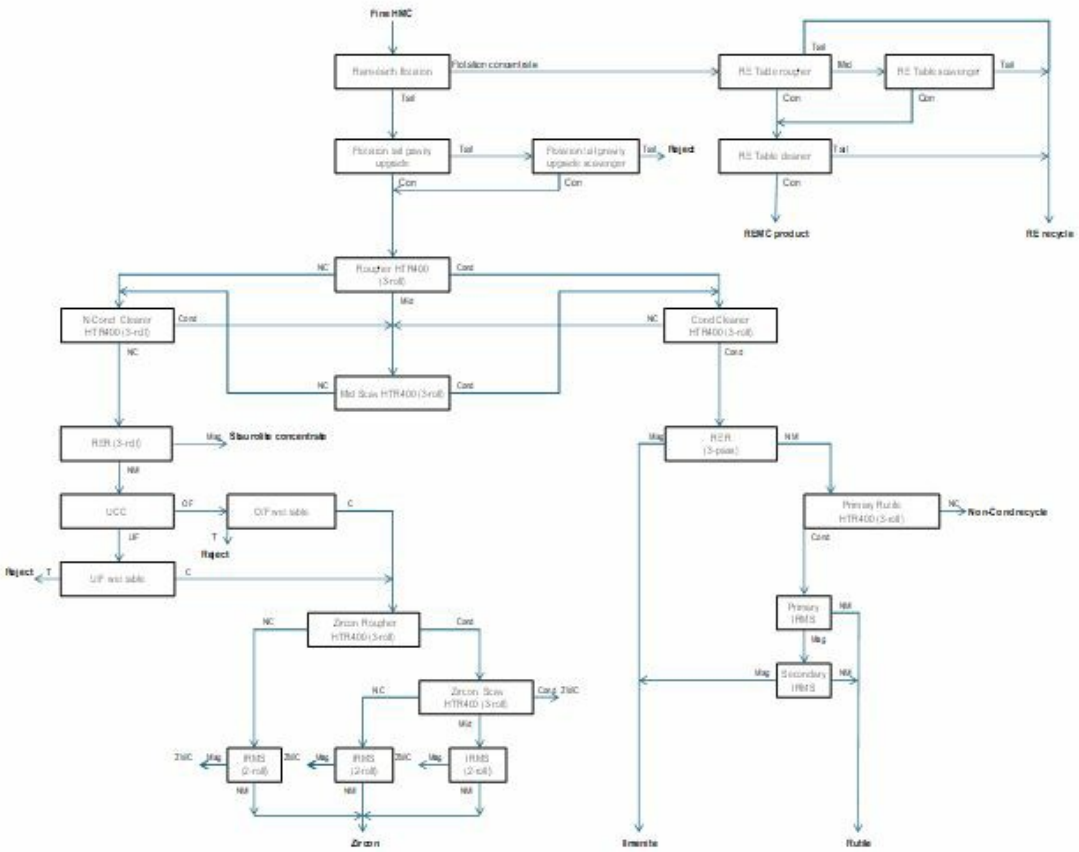


Figure 14: Fine mineral separation test block flow diagram, by Mineral Technologies, April 2023

10.2.5 Fine Mineral Separation – Non-Conductor Circuit

The non-conductor was processed through a stage of dry magnetic separation to separate out magnetic silicates.

Previous test work showed a high degree of separation was achieved using a rare earth roll magnetic separator on the non-conductor fraction. A single roll rare earth roll magnetic separator unit was used with fractions re-passed to simulate a three-roll production unit.

The non-magnetic fraction from the staurolite rare earth roll magnetic separator was fed to the zircon wet circuit for the removal of quartz and aluminum silicates. A up current classifier was tested for the initial stage of separation as it was hoped an underflow could be produced that would be sufficiently low in SiO_2 and Al_2O_3 to not require further gravity upgrading, thus reducing the size of the wet circuit.

The up-current classifier underflow and overflow fractions were separately processed through a wet shaking table circuit.

The dried zircon concentrate was processed through a two-stage, rougher-scavenger high tension roll circuit to reject residual conductive material. A three-roll HT400 was used for the stages with similar settings in the primary high tension roll circuit.

10.2.6 Fine Mineral Separation – Conductor Circuit

The conductors from the primary HT circuit were processed through a dry conductor circuit to produce ilmenite/leucoxene and rutile products.

Previous scoping test work on similar Camden feed proved the rare earth roll magnetic separator separator was effective at fractionation of titania minerals.

The non-magnetic fraction from the conductor rare earth roll magnetic separator was processed through a single stage, three-pass HTR400 to extract non-conductive impurities from the rutile. Similar settings in the primary high tension roll circuit were used for the rutile high tension roll circuit.

The combined conductors were processed through magnetic separation to further remove magnetic impurities from the rutile product.

10.2.7 Coarse Mineral Separation – Primary HTR Circuit

Coarse mineral separation block flow diagram is shown in Figure 15.

The coarse heavy mineral concentrate had a total heavy minerals content of ~89%. At the time of the test work, additional upgrading was deemed unnecessary.

An identical test work procedure was used for the coarse mineral separation plant, with the exception of an additional screen on the primary conductor stream. The operating conditions were adjusted as necessary through each stage to accommodate for the coarser feed and different mineralogy. The flowsheet was shown in Figure 14.

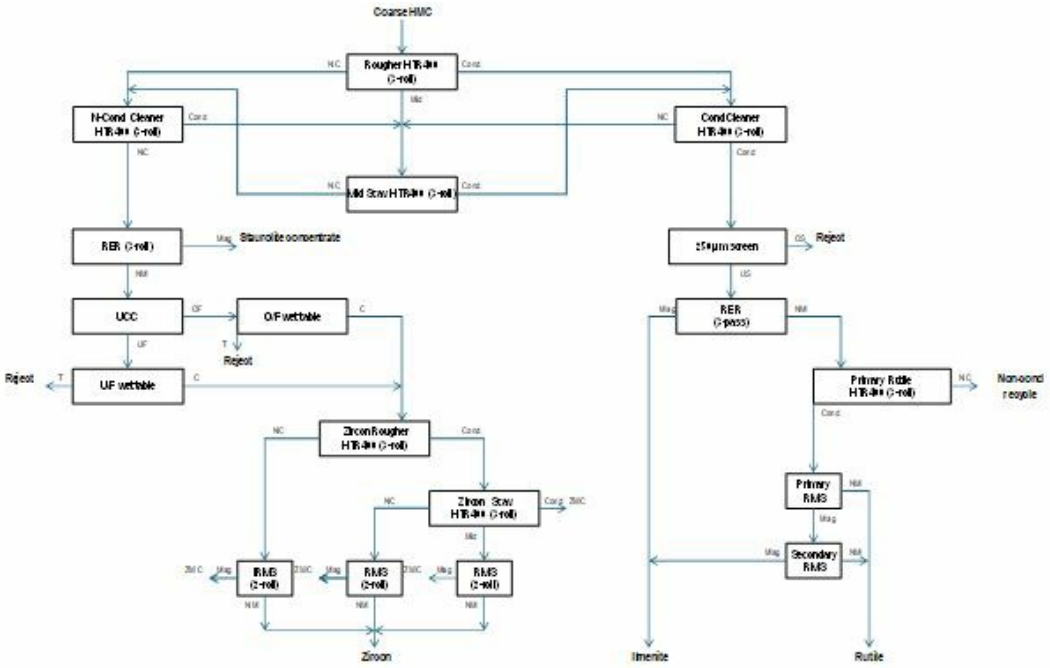


Figure 15: Coarse mineral separation test block flow diagram, by Mineral Technologies, April 2023

10.2.8 Coarse Mineral Separation – Non-Conductor Circuit

The non-conductors were processed through a stage of dry magnetic separation to generate a magnetic concentrate by-product.

A single role rare earth roll magnetic separator unit was used with fractions re-passed to simulate a three-roll production unit.

The non-magnetic fraction from the rare earth roll magnetic separator was processed through an up-current classifier.

The up-current classifier underflow and overflow fractions were separately processed through a wet shaking table circuit.

The re-processed zircon concentrate was passed over a two-stage, rougher-scavenger high tension roll circuit to reject residual conductive material. A HT400 was used for the stages with similar settings in the primary high tension roll circuit.

10.2.9 Coarse Mineral Separation – Conductor Circuit

The conductors from the primary high-tension circuit were processed through a dry conductor circuit to produce ilmenite/leucoxene and rutile products.

The primary conductor material contained coarse non-conductors. This was typical of a primary conductor with a coarser feed. To prevent the misreporting coarse material from contaminating the conductor products, a screen was incorporated for the primary conductors to reject coarse non-conductors.

A rare earth roll magnetic separator was used on the primary conductor undersize to fractionate the conductor minerals.

The same operating parameters were used as the fine mineral separation plant conductor rare earth roll magnetic separator with slight adjustments to the splitter positions.

The non-magnetic fraction from the conductor rare earth roll magnetic separator was processed through a single stage, three-pass HTR400 to extract non-conductive impurities from the rutile. Similar settings in the primary high tension roll circuit were used for the rutile high tension roll circuit.

The combined conductor was processed through another stage of magnetic separation to remove residual magnetic minerals from the rutile product. A two-stage induced roll magnetic separator circuit was used. The middlings from the primary rutile induced roll magnetic separators were re-treated in the secondary stage.

10.2.10 Products Grade

The final products, ilmenite, rutile, zircon, rare earth mineral concentrate, were produced from the 2023 test work. Ilmenite graded 64.9%TiO_2, and the rutile graded 91.2% TiO_2. The zircon graded 66.8% ZrO_2. The rare earth mineral concentrate had a total rare earth oxide (TREO) grade of 59.1%.

The product grades generally align with 2021 scoping test work results and were considered to be saleable products.

10.3 Flowsheet Development

The test work showed that high-quality ilmenite, rutile, zircon products could be achieved using conventional separation equipment through a typical wet concentrator plant and fine and coarse mineral separation plant flowsheet. A rare earth mineral concentrate product was created at a high monazite recovery using a wet rare earth mineral concentrate circuit.

Flowsheet development was conducted based on the main sample test work. The variability testwork mirrored the flowsheet of the main sample where practical. Despite the variance in the flowsheet procedure, mineralogy and feed grades, the variability test work showed that high-grade ilmenite, rutile and zircon products could be achieved using the process flowsheet developed during testing.

The proposed process flowsheet is shown in Figure 16.

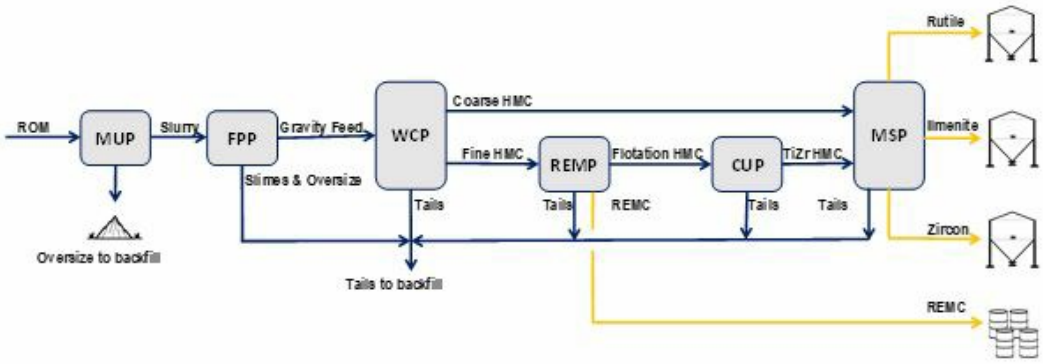


Figure 16: Proposed flow sheet based on metallurgical test work

ROM: Run-of-Mine; FPP: Feed Preparation Plant; WCP: Wet Concentration Plant; HMC: Heavy Mineral Concentrate; REMP: Rare Earth Mineral Plant; REMC: Rare Earth Mineral Concentrate; CUP: Concentrate Upgrade Plant; MSP: Mineral Separation Plant

The proposed process flow sheet would include the following conventional process steps.

- Mining unit plant:
  - Run-of-mine material will be delivered for primary deagglomeration through scrubbing and removal of large oversize to allow long-distance pumping.
- Feed preparation plant:
  - The sand fraction containing the potentially valuable minerals (nominal -2.0+0.045 mm) will be separated from slimes (-45 µm) and oversize waste (+2.0 mm).
- Wet concentration plant:
  - The potentially valuable minerals contained in the sand fraction would be recovered in a wet concentration plant using a conventional multi-stage gravity separation circuit. Intermediate size classification would be included to reject other oversize waste
  - The recovered potentially valuable minerals would constitute the total heavy mineral concentrate, which would be screened at a nominal 130 µm to prepare coarse and fine heavy mineral concentrate streams.
  - Gangue minerals would be collected with oversize and slimes from the feed preparation plant, and then disposed as tailings backfilling the mining area.
- Rare earth mineral plant:
  - The fine heavy mineral concentrate would be subjected to mechanical attrition and conditioned with specific reagents in readiness for processing by froth flotation and additional gravity concentration.
  - Scrubbing stages would be included to remove residual reagents from the flotation circuit outputs.
  - Products would be a rare earth mineral concentrate and a fine flotation heavy mineral concentrate.
- Concentrate upgrade plant:
  - The fine flotation heavy mineral concentrate would be processed by wet gravity separation to produce a zircon and titania rich stream to feed the mineral separation plant.
- Mineral separation plant:
  - The coarse and fine heavy mineral concentrates will be fractionated by multiple dry electrostatic and magnetic separation stages to produce a final ilmenite and rutile product. The non-conductors concentrate will be processed by wet gravity then further dry electrostatic and magnetic separations to produce a final zircon concentrate.

10.4 Metallurgical Recovery Forecasts

Circuit simulation models were generated for the wet concentration plant, rare earth mineral plant and mineral separation plant flowsheets to evaluate recycle streams and resultant mass flows. The expected future performance of the processing plant was based on metallurgical test work results and benchmarked against other deposits that have similar characteristics to the Titan deposit.

The simulated recoveries for in-size sample (+45 µm material) from ROM to products are:

- Rare earth mineral recovery of 82.6%.
- Ilmenite recovery of 79.7%.
- Rutile recovery of 66.9%.
- Zircon recovery of 77.6%.

10.5 Metallurgical Variability

The three variability samples used in the 2023 metallurgical test work were composite samples representative of the different types and styles of mineralization within the Titan deposit. The variability bulk samples included coarse- and fine-grained mineralization as well as areas of differing mineral assemblage.

10.6 Deleterious Elements

Deleterious elements such as iron, magnesium, uranium, thorium, chromium, and vanadium are present at low levels and can negatively impact the marketability of heavy mineral sands products, especially uranium and thorium for the Project. High levels of these contaminants may reduce product quality, result in regulatory penalties, or require additional processing, which increases costs. Environmental considerations, particularly tailings management and the potential presence of radioactive or toxic elements, can add complexity and expenses due to stricter regulations, water management, and the need for site rehabilitation after mining operations.

10.7 Opinion of Qualified Person

In KGS' opinion, the test samples are representative of Titan deposit mineralization and the metallurgical test data are acceptable to use in mineral resource estimation.

11 Mineral Resource Estimate

11.1 Introduction

The resource database contains sonic drill data collected between 2020–2021. Data are from 107 drill holes (4,101 m) and include 2,626 total heavy mineral assay samples (heavy liquid) and 181 total heavy mineral and composite mineralogy (QEMSCAN) determinations.

Geological interpretations were compiled using Vulcan software. Variography was completed using R and Vulcan software version 2021.3. Vulcan software version 2021.3 was used for grade interpolation.

A parent block size of 100 x 200 x 1.5 m was used. Parent cells were typically centered on the drill holes with a floating cell centered between drill holes along and across strike. No sub-celling was used.

11.2 Geological Models

The geological model was based on the geological interpretations of lithology and mineralization from a series of east–west and north–south sections spaced 100 m apart. IperionX interpreted five lithological units. The Upper and Lower McNairy Formation units were the units with the largest volumes; the fine-grained Lower McNairy Formation unit was preferentially mineralized with respect to heavy minerals.

IperionX modeled the soil zone, Upper McNairy Formation waste zones, Upper McNairy Formation mineralized zone, Lower McNairy Formation waste zone, Lower McNairy Formation mineralized zone and the Coon Creek Formation zone. The Lower McNairy Formation zone accounted for most of the mineralized volume at approximately 67%, the remaining 33% percent of mineralized material is captured within the Upper McNairy Formation zone. No grade was attribute to the soil or Coon Creek Formation zones.

No structural geology model was created.

KGS compared the plans and sections with logged data from the drill holes and concluded that there was acceptable three-dimensional consistency in the lithology and mineral type models and that the models respected the majority intervals in lithology and mineral type recorded.

11.3 Density Assignment

Testing for bulk density was performed by taking 5 cm sections of the 10-cm sonic core, drying the samples to calculate the percent moisture and weighing.

The density value was developed from a collection of 200 samples from both the Upper and Lower McNairy Formation sand units.

Bench-scale bulk density measurements were collected that range between 1.38 t/m^3 and 1.82 t/m^3. A single bulk density of 1.65 t/m^3 was used for the resource evaluation.

11.4 Grade Capping/Outlier Restrictions

No total heavy mineral top cut was used, nor was it considered necessary for this deposit due to the geology, style, and consistency of the mineralization.

11.5 Compositing

Samples were composited at 3 m intervals, based on an assumption of 6 m bench heights in an open pit mining operation. Composites honored mineralization contacts.

11.6 Variography

Variograms are run to test spatial continuity within the selected geological domains.

Geostatistical analysis test of the Little Benton dataset using the drill hole spacing analysis method. This method attempts to quantify the uncertainty of applying a measurement from a central location to increasingly larger square blocks and provides recommendations for determining the distances between drill holes for support when classifying measured, indicated, and inferred resources. The total heavy minerals percent data of the Lower McNairy Formation unit used for the analysis, being the main mineralized unit.

The variogram plots average square difference against the separation distance between the data pairs. The separation distance is broken up into separate bins defined by a uniform lag distance (e.g., for a lag distance of 34 meters the bins would be 0–34 m, 34–68 m, etc.). Each pair of data points that are less than one lag distance apart are reported in the first bin. If the data pair is further apart than one lag distance but less than two lag distances apart, then the variance is reported in the second bin. The numerical average for differences reported for each bin is then plotted on the variogram. Care was taken to define the lag distance in such a way as to not overestimate any nugget effect present in the data set. Lastly, modeled equations (gaussian, spherical or exponential) were applied to the variogram to represent the data set across a continuous spectrum.

11.7 Estimation/Interpolation Methods

Grade, slimes, and assemblage estimations were completed using inverse distance weighting to the third power (ID3) interpolation, which is appropriate for this style of mineralization.

Drill hole sample data were flagged with domain (zone) codes corresponding to the geological structure of the deposit and the domains imprinted on the model from three-dimensional surfaces generated from geological interpretations.

A primary search dimension of 212 x 425 x 3 m (x, y, z) was used for all assay data. Successive search volume factors of two and four were adopted to interpolate grade in areas of lower data density. A search orientation of 30 east of north was used to emulate the trend of the mineralization. No consistent plunge was apparent in the mineralization.

An octant search option was used with minimum of one and a maximum of five samples per octant, and a minimum of two octants being estimated to calculate the grade for a block. If insufficient data were found within the first search, secondary and tertiary searches were used based on search volume factors. A minimum of two samples and a maximum of five samples could be used from any individual drill hole.

11.8 Block Model Validation

Visual validation compared the estimated grades in the block model to composite grades and composites along drill hole traces in both section and plan views. The block grades were considered to reasonably reflect the composite grades.

The Titan deposit block models were estimated using nearest neighbor, inverse distance weighting to the second power (ID2), and ID3. The ID3 method was used for public reporting of the estimate.

11.9 Classification of Mineral Resources

11.9.1 Mineral Resource Confidence Classification

The resource classification was determined based on drill hole density reflecting the geological confidence; firstly, from the QEMSCAN hole locations and secondly from all holes with total heavy minerals:

- Resource material with a radius of 212 m from QEMSCAN samples (having mineralogy data) was assigned a measured mineral resource classification.

- Resource material with a radius of 212 m from total heavy mineral % samples were assigned an indicated mineral resource classification.
- Material with an approximate radius of 610 m from total heavy mineral% samples were assigned an inferred mineral resource classification.

Furthermore, radial arcs from points of measure were required to intersect with an adjacent similar arc of measure. Therefore, isolated, standalone holes with QEMSCAN samples were not assigned measured classification and similarly, standalone holes with total heavy minerals were not assigned an indicated classification.

No measured mineral resources were reported. The indicated and inferred resource classifications were predominantly determined by the drill hole spacing, reflecting the geological confidence:

- Mineralization defined by sampling within an approximate area of 212 mE–W by 425 mN–S by 3 mRL and having sufficient mineralogy data was assigned an indicated mineral resource classification. Approximately 56% of the estimated mineral resources are classified as indicated.
- Material defined by sampling with an approximate density of 305 mE–W by 610 mN–S by 3 mRL with some mineralogy data has been assigned an inferred mineral resource classification. Approximately 44% of the estimated mineral resources are classified as inferred.

11.9.2 Uncertainties Considered During Confidence Classification

Table 6 summarizes the sources of uncertainties considered during confidence classification.

Table 6: Sources of uncertainties considered during confidence classification

Source of Uncertainty	Discussion
Drilling	All drilling has been roto-sonic drilling. The roto-sonic drill rig provides a representative sample, with sufficient recoveries of unconsolidated sand, in order to represent the in-ground material and is suitable for use in mineral resource estimation.
Sampling	Field duplicates are taken at a rate of 3% to identify biases or inconsistencies. Examination of these duplicates indicates satisfactory sampling performance e.
Geological Modelling	The geological model is supported by sufficient drill data. The Coon Creek Formation is reached in >95% of the holes used the model. This provides a sufficient base to the extractable mineralization. Discrimination between the upper and lower members of the McNairy Formation is easily identified by the relative difference in grain size and the presence of micas within the lower member.
Estimation	The estimation techniques used are suitable for the deposit type and mineralization style. All data are log transformed and show normally distributed grade data. A validation infill program is recommended to provide additional confidence in the estimation.

11.10 Reasonable Prospects for Economic Extraction

11.10.1 Initial Assessment Assumptions

To meet the content requirements of an Initial Assessment to support Mineral Resource estimates, KGS evaluated the content requirements set out in Table 1 of §229.1302 (Item 1302) “Qualified person, technical report summary, and technical studies”.

IperionX had completed internal studies that reviewed potential mining methods, infrastructure locations, and process methods in 2022. KGS reviewed these studies when determining appropriate assumptions in support of reasonable prospects for economic extraction.

The assumptions used by KGS in support of the Initial Assessment are summarized in Table 7.

Table 7: Initial assessment assumptions

Factors	Initial Assessment	Titan Project
Site infrastructure	Establish whether or not access to power and site is possible. Assume infrastructure location, plant area required, type of power supply, site access roads, and camp/town site, if required.	General access to the Project is via a well-developed network of primary and secondary roads. The Project site can be accessed via highway 641 north 41.0 km from Interstate 40 near the town of Camden, TN, Reynoldsburg Rd for 1.6 km, Pleasant Hill Rd for 1.6 km and the Little Benton Rd, a gravel road, for 4.8 km Little Benton Rd goes through the Project site. Power is assumed to come from local power utilities. The Project location was reviewed, and preliminary process plant location was proposed. Personnel are assumed to live in surrounding communities. No accommodations camp would be required. Local active sand mining, gravel mining and timber operations will be sources of recruiting experienced operators.
Mine design & planning	Mining method defined broadly as surface or underground. Production rates assumed.	Assumed to be mined using an open pit mining method with concurrent, progressive backfill and rehabilitation. Assumed conventional truck-and-shovel equipment would be used in mining operations. Assumed a production rate of 10 million metric tonne per year.
Processing plant	Establish that all products used in assessing prospects of economic extraction can be processed with methods consistent with each other. Processing method and plant throughput assumed.	Products reported in the mineral resource statement can be processed with methods consistent with each other. Assumed conventional processing for mineral sands projects, including feed preparation plant, wet concentrator plant, monazite separation plant, mineral separation plant.
Environmental compliance & permitting	List of required permits & agencies drawn. Determine if significant obstacles exist to obtaining permits. Identify pre- mining land uses. Assess requirements for baseline studies. Assume post- mining land uses. Assume tailings disposal, reclamation, and mitigation plans.	TDEC granted IperionX the required state Surface Mining Permit (OM-70711-01) and National Pollutant Discharge Elimination System Permit (TN0070711) on 14 August 2023. TN Surface Mining Permit is a five-year permit and will need to be renewed and updated every five years. The first renewal will be required by 14 August 2028. TDEC also determined that IperionX's proposed sand processing operations would constitute an insignificant activity or insignificant emissions unit, as defined in part 1200-03-09-.04(2)(a)3. of the Tennessee Air Pollution Control Regulations. TDEC has confirmed that all regulatory permit requirements for the Titan Project phase 1 have been met by IperionX.

Factors	Initial Assessment	Titan Project
		The pre-mining land is mostly timber land or agriculture land. IperionX recommends harvesting merchantable timber to help the local sawmill industry and generate biochar with the non-merchantable timber for use during reclamation in the establishment of a vegetative cover. Baseline groundwater and surface water assessment data collection was completed The post-mining land is intended to be re-vegetated. The tailings will be backfilled to the mining void. The grading of the backfilled areas will be recontoured to be the approximate original contour, topsoil replaced and site re-vegetated. IperionX is working with the University of Tennessee's Institute of Agriculture to conduct research and field trials for sustainable development practices at Titan project, including a priority focus on land rehabilitation best practices that improve post-mining land use and agricultural yield, and provide for carbon sequestration and carbon credit creation opportunities. A detailed waste and tailings disposal as well as the site water management plan will be developed in the next phase of the study.
Other relevant factors	Appropriate assessments of other reasonably assumed technical and economic factors necessary to demonstrate reasonable prospects for economic extraction.	Mineral resource estimates confined within a conceptual pit shell.
Capital costs	Optional. If included: Accuracy: ±50% Contingency: ≤25%	Not relevant to this Report.
Operating costs	Optional. If included: Accuracy: ±50% Contingency: ≤25%	Not relevant to this Report.
Economic analysis	Optional. If included: Taxes and revenues are assumed. Discounted cash flow analysis based on assumed production rates and revenues from available measured and indicated mineral resources.	Not relevant to this Report.

11.10.2 Input Assumptions Used to Constrain the Mineral Resource Estimates

The mineral resources were constrained within a conceptual pit shell that used the parameters listed in Table 8. An assumed vertical slope was applied to the pit shells. The vertical slopes are attainable due to low depths of mineralization, unconsolidated material and the active reclamation process.

Table 8: Assumptions used in defining prospects of economic extraction

Parameter	Units	Value
Commodity price		
• Rutile	US$/t	1,440
• Ilmenite	US$/t	280
• Rare earth mineral concentrate	US$/t	11,630
• Zircon	US$/t	1,680
Metallurgical recovery		
• Rutile	%	66.9
• Ilmenite	%	79.7
• Rare earth mineral concentrate	%	82.6
• Zircon	%	77.6
Operating costs		
• Mining cost	$/ROM t	2.66
• Processing cost	$/ROM t	2.91
• Transport cost	$/ROM t	0.22
• Reclaim/rehandle	$/ROM t	2.66 (only used for selective mining comparison)
• Incremental in pit management	$/ROM t	1.00 (only used for selective mining comparison)
• General and administrative cost	$/ROM t	0.71
Royalty	%	5

The operating cost assumptions are based on a scenario where material is mined, transported to the process plant using a slurry pipeline, immediately processed, and the process residue is immediately returned to the mined area as backfill.

Material considered to meet reasonable prospects for economic extraction was reported using a cut-off grade of 0.4% THM.

11.10.3 Commodity Price

11.10.3.1 Market Overview

11.10.3.1.1 Rare Earth Mineral Concentrate Product

Rare earth elements (rare earths/RE) are a group of 15 elements in the periodic table known as the lanthanide series, plus yttrium. Rare earths are categorized into light elements (lanthanum to samarium) and heavy elements (europium to lutetium).

Rare earths are used in many industrial applications, including mature industries, typically as additives in a mix of other materials to help products achieve superior performance. Rare earths react with other metallic and non-metallic elements to form compounds which have specific chemical behaviors. This makes them indispensable and non-replaceable in many electronic, optical, magnetic, and catalytic applications.

Rare earths are used in many applications including battery alloys, catalysts, ceramics and metal alloys. However, it is the increasing demand for rare earths used in high strength permanent magnets, specifically neodymium-iron-boron (NdFeB) magnets, found in power dense electric motors used in electric vehicles and wind turbines that makes up the majority of global consumption, accounting for ~90% of the global market by value in 2019 and expected to grow rapidly along with growth in electric vehicle and wind turbine production.

NdFeB magnets rely on the light rare earth neodymium and praseodymium, with heavy rare earths such as dysprosium and terbium also used to improve resistance to demagnetization at temperatures above 120°C. These magnets are key intermediate components of permanent magnet direct drive generators in wind turbines and electric synchronous traction motors for propulsion systems in electric vehicles. Given their importance in key components in the renewable energy electrification supply chain, namely energy generation and energy storage, rare earths are critical to the US's decarbonization efforts.

Following a pandemic-induced lull in 2020, global consumption jumped 14.0% higher in 2021. In 2022, suppressed by strict pandemic control measures in China and economic headwinds in Europe and North America, global consumption decreased 2.0% overall. Looking forward, from 2022 through 2035, Adams Intelligence, an independent research and advisory consultant focused on strategic metals and minerals, forecasts that global TREO demand will rise at a compound annual growth rate of 6.8%, driven primarily by the permanent magnet sector.

Rare earths, particularly the heavy rare earths dysprosium and terbium, are essential for US defense applications, primarily in targeting and weapons systems, including smart bombs and missiles, as well as for their use in compact and powerful electric motors in air, sea and subsea weapons platforms.

There is only minor production of dysprosium and terbium outside of China, and no material production within the US. The potential production of these heavy rare earths at the Titan Project is strategic and highly valuable to the country's leading defense, electric vehicle and clean energy sectors.

Test work from the Tital Project to the Report date has highlighted that the rare earth minerals within the Titan deposit contain a high percentage of rare earth oxides, with significant proportions of the heavy rare earth elements terbium and dysprosium as well as the light rare earth elements neodymium and praseodymium in the monazite and xenotime mineral concentrates.

In April 2021, IperionX and Energy Fuels signed a Memorandum of Understanding for the supply of monazite sands from the Titan Project to Energy Fuels' White Mesa Mill in Utah. Energy Fuels and IperionX are continuing to evaluate expanding their collaboration to establish a fully integrated permanent rare earth magnet supply chain in the US.

In March 2022, Energy Fuels undertook laboratory evaluation of rare earth mineral concentrates from the Titan deposit. Energy Fuels' evaluation indicates that the earth minerals are suitable as a high-quality feedstock to produce a high purity mixed rare earth carbonate at Energy Fuels' White Mesa Mill in Utah. Energy Fuels is currently producing a mixed rare earth carbonate at commercial scale at its mill.

Energy Fuels also intends to construct solvent extraction rare earth separation infrastructure at its mill in the coming years, allowing the facility to produce separated rare earth oxides from high quality feedstocks such as the rare earth concentrate expected to be produced from IperionX's Titan Project.

11.10.3.1.2 Titanium Products

Titanium is the key input into the global paints and pigment industry, while titanium metal is desired by industry for its light weight, high strength to weight ratio, stiffness, fatigue strength and fracture toughness, excellent corrosion resistance, and the retention of mechanical properties at elevated temperatures. Titanium and titanium alloys are used in diverse areas such as aerospace, defense, automotive components, chemical processing equipment and medical implants. However, a barrier for the widespread use of titanium is the cost associated with manufacturing a finished part, with approximately half of the cost historically associated with fabrication.

The US market is one of the largest and highest value titanium markets globally due to the significant use of titanium in the high-performance space, aerospace and defense sectors.

In the report delivered in June 2021 by the US Department of Commerce Bureau of Industry and Security, *The Effect Of Imports Of Titanium Sponge On The National Security*, it was noted that Congress has recognized that titanium sponge is critical to national security by including titanium as a strategic material in the Specialty Metals Clause, with all titanium used in national defense systems directed to be melted or produced in the US or a qualifying country.

Further, the Department of the Interior's 2018 List of Critical Minerals established titanium as essential to US security and found that the absence of a titanium sponge supply would have significant consequences for the US economy and the national security.

The US was the first nation to commercialize titanium sponge production in the 1950s. In 1984, there were five plants producing titanium sponge in the U.S. but by 2019, only one producer was capable of producing titanium sponge for defense, commercial, and industrial purposes. That final production facility closed in 2020 and now the US has no commercial titanium sponge production capacity and is 99.9% import reliant to produce semi-finished and final products.

The US has minimal commercial titanium sponge production capacity, which is a critical material for many U.S. defense systems, including fighter jets, bombers, attack aircraft, transports and helicopters, with newer aircraft using increased amounts of titanium. Titanium is also extensively used in naval applications due to its excellent anti-corrosion characteristics, as well as army ground vehicles and hypersonic missile programs due to its very high strength and light weight.

Currently only Japan, Russia, and Kazakhstan have titanium sponge plants certified to produce aerospace rotating-quality sponge that can be used for aerospace engine parts and other sensitive aerospace applications. In 2018, Russian and Chinese titanium sponge producers controlled 61% of the world's titanium sponge production, an increase on their combined 55% share in 2008 and 37% share in 1998. In 2021, Russia and China's control of global titanium sponge production is likely to increase to over 70%.

Absent domestic titanium sponge production capacity, the US is completely dependent on imports of titanium sponge and scrap and lacks the surge capacity required to support defense and critical infrastructure needs in an extended national emergency.

Given the lack of domestic production capacity, and that the US no longer maintains titanium sponge in the National Defense Stockpile, titanium producers, including producers of goods such as ingot, billet, sheet, coil, and tube, are almost all entirely dependent on non-US sources of titanium. This presents the possibility that in a national emergency, US titanium producers would be denied access to imports of titanium sponge and scrap due to supply disruption. Figure 17 shows the global rutile supply outlook.

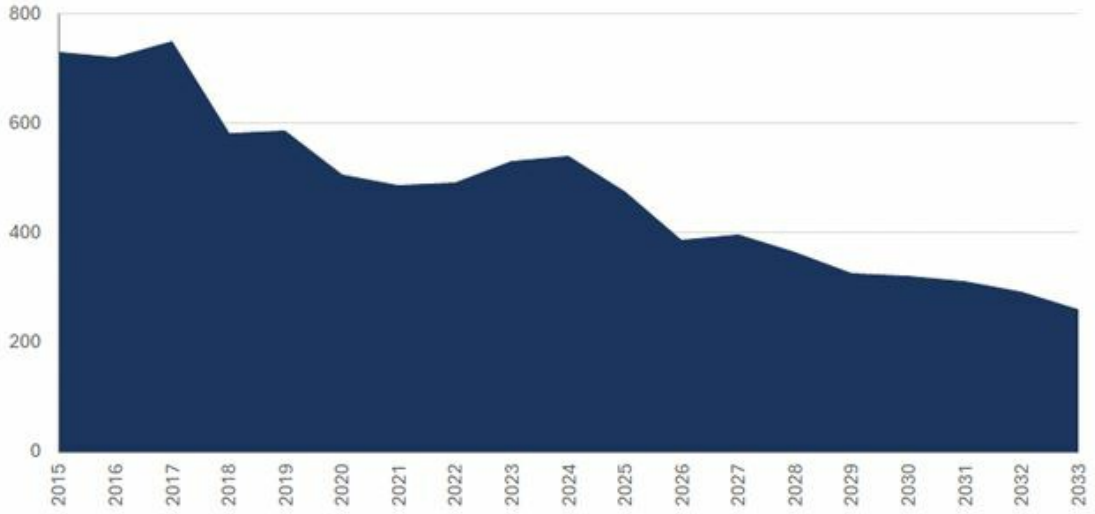


Figure 17: Global rutile supply outlook (kt), by Sovereign Metals, Feb. 2024

Titanium minerals found in the Titan deposit are dominated by rutile and highly altered ilmenite, which are feedstocks for a variety of uses including titanium dioxide, titanium metal and other applications such as welding and nanomaterials. Natural rutile is a high-grade titanium dioxide feedstock (typical TiO_2 content of 92–95%), which commands a significant price premium in the titanium dioxide market. Ilmenite is also a titanium dioxide feedstock (typical TiO_2 content of 58–62%), which can be sold directly to pigment producers or can be used as a feedstock for synthetic rutile production.

Test work to the Report date indicates that ilmenite minerals in the Titan deposit are likely to be suitable for the chloride ilmenite market, with a TiO_2 content >58%. Additionally, the rutile product has the potential to be a high-grade feedstock, with a TiO_2 content >90%.

In December 2021, IperionX entered a Memorandum of Understanding with The Chemours Company (Chemours) for the supply of the titanium feedstocks ilmenite and rutile from the Titan Project to Chemours.

Chemours is one of the world's largest producers of high-quality titanium dioxide products for coatings, plastics, and laminates, with a nameplate titanium dioxide capacity of 1,250,000 tons globally, including New Johnsonville, Tennessee, located 20 miles from IperionX's Titan Project, and DeLisle, Mississippi, located 1,100 miles by back haul barge on the Mississippi River.

The Memorandum of Understanding contemplates the commencement of negotiations of a supply agreement between IperionX and Chemours for an initial five-year term on an agreed market based pricing methodology for the annual supply of up to 50,000 tons of ilmenite and 10,000 tons of rutile.

11.10.3.1.3 Zircon Products

Zircon is an opaque, hard mineral widely used in the production of ceramics, where it provides whiteness, strength and corrosion resistance, including in tiles, sinks, sanitary ware and tableware. Refractory linings and foundry castings also utilize zircon in their manufacturing to provide chemical and corrosion resistance. Zircon can also be used as a feedstock for production of zirconium metal, used in many advanced industries including clean energy, health and aerospace, with two zirconium metal producers currently operating in the US.

Test work to the Report date indicates that zircon minerals in the Titan deposit are likely to be suitable for the premium zircon market, with a ZrO_2+HfO_2 content >65%, and has the potential to be sold into the domestic US zircon premium market.

The global supply of zircon is forecast to decline due to mine depletions, with new projects required to meet predicted demand. There is no meaningful new capacity forecast in the near term, and market conditions remain extremely tight.

In February 2022, IperionX entered a Memorandum of Understanding with Mario Pilato BLAT S.A. (Mario Pilato) for the potential supply of zircon products.

Mario Pilato is a leading international supplier of raw materials for ceramics, glass and refractories, headquartered in Valencia, Spain.

The Memorandum of Understanding contemplates the commencement of negotiations of a supply agreement between IperionX and Mario Pilato for an initial five-year term on an agreed market based pricing methodology for the annual supply of up to 20,000 tons of zircon products from the Titan Project.

11.10.3.2 Preliminary Product Specifications Based on Project Metallurgical Test Work

The final products, ilmenite, rutile, zircon, rare earth mineral concentrate, were produced from 2023 test work.

Ilmenite graded 64.9% TiO_2 and the rutile graded 91.2% TiO_2. The zircon graded 66.8% ZrO_2. The rare earth mineral concentrate had a total rare earth oxide (TREO) grade of 59.1%. The product grades are considered to reflect saleable products.

11.10.3.3 Commodity Pricing

IperionX previously engaged Adamas Intelligence, an independent research and advisory consultant focused on strategic metals and minerals, to provide a pricing methodology and price forecast for the rare earth concentrates that could be produced at the Titan Project. The pricing methodology is based upon Adamas' forecast pricing of IperionX's rare earth concentrates with reference to the value of rare earth oxides contained, with a premium applied by Adamas for the specific rare earth oxide enrichment, including heavy rare earths, contained within the Titan Project product.

IperionX used commodity pricing based upon forecasts from TZ Minerals International Pty Ltd (TZMI) for ilmenite, rutile and zircon products, adjusted for economic factors. TZMI is a global independent consulting and publishing company that specializes in all aspects of the mineral sands, titanium dioxide and coatings industries, particularly the titanium and zirconium value chains.

The rutile, ilmenite, and zircon product prices used in resource estimate refer to the annual average forecast price (base scenario) from years 2026–2050, with long term pricing applied from 2028 onwards. Rare earth mineral concentrate price is based on the methodology prepared by Adamas Intelligence, with long term pricing applied from 2040 onwards. Tables 9, 10 & 11 summarize historical and forecast prices.

Table 9: Historic and forecast product prices (US$/t, 2024 real terms, rounded)

Product	**Historic 2019–2023 (annual average, US$/t)**	**Forecast 2026–2050 (annual average, US$/t)**
Rare earth concentrate	6,150	11,630
Rutile	1,700	1,440
Chloride ilmenite	280	280
Zircon (premium)	1,820	1,680

Source: Argus Media, TZMI, and Adamas Intelligence. Inflationary/CPI data from US Government's Fiscal Year 2025 Budgetary assumptions.

Table 10: Historic and forecast individual rare earth element prices (US$/kg, 2024 real terms, rounded)

Rare Earth Oxide	**Historic 2019–2023 (annual average, US$/kg)**	**Forecast 2026–2050 (annual average, US$/kg)**
Lanthanum	1.3	1.4
Cerium	1.3	1.5
Praseodymium	78.9	157.9
Neodymium	80.0	166.1
Samarium	2.3	4.0
Europium	30.0	39.5
Gadolinium	40.0	86.4
Terbium	1,157.3	1,764.9
Dysprosium	322.0	555.0
Holmium	102.4	199.3
Erbium	33.6	57.2
Ytterbium	14.6	18.3
Lutetium	743.5	954.2
Yttrium	5.9	8.0

Source: Argus Media and Adamas Intelligence

Table 11: Key product specifications of Titan-derived rare earth mineral concentrate from 2023 test work

Rare Earth	Concentration (weight %)
La	11.28
Ce	24.20
Pr	2.96
Nd	10.87
Sm	1.97
Eu	0.15
Gd	1.43
Tb	0.19
Dy	0.87
Ho	0.15
Er	0.38
Tm	0.05
Yb	0.31
Lu	0.04
Y	4.23
TREO	**59.08**

Pricing has been based upon the following standard product specification requirements:

- Rare earth mineral concentrate: Rare earth mineral concentrate with 59.08 weight % total rare earth oxides (TREO) – as set out in Table 12. Value of rare earth concentrate calculated as 31% value of contained total rare earth oxides plus 10% premium for Titan Project's heavy rare earth enrichment.
- Rutile: bulk rutile with titanium dioxide content (TiO_2) of 94–96%.
- Chloride ilmenite: chloride ilmenite with titanium dioxide content (TiO_2) of 58–65%.
- Zircon (premium): premium bulk zircon with $ZrO_2 + HfO_2$ >66%.

11.10.4 Cut-off Grade

All material at/or above the bottom cut-off grade of 0.4%THM used in a constraining pit shell is expected to be processed, on the basis that the incremental cost of selectively extracting this material, hauling it to a long-term stockpile, and subsequently reclaiming and re-placing the material into a mine void for progressive rehabilitation would be higher than the net cost (operating cost less revenue) of the central case method, being the processing of this material, extracting the contained valuable critical minerals for sale and immediately returning the remaining material, mostly silica sand, back to the deposit void

KGS considers those blocks within the constraining resource pit shell and above the cut-off applied to have reasonable prospects for economic extraction.

11.10.5 QP Statement

KGS is of the opinion that any issues that arise in relation to relevant technical and economic factors likely to influence the prospect of economic extraction can be resolved with additional work. There is sufficient time before a final decision is made to develop the Project for IperionX to address any issues that may arise, or perform appropriate additional drilling, test work and engineering studies to mitigate identified issues with the mineral resource estimate.

11.11 Mineral Resource Statement

Mineral resources are reported using the mineral resource definitions set out in SK1300. The reference point for the estimate is in situ.

Mineral resources are current as at June 30, 2024.

The third-party firm responsible for the estimate is KGS.

The mineral resource estimates are provided in Table 12.

Table 12: Mineral resource estimate and total heavy minerals assemblage

Mineral Resource Estimate	Cut off	Tons	Total Heavy Minerals	Total Heavy Minerals	Zircon	Rutile	Ilmenite	Rare Earth Elements
	(THM %)	(Mt)	(%)	(Mt)	(%)	(%)	(%)	(%)
Indicated	0.4	241	2.2	5.3	11.3	9.3	39.7	2.1
Inferred	0.4	190	2.2	4.2	11.7	9.7	41.2	2.2

Notes to accompany mineral resource table:

1. Mineral resources are reported using the definitions set out in Regulation S-K 1300 and are current as at June 30, 2024. Mineral resources are reported in situ.
2. The third-party firm responsible for the estimate is Karst Geo Solutions LLC.
3. Mineral resources are reported within a conceptual pit shell that uses the following key assumptions: rutile prices of US$1,440/t; ilmenite prices of US$280/t; rare earth mineral concentrate prices of US$11,630/t; zircon prices of US$1,680/t; metallurgical recoveries: rutile of 66.9%, ilmenite of 79.7%, rare earth mineral concentrate of 82.6%, zircon of 77.6%; mining costs of US$2.66/t run-of-mine; processing costs of US$2.91/t run-of-mine, transport cost of US$0.22/t run-of-mine, general and administrative costs of US$0.71/t run-of-mine, reclaim/rehandle cost of US$2.66/t run-of-mine (only used for selective mining comparison) and incremental in pit management cost of 1.00$/t run-of-mine (only used for selective mining comparison) and royalty of 5%.
4. Mineral resources are reported above a cut-off grade of 0.4% THM.
5. Estimates have been rounded.

11.12 Factors That May Affect the Mineral Resource Estimates

Specific factors that may affect the estimates include:

- Changes to forecast commodity and final product price assumptions.
- Changes in local interpretations of mineralization geometry such as the presence of unrecognized mineralization, faults, and continuity of mineralized zones.
- Changes to metallurgical recovery assumptions.
- Changes to assumptions as to deleterious elements.
- Changes to the input assumptions used to derive the conceptual open pit shell that is used to constrain the estimates.
- Changes to the cut-off values applied to the estimates.
- Variations in geotechnical, hydrogeological and mining assumptions
- Changes to environmental, permitting and social license assumptions.

12 Mineral Reserve Estimate

This section is not relevant to this report.

13 Mining Methods

This section is not relevant to this report.

14 Processing and Recovery Methods

This section is not relevant to this report.

15 Infrastructure

This section is not relevant to this report.

16 Market Studies

This section is not relevant to this report.

17 Environmental Studies, Permitting, and Plans, Negotiations, or Agreements with Local Individuals or Groups

This section is not relevant to this report.

18 Capital and Operating Costs

This section is not relevant to this report.

19 Economic Analysis

This section is not relevant to this report.

20 Adjacent Properties

No proprietary information associated with neighboring properties was used as part of this study.

21 Other Relevant Data and Information

No other relevant data exists at this time.

22 Interpretation and Conclusions

KGS notes the following:

22.1 Mineral Tenure, Surface Rights, Water Rights, Royalties and Agreements

The Project is owned by IperionX Critical Minerals, LLC., a wholly owned subsidiary of IperionX Limited.

As of June 30, 2024, the Titan Project comprised approximately 11.0 km^2 (2,726 acres) of surface and associated mineral rights in Tennessee, of which approximately 4.9 km^2 (1,211) acres are owned by IperionX, approximately 1.0 km^2 (242 acres) are subject to long-term lease by IperionX, and approximately 5.2 km^2 (1,273 acres) are subject to exclusive option agreements with IperionX. These exclusive option agreements, upon exercise, allow IperionX to the surface property and associated mineral rights.

IperionX has acquired surface, subsurface and water rights to the properties within the resource area.

Upon exercise, in the case of an option to lease, IperionX will pay an annual minimum royalty, generally $75 per acre, and a mining royalty, generally 5% of net revenues from products sold on all leased properties. All properties owned by IperionX or its subsidiary (TN Exploration, LLC.) will not incur a royalty.

Environmental studies were completed from 2020 to 2022 covering aspects such as: Critical Issue Analysis, United States Army Corps of Engineers Wetland Delineation and Tennessee Department of Environment and Conservation Hydrologic Determination Field Work, Federally and State Threatened and Endangered Habitat Survey, Cultural Resources Background Research and Baseline Groundwater and Surface Water Study.

Tennessee Department of Environment and Conservation (TDEC) granted IperionX the required state Surface Mining Permit (OM-70711-01) and National Pollutant Discharge Elimination System Permit (TN0070711) on 14 August 2023. TN Surface Mining Permit is a five-year permit and will need to be renewed and updated every five years. The first renewal will be required by 14 August 2028.

TDEC also determined that IperionX's proposed sand processing operations would constitute an insignificant activity or insignificant emissions unit, as defined in part 1200-03-09-.04(2)(a)3. of the Tennessee Air Pollution Control Regulations.

TDEC has confirmed that all regulatory permit requirements for the Titan Project phase 1 have been met by IperionX.

IperionX has actively engaged with TDEC, Tennessee Valley Authority, TN state government officials, community members, business owners, local government officials, local school systems, universities, technical schools, local and state government groups. IperionX will continue identifying and engaging with new groups and stakeholders.

To the extent known to the QP, there were no other significant factors and risks that may affect access, title, or the right or ability to perform work on the Project that were not discussed in this Report.

22.2 Geology and Mineralization

An exploration program that uses the "Heavy Mineral Sands in Coastal Environments" model is considered acceptable for exploration purposes in the Project area.

The Project's location in western Tennessee represents the eastern flank of the Mississippi Embayment, a large, southward-plunging syncline within the Gulf Coastal Plain.

The McNairy Formation represents a pro-grading deltaic environment during a regressive marine sequence. This is evidenced by the coarsening upward sequence grading from the glauconitic clay-rich Coon Creek Formation to the finer grained lower member of the McNairy Formation to the coarser grained upper member of the McNairy Formation.

The geological understanding of the settings, lithologies, controls on mineralization is sufficient to support estimation of mineral resources

22.3 Exploration and Drilling

Drilling on the Project area comprises162 drill holes, this includes 16 reverse circulation holes (837 m) and 146 roto-sonic drill holes (5415 m).

All drilling was completed by IperionX.

There are an additional 11 roto-sonic drill holes completed for the purposes as part of a hydrogeological study by HDR. These holes were drilled on IperionX's behalf and not used for resource definition purposes.

The mineral resource database was closed as at 04-August-2021 and included 107 roto-sonic drill holes (4,101 m). The area covered by the drilling is roughly 6.2 km (north) by 3.6 km (east); the area that hosts the mineral resource estimate is further broken up into several areas based on land holdings (land agreements). These range from 0.5 km (north) by 0.9 km (east) for the smallest area to 5.1 km (north) by 3.6 km (east) for the largest area. Drill hole spacing is generally 150 x 300 m. Some areas had difficult access and drill spacing in those areas is wider spaced, approximately up to 300 x 600 m.

A total of 66 drill holes were excluded from the mineral resource estimation. This included 39 roto-sonic exploration holes that the results were received after the database cut-off date, 11 holes that were drilled in association with a hydrogeological study, and 16 reverse circulation drill holes because of the high likelihood of down hole sample contaminations.

All drilling for the Project that is used in mineral resource estimation is roto sonic.

22.4 Sampling and Analysis

Roto-sonic drill core samples, typically 3 m in length, were collected directly from the plastic sample sleeve at the drill site. Some interpretation was involved as the material could expand or compact as it was recovered from the core barrel into the plastic sleeve. Samples were collected at regular 1.5 m, intervals unless geological contacts were encountered. Sample length ranged from 0.3 m to 4.5 m. The samples that were not consistent with the 1.5 m sampling interval accounted for 0.05% of all samples.

The unconsolidated sonic cores were sampled by splitting the core in half lengthwise using a machete, then recovering an even fillet with a trowel along the entire length of the sample interval. The sample volume was about 2 kg and was appropriate for the analytical method(s) being used and ensured adequate sample volume was collected. Samples were collected directly to pre-labeled/pre-tagged sample bags; the remaining sample was further split into a replicate/archival sample. What sample remained after these steps was used to backfill the drill hole.

Sample bags were sealed with a zip tie at the drill site, placed in rice bags, and remained in the custody of the field geologist from time of collection until time of delivery to the Project's temporary storage location. This was either a secure third-party storage unit or a leased barn. A red security tag was used to secure the top of each rice bag, and these tags were verified by the laboratory to confirm all sample bags were intact when delivered to the laboratory.

Drill samples were sent to SGS Lakefield. SGS Lakefield is a qualified third-party laboratory that is independent of IperionX. SGS Lakefield is accredited as an ISO 17025 facility for selected analytical techniques.

Samples were subjected to standard mineral sand industry assay procedures of size fraction analysis, heavy-liquid separation, and chemical analysis.

Accuracy monitoring was addressed by submission of in-house heavy mineral sand standard developed specifically for the Project. There is no commercially available standard reference material for heavy mineral sand. It is an industrial standard to generate standards that represent a matrix match to the target material being analyzed.

The sample preparation, analysis, quality control, and security procedures are acceptable for mineral resource estimation. The sample preparation, analysis, quality control, and security procedures are sufficient to provide reliable data to support estimation of mineral resources.

22.5 Data Verification

KGS conducted several site visits throughout the drilling campaigns and metallurgical test programs. KGS also visited the Mineral Technologies laboratory SGS Lakefield. These visits are discussed in Chapter 2.4.

The site visits provided visual confirmation of mineralization, drill hole locations, bulk sample collection and logging and sampling procedures. KGS is satisfied with the laboratory procedures as witnessed during the Mineral Technologies laboratory inspection. The laboratory procedures witnessed during the KGS inspection of SGS Lakefield are considered acceptable.

KGS provided training on logging, sampling, material interpretations and density measurements. KGS and IperionX staff had regular database validations to ensure data quality was sufficient

The QP is of the opinion that the data are of a high quality and that no systemic or procedural issues that could impact the exploration results or mineral resource estimation are present that have not been discussed in this Report.

22.6 Metallurgical Testwork

Two test work programs were conducted within mineral resource area, one in 2021 and the second in 2023. All test work was completed on behalf of IperionX.

Test work was completed by, or under the supervision of, Mineral Technologies. The company is a reputable testing organization, with laboratories with significant experience in mineral sands flowsheet development located in Florida, and in Queensland, Australia. The laboratories are ISO 9001, 45001 and 14001 accredited. Mineral Technologies is independent of IperionX. A portion of the test work was completed at IperionX's Camden mineral demonstration facility, under the supervision of Mineral Technologies personnel. Neither facility is accredited for metallurgical test work procedures; this is routine for metallurgical testing facilities as there is currently nobody that certifies laboratories specifically for metallurgical test work.

Assays were conducted by SGS Lakefield, and Bureau Veritas in Perth, Australia, using X-ray fusion (XRF), laser ablation/inductively-couple plasma mass spectrometry (ICP–MS) and QEMSCAN analytical methods. Bureau Veritas is independent of IperionX and holds ISO 17025 accreditations for selected analytical techniques.

The final products, ilmenite, rutile, zircon, rare earth mineral concentrate, were produced from the 2023 test work. Ilmenite graded 64.9%TiO_2, and the rutile graded 91.2% TiO_2. The zircon graded 66.8% ZrO_2. The rare earth mineral concentrate had a TREO grade of 59.1%. The product grades generally align with 2021 scoping test work results and were considered to be saleable products.

The test work showed that high-quality ilmenite, rutile, zircon products could be achieved using conventional separation equipment through a typical wet concentrator plant and fine and coarse mineral separation plant flowsheet. A rare earth mineral concentrate product was created at a high monazite recovery using a wet rare earth mineral concentrate circuit.

Circuit simulation models were generated for the wet concentration plant, rare earth mineral plant and mineral separation plant flowsheets to evaluate recycle streams and resultant mass flows. The expected future performance of the processing plant was based on metallurgical test work results and benchmarked against other deposits that have similar characteristics to the Titan deposit. The simulated recoveries for in-size sample (+45 µm material) from ROM to products are:

- Rare earth mineral recovery of 82.6%.
- Ilmenite recovery of 79.7%.

- Rutile recovery of 66.9%.
- Zircon recovery of 77.6%.

The metallurgical testwork results and recovery forecasts support the estimation of mineral resources.

22.7 Mineral Resource Estimates

The mineral resource estimate is reported using the definitions set out in SK-1300. The reference point for the estimate is in situ. The estimate is based on sonic drilling, total heavy mineral assays, and composite mineralogy data.

The Titan deposit block models were estimated using nearest neighbor, inverse distance weighting to the second power, and ID3. The ID3 method was used for the public reporting of the mineral resource estimate.

The resource classification was determined based on drill hole density reflecting the geological confidence.

Reasonable prospects of eventual economic extraction were addressed through assessment of initial assessment criteria and confining of the mineral resources in a conceptual pit shell. IperionX had completed internal studies that reviewed potential mining methods, infrastructure locations, and process methods. KGS reviewed these studies when determining appropriate assumptions in support of reasonable prospects for economic extraction.

Material considered to meet reasonable prospects for economic extraction was reported using a cut-off grade of 0.4% THM.

Specific factors that may affect the estimates include:

- Changes to forecast commodity and final product price assumptions.
- Changes in local interpretations of mineralization geometry such as the presence of unrecognized mineralization, faults, and continuity of mineralized zones.
- Changes to metallurgical recovery assumptions.
- Changes to assumptions as to deleterious elements.
- Changes to the input assumptions used to derive the conceptual open pit shell that is used to constrain the estimates.
- Changes to the cut-off values applied to the estimates.
- Variations in geotechnical, hydrogeological and mining assumptions
- Changes to environmental, permitting and social license assumptions.

22.8 Risks and Opportunities

22.8.1 Risks

The Project is subject to certain risks including but not limited to: commodity prices, unanticipated inflation of costs, geological uncertainty, geotechnical and hydrologic studies.

Deleterious elements such as iron, magnesium, uranium, thorium, chromium, and vanadium can negatively impact the marketability of heavy mineral sands products, especially uranium and thorium for the Project. High levels of these contaminants may reduce product quality, result in regulatory penalties, or require additional processing, which increases costs. Environmental considerations, particularly tailings management and the potential presence of radioactive or toxic elements, can add complexity and expenses due to stricter regulations, water management, and the need for site rehabilitation after mining operations.

There is also a risk that the conceptual project infrastructure locations that were assumed in the Initial Assessment would not be able to be constructed where provisionally envisaged, and additional studies would be required.

22.8.2 Opportunities

Opportunities for the Project include:

- Upgrade of some or all of the inferred mineral resources to higher-confidence categories, such that such better-confidence material could be used in mineral reserve estimation
- Higher product prices than assumed could present upside opportunities

22.9 Conclusions

Under the assumptions presented in this Report, the Titan Project represents a substantial mineral resource that warrants technical evaluation and studies.

Additional work is justified on the Project to upgrade the mineral resource confidence categories.

23 Recommendations

The recommended work programs from KGS include:

- Environmental baseline studies. A budget estimate for this work is approximately US$ 1 million.
- Geotechnical investigations for process plant, mine pit side wall slopes and tailings stabilization; A budget estimate for this work is approximately US$ 0.8 million.
- Hydrogeologic assessment and hydrogeologic model update based on mine plan; A budget estimate for this work is approximately US$ 0.2 million.
- Trade-off studies for plant location and product suits; sediment and erosion control design; mining method and mine design; mineral reserve estimate; material characterization of overburden and tailing materials and tails design; overall site water balance and management plan; A budget estimate for this work is approximately US$ 1 million.
- Process plant design and infrastructure design; risk review; capital cost estimate and operating cost estimate; financial model etc. A budget estimate for this work is approximately US$ 2 million.
- Overall project management and third-party review. A budget estimate for this work is approximately US$ 1 million.

The estimated total budget for the above work programs is approximately US$6 million.

24 References

24.1 Bibliography

- Mineral Technologies Report, Titan Mineral Sands Project, Flowsheet Development and Performance Simulation, MS23/3702611/1, Rev.1, April 21, 2023.
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- HDR, IperionX Groundwater Flow Model, Dec.14, 2022
- HDR, Technical Memo, IperionX Baseline Groundwater and Surface Water Assessment, July 15, 2022.
- IperionX Titan Project Technical Report Summary, June 30, 2022.
- Primero Scoping Study Report, Titan Heavy Mineral Sands Project, 40501-REP-GE-002, June 2022.
- Mineral Technologies Report, Titan Mineral Sands Project – Benton Ore, Conventional Wet Gravity and Dry Physical Separation Testwork Including Creation of Ilmenite, Rutile, Zircon, and Monazite Concentrate from Provided Ore Samples, MTNA21069, Rev.2, September 22, 2021.
- Mineral Technologies Report, Titan Mineral Sands Project – Camden Ore, Scoping Testwork for Wet Gravity, Rare Earth Mineral Flotation and Dry Physical Separation to Produce Concentrates of Zircon, Monazite and Titanium Minerals, MS21/3394979/1, Rev.2, February 16, 2022.
- IperionX, ASX Release, Maiden Resource Confirms Tennessee as Major Untapped Critical Mineral Province, October 6, 2021.

24.2 Abbreviations, Acronyms and Units of Measure

Table 2: Abbreviations, acronyms and units of measure.

Symbol	Description
COG	Cut Off Grade
CUP	Concentrate Upgrade Plant
FPP	Feed Preparation Plant
HDR	HDR Engineering, Inc.
HLS	Heavy Liquid Separation
HM	Heavy Minerals
HMC	Heavy Mineral Concentrate
HMS	Heavy Mineral Sand
HTR	High Tension Rolls
ICP	Inductively Coupled Plasma
KGS	Karst Geo Solutions, LLC
MDF	Mineral Demonstration Facility
MMU	Mobile Mining Unit
MSP	Mineral Separation Plant
MRE	Mineral Resource Estimate

MUP	Mining Unit Plant
NPDES	National Pollutant Discharge Elimination System
OS	Oversize
QEMSCAN	Quantitative Evaluation of Materials by Scanning Electron Microscopy
REMC	Rare Earth Mineral Concentrate
REMP	Rare Earth Mineral Plant
ROM	Run of Mine
SL	Slimes
MT	Metric Ton
TRS	Technical Report Summary
TREO	Total Rare Earth Oxide
TDEC	Tennessee Department of Environment & Conservation
$	United States Dollars
UTIA	University of Tennessee's Institute of Agriculture
XRF	X-ray fluorescence
WCP	Wet Concentration Plant

24.3 Glossary of Terms

Term	Definition
concentrate	The concentrate is the valuable product from mineral processing, as opposed to the tailing, which contains the waste minerals.
cut-off grade	A grade level below which the material is not "ore" and considered to be uneconomical to mine and process.
data verification	The process of confirming that data has been generated with proper procedures, has been accurately transcribed from the original source and is suitable to be used for mineral resource estimation.
encumbrance	An interest or partial right in real property which diminished the value of ownership but does not prevent the transfer of ownership. Mortgages, taxes and judgements are encumbrances known as liens. Restrictions, easements, and reservations are also encumbrances, although not liens.
heavy minerals	Heavy minerals are defined as minerals having a higher density than quartz, the most common rock-forming soil mineral with a density of 2.65 g/cm3.
indicated mineral resource	An indicated mineral resource is that part of a mineral resource for which quantity and grade or quality are estimated on the basis of adequate geological evidence and sampling. The term adequate geological evidence means evidence that is sufficient to establish geological and grade or quality continuity with reasonable certainty. The level of geological certainty associated with an indicated mineral resource is sufficient to allow a qualified person to apply modifying factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit.

inferred mineral resource	An inferred mineral resource is that part of a mineral resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. The term limited geological evidence means evidence that is only sufficient to establish that geological and grade or quality continuity is more likely than not. The level of geological uncertainty associated with an inferred mineral resource is too high to apply relevant technical and economic factors likely to influence the prospects of economic extraction in a manner useful for evaluation of economic viability. A qualified person must have a reasonable expectation that the majority of inferred mineral resources could be upgraded to indicated or measured mineral resources with continued exploration; and should be able to defend the basis of this expectation before his or her peers.
initial assessment	An initial assessment is a preliminary technical and economic study of the economic potential of all or parts of mineralization to support the disclosure of mineral resources. The initial assessment must be prepared by a qualified person and must include appropriate assessments of reasonably assumed technical and economic factors, together with any other relevant operational factors, that are necessary to demonstrate at the time of reporting that there are reasonable prospects for economic extraction. An initial assessment is required for disclosure of mineral resources but cannot be used as the basis for disclosure of mineral reserves
mineral resource	A mineral resource is a concentration or occurrence of material of economic interest in or on the Earth's crust in such form, grade or quality, and quantity that there are reasonable prospects for economic extraction. The term material of economic interest includes mineralization, including dumps and tailings, mineral brines, and other resources extracted on or within the earth's crust. It does not include oil and gas resources, gases (e.g., helium and carbon dioxide), geothermal fields, and water. When determining the existence of a mineral resource, a qualified person, as defined by this section, must be able to estimate or interpret the location, quantity, grade or quality continuity, and other geological characteristics of the mineral resource from specific geological evidence and knowledge, including sampling; and conclude that there are reasonable prospects for economic extraction of the mineral resource based on an initial assessment, as defined in this section, that he or she conducts by qualitatively applying relevant technical and economic factors likely to influence the prospect of economic extraction.
mineral sands	Concentrations of heavy minerals in an alluvial (old beach or river system) environment.
mineral separation plant	Using screening, magnetic, electrostatic and gravity separation circuits to separate valuable minerals from non-valuable minerals, and to make different ilmenite, rutile, leucoxene and zircon product grades for specific customer requirements.
open pit	A mine that is entirely on the surface. Also referred to as open-cut or open- cast mine.
reclamation	The restoration of a site after mining or exploration activity is completed.
royalty	An amount of money paid at regular intervals by the lessee or operator of an exploration or mining property to the owner of the ground. Generally based on a specific amount per tonne or a percentage of the total production or profits. Also, the fee paid for the right to use a patented process.

specific gravity	The weight of a substance compared with the weight of an equal volume of pure water at 4°C.
total heavy minerals	Total volume of heavy minerals within a deposit.
wet concentration plant	Utilizing sizing and gravity differentiation between heavy minerals, valuable heavy minerals, clay and quartz to produce a high-grade (between 85 and 98 per cent) heavy mineral concentrate, retaining valuable minerals and minimizing gangue within the concentrate.

25 Reliance on Information Provided by the Registrant

KGS has relied upon the following information supplied by IperionX. KGS considers it is reasonable to rely on IperionX because the company team has considerable experience in developing and operating mines.

- Markets: Information relating to market studies for different products, market strategies, marketing and sales contracts. This information is used when discussing the market and commodity price which supports the mineral resource estimate in Chapter 11.
- Legal Matters: Information relating to the ownership, the mineral tenure, surface rights, water rights, royalties, encumbrances, permitting requirements. This information is used in support of the property ownership information in Chapter 3.
- Environmental Matters: Information relating to baseline and supporting studies for environmental permitting. This information is used when discussing property ownership information in Chapter 3.
- Stakeholder Accommodations: Information relating to community relations. This information is used when discussing property ownership information in Chapter 3.

Exhibit 15.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-273519) and Form S-8 (No. 333-267088) of IperionX Limited of our report dated October 30, 2024, relating to the consolidated financial statements, which appears in this Form 20-F for the year ended June 30, 2024.

/s/ PricewaterhouseCoopers

Perth, Australia

October 30, 2024

Exhibit 15.3

Consent of Qualified Person

Karst Geo Solutions, LLC ("Karst"), in connection with the annual report on Form 20-F of IperionX Limited for the year ended June 30, 2024 and any further amendments or supplements and/or exhibits thereto (collectively, the "Form 20-F"), consents to:

- the filing and use of the technical report summary titled "Technical Report Summary for Titan Project" (as amended, the "Technical Report Summary"), as an exhibit to the Form 20-F;
- the use of and references to Karst's name, including Karst's status as an expert or "qualified person" (as defined in Subpart 1300 of Regulation S-K promulgated by the Securities and Exchange Commission), in connection with the Form 20-F and the Technical Report Summary;
- any extracts from, or summaries of, the Technical Report Summary in the Form 20-F and the use of information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by Karst, that Karst supervised the preparation of and/or that was reviewed and approved by Karst, that is included or incorporated by reference in the Form 20-F; and
- the incorporation by reference in the Registration Statement on Form S-8 (File No. 333-267088) of the above items as included in the Form 20-F.

Karst is responsible for authoring, and this consent pertains to, the Technical Report Summary. Karst certifies that it has read the Form 20-F and that it fairly and accurately represents the information in the Technical Report Summary for which it is responsible.

Date: October 30, 2024

By: /s/ Adam Karst

Name: Adam Karst

Title: President & Principal Geologist of Karst Geo Solutions, LLC

Exhibit 97.1

IperionX Limited

COMPENSATION RECOUPMENT (CLAWBACK) POLICY

Recoupment of Incentive-Based Compensation

It is the policy of IperionX Limited (the "Company") that, in the event the Company is required to prepare an accounting restatement of the Company's financial statements due to the Company's material non-compliance with any financial reporting requirement under the federal securities laws (including any such correction that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period), the Company will recover on a reasonably prompt basis the amount of any Incentive-Based Compensation Received by a Covered Executive during the Recovery Period that exceeds the amount that otherwise would have been Received had it been determined based on the restated financial statements.

Policy Administration and Definitions

This Policy is administered by the Remuneration and Nomination Committee (the "Committee") of the Company's Board of Directors and is intended to comply with, and as applicable to be administered and interpreted consistent with, and subject to the exceptions set forth in, Listing Standard 5608 adopted by The Nasdaq Stock Market to implement Rule 10D-1 under the U.S. Securities Exchange Act of 1934, as amended (collectively, "Rule 10D-1").

For purposes of this Policy:

"Incentive-Based Compensation" means any compensation granted, earned, or vested based in whole or in part on the Company's attainment of a financial reporting measure that was Received by a person (i) on or after October 2, 2023 and after the person began service as a Covered Executive, and (ii) who served as a Covered Executive at any time during the performance period for the Incentive-Based Compensation. A financial reporting measure is (i) any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements and any measure derived wholly or in part from such a measure, and (ii) any measure based in whole or in part on the Company's stock price or total shareholder return.

Incentive-Based Compensation is deemed to be "Received" in the fiscal period during which the relevant financial reporting measure is attained, regardless of when the compensation is actually paid or awarded.

"Covered Executive" means any "officer" of the Company as defined under Rule 16a-1(f) under the U.S. Securities Exchange Act of 1934, as amended.

"Recovery Period" means the three completed fiscal years immediately preceding the date that the Company is required to prepare the accounting restatement described in this Policy, all as determined pursuant to Rule 10D-1, and any transition period of less than nine months that is within or immediately following such three fiscal years.

If the Committee determines the amount of Incentive-Based Compensation Received by a Covered Executive during a Recovery Period exceeds the amount that would have been Received if determined or calculated based on the Company's restated financial results, such excess amount of Incentive-Based Compensation shall be subject to recoupment by the Company pursuant to this Policy. For Incentive-Based Compensation based on stock price or total shareholder return, where the amount of erroneously awarded compensation is not subject to mathematical recalculation directly from the information in an accounting restatement, the Committee will determine the amount based on a reasonable estimate of the effect of the accounting restatement on the relevant stock price or total shareholder return. In all cases, the calculation of the excess amount of Incentive-Based Compensation to be recovered will be determined without regard to any taxes paid with respect to such compensation. The Company will maintain and will provide to The Nasdaq Stock Market documentation of all determinations and actions taken in complying with this Policy. Any determinations made by the Committee under this Policy shall be final and binding on all affected individuals.

The Company may effect any recovery pursuant to this Policy by requiring payment of such amount(s) to the Company, by set-off, by reducing future compensation, or by such other means or combination of means as the Committee determines to be appropriate. The Company need not recover the excess amount of Incentive-Based Compensation if and to the extent that the Committee determines that such recovery is impracticable, subject to and in accordance with any applicable exceptions under The NASDAQ Stock Market listing rules, and not required under Rule 10D-1, including if the Committee determines that the direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered after making a reasonable attempt to recover such amounts. The Company is authorized to take appropriate steps to implement this Policy with respect to Incentive-Based Compensation arrangements with Covered Executives.

Any right of recoupment or recovery pursuant to this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any other policy, any employment agreement or plan or award terms, and any other legal remedies available to the Company; provided that the Company shall not recoup amounts pursuant to such other policy, terms or remedies to the extent it is recovered pursuant to this Policy. The Company shall not indemnify any Covered Executive against the loss of any Incentive-Based Compensation (or provide any advancement of expenses in such instance), including any payment or reimbursement for the cost of third-party insurance purchased by any Covered Executives to fund potential recovery obligations under this Policy.