IRIS METALS

IRIS Metals Limited

ABN 61 646 787 135

Annual Report - 31 March 2024

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of IRIS Metals Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 31 March 2024.

Directors
The following persons were directors of IRIS Metals Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Peter Ashley Marks	Executive Chairman (from 20 March 2024), Executive Director (prior)
Tal Paneth	Non-Executive Director
Christopher Alan David Connell	Executive Director
Simon Richard Lill	Non-Executive Chairman (resigned 20 March 2024)
Bruce Alexander Smith	Non-Executive Director (appointed 15 June 2023, resigned 20 March 2024)

Principal activities
The principal activities during the year of the consolidated entity were the exploration, evaluation and acquisition of mining tenements that comprise the South Dakota and Leonora projects respectively.

Review of operations
The loss for the consolidated entity after providing for income tax amounted to $17,321,745 (year ended 31 March 2023: $12,127,412).

The consolidated entity is a resources and exploration company with highly prospective projects located in South Dakota and Western Australia. Since the commencement of the new financial year in April 2023, IRIS Metals Limited has progressed its exploration and related activities on a number of fronts. Highlights for the period include:

ASX recompliance
On 14 June 2023, the company raised $15,000,000 pursuant to the offer under its prospectus dated 18 April 2023, as supplemented by the supplementary prospectus dated 2 June 2023, by the issue of 15,000,000 shares at an issue price of $1.00 per share and 7,500,000 options exercisable at $1.50 per option expiring on 14 June 2025. The company issued 750,000 options exercisable at $1.50 per option expiring 14 June 2025 to the lead manager in connection with the capital raise. Additionally on 20 December 2023, the company issued a further 7.5 million shares for $7.5 million in a placement at $1.00 per share. The proceeds of this placement is to be used to fund growth activities including resource drilling, regional exploration and acquisition initiatives at its premier hard rock lithium project in South Dakota, USA.

Acquisition of Longview Minerals
On 14 June 2023, the company completed the acquisition of Longview Minerals L.L.C. following issuance of 5,500,000 shares and 2,500,000 options exercisable at $1.50 per option expiring 14 June 2026 to Jasdak Pty Ltd in consideration for the acquisition of 100% of the issued capital in Longview Minerals L.L.C. The acquired entity is based in South Dakota.

Acquisition of the Edison patented claim
On 14 June 2023, the company completed the acquisition of the Edison patented claim and 313 BLM claims following issuance of 3,800,000 shares to Schad Investments L.L.C. and 200,000 shares to Cody Schad in consideration for the acquisition of the Edison Patented Claim. The Edison claims are in the Keystone and Tinton districts of South Dakota.

Drilling Campaign in South Dakota
In October 2023, as a result of the successful RC drilling program the consolidated entity began a diamond drilling (DD) program at Longview and Beecher. The DD program is designed to test the strike and depth extension of the Longview and Beecher pegmatites. The information the consolidated entity obtains from selected holes will also be used for metallurgical and geotechnical test work for use in future scoping studies. A total of 35 holes have been completed. DD has yielded significant results showcasing high-grade lithium zones, including the following drilling assays:

- **53.55m @ 1.73%** Li_2O from 125.0m in BDD-23-005, including
  - **5.2m @ 2.39%** Li_2O; and
  - **9.7m @ 3.59%** Li_2O; and
  - **4.9m @ 5.07%** Li_2O
- **24.6m @ 1.02%** Li_2O from 70.1m in BDD-23-007, including
  - **4.0m @ 1.73%** Li_2O; and
  - **14.6m @ 1.44%** Li_2O
- **27.8m @ 1.9%** Li_2O from 70.7m in BDD-23-011
- **18.6m @ 1.03%** Li_2O from 29.3m in BDD-23-015, including
  - **7.3m @ 1.21%** Li_2O from 194.5m

The drilling indicates that depletion of lithium grades through weathering is very minimal with only shallow weathering present.

During the year ended 31 March 2024, the consolidated entity completed a successful reverse circulation (RC) drilling program at Longview and Beecher, 50 RC holes were drilled and the consolidated entity has received assay results for all of these holes. These holes have indicated wide high-grade lithium pegmatite intersections at Longview and Beecher, including 78m @ 1.03%. Best results include;

- **60m @ 1.21% Li_2O** (true width) from 16m in BDH-23-001, including:
  - **40m @ 1.40%** Li_2O from 36m; and
  - **22m @ 1.90%** Li_2O from 46m
- **54m @ 1.30% Li_2O** (true width) from 1m in BDH-23-009, including:
  - **35m @ 1.48%** Li_2O from 4m; and
  - **13m @ 2.10%** Li_2O from 24m; and
- **40m @ 1.10% Li_2O** (true width) from 48m in BDH-23-002, including:
  - **11m @ 1.53%** Li_2O from 48m; and
  - **10m @ 1.97%** Li_2O from 78m
- **78m @ 1.03% Li_2O** (70m true width) from 19m in BDH-23-020, including:
  - **46m @ 1.36%** Li_2O
  - **10m @ 2.00%** Li_2O
- **62m @ 1.02% Li_2O** (60m true width) from 15m in BDH-23-011, including:
  - **25m @ 1.30%** Li_2O

Acquisition of Tin Mountain patented claim
On 11 January 2024, the company completed the acquisition of the Tin Mountain patented claim in South Dakota. The claim represents an area of 6.25ha. The agreement enables access and exploration rights to the Tin Mountain property for an initial 3-year period.

The purchase agreement consisted of three elements:
- An initial USD $20,000 non-refundable exclusivity fee which allows IRIS Metals Limited a 30-day period to complete its due diligence on the property.
- An access fee for the first year paid in shares equal to USD$140,000 divided by the greater of the 7-day volume weighted average price ('VWAP') of fully-paid ordinary shares traded on the ASX immediately prior to the 11 January 2024 and AUD$1. This access fee is yet to be paid.
- Annual access fee for the two subsequent years: At the election of the seller, USD$140,000 cash or that number of fully-paid ordinary shares which is equal to USD$140,000 divided by the greater of the 7-day VWAP of fully-paid ordinary shares traded on the ASX immediately prior to 11 January 2025 and AUD$1. The consideration (cash or shares) is yet to be paid.
During the access license period, the company may elect to exercise the option to acquire the property by paying the vendor as consideration for the exercised option, a single lump-sum payment comprising the total value of USD$1,000,000 plus the balance of the outstanding amounts owing under the abovementioned access fees (if any).

Significant changes in the state of affairs

Issuance of performance rights
Please refer to the *Shares based compensation - performance rights* section of this report for details of the performance rights issued in the year.

Issuance of options
- On 10 August 2023, 266,241 employee incentive options were issued as capitalised E&E with an exercisable price of $1.50, expiring on 14 June 2025.
- On 15 August 2023, 250,000 employee incentive options were issued as business development and consulting share-based payment expenses with an exercisable price of $1.50, expiring on 14 June 2025.

Appointment of corporate advisers
On 29 June 2023, the consolidated entity announced the appointment of Harvis Advisers Pty Ltd, led by Mr Kelvin Flynn, as strategic and corporate advisor to assist with the progression of its South Dakota lithium projects in the USA.

The main terms of the engagement were as follows:
- Incentive fee of 300,000 shares to be issued 18 months from commencement;
- Either party can terminate by giving 30 days written notice;
- No retainer or cash paid fees; and
- Immediate issue of:

- 300,000 options exercisable at $1.50 each on or before 36 months from issue and vesting once the 30-day volume-weighted average price ('VWAP') exceeds $2.00;
- 300,000 options exercisable at $2.00 each on or before 36 months from issue and vesting once the 30-day VWAP exceeds $2.50; and
- 300,000 options exercisable at $2.50 each on or before 48 months from issue and vesting once the 30-day VWAP exceeds $3.00.

Subsequent to year end, the mandate was terminated resulting in the lapsing of all associated securities.

Exercise of options
On 16 August 2023, the company issued:
- 1,000,000 fully paid ordinary shares on the conversion of zero exercise price options;
- 1,000,000 fully paid ordinary shares on the conversion of performance rights;
- 1,500,000 fully paid ordinary shares on the conversion of zero exercise price options; and
- 12,500 fully paid ordinary shares on the conversion of options at an exercisable price of $1.50 per share.

On 25 August 2023, the company issued 53,500 fully paid ordinary shares on the conversion of options at an exercisable price of $1.50 per share.

On 1 September 2023, the company issued 8,500 fully paid ordinary shares on the conversion of options at an exercisable price of $1.50 per share.

On 8 September 2023, the company issued 1,500 fully paid ordinary shares on the conversion of options at an exercisable price of $1.50 per share.

On 19 September 2023, the company issued 900,000 fully paid ordinary shares on the conversion of options at an exercisable price of $0.40 per share.

On 22 September 2023, the company issued 8,500 fully paid ordinary shares on the conversion of options at an exercisable price of $1.50 per share.

On 5 October 2023, the company issued 35,000 fully paid ordinary shares on the conversion of options at an issue price of $1.50 per share.

On 11 October 2023, the company issued 1,000 fully paid ordinary shares on the conversion of options at an issue price of $1.50 per share.

On 26 October 2023, the company issued 2,000 fully paid ordinary shares on the conversion of options at an issue price of $1.50 per share.

On 6 December 2023, the company issued 550,000 fully paid ordinary shares on the conversion of options at an issue price of $1.50 per share.

There were no other significant changes in the state of affairs of the consolidated entity during the financial year.

Matters subsequent to the end of the financial year
On 15 April 2024 the company announced the sale of its Kookynie Gold Project and tenement to Nex Metals Explorations Limited. The consideration for the acquisition comprises the issue of 54,054,433 new fully paid ordinary shares in Nex Metals Explorations Ltd, in addition to a 2% Net Smelter Return ('NSR') royalty. The value of the new fully paid ordinary shares issued on the date of the transaction was $1,081,088. As part of the transaction NEX will assume all underlying prospector agreements held by the company on the tenements. The transaction is subject to various conditions, including regulatory and shareholder approvals which have not yet occured. Since the announcement of the sale there has been a $270k fair value gain on the value of the investment in NEX. As at signing date these shares have not yet been issued.

On 24 April 2024 Harvis Advisers Pty Ltd terminated their mandate. This resulted in the immediate cancellation of 900,000 options held by Harvis Advisers on this date. Furthermore, incentive fee securities of 300,000 fully paid ordinary shares were to be issued 18 months from commencement of the mandate. These will not be issued.

On 24 June 2024 Kevin Smith was appointed to the board as a US based Non-Executive Director. Mr Smith’s appointment as a NED will be effective on the business day following the release to the ASX of the company's 31 March 2024 Audited Financial Statements and Annual Report. Mr. Smith brings more than 20 years experience in the natural resources industry, with a key focus on the energy sector including Lithium, Battery Metals and Uranium. As part of his remuneration package, the company has agreed to issue Mr. Smith 1,500,000 performance rights. The issuance of these rights are subject to shareholder approval which will be considered at the FY24 Annual General Meeting.

No other matter or circumstance has arisen since 31 March 2024 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Likely developments and expected results of operations
In the financial year to 31 March 2025, the consolidated entity primarily intends to focus on the exploration and development of its South Dakota Lithium project.

Ongoing Diamind Drilling (DD) at Beecher targets, Longview targets and Black Diamond extensions. Metallurgical testing and geotechnical sampling are underway form mining feasibility studies.

Regional mapping and soil sampling programs have begun and will continue throughout the year ahead. These regional programs are planned to identify new pegmatites for future drill testing. The Company continues to assess and undertake due diligence on other South Dakota based tenure for acquisition.

The company has designed a drill program for the Tin Mountain Project with EXNI approvals expected in the next few weeks and an anticipated DD program to begin within the near term.

Risks and uncertainties

The consolidated entity is subject to general risks as well as risks that are specific to the consolidated entity and the consolidated entity's business activities. The following is a list of risks which the Directors believe are or potentially will be material to the consolidated entity's business, however, this is not a complete list of all risks which the consolidated entity is or may be subject to.

Consolidated entity specific risks:

Tenure and renewal

Mining and exploration claims and licences are subject to periodic renewal. There is no guarantee that current or future claims or licences or future applications for production claims or licences will be approved. The mineral claims and licences are subject to the applicable mining acts and regulations in the United States, South Dakota and Western Australia. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the claims and licences comprising the consolidated entity's Projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the consolidated entity.

Rights of Indigenous and First Nations Peoples

In relation to the claims which the consolidated entity has an interest in or will in the future acquire such an interest, there may be areas over which certain native title, heritage or cultural rights exist. If rights do exist, the ability of the consolidated entity to gain access to the claims (through obtaining consent of any relevant landowner) or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

It is noted that unpatented claims may be located in a part of South Dakota where Native Americans have historically lived and travelled. There are state and federal US laws that protect ancient artifacts and Native American remains. Discovery of such artifacts or remains triggers reporting requirements together with time for officials to assess, protect and remove such artifacts and remains. Care should be taken to comply with legal reporting and damage-avoidance obligations required by law. The National Historic Preservation Act also requires consultation with interested Native American Tribes be conducted by the BLM prior to approving any major federal action or authorisation. This may result in the BLM imposing certain monitoring and/or cultural resource mitigation within the Project areas.

The Directors will closely monitor the potential effect of native and heritage/cultural matters involving claims in which the consolidated entity has or may have an interest. Please refer to the Independent Technical Assessment Report in Annexure A for further details.

Climate risk

There are a number of climate-related factors that may affect the operations and proposed activities of the consolidated entity. The climate change risks particularly attributable to the consolidated entity include:

(a) the emergence of new or expanded regulations associated with the transitioning to a lower carbon economy and market changes related to climate change mitigation. The consolidated entity may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the consolidated entity and its profitability. While the Consolidated entity will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Consolidated entity will not be impacted by these occurrences; and

(b) climate change may cause certain physical and environmental risks that cannot be predicted by the consolidated entity, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the consolidated entity operates.

Foreign jurisdiction risk – United States Government Regulation
The consolidated entity's operating activities will be subject to laws and regulations governing exploration of property, health and worker safety, employment standards, waste disposal, protection of the environment, land and water use, prospecting, taxes, labour standards, occupational health standards, toxic wastes, the protection of endangered and protected species and other matters. While the consolidated entity understands that it is in substantial compliance with all material current laws and regulations affecting its activities, future changes in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the consolidated entity or its properties, which could have a material adverse impact on the consolidated entity's current operations or planned development projects.

Where required, obtaining necessary permits and licences can be a complex, time consuming process and the consolidated entity cannot be sure whether any necessary permits will be obtainable on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the consolidated entity from proceeding with any future exploration or development of its properties. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in interruption or closure of exploration, development or other activities and could result in material fines, penalties or other liabilities. Adverse changes in US government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the consolidated entity. It is possible that the current system of exploration and mine permitting in the US may change, resulting in impairment of rights and possibly expropriation of the consolidated entity's properties without adequate compensation.

<u>Industry specific risks:</u>

Exploration costs
The exploration costs of the consolidated entity as summarised in Section 5.8 are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainty, and accordingly, the actual costs may materially differ from the estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely impact the consolidated entity's viability.

Resource and reserves and exploration targets
The consolidated entity has identified a number of exploration targets based on geological interpretations and limited geophysical data, geochemical sampling and historical drilling. Insufficient data however, exists to provide certainty over the extent of the mineralisation. Whilst the consolidated entity intends to undertake additional exploratory work with the aim of defining a resource, no assurances can be given that additional exploration will result in the determination of a resource on any of the exploration targets identified. Even if a resource is identified no assurance can be provided that this can be economically extracted.

Reserve and resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature resource and reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.

Grant of future authorisations to explore and mine
If the consolidated entity discovers an economically viable mineral deposit that is then intends to develop, it will, among other things, require various approvals, licence and permits before it will be able to mine the deposit. There is no guarantee that the consolidated entity will be able to obtain all required approvals, licenses and permits. To the extent that required authorisations are not obtained or are delayed, the consolidated entity's operational and financial performance may be materially adversely affected.

Mine development
Possible future development of mining operations at the Projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the consolidated entity commences production on one of the Projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the consolidated entity. No assurance can be given that the Consolidated entity will achieve commercial viability through the development of the Projects.

The risks associated with the development of a mine will be considered in full should the Projects reach that stage and will be managed with ongoing consideration of stakeholder interests.

Environmental
The operations and proposed activities of the consolidated entity are subject to the relevant local laws and regulations concerning the environment. As with most exploration projects and mining operations, the consolidated entity's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the consolidated entity's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the consolidated entity's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the consolidated entity for damages, clean up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the consolidated entity's operations more expensive.

Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

Regulatory compliance
The consolidated entity's operating activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The consolidated entity requires permits from regulatory authorities to authorise the consolidated entity's operations. These permits relate to exploration, development, production and rehabilitation activities.

While the consolidated entity believes that it is in substantial compliance with all material current laws and regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the consolidated entity or its properties, which could have a material adverse impact on the consolidated entity's current operations or planned development projects.

Obtaining necessary permits can be a time-consuming process and there is a risk that Consolidated entity will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Consolidated entity from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Consolidated entity's activities or forfeiture of one or more of the claims.

Reliance on key personnel
The responsibility of overseeing the day-to-day operations and the strategic management of the consolidated entity depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the consolidated entity if one or more of these employees cease their employment. The consolidated entity's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the consolidated entity's business.

Additional requirements for capital
The funds that have been raised under the Public Offer are considered sufficient to meet the immediate objectives of the consolidated entity. Additional funding may be required in the event costs exceed the consolidated entity's estimates and to effectively implement its business and operational plans in the future to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the consolidated entity may incur. If such events occur, additional funding will be required.

In addition, should the consolidated entity consider that its exploration results justify commencement of production on any of its Projects, additional funding will be required to implement the consolidated entity's development plans, the quantum of which remain unknown at the date of this report. Following completion of the Public Offer, the consolidated entity may seek to raise further funds through equity or debt financing, joint ventures, licensing arrangements, or other means. Failure to obtain sufficient financing for the consolidated entity's activities may result in delay and indefinite postponement of their activities and the consolidated entity's proposed expansion strategy. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing may not be favourable to the consolidated entity and might involve substantial dilution to Shareholders.

For further details of the consolidated entity's 2 year budget, please refer to the prospectus issued on 18 April 2023.

Economic
General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the consolidated entity, as well as on its ability to fund its operations. If activities cannot be funded, there is a risk that the Projects may have to be surrendered or not renewed.

General economic conditions may also affect the value of the consolidated entity and its valuation regardless of its actual performance.

Competition risk
The industry in which the consolidated entity will be involved is subject to domestic and global competition. Although the consolidated entity will undertake all reasonable due diligence in its business decisions and operations, the consolidated entity will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the consolidated entity's projects and business.

Market conditions
Share market conditions may affect the value of the company's shares regardless of the consolidated entity's operating performance. Share market conditions are affected by many factors such as:

(a) general economic outlook;
(b) introduction of tax reform or other new legislation;
(c) interest rates and inflation rates;
(d) changes in investor sentiment toward particular market sectors;
(e) the demand for, and supply of, capital; and
(f) terrorism or other hostilities.

The market price of shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the consolidated entity nor the Directors warrant the future performance of the consolidated entity or any return on an investment in the company.

Commodity price volatility and exchange rate risks
The consolidated entity's operating results, economic and financial prospects and other factors will affect the trading price of the Shares. In addition, the price of Shares is subject to varied and often unpredictable influences on the market for equities, including, but not limited to, general economic conditions including the performance of the Australian dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving the Shares.

In particular, the share prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-consolidated entity specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the consolidated entity's market performance will not be adversely affected by any such market fluctuations or factors.

Government policy changes
Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the consolidated entity. It is possible that the current system of exploration and mine permitting in Western Australia or South Dakota may change, resulting in impairment of rights and possibly expropriation of the consolidated entity's properties without adequate compensation.

Insurance
The consolidated entity intends to insure its operations in accordance with industry practice. However, in certain circumstances the consolidated entity's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the consolidated entity. Insurance of all risks associated with is the consolidated entity's business may not always available and where available the costs can be prohibitive.

Force majeure
The consolidated entity's projects now or in the future may be adversely affected by risks outside the control of the consolidated entity including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

Litigation risks
The consolidated entity is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the consolidated entity may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the consolidated entity's operations, reputation, financial performance and financial position. The consolidated entity is not currently engaged in any litigation.

Environmental impact
The exploration undertaken on the consolidated entity's combined tenements in Western Australia and South Dakota to date has not created significant environmental issues. However, environmental issues will arise as and when the moves into development and production and these issues will be thoroughly assessed at the time any mining authority is sought. Measures are undertaken pre and post drilling to ensure that the environmental impact is minimised. The work undertaken to date has produced minimal impact on the environment. No issues regarding compliance were encountered during the reporting period.

Information on directors

Name:	Peter Ashley Marks
Title:	Executive Director and Chairman
Qualifications:	MBA, Bachelor of Economics, Bachelor of Law, and Grad Dip in Commercial Law
Experience and expertise:	Peter has over 35 years' experience in corporate advisory and investment banking. Over the course of his long career, he has specialised in capital raisings, IPOs, cross border M&A transactions, corporate underwriting and venture capital transactions for companies in Australia, the United States and Israel. He has been involved in a broad range of transactions with a special focus in the life sciences, biotechnology, medical technology and high tech segments. Peter has served as both an Executive and Non-Executive Director of a number of different entities which have been listed on the ASX, NASDAQ, and AIM markets.
Other current directorships:	Alterity Therapeutics Limited (appointed 29 July 2005), Noxopharm Limited (appointed 15 March 2016), EverGreen Lithium Limited (appointed 21 January 2022).
Former directorships (last 3 years):	Nyrada Inc (Appointed 16 January 2020, resigned 1 August 2022) Elsight Limited (appointed 9 January 2020, resigned 1 October 2021)
Interests in shares:	2,500,000 ordinary shares
Interests in options:	2,000,000 options, 3,500,000 performance rights

Name:	Tal Paneth
Title:	Non-Executive Director
Qualifications:	BComm
Experience and expertise:	Tal has over a decade of multidisciplinary business experience including exposure to the diverse facets of the equity and debt markets. Tal specialises in identifying strategic mineral projects, financing, and project operations management.
Other current directorships:	EverGreen Lithium Limited (appointed 21 January 2022)
Former directorships (last 3 years):	Nil
Interests in shares:	30,000,000 ordinary shares

Name:	Christopher Alan David Connell
Title:	Executive and Technical Director
Qualifications:	BSc (Hons), MAIG
Experience and expertise:	Chris is former Regional Exploration Manager of SolGold Plc and has a successful track record in discovering economic deposits both in Australia and worldwide. He lead the exploration team that discovered the large copper-gold Porvenir project in southern Ecuador.
Other current directorships:	EverGreen Lithium Limited (appointed 1 March 2022).
Former directorships (last 3 years):	Nil
Interests in shares:	250,000 ordinary shares
Interests in options:	6,250,000 options
Interests in rights:	5,000,000 performance rights

Name:	Simon Lill (resigned 20 March 2024)
Title:	Non-Executive Chairman
Qualifications:	BSc, MBA
Experience and expertise:	Simon has extensive experience since the 1980's with ASX listed companies, spanning small cap companies to larger concerns, involving restructuring, corporate, compliance, marketing, company secretarial and management activities.
Other current directorships:	De Grey Mining Ltd (appointed October 2013), Purifloh Limited (appointed November 2014), Nimy Resources Limited (appointed 16 August 2021), EverGreen Lithium Limited (appointed 21 January 2022).
Former directorships (last 3 years):	Nil
Interests in shares:	4,450,000 ordinary shares*
Interests in options:	1,500,000 performance rights*

Name:	Bruce Alexander Smith (resigned 20 March 2024)
Title:	Non-Executive Director
Qualifications:	B.Sc, M.Sc
Experience and expertise:	Bruce is a geologist with 28 years' experience in mineral exploration and mining. He has been exploring a diverse range of mineral deposits in Africa, Asia-Pacific, Europe, North and South America. He has participated in multiple resource and mine discoveries in Guinea, Mexico, Guatemala, Nicaragua and Argentina. Bruce has managed a variety of exploration companies working as an exploration geologist, VP Exploration, CEO and Director. Bruce is a Member of the Australian Institute of Geoscientists, has B.Sc. and M.Sc. degrees in Geology from Otago University, NZ and M.Eng Water and Environmental Resources, IHE Delft, Netherlands.
Other current directorships:	CEO and director of Radius Gold Inc (TSX.V; RDU) (appointed 5 January 2021) Director of Rackla Metals Inc (TSX.V; RAK) (appointed 19 December 2017)
Former directorships (last 3 years):	Nil
Interests in shares:	155,000 ordinary shares*
Interests in options:	1,000,000 performance rights*

* The ending balance for Simon Richard Lill and Bruce Alexander Smith is at the date of ceasing directorship on 20 March 2024.

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Company secretary
David Franks from the Automic Group (appointed 7 April 2021).

David Franks is a Principal at the Automic Group. He is a Chartered Accountant, Fellow of the Financial Services Institute of Australia, Fellow of the Governance Institute of Australia, Justice of the Peace, Registered Tax Agent and holds a Bachelor of Economics (Finance and Accounting) from Macquarie University. With over 25 years' experience in finance, governance and accounting, Mr Franks has been CFO, Company Secretary and/or Director for numerous ASX listed and unlisted public and private companies, in a range of industries covering energy retailing, transport, financial services, mineral exploration, technology, automotive, software development and healthcare. Mr Franks is currently the Company Secretary for the following ASX Listed entities: Applyflow Limited (resigned 31 May 2024, to be renamed FMR Resources Limited), COG Financial Services Limited, Cogstate Limited, Dubber Coproration Limited, Evergreen Lithium Limited, Tryptamine Therapeutics Limited (formerly Exopharm Limited), IXUP Limited, JCurve Solutions Limited, Noxopharm Limited, Nyrada Inc, Omega Oil and Gas Limited and White Energy Company Limited. He was also a Non-Executive Director of JCurve Solutions Limited from 2014 to 2021.

Chief Financial Officer ('CFO') and General Manager, Operations (Australia)
Damien Henderson (appointed CFO 1 November 2022 and General Manager, Operations (Australia) 30 April 2024)

Damien Henderson is a senior finance professional who has had over 25 years resource industry experience, both in Australia and overseas. This experience has included most aspects of the mining industry including exploration, feasibility, construction, production and processing. Mr Henderson's international experience has been gained through working in the UK, Papua New Guinea, Ghana, Mongolia, Indonesia and the USA. He is a Fellow Certified Practicing Accountant (FCPA) who holds a Bachelor of Business (Accounting) degree from the University of Southern Queensland, and is also an Afilliated Member of the Governance Institute of Australia. Mr Henderson has been involved in senior executive roles for a number of international mining companies in Australia, Asia and Africa including SolGold PLC, Bayan Resources tbk, Rio Tinto, Placer Dome (now Barrick Gold), and Peabody Winsway, amongst others.

Meetings of directors
The number of meetings of the company's Board of Directors ('the Board') held during the year ended 31 March 2024, and the number of meetings attended by each director were:

	Meeting Held Eligible	Attended
Simon Richard Lill	6	4
Peter Ashley Marks	7	7
Tal Paneth	7	7
Christopher Alan David Connell	7	6
Bruce Alexander Smith	6	6

Held: represents the number of meetings held during the time the director held office.

Please note that the board meets on a regular basis to review key issues affecting the consolidated entity and which fall outside the normal Board timetable.

Remuneration report (audited)
The remuneration report details the key management personnel remuneration arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration
The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board ensures that executive reward satisfies the following key criteria for good reward governance practices:
- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The Board is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the consolidated entity depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel.

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:
- focusing on sustained growth in shareholder wealth, consisting of growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracting and retaining high calibre executives

Additionally, the reward framework should seek to enhance executives' interests by:
- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

Non-executive directors remuneration
Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration.

In accordance with the Constitution, the total maximum remuneration of non-executive directors is initially set by the Board and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive directors' remuneration within that maximum is made by the Board having regard to the inputs and value to the company of the respective contributions by each non-executive director. The current amount has been set at an amount not to exceed $600,000 per annum.

Executive remuneration
The consolidated entity aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has three components:
- base pay and non-monetary benefits
- share-based payments
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Board based on individual and performance, the overall performance of the consolidated entity and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or others where it does not create any additional costs to the consolidated entity and provides additional value to the executive.

Use of remuneration consultants
During the current and prior financial period, the consolidated entity did not employ the services of a remuneration consultant.

Details of remuneration
Amounts of remuneration
Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

The key management personnel of the consolidated entity consisted of the following directors and key management of IRIS Metals Limited:
- Peter Ashley Marks
- Tal Paneth
- Christopher Alan David Connell
- Simon Richard Lill (resigned 20 March 2024)
- Bruce Alexander Smith (appointed 15 June 2023, resigned 20 March 2024)
- Damien John Henderson

2024	Short-term benefits Cash salary and fees $	Short-term benefits Cash bonus *** $	Short-term benefits Non-monetary $	Post-employment benefits Super-annuation $	Long-term benefits Long service leave $	Share-based payments Equity-settled $	Total $
Non-Executive Directors:							
Tal Paneth	135,000	25,000	-	14,681	-	-	174,681
Simon Richard Lill*	119,583	62,917	-	13,025	-	509,610	705,135
Bruce Alexander Smith* **	90,490	25,000	-	-	-	339,740	455,230
Executive Directors:							
Peter Ashley Marks*	185,000	25,000	-	20,119	-	1,189,090	1,419,209
Christopher Alan David Connell*	300,000	25,000	-	32,625	-	1,698,700	2,056,325
Other Key Management Personnel:							
Damien John Henderson*	113,750	25,000	24,640	12,375	858	339,740	516,363
	943,823	187,917	24,640	92,825	858	4,076,880	5,326,943

** Please note that equity-settled component of remuneration is a non-cash transaction.*
*** Cash salary and fees contains $24,990 of consulting work during Bruce Smith's tenure as a Director.*
**** A cash bonus was paid to all members of key management personnel following the successful recompliance of the company on 21 June 2023.*

2023	Short-term benefits Cash salary and fees *** $	Short-term benefits Cash bonus $	Short-term benefits Non-monetary $	Post-employment benefits Super-annuation $	Long-term benefits Long service leave $	Share-based payments Equity-settled $	Total $
Non-Executive Directors:							
Simon Richard Lill	60,000	-	-	6,225	-	-	66,225
Executive Directors:							
Tal Paneth	150,000	-	-	15,563	-	-	165,563
Peter Ashley Marks*	150,000	-	-	15,563	-	1,680,159	1,845,722
Christopher Alan David Connell* **	257,145	-	16,157	32,816	425	2,320,306	2,626,849
Other Key Management Personnel:							
Damien John Henderson	45,833	-	3,858	4,813	103	-	54,607
	662,978	-	20,015	74,980	528	4,000,465	4,758,966

** Please note that equity-settled component of remuneration is a non-cash transaction.*
*** $117,444 was capitalised to exploration and evaluation.*
**** $200,833 of cash salaries and fees were accrued as at 31 March 2023.*

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration 2024	Fixed remuneration 2023	Short term incentives (STI) 2023	Short term incentives (STI) 2023	Long-term incentives (LTI) 2024	Long-term incentives (LTI) 2023
Non-Executive Directors:						
Tal Paneth	86%	100%	14%	-	-	-
Simon Richard Lill	19%	100%	9%	-	72%	-
Bruce Alexander Smith	20%	-	5%	-	75%	-
Executive Directors:						
Peter Ashley Marks	14%	9%	2%	-	84%	91%
Christopher Alan David Connell	16%	12%	1%	-	83%	88%
Management:						
Damien John Henderson	29%	100%	5%	-	66%	-

For details of other transactions with key management personnel, refer to note 15.

Service agreements
Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	Simon Richard Lill (resigned 20 March 2024)
Title:	Non-Executive Director and Chairman
Agreement commenced:	29 December 2020
Details:	$125,000 per annum plus superannuation. No termination notice
Name:	Peter Ashley Marks
Title:	Executive Director and Chairman
Agreement commenced:	23 December 2020
Details:	$185,000 per annum plus superannuation. 3 months' termination notice.
Name:	Tal Paneth
Title:	Non-Executive Director
Agreement commenced:	1 February 2021
Details:	$135,000 per annum plus superannuation. 3 months' termination notice.
Name:	Christopher Alan David Connell
Title:	Executive Director
Agreement commenced:	2 April 2021
Details:	$300,000 per annum plus superannuation. No termination notice. On 1 May 2024, Christopher's salary decreased to $150,000 per annum plus superannuation.
Name:	Damien Henderson
Title:	Chief Financial Officer and Chief Operating Officer (appointed General Manager, Operations (Australia) on 30 April 2024)
Agreement commenced:	1 November 2022
Details:	$125,000 per annum plus superannuation. On 1 May 2024, Damien's salary increased to $150,000 per annum plus superannuation.
Name:	Bruce Alexander Smith
Title:	Non-Executive Director (resigned 20 March 2024)
Agreement commenced:	15 June 2023
Details:	$60,000 per annum. No termination notice.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

Issue of shares
There were no shares issued to directors and other key management personnel as part of compensation during the year ended 31 March 2024.

Options
The terms and conditions of each grant of options over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of options granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
Christopher Alan David Connell (Tranche 1)	1,500,000	30 August 2022	12 July 2023	31 July 2025	$0.00	$1.230
Christopher Alan David Connell (Tranche 2)	1,500,000	30 August 2022	12 July 2024	31 July 2025	$0.00	$1.230
Christopher Alan David Connell (Tranche 3)	2,000,000	30 August 2022	12 July 2025	31 July 2025	$0.00	$1.230
Peter Ashley Marks (Tranche 1)	1,000,000	30 August 2022	30 August 2022	31 July 2025	$0.40	$1.061
Peter Ashley Marks (Tranche 2)	1,000,000	30 August 2022	30 August 2023	31 July 2025	$0.40	$1.061

The options are subject to the vesting conditions set out below:

Christopher Alan David Connell
The options will vest in three tranches as noted above subject to the Director being employed as at the following relevant dates:

- **Tranche 1:** 12 July 2023
- **Tranche 2:** 12 July 2024
- **Tranche 3:** 12 July 2025

Peter Marks
The options will vest in two tranches subject to the following relevant conditions:

- **Tranche 1:** will vest immediately on issue; and
- **Tranche 2:** will vest 12 months from the date of issue should Peter continue to be in employment at that date.

Options granted carry no dividend or voting rights.

Performance rights
The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of rights granted	Grant date	Vesting date and exercisable date	Expiry date	Fair value per right at grant date
Christopher Alan David Connell (Class A)	1,000,000	5 May 2023	30 June 2024	30 June 2024	$0.346
Christopher Alan David Connell (Class B)	1,000,000	5 May 2023	14 June 2025	14 June 2025	$0.848
Christopher Alan David Connell (Class C)	1,000,000	5 May 2023	31 December 2024	31 December 2024	$0.848
Christopher Alan David Connell (Class D)	1,000,000	5 May 2023	30 June 2025	30 June 2025	$0.848
Christopher Alan David Connell (Class E)	1,000,000	5 May 2023	30 June 2026	30 June 2026	$0.848
Peter Ashley Marks (Class A)	700,000	5 May 2023	30 June 2024	30 June 2024	$0.346
Peter Ashley Marks (Class B)	700,000	5 May 2023	14 June 2025	14 June 2025	$0.848
Peter Ashley Marks (Class C)	700,000	5 May 2023	31 December 2024	31 December 2024	$0.848
Peter Ashley Marks (Class D)	700,000	5 May 2023	30 June 2025	30 June 2025	$0.848
Peter Ashley Marks (Class E)	700,000	5 May 2023	30 June 2026	30 June 2026	$0.848
Simon Lill (Class A)	300,000	5 May 2023	30 June 2024	30 June 2024	$0.346
Simon Lill (Class B)	300,000	5 May 2023	14 June 2025	14 June 2025	$0.848
Simon Lill (Class C)	300,000	5 May 2023	31 December 2024	31 December 2024	$0.848
Simon Lill (Class D)	300,000	5 May 2023	30 June 2025	30 June 2025	$0.848
Simon Lill (Class E)	300,000	5 May 2023	30 June 2026	30 June 2026	$0.848
Bruce Smith (Class A)	200,000	5 May 2023	30 June 2024	30 June 2024	$0.346
Bruce Smith (Class B)	200,000	5 May 2023	14 June 2025	14 June 2025	$0.848
Bruce Smith (Class C)	200,000	5 May 2023	31 December 2024	31 December 2024	$0.848
Bruce Smith (Class D)	200,000	5 May 2023	30 June 2025	30 June 2025	$0.848
Bruce Smith (Class E)	200,000	5 May 2023	30 June 2026	30 June 2026	$0.848
Damien Henderson (Class A)	200,000	5 May 2023	30 June 2024	30 June 2024	$0.346
Damien Henderson (Class B)	200,000	5 May 2023	14 June 2025	14 June 2025	$0.848
Damien Henderson (Class C)	200,000	5 May 2023	31 December 2024	31 December 2024	$0.848
Damien Henderson (Class D)	200,000	5 May 2023	30 June 2025	30 June 2025	$0.848
Damien Henderson (Class E)	200,000	5 May 2023	30 June 2026	30 June 2026	$0.848

The vesting conditions attached to each class of performance rights are set out below:

- **Class A:** the company achieving a market capitalisation of $500m over a consecutive 20 day period on or before 30 June 2024;
- **Class B:** the company achieving an independently verified JORC inferred resource of at least 7.5mt at equal to or greater than 1.0% Li_2O on or before the date that is two (2) years from the date of issue at the South Dakota Project;
- **Class C:** the company achieving an independently verified JORC inferred resource of at least 7.5mt at equal to or greater than 1.5% Li_2O on or before 31 December 2024 at the South Dakota Project;
- **Class D:** the company publishing an independently verified JORC inferred resource of at least 15mt at equal to or greater than 1.5% Li_2O on or before 30 June 2025 at the South Dakota Project; and
- **Class E:** the company publishing an independently verified JORC inferred resource of at least 20mt at equal to or greater than 1.5% Li_2O on or before 30 June 2026 at the South Dakota Project.

Performance rights granted carry no dividend or voting rights.

Additional information
The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2024	2023*	2022
Share price at financial year end ($)	0.49	1.16	0.63
Basic earnings per share (cents per share)	(13.34)	(12.59)	(2.67)
Diluted earnings per share (cents per share)	(13.34)	(12.59)	(2.67)

* Closing price before trading halt and subsequent suspension on 22 December 22

Additional disclosures relating to key management personnel

Shareholding
The number of shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
Ordinary shares					
Peter Ashley Marks	2,500,000	-	-	-	2,500,000
Tal Paneth	30,000,000	-	-	-	30,000,000
Christopher Alan David Connell	250,000	-	-	-	250,000
Simon Richard Lill*	4,250,000	-	200,000	-	4,450,000
Bruce Alexander Smith*	-	-	155,000	-	155,000
	37,000,000	-	355,000	-	37,355,000

* The ending balance for Simon Richard Lill and Bruce Alexander Smith is at the date of ceasing directorship on 20 March 2024.

Option holding
The number of options over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Exercised	Expired/ forfeited/ other	Balance at the end of the year
Options over ordinary shares					
Peter Ashley Marks	2,000,000	-	-	-	2,000,000
Christopher Alan David Connell	6,250,000	-	-	-	6,250,000
	8,250,000	-	-	-	8,250,000

Performance rights holding
The number of performance rights over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Exercised	Expired/ forfeited/ other	Balance at the end of the year
Performance rights over ordinary shares					
Peter Ashley Marks	-	3,500,000	-	-	3,500,000
Christopher Alan David Connell	-	5,000,000	-	-	5,000,000
Simon Richard Lill*	-	1,500,000	-	-	1,500,000
Bruce Alexander Smith*	-	1,000,000	-	-	1,000,000
Damien John Henderson	-	1,000,000	-	-	1,000,000
	-	12,000,000	-	-	12,000,000

* The ending balance for Simon Richard Lill and Bruce Alexander Smith is at the date of ceasing directorship on 20 March 2024.

Other transactions with key management personnel and their related parties
During the year ended 31 March 2024 the following related party transactions occurred:
- Newburyport Partners Pty Ltd, a related entity of Peter Ashley Marks, was paid $16,000 (excluding GST) for office rent costs and contribution of office fit out. The rental agreement is at current market terms and it is deemed at arm's length.
- Bruce Smith, a Director from 15 June 2023 to 20 March 2024, was paid $22,190 for consultancy services prior to his appointment as a Director. During his tenure as a Director, Bruce Smith was paid $2,800 for consultancy services. The transactions were at current market terms and it is deemed at arm's length.
- As at 31 March 2023, $72,530 was owed to Damien Henderson (CFO) via his loan to Lotus Minerals L.L.C. During the current period, this loan was repaid in full.

This concludes the remuneration report, which has been audited.

Shares under option
Unissued ordinary shares of IRIS Metals Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
28 February 2021	15 September 2024	$0.30	1,250,000
15 September 2021	15 September 2024	$0.30	1,950,000
15 October 2021	15 October 2024	$0.30	500,000
02 June 2022	31 July 2025	$0.40	4,000,000
15 August 2022	15 September 2024	$0.00	1,000,000
15 August 2022	31 July 2025	$0.40	1,500,000
15 August 2022	31 July 2025	$0.40	4,100,000
11 July 2022	31 July 2025	$0.40	6,000,000
11 July 2022	31 July 2025	$0.00	1,500,000
30 August 2022	31 July 2025	$0.40	2,000,000
30 August 2022	31 July 2025	$0.00	5,000,000
31 January 2023	31 January 2026	$1.20	500,000
31 January 2023	31 January 2025	$1.50	750,000
5 May 2023	14 June 2025	$1.50	7,377,500
5 May 2023	14 June 2025	$1.50	750,000
5 May 2023	14 June 2026	$1.50	2,500,000
10 August 2023	14 June 2025	$1.50	266,241
15 August 2023	14 June 2025	$1.50	250,000
			41,193,741

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the company or of any other body corporate.

Shares issued on the exercise of options
The following ordinary shares of IRIS Metals Limited were issued during the year ended 31 March 2024 and up to the date of this report on the exercise of options granted:

Date options exercised	Exercise price	Number of shares issued
16 August 2023	$0.00	2,500,000
16 August 2023	$1.50	12,500
25 August 2023	$1.50	53,500
1 September 2023	$1.50	8,500
8 September 2023	$1.50	1,500
19 September 2023	$0.00	900,000
22 September 2023	$1.50	8,500
5 - 26 October 2023	$1.50	38,000
6 December 2023	$0.30	550,000
		4,072,500

Shares under performance rights
Unissued ordinary shares of IRIS Metals Limited under performance rights at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under rights
5 May 2023	30 June 2024	$0.00	2,400,000
5 May 2023	14 June 2025	$0.00	2,400,000
5 May 2023	31 December 2024	$0.00	2,400,000
5 May 2023	30 June 2025	$0.00	2,400,000
5 May 2023	30 June 2026	$0.00	2,400,000
			12,000,000

No person entitled to exercise the performance rights had or has any right by virtue of the performance right to participate in any share issue of the company or of any other body corporate.

Shares issued on the exercise of performance rights
The following ordinary shares of IRIS Metals Limited were issued during the year ended 31 March 2024 and up to the date of this report on the exercise of performance rights granted:

Date performance rights granted	Exercise price	Number of shares issued
16 August 2023	$0.00	1,000,000

Dividends
There were no dividends paid, recommended or declared during the current or previous financial year.

Indemnity and insurance of officers
The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor
The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

Proceedings on behalf of the company
No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

Non-audit services
Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 13 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in note 13 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:
- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants (including Independence Standards) issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

Officers of the company who are former partners of William Buck (Vic) Pty Ltd.
There are no officers of the company who are former partners of William Buck (Vic) Pty Ltd.

Auditor's independence declaration
A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

Auditor
William Buck (Vic) Pty Ltd continues in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors

Tal Paneth	Peter Ashley Marks
Director	Director

27 June 2024

WilliamBuck
ACCOUNTANTS & ADVISORS

Lead Auditor’s Independence Declaration under Section 307C of the Corporations Act 2001

To the directors of IRIS Metals Limited

As lead auditor for the audit of IRIS Metals Limited for the year ended 31 March 2024, I declare that, to the best of my knowledge and belief, there have been:

— no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

— no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of IRIS Metals Limited and the entities it controlled during the year.

William Buck

William Buck Audit (Vic) Pty Ltd
ABN 59 116 151 136

N. S. Benbow
Director
Melbourne, 27 June 2024

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General information

The financial statements cover IRIS Metals Limited as a consolidated entity consisting of IRIS Metals Limited ('the company' or 'parent entity') and the entities it controlled (the 'consolidated entity'), throughout and as at the year ended 31 March 2024. The financial statements are presented in Australian dollars, which is IRIS Metals Limited's functional and presentation currency.

IRIS Metals Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Registered office and principal place of business

Suite 205
9-11 Claremont Street
South Yarra, VIC 3143

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 27 June 2024. The directors have the power to amend and reissue the financial statements.

IRIS METALS

	Note	Consolidated 2024 $	2023 $
Revenue			
Interest income		135,216	-
Expenses			
Corporate and administrative costs	4	(15,582,753)	(12,116,899)
Depreciation and amortisation expense		(52,259)	(10,513)
Impairment of assets	5	(1,370,330)	-
Transaction costs of ASX recompliance		(432,326)	-
Finance costs		(19,293)	-
Loss before income tax expense		(17,321,745)	(12,127,412)
Income tax expense		-	-
Loss after income tax expense for the year attributable to the owners of IRIS Metals Limited		(17,321,745)	(12,127,412)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		838,368	-
Other comprehensive income for the year, net of tax		838,368	-
Total comprehensive income for the year attributable to the owners of IRIS Metals Limited		(16,483,377)	(12,127,412)
		Cents	**Cents**
Basic earnings per share	20	(13.34)	(12.58)
Diluted earnings per share	20	(13.34)	(12.58)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

IRIS Metals Limited
Consolidated statement of financial position
As at 31 March 2024

	Note	Consolidated 2024	Consolidated 2023
Assets			
Current assets			
Cash and cash equivalents		9,794,751	675,419
Other receivables		37,027	23,475
Other assets		63,304	92,011
		9,895,082	790,905
Non-current assets classified as held for sale	5	1,081,089	-
Total current assets		10,976,171	790,905
Non-current assets			
Environmental bonds		153,045	45,000
Property, plant and equipment		330,005	84,257
Intangibles		20,916	29,713
Capitalised exploration and evaluation	6	29,496,221	11,793,274
Advance payment to suppliers for exploration and evaluation		451,746	-
Total non-current assets		30,451,933	11,952,244
Total assets		41,428,104	12,743,149
Liabilities			
Current liabilities			
Trade and other payables	7	1,425,273	702,712
Borrowings	8	-	72,530
Employee benefits		41,612	20,546
Provisions		30,000	30,000
Total current liabilities		1,496,885	825,788
Non-current liabilities			
Employee benefits		961	-
Total non-current liabilities		961	-
Total liabilities		1,497,846	825,788
Net assets		39,930,258	11,917,361
Equity			
Issued capital	9	50,169,095	15,840,203
Reserves		21,464,961	10,459,211
Accumulated losses		(31,703,798)	(14,382,053)
Total equity		39,930,258	11,917,361

The above consolidated statement of financial position should be read in conjunction with the accompanying notes

Consolidated	Issued capital $	Share-based payment reserve $	Foreign currency translation reserve $	Accumulated losses $	Total equity $
Balance at 1 April 2022	8,563,117	680,178	-	(2,254,641)	6,988,654
Loss after income tax expense for the year	-	-	-	(12,127,412)	(12,127,412)
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(12,127,412)	(12,127,412)
Transactions with owners in their capacity as owners:					
Contributions of equity, net of transaction costs (note 9)	8,432,831	-	-	-	8,432,831
Vesting of options and performance rights issued (note 11)	-	8,675,593	-	-	8,675,593
Reversal of share-based payment due to lapse of options (note 11)	-	(52,305)	-	-	(52,305)
Share-based payment issue of options to brokers (note 11)	(1,155,745)	1,155,745	-	-	-
Balance at 31 March 2023	15,840,203	10,459,211	-	(14,382,053)	11,917,361

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes

Consolidated	**Issued capital $**	**Share- based payment reserve $**	**Foreign currency translation reserve $**	**Accumulated losses $**	**Total equity $**
Balance at 1 April 2023	15,840,203	10,459,211	-	(14,382,053)	11,917,361
Loss after income tax expense for the year	-	-	-	(17,321,745)	(17,321,745)
Other comprehensive income for the year, net of tax	-	-	838,368	-	838,368
Total comprehensive income for the year	-	-	838,368	(17,321,745)	(16,483,377)
Transactions with owners in their capacity as owners:					
Contributions of equity, net of transaction costs (note 9)	23,001,830	228,147	-	-	23,229,977
Exercise of options, net of transaction costs (note 9)	1,257,062	(548,521)	-	-	708,541
Issue of ordinary shares as consideration for acquisition of assets (note 9)	3,400,000	-	-	-	3,400,000
Issue of ordinary shares and options as consideration for acquisition of subsidiary (note 6)	4,675,000	1,005,901	-	-	5,680,901
Vesting of options and performance rights issued in current period (note 9)	-	4,820,739	-	-	4,820,739
Vesting of options and performance rights issued in previous period (note 9)	-	5,260,800	-	-	5,260,800
Transfer of vesting charge on exercise of zero exercise price options (note 9)	1,050,000	(1,050,000)	-	-	-
Transfer of vesting charge on exercise of performance rights (note 9)	630,000	(630,000)	-	-	-
Vesting and conversion of deferred shares (note 9)	315,000	865,987	-	-	1,180,987
Grant of options as consideration for acquisition of assets (note 6)	-	214,329	-	-	214,329
Balance at 31 March 2024	50,169,095	20,626,593	838,368	(31,703,798)	39,930,258

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes

	Note	Consolidated 2024 $	2023 $
Cash flows from operating activities			
Payments to suppliers and employees (inclusive of GST)		(4,040,387)	(1,779,767)
Interest received		135,216	-
Interest and other finance costs paid		(19,293)	-
ASX recompliance costs		(432,326)	-
Net cash used in operating activities	19	(4,356,790)	(1,779,767)
Cash flows from investing activities			
Cash acquired on acquisition of subsidiary	6	115,614	-
Payments for property, plant and equipment		(152,910)	-
Payments for intangibles		-	(29,713)
Payments for exploration and evaluation		(8,875,440)	(5,160,968)
Net cash used in investing activities		(8,912,736)	(5,190,681)
Cash flows from financing activities			
Proceeds from issue of shares	9	22,550,000	3,510,000
Proceeds from exercise of share options	9	708,500	-
Cost of issue of shares	9	(799,961)	(128,169)
Proceeds from borrowings		-	72,530
Repayment of borrowings		(76,073)	-
Net cash from financing activities		22,382,466	3,454,361
Net increase/(decrease) in cash and cash equivalents		9,112,940	(3,516,087)
Cash and cash equivalents at the beginning of the financial year		675,419	4,190,042
Effects of exchange rate changes on cash and cash equivalents		6,392	1,464
Cash and cash equivalents at the end of the financial year		9,794,751	675,419

Note 1. Material accounting policy information

The accounting policies that are material to the consolidated entity are set out below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted
The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the consolidated entity.

Basis of preparation
These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention
The financial statements have been prepared under the historical cost convention.

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Exploration and evaluation assets
Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves.

Exploration and evaluation costs are capitalised as incurred. However, exploration and evaluation assets shall be assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. When facts and circumstances suggest that the carrying amount exceeds the recoverable amount, an entity shall measure, present and disclose any resulting impairment loss in accordance with AASB 136.

Where a project or an area of interest has been abandoned, the expenditure incurred thereon is written off in the year in which the decision is made.

Employee benefits

Share-based payments
Equity-settled transactions are awards of shares, or options over shares, that are provided to employees, directors, consultants and/or brokers in exchange for the rendering of services.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

Note 1. Material accounting policy information (continued)

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Share-based payment transactions
The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Monte-carlo or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

As share based payments valuations are inherently linked to the share price, share price volatility an swings thereof can have a material effect on the share-based payments recorded in the financial statements.

Performance conditions in share-based payments can significantly impact their valuation due to the uncertainty they introduce regarding the achievement of specific targets. Careful judgment in estimating the probability of meeting those conditions is required when valuing share based payments.

Recovery of deferred tax assets
Deferred tax assets are recognised for deductible temporary differences and carry-forward losses only if the consolidated entity considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.
Presently the consolidated entity has incurred losses from its operations in all tax jurisdictions that may be potentially available to be applied against assessable income in the future. Given the uncertainty as to when or if this occurs, the directors have decided not to recognise any deferred tax assets that may be represented by those losses.

Note 2. Critical accounting judgements, estimates and assumptions (continued)

Mine rehabilitation provision
The consolidated entity has considered whether a provision for rehabilitation of any tenements is required. The directors do not consider that such a provision is necessary due to the fact that rehabilitation is being undertaken on a progressive basis. Whilst the consolidated entity is in exploration phase it cannot reliably estimate the scope and costs of rehabilitation work that will need to be undertaken.

Note 3. Operating segments

The consolidated entity is organised into 2 operating segments: Australia and the USA. These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

Types of products and services
The principal products and services of each of these operating segments are as follows:

Australia	Mining exploration and evaluation in Australia
USA	Mining exploration and evaluation in the USA

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Note 3. Operating segments (continued)

Operating segment information

Consolidated - 2024	Australia $	USA $	Total $
EBITDA*	(14,758,116)	(2,627,293)	(17,385,409)
Depreciation and amortisation	(16,960)	(35,299)	(52,259)
Interest income	135,216	-	135,216
Finance costs	(19,293)	-	(19,293)
Loss before income tax expense	(14,659,153)	(2,662,592)	(17,321,745)
Income tax expense			-
Loss after income tax expense			(17,321,745)
Assets			
Segment assets	11,454,495	29,973,609	41,428,104
Total assets			41,428,104
Liabilities			
Segment liabilities	368,995	1,128,851	1,497,846
Total liabilities			1,497,846

*Included within EBITDA is $11,049,576 of share-based payments, $8,838,605 of which is attributable to the Australia segment and $2,210,971 to the USA segment. EBITDA excluding share-based payments is $6,326,648. $5,910,327 of EBITDA excluding share-based payments is attributable to the Australia segment and an EBITDA of $416,321 to the USA segment.

Consolidated - 2023	Australia $	USA $	Total $
EBITDA*	(7,262,143)	(4,854,756)	(12,116,899)
Depreciation and amortisation	(10,513)	-	(10,513)
Loss before income tax expense	(7,272,656)	(4,854,756)	(12,127,412)
Income tax expense			-
Loss after income tax expense			(12,127,412)
Assets			
Segment assets	3,942,382	8,800,767	12,743,149
Total assets			12,743,149
Liabilities			
Segment liabilities	715,871	109,917	825,788
Total liabilities			825,788

*Included within EBITDA is $9,893,592 of share-based payments, $5,338,838 of which is attributable to the Australia segment and $4,554,754 to the USA segment. EBITDA excluding share-based payments is $2,223,307. $1,922,305 of EBITDA excluding share-based payments is attributable to the Australia segment and $300,002 to the USA segment.

Note 4. Corporate and administrative costs

	Consolidated 2024 $	2023 $
Administration expenses	658,874	430,809
Consultancy fees	1,092,247	263,429
Employee benefits expense	1,221,358	606,303
Legal fees	483,413	438,219
Marketing and promotion expenses	54,269	29,000
Other expenses	562,547	295,568
Professional fees	460,469	159,979
Share-based payments - business development and consultancy fees	4,026,174	5,786,897
Share-based payments - directors and employees	7,023,402	4,106,695
	15,582,753	12,116,899

$11,049,576 of $15,582,753 (2023: $9,893,592 of $12,116,899) in corporate and administrative costs represents non-cash share-based payments. Share-based payments for business development and consultancy fees relates to the allotment of options to several corporate advisors engaged in corporate and investor relations functions such as marketing, advisory services, marketing related tasks, connecting with potential off-take partners, engaging local and offshore investors, and coordinating investor presentations, among other responsibilities. This involvement involved introductions with potential US partners and facilitating initial and subsequent meetings.

Significant increases in various corporate and administrative costs in the current year compared to 2023 were largely driven by reduced working capital after recompliance and the June 2023 capital raise. Additionally, heightened activity levels, particularly in South Dakota, led to increased corporate expenditures.

Administrative costs have risen due to increases in ASX and ASIC fees.

Consultancy fees have increased due to the heightened activity as mentioned above.

Employee benefits have increased due to an increase in the number of directors following Bruce Smith's appointment, and payments of short-term incentives.

Other expenses have increased due to higher company secretarial fees resulting from recompliance and capital raises, increased travel expenses (primarily to South Dakota), and higher registry fees.

Professional fees have increased due to additional expenses, primarily in the US, for accounting and taxation advice related to the restructuring of the US corporate structure.

Note 5. Non-current assets classified as held for sale

	Consolidated 2024 $	2023 $
Current assets		
Capitalised exploration and evaluation - Kookynie	1,081,089	-

Note 5. Non-current assets classified as held for sale (continued)

On 15 April 2024, the company announced the sale of the Kookynie gold project to Nex Metals Exploration Limited (ASX: NEX) for 54,054,433 new fully paid ordinary shares in NEX, in addition to a 2% Net Smelter Return (NSR) royalty. On the date of sale, the NEX share price was $0.02, with a total a fair value of $1,081,089.

While the sale was completed post year end, conditions existed at 31 March 2024 that made the sale highly probable. As a result, the assets related to the Kookynie gold project have been classified as held for sale. The carrying value of Kookynie as at 31 March 2024 was $2,451,419, $1,081,089 of this value was reclassifed to assets held for sale and the difference between the carrying value at 31 March 2024 and the amount realised in the sale post year-end of $1,370,330 has been written off as an impairment expense in the statement of profit or loss.

Note 6. Capitalised exploration and evaluation

	Consolidated	
Capitalised exploration and evaluation	**2024 $**	**2023 $**
Areas of interest		
Leonora	764,860	679,658
Kookynie	-	2,405,282
Custer	5,961,632	5,833,470
Dewey	2,268,308	2,107,499
Tin Mountain	1,242,504	767,365
Edison	3,329,346	-
Tinton	145,114	-
Longview	15,669,987	-
Keystone	114,470	-
	29,496,221	11,793,274

Reconciliations
Reconciliations of the values of capitalised exploration and evaluation projects at the beginning and end of the current financial year are set out below:

Consolidated	**Leonora** $	**Kookynie** $	**Custer** $	**Dewey** $	**Tin Mountain** $	**Total** $
Balance at 1 April 2022	630,384	2,101,909	-	-	-	2,732,293
Additions* **	49,274	303,373	5,833,470	2,107,499	767,365	9,060,981
Balance at 31 March 2023	679,658	2,405,282	5,833,470	2,107,499	767,365	11,793,274

*$117,444 of directors remuneration was capitalised to exploration during the year ended 31 March 2023.
** $3,810,891 of share based payments were capitalised to exploration and evaluation during the year ended 31 March 2023.

Note 6. Capitalised exploration and evaluation (continued)

Consolidated	Leonora	Kookynie	Custer	Dewey	Tin Mountain	Edison	Tinton	Longview	Keystone	Total
Balance at 1 April 2023	679,658	2,405,282	5,833,470	2,107,499	767,365	-	-	-	-	11,793,274
Additions*	85,202	46,137	129,375	35,990	35,089	-	46,582	7,074,884	37,773	7,491,032
Share-based payments - issuance of options	-	-	-	-	214,329	-	-	301,990	-	516,319
Share-based payments - issuance of ordinary shares (note 9)	-	-	-	-	-	-	-	1,390,938	-	1,390,938
Acquisition of assets (note 9)	-	-	-	-	-	3,230,000	95,591	-	74,409	3,400,000
Acquisition of subsidiary	-	-	-	-	-	-	-	5,680,901	-	5,680,901
Amounts reimbursable to Jasdak Pty Ltd	-	-	-	-	-	-	-	703,647	-	703,647
Impairment of capitalised exploration asset (note 5)	-	(1,370,330)	-	-	-	-	-	-	-	(1,370,330)
Classification as assets held for sale (note 5)	-	(1,081,089)	-	-	-	-	-	-	-	(1,081,089)
Transfers	-	-	(234,684)	40,534	194,150	-	-	-	-	-
Foreign exchange	-	-	233,471	84,285	31,571	99,346	2,941	517,627	2,288	971,529
Balance at 31 March 2024	764,860	-	5,961,632	2,268,308	1,242,504	3,329,346	145,114	15,669,987	114,470	29,496,221

*In addition to the above, $451,746 of advance payments have been made to suppliers for the purpose of exploration and evaluation activities during the period ().

Capitalised exploration and evaluation additions
Capitalised exploration and evaluation additions of $7,491,032 were primarily driven by increased activity in South Dakota. This includes 50 RC drill holes covering 4,000 meters, 38 DD holes covering 4,800 meters, assay costs for both RC and DD holes, expenses for drill pad preparation and site works, salaries and wages, annual license fees for our 2,415 claims, and other associated costs.

Acquisition of assets
On 14 June 2023, the company completed the acquisition of the Edison patented claim and 313 BLM claims, following the issuance of 3,800,000 shares to Schad Investments L.L.C. and 200,000 shares to Cody Schad in consideration for the acquisition of the Edison Patented Claim. The Edison claims are in the Keystone and Tinton districts of South Dakota.

The equity consideration transferred relating to the acquisition of assets has been treated as a share-based payment under *AASB 2: Share-based payment,* recorded as capitalised exploration and evaluation. The fair value of consideration transferred is determined on the grant date, being 5 May 2023 at a fair value of $0.85 per share. On this date the shares were in a trading halt. The fair value of $0.85 was determined by using the $1 value per share of shares issued in a placement prior to the cessation of the halt in May 2023, and discounting for 15% for the dilutionary impact of options attaching to shares from this capital raise in January 2023.

Note 6. Capitalised exploration and evaluation (continued)

Acquisition of subsidiary
On 14 June 2023, the company entered into a share purchase agreement to acquire 100% of the fully paid ordinary shares in Longview Minerals, L.L.C. ('Longview') from Jasdak Pty Ltd ('Jasdak') (the 'acquisition'), an unrelated party of the consolidated entity. Jasdak's wholly owned subsidiary, Longview, owns two patented properties, the Longview Property and the Beecher Property, located alongside the consolidated entity's existing South Dakota Projects. Longview now forms part of the consolidated entity through 100% ownership by IRIS Metals Limited.

The total consideration transferred for the acquisition is as follows:
- 5,500,000 fully paid ordinary shares at a fair value of $0.85 cent per share;
- 2,500,000 options to acquire ordinary shares in the company, exercisable at $1.50 and an expiry 3 years from their date of issue; and
- Up to USD$500,000 of cash reimbursements, based on the provision of approved receipts.

The equity consideration transferred relating to the acquisition has been treated as a share-based payment under *AASB 2: Share-based payment,* recorded as capitalised exploration and evaluation. Longview contained no substantive processes, as the value was substantially derived from the tenements held. There were no firm contracts with either suppliers or customers in place on the acquisition date. Therefore, this is not considered a business combination under *AASB 3: Business combinations*.

Details of the acquisition are as follows:

	Fair value $AUD
Cash and cash equivalents	115,614
Capitalised exploration and evaluation	1,489,031
Trade payables	(963,155)
Reimbursable to Jasdak Pty Ltd	(703,647)
Net liabilities acquired	(62,157)
Acquisition-date fair value of the total consideration transferred:	
Ordinary shares in IRIS Metals Limited, recorded as capitalised exploration and evaluation	4,675,000
Options in IRIS Metals Limited, recorded as capitalised exploration and evaluation	1,005,901
Total consideration transferred	5,680,901

Note 6. Capitalised exploration and evaluation (continued)

Acquisition of Tin Mountain patented claim
On 11 January 2024, the company further developed its Tin Mountain tenement in South Dakota with the acquisition of a patented claim. The claim represents an area of 6.25ha. The agreement enables access and exploration rights to the Tin Mountain property for an initial 3-year period.

The purchase agreement consisted of three elements:
- An initial USD $20,000 non-refundable exclusivity fee which allows IRIS Metals Limited a 30-day period to complete its due diligence on the property.
- An access fee for the first year paid in shares equal to USD$140,000 divided by the greater of the 7-day volume weighted average price ('VWAP') of fully-paid ordinary shares traded on the ASX immediately prior to the 11 January 2024 and AUD$1.
- Annual access fee for the two subsequent years: At the election of the seller, USD$140,000 cash or that number of fully-paid ordinary shares which is equal to USD$140,000 divided by the greater of the 7-day VWAP of fully-paid ordinary shares traded on the ASX immediately prior to 11 January 2025 and AUD$1. The consideration (cash or shares) is yet to be paid.

During the access license period, the company may elect to exercise the option to acquire the property by paying the vendor as consideration for the exercised option, a single lump-sum payment comprising the total value of USD$1,000,000 plus the balance of the outstanding amounts owing under the abovementioned access fees (if any).

The access fee for the first year is treated as a share-based payment under *AASB 2: Share-based payment* and recorded as capitalised exploration and evaluation. The fair value of consideration transferred is determined to be USD$140,000.

As the vendor has been given an option to settle the access fee for year two and three in either cash or equity, either party can walk away from the agreement after the first year. It is not yet contractually binding therefore, a liability for the future access fees has not been recognised.

Details of the acquisition are as follows:

	Fair value $AUD
Transaction-date fair value of the total consideration transferred:	
Upfront non-refundable exclusivity fee	30,618
Options over ordinary shares in IRIS Metals Limited, recorded as capitalised exploration and evaluation	214,329
	244,947

Note 7. Trade and other payables

	Consolidated 2024 $	**Consolidated 2023 $**
Current liabilities		
Trade payables	1,294,904	256,342
Accrued expenses	83,643	245,537
Amounts payable to Directors	46,726	200,833
	1,425,273	702,712

Note 8. Borrowings

	Consolidated 2024 $	**Consolidated 2023 $**
Current liabilities		
Loan - Damien Henderson	-	72,530

Note 8. Borrowings (continued)

During the previous year ended 31 March 2023, Damien Henderson, the company CFO and COO provided a loan of $72,530 to the consolidated entity. This was repaid in the current year. The loan was made to support the working capital needs of the company.

Note 9. Issued capital

	Consolidated			
	2024 Shares	**2023 Shares**	**2024 $**	**2023 $**
Ordinary shares - fully paid	139,034,982	100,580,000	50,169,095	15,840,203

Movements in ordinary share capital

Details	**Date**	**Shares**	**Issue price**	**$**
Balance	1 April 2023	100,580,000		15,840,203
Issue of shares as payment for acquisition of subsidiaries (note 6)	05 May 2023	5,500,000	$0.85	4,675,000
Issue of shares as payment for acquisition of assets (note 6)	05 May 2023	3,800,000	$0.85	3,230,000
Issue of shares as payment for acquisition of assets (note 6)	05 May 2023	200,000	$0.85	170,000
Issue of shares as payment for business development services (conversion of deferred shares - note 21)	12 May 2023	500,000	$0.00	-
Issue of shares from prospectus*	14 June 2023	15,000,000	$1.00	15,000,000
Issue of shares - exercise of zero exercise price options	16 August 2023	1,000,000	$0.00	-
Issue of shares - exercise of performance rights	16 August 2023	1,000,000	$0.00	-
Issue of shares - exercise of zero exercise price options	16 August 2023	1,500,000	$0.00	-
Issue of shares - exercise of options	16 August - 1 September 2023	74,500	$1.50	111,500
Issues of shares in accordance with equity incentive plan as payment for capitalised exploration and evaluation (note 6)	4 August 2023	200,000	$1.55	310,000
Issues of shares in accordance with equity incentive plan as payment for capitalised exploration and evaluation (note 6)	10 August 2023	532,482	$2.03	1,080,938
Issues of shares in accordance with equity incentive plan as payment to employee**	25 August 2023	100,000	$1.78	89,000
Issue of shares - exercise of options	8 September 2023	1,500	$1.50	2,250
Issue of shares - exercise of options	19 September 2023	900,000	$0.40	360,000
Issue of shares - exercise of options	22 September 2023	8,500	$1.50	12,750
Issue of shares - exercise of options	5 - 26 October 2023	38,000	$1.50	57,000
Issue of shares - exercise of options	6 December 2023	550,000	$0.30	165,000
Issue of shares - placement	20 December 2023	7,500,000	$1.00	7,500,000
Issue of shares - placement	14 February 2024	50,000	$1.00	50,000
Vesting charge transferred from share-based payment reserve on conversion of options and performance rights				2,228,562
Vesting charge transferred from share-based payment reserve on issuance of deferred shares				315,000
Costs of capital raise				(1,028,108)
Balance	31 March 2024	139,034,982		50,169,095

Note 9. Issued capital (continued)

*On 14 June 2023, the company issued 15,000,000 ordinary shares at $1 per share to participants in the capital raising in accordance with the recompliance prospectus. The participants also received attaching options at a ratio of 1 option for every 2 ordinary shares issued, for a total of 7,500,000 options. The key terms of these attaching options are as follows:
- Expiry date: 14 June 2025
- Exercise price $1.50

** 50,000 of the total 100,000 issued were classified as deferred shares, vesting 6 months from grant date in accordance with a service condition. The expense is rateably released throughout the vesting period. On 1 March 2024, these were deemed unrestricted and therefore, classified as fully paid ordinary shares.

Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back
There is no current on-market share buy-back.

Capital risk management
The consolidated entity's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

Note 10. Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Note 11. Financial instruments

Financial risk management objectives
The consolidated entity's activities expose it to the following financial risks: market risk (foreign currency risk) and liquidity risk. The consolidated entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the consolidated entity.

The consolidated entity's finance function provides services to the business and monitors and manages the financial risks relating to the operations of the consolidated entity in accordance with the decisions of Chief Financial Officer and the directors.

The assets and liabilities are predominantly denominated in their respective local currencies, minimizing any significant foreign exchange risk exposure.

There was no material exposure to any interest rate, price risk or credit risk.

Liquidity risk
Liquidity risk is the risk that the consolidated entity is unable to meet its financial obligations as they fall due.

Note 11. Financial instruments (continued)

The ultimate responsibility for liquidity risk management rests with the board of directors, who periodically review the consolidated entity's short, medium and long-term funding and liquidity management requirements. The consolidated entity manages liquidity risk by maintaining reserves, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities where possible.

Remaining contractual maturities
The following tables detail the consolidated entity's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated - 2024	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables	-	1,425,273	-	-	-	1,425,273
Total non-derivatives		1,425,273	-	-	-	1,425,273

Consolidated - 2023	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables	-	702,712	-	-	-	702,712
Total non-derivatives		702,712	-	-	-	702,712

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments
Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 12. Key management personnel disclosures

Directors
The following persons were directors and management of IRIS Metals Limited during the financial year:

Directors:
Peter Ashley Marks
Tal Paneth
Christopher Alan David Connell
Simon Richard Lill (resigned 20 March 2024)
Bruce Alexander Smith (appointed 15 June 2023, resigned 20 March 2024)

Other Key Management Personnel:
Damien John Henderson

Note 12. Key management personnel disclosures (continued)

Compensation
The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	Consolidated	
	2024	**2023**
	$	**$**
Short-term employee benefits	1,156,380	683,521
Post-employment benefits	93,683	74,980
Share-based payments	4,076,880	4,000,465
	5,326,943	4,758,966

Note 13. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by, the auditor of the consolidated entity:

	Consolidated	
	2024	**2023**
	$	**$**
Audit services (William Buck Audit (Vic) Pty Ltd):		
Audit or review of the financial statements	60,239	52,500
Other services - William Buck Audit (Vic) Pty Ltd		
Investigating Accountants Report	15,000	-
	75,239	52,500

Note 14. Commitments and contingencies

The consolidated entity has minimum expenditure requirements on its Western Australian tenements that amount to $584,800 for the year ended 31 March 2024 (31 March 2023: $457,440). Note that each tenement has a different anniversary in which to meet minimum expenditure. The consolidated entity has met its minimum expenditure requirements for the year ended 31 March 2024 and 31 March 2023. For the upcoming year ended 31 March 2025, the consolidated entity has commitments totaling $287,840 on its Western Australian tenements.

There are no minimum spend requirements in relation to any of the consolidated entity's patented and BLM claims in South Dakota.

The consolidated entity has royalty arrangements as follows:

- 0.75% gross smelter royalty applicable to tenure in Leonora comprising acquisition associates with Ross Crew group;
- 1.25% net smelter royalty across the consolidated entity’s South Dakota BLM tenure;
- 2% net smelter royalty at Beecher and Longview properties in South Dakota; and
- USD$50k upon decision to mine and USD$50 per ton of spodumene mined at Beecher Extended and Black Diamond properties.

As noted in note 6, the annual access fees for years two and three of the Tin Mountain acquisition are contingent on the exercise of the options by the consolidated entity each year.

There are no other contractual commitments or contingent liabilities at 31 March 2024 (31 March 2023: none).

Note 15. Related party transactions

Parent entity
IRIS Metals Limited is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 17.

Key management personnel
Disclosures relating to key management personnel are set out in note 12 and the remuneration report included in the directors' report.

Transactions with related parties
During the year ended 31 March 2024 the following related party transactions occurred:

- Newburyport Partners Pty Ltd, a related entity of Peter Ashley Marks, was paid $16,000 (excluding GST) for office rent costs and contribution of office fit out. The rental agreement is at current market terms and it is deemed at arm's length.
- Bruce Smith, a Director from 15 June 2023 to 20 March 2024, was paid $22,190 for consultancy services prior to his appointment as a Director. During his tenure as a Director, Bruce Smith was paid $2,800 for consultancy services. The transactions were at current market terms and it is deemed at arm's length.
- Ledger Holdings Pty Ltd, a related party of Levi Mochkin (Business Development Manager) who is considered a related party due to significant shareholdings was paid or issued the following:

● $84,000 (excluding GST) for business development services. This agreement is at current market terms and it is deemed at arm's length.
● Consultancy fees associated with the granting of options for business development purposes were expensed through share-based payments amounting to $316,584 (note that these are non-cash transactions please refer to note 5). 1,500,000 options were exercised during the year.

Receivable from and payable to related parties
- As at 31 March 2023, $72,530 was owed to Damien Henderson (CFO) via his loan to Lotus Minerals L.L.C. During the current period, this loan was repaid in full.
- Ledger Holding Pty Ltd, a related entity, is owed $7,700 (GST incl) at year end.
- Directors fees of $46,726 (refer note 7) is owed at year end.

There were no other loans payable to or receivable from related parties at the reporting date.

Note 16. Parent entity information

Statement of profit or loss and other comprehensive income

	Parent	
	2024 $	2023 $
Loss after income tax	(8,805,249)	(17,624,947)
Total comprehensive income	(8,805,249)	(17,624,947)

Note 16. Parent entity information (continued)

Statement of financial position

	Parent 2024 $	2023 $
Total current assets	9,525,638	743,657
Total assets	39,878,809	8,387,955
Total current liabilities	356,829	715,868
Total liabilities	(18,949)	715,868
Equity		
Issued capital	50,172,095	16,875,203
Reserves	18,193,239	10,459,211
Accumulated losses	(28,467,576)	(19,662,327)
Total equity	39,897,758	7,672,087

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The parent entity had no guarantees in relation to the debts of its subsidiaries as at 31 March 2024 (31 March 2023: none).

Contingent liabilities
The parent entity had no contingent liabilities as at 31 March 2024 (31 March 2023: none).

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment as at 31 March 2024 (31 March 2023: none).

Material accounting policy information
The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for the following:
- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Investments in associates are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 17. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1:

Name	Principal place of business / Country of incorporation	Ownership interest 2024 %	2023 %
Lofasz Pty Ltd	Australia	100.00%	100.00%
BH Exploration Pty Ltd	Australia	100.00%	100.00%
IRIS Metals Inc.	United States	100.00%	100.00%
White Rock L.L.C.	United States	100.00%	100.00%
Longview Minerals L.L.C.	United States	100.00%	100.00%
Lotus Minerals L.L.C.	United States	100.00%	100.00%

Note 18. Events after the reporting period

On 15 April 2024 the company announced the sale of its Kookynie Gold Project and tenement to Nex Metals Explorations Limited. The consideration for the acquisition comprises the issue of 54,054,433 new fully paid ordinary shares in Nex Metals Explorations Ltd, in addition to a 2% Net Smelter Return ('NSR') royalty. The value of the new fully paid ordinary shares issued on the date of the transaction was $1,081,088. As part of the transaction NEX will assume all underlying prospector agreements held by the company on the tenements. The transaction is subject to various conditions, including regulatory and shareholder approvals which have not yet occured. Since the announcement of the sale there has been a $270k fair value gain on the value of the investment in NEX. As at signing date these shares have not yet been issued.

On 24 April 2024 Harvis Advisers Pty Ltd terminated their mandate. This resulted in the immediate cancellation of 900,000 options held by Harvis Advisers on this date. Furthermore, incentive fee securities of 300,000 fully paid ordinary shares were to be issued 18 months from commencement of the mandate. These will not be issued.

On 24 June 2024 Kevin Smith was appointed to the board as a US based Non-Executive Director. Mr Smith’s appointment as a NED will be effective on the business day following the release to the ASX of the company's 31 March 2024 Audited Financial Statements and Annual Report. Mr. Smith brings more than 20 years experience in the natural resources industry, with a key focus on the energy sector including Lithium, Battery Metals and Uranium. As part of his remuneration package, the company has agreed to issue Mr. Smith 1,500,000 performance rights. The issuance of these rights are subject to shareholder approval which will be considered at the FY24 Annual General Meeting.

No other matter or circumstance has arisen since 31 March 2024 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Note 19. Reconciliation of loss after income tax to net cash used in operating activities

	Consolidated	
	2024 $	2023 $
Loss after income tax expense for the year	(17,321,745)	(12,127,412)
Adjustments for:		
Depreciation and amortisation expense	52,259	10,513
Impairment of assets	1,370,330	-
Share-based payments	11,049,576	9,893,592
Change in operating assets and liabilities:		
(Increase)/decrease in other receivables	(13,552)	6,421
Decrease in other assets	28,707	43,971
Increase in trade and other payables	455,608	386,263
Increase in employee benefits	22,027	6,885
Net cash used in operating activities	(4,356,790)	(1,779,767)

Note 20. Earnings per share

	Consolidated	
	2024 $	2023 $
Earnings per share for loss from continuing operations		
Loss after income tax attributable to the owners of IRIS Metals Limited	(17,321,745)	(12,127,412)
	Cents	**Cents**
Basic earnings per share	(13.34)	(12.58)
Diluted earnings per share	(13.34)	(12.58)

Note 20. Earnings per share (continued)

	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	129,875,036	96,392,137
Weighted average number of ordinary shares used in calculating diluted earnings per share	129,875,036	96,392,137

Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares. Potential ordinary shares are treated as dilutive only when their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations. Options and performance rights held over ordinary shares would decrease the loss per share reported above and hence, have been treated as antidilutive.

Note 21. Share-based payments

During the period, the following unquoted securities were issued:

Grant date	Expiry date	Exercise price	Type	Granted	Conditions
05/05/2023	14/06/2025	$1.50	Options	7,500,000	Free-attaching options issued in connection with the capital raise. There options vest upfront.
05/05/2023	14/06/2025	$1.50	Options	750,000	Granted as cost of capital raise to Jett Capital Advisor LCC under Pre-emptive raise. There options vest upfront.
05/05/2023	14/06/2026	$1.50	Options	2,500,000	Granted as consideration to Jasdak Pty Ltd for the Longview acquisition (note 6). There options vest upfront.
05/05/2023	30/06/2024	$0.00	Performance rights	2,400,000	Class A - Director and CFO performance rights - see below for details of vesting conditions.**
05/05/2023	14/06/2025	$0.00	Performance rights	2,400,000	Class B - Director and CFO performance rights - see below for details of vesting conditions.**
05/05/2023	31/12/2024	$0.00	Performance rights	2,400,000	Class C - Director and CFO performance rights - see below for details of vesting conditions.**
05/05/2023	30/06/2025	$0.00	Performance rights	2,400,000	Class D - Director and CFO performance rights - see below for details of vesting conditions.**
05/05/2023	30/06/2026	$0.00	Performance rights	2,400,000	Class E - Director and CFO performance rights - see below for details of vesting conditions.**
28/06/2023	10/07/2026	$1.50	Options	300,000	Options issued to Harvis Advisers Pty Ltd - tranche 1.*
28/06/2023	10/07/2026	$2.00	Options	300,000	Options issued to Harvis Advisers Pty Ltd - tranche 2.*
28/06/2023	10/07/2027	$2.50	Options	300,000	Options issued to Harvis Advisers Pty Ltd - tranche 3.*
10/08/2023	14/06/2025	$1.50	Options	266,241	Employee incentive options issued as payment for exploration and evaluation. There options vest upfront.
15/08/2023	14/06/2025	$1.50	Options	250,000	Employee incentive options issued as payment for consultancy services. There options vest upfront.
				24,166,241	

* Subsequent to year-end on 24 April 2024 these options were cancelled following the termination of the consulting mandate with Harvis Advisers.

**vThe vesting conditions attached to classes A to E of the performance rights granted are set out below:

Note 21. Share-based payments (continued)

- **Class A:** the company achieving a market capitalisation of $500m over a consecutive 20 day period on or before 30 June 2024;
- **Class B:** the company achieving an independently verified JORC inferred resource of at least 7.5mt at equal to or greater than 1.0% Li_2O on or before the date that is two (2) years from the date of issue at the South Dakota Project;
- **Class C:** the company achieving an independently verified JORC inferred resource of at least 7.5mt at equal to or greater than 1.5% Li_2O on or before 31 December 2024 at the South Dakota Project;
- **Class D:** the company publishing an independently verified JORC inferred resource of at least 15mt at equal to or greater than 1.5% Li_2O on or before 30 June 2025 at the South Dakota Project; and
- **Class E:** the company publishing an independently verified JORC inferred resource of at least 20mt at equal to or greater than 1.5% Li_2O on or before 30 June 2026 at the South Dakota Project.

During the period, the following deferred shares were issued:

Grant date	Vesting date	Exercise price	Type	Granted	Conditions
28/06/2023	28/12/2024	$0.00	Deferred shares	300,000	Deferred shares granted to Harvis Advisers Pty Ltd as payment for consultancy services. Subsequent to year-end on 24 April 2024 these deferred shares were cancelled following the termination of the consulting mandate.
25/08/2023	01/03/2024	$0.00	Deferred shares	50,000	Deferred shares granted under the employee incentive plan. On 1 March 2024, these were deemed unrestricted and therefore, classified as fully paid ordinary shares.
				350,000	

Under the employee securities incentive plan, eligible participants (the 'recipients') may be awarded deferred shares in exchange for goods or services. The deferred shares convert into one ordinary share each on vesting at an exercise price of nil. The recipients do not receive any dividends and are not entitled to vote in relation to the deferred shares during the vesting period. If a recipient ceases to be employed or engaged by the consolidated entity within this period, the deferred shares will be forfeited, except in limited circumstances that are approved by the board and/or on a case-by-case basis.

The number of fully paid ordinary shares to be granted upon conversion of the deferred shares is fixed at the date of grant.

The fair value of the deferred shares at grant date was estimated by taking the market price of the company's shares on that date less the present value of expected dividends that will not be received by the recipients on their rights during the relevant vesting period. Dividends for all deferred shares disclosed above have been estimated at nil.

The fair value is recognised as an expense over the relevant service period, which is the vesting period of the deferred shares.

Set out below are summaries of options and rights on issue as at 31 March 2024:

Note 21. Share-based payments (continued)

2024

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
28/02/2021	15/09/2024	$0.00	1,250,000	-	-	-	1,250,000
15/09/2021	15/09/2024	$0.40	2,500,000	-	(550,000)	-	1,950,000
15/10/2021	15/10/2024	$0.40	500,000	-	-	-	500,000
13/05/2022	12/05/2027	$0.00	1,000,000	-	(1,000,000)	-	-
15/08/2022	15/09/2024	$0.00	2,000,000	-	(1,000,000)	-	1,000,000
15/08/2022	31/07/2025	$0.40	1,500,000	-	-	-	1,500,000
02/06/2022	31/07/2025	$0.40	4,000,000	-	-	-	4,000,000
15/08/2022	31/07/2025	$0.40	5,000,000	-	(900,000)	-	4,100,000
11/07/2022	31/07/2025	$0.40	6,000,000	-	-	-	6,000,000
11/07/2022	31/07/2025	$0.00	3,000,000	-	(1,500,000)	-	1,500,000
30/08/2022	31/07/2025	$0.40	2,000,000	-	-	-	2,000,000
30/08/2022	31/07/2025	$0.00	5,000,000	-	-	-	5,000,000
30/08/2022	31/01/2026	$1.20	500,000	-	-	-	500,000
31/01/2023	31/01/2025	$1.50	750,000	-	-	-	750,000
05/05/2023	14/06/2025	$1.50	-	7,500,000	(122,500)	-	7,377,500
05/05/2023	14/06/2025	$1.50	-	750,000	-	-	750,000
05/05/2023	14/06/2026	$1.50	-	2,500,000	-	-	2,500,000
05/05/2023	30/06/2024	$0.00	-	2,400,000	-	-	2,400,000
05/05/2023	14/06/2025	$0.00	-	2,400,000	-	-	2,400,000
05/05/2023	31/12/2024	$0.00	-	2,400,000	-	-	2,400,000
05/05/2023	30/06/2025	$0.00	-	2,400,000	-	-	2,400,000
05/05/2023	30/06/2026	$0.00	-	2,400,000	-	-	2,400,000
28/06/2023	10/07/2026	$1.50	-	300,000	-	-	300,000
28/06/2023	10/07/2026	$2.00	-	300,000	-	-	300,000
28/06/2023	10/07/2027	$2.50	-	300,000	-	-	300,000
10/08/2023	14/06/2025	$1.50	-	266,241	-	-	266,241
15/08/2023	14/06/2025	$1.50	-	250,000	-	-	250,000
			35,000,000	24,166,241	(5,072,500)	-	54,093,741
Weighted average exercise price			$0.30	$0.77	$0.15	$0.00	$0.52

The weighted average share price during the year, in which options and performance rights were exercised, was $1.18 (31 March 2023: $0.46).

Note 21. Share-based payments (continued)

Set out below are the options exercisable at the end of the financial year:

Grant date	Expiry date	2024 Number
05/05/2023	15/09/2024	1,250,000
15/09/2021	15/09/2024	1,950,000
15/10/2021	15/10/2024	500,000
01/01/2015	01/01/2015	500,000
15/08/2022	31/07/2025	1,500,000
02/06/2022	31/07/2025	4,000,000
15/08/2022	31/07/2025	4,100,000
11/07/2022	31/07/2025	6,000,000
31/08/2022	31/07/2025	2,000,000
31/08/2022	31/07/2025	1,500,000
31/01/2023	31/01/2025	750,000
05/05/2023	14/06/2025	7,377,500
05/05/2023	14/06/2025	750,000
05/05/2023	14/06/2025	2,500,000
10/08/2023	14/06/2025	266,241
15/08/2023	14/06/2025	250,000
		35,193,741

The weighted average remaining contractual life of options and rights outstanding at the end of the financial year was 1.24 years (2023: 2.23 years).

Set out below are summaries of deferred shares on issue as at 31 March 2024:

2024

Grant date	Vesting date	Share price at grant date	Balance at the start of the year	Granted	Vested	Expired/ forfeited/ other	Balance at the end of the year
13/05/2022	13/05/2023	$0.63	500,000	-	(500,000)	-	-
13/05/2022	13/05/2024	$0.63	500,000	-	-	-	500,000
13/05/2022	13/05/2025	$0.63	500,000	-	-	-	500,000
13/05/2022	13/05/2026	$0.63	500,000	-	-	-	500,000
28/06/2023	28/12/2024	$1.68	-	300,000	-	-	300,000
25/08/2023	01/03/2024	$1.78	-	50,000	(50,000)	-	-
			2,000,000	350,000	(550,000)	-	1,800,000

The weighted average remaining contractual life of deferred shares outstanding at the end of the financial year was 1.02 years.

Note 21. Share-based payments (continued)

Share-based payments in relation to unlisted securities during the period ended 31 March 2024 were recognised as follows:
- $4,026,174 was recognised as a share-based payment expense for business development and consultancy fees in the statement of profit or loss (note 4);
- $7,023,402 was recognised as a share-based payment expense to directors and employees in the statement of profit or loss (note 4);
- $1,390,938 was recognised as capitalised exploration and evaluation assets for the acquisition of assets (note 6);
- $1,692,928 was recognised as capitalised exploration and evaluation assets via the issuance of ordinary shares and options (note 6);
- $3,400,000 was recognised as capitalised exploration and evaluation assets for an acquisition of subsidiary (note 6); and
- $228,147 was recognised as costs of capital raising in the statement of changes in equity.

Share-based payments in relation to unlisted securities during the period ended 31 March 2023 were recognised as follows:
- $5,786,897 was recognised as a share-based payment expense for business development and consultancy fees in the statement of profit or loss (note 4);
- $4,106,695 was recognised as a share-based payment expense to directors and employees in the statement of profit or loss (note 4); and
- $932,317 was recognised as costs of capital raising in the statement of changes in equity.

For the unlisted securities granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
05/05/2023	14/06/2025	$0.85	$1.50	-	-	-	$0.000
05/05/2023	14/06/2025	$0.85	$1.50	92.63%	-	3.03%	$0.304
05/05/2023	14/06/2026	$0.85	$1.50	92.63%	-	3.03%	$0.402
05/05/2023	30/06/2024	$0.85	$0.00	92.63%	-	3.41%	$0.346
05/05/2023	14/06/2025	$0.85	$0.00	92.63%	-	3.03%	$0.848
05/05/2023	31/12/2024	$0.85	$0.00	92.63%	-	3.03%	$0.848
05/05/2023	30/06/2025	$0.85	$0.00	92.63%	-	3.03%	$0.848
05/05/2023	30/06/2026	$0.85	$0.00	92.63%	-	3.03%	$0.848
28/06/2023	10/07/2026	$1.47	$1.50	90.00%	-	3.78%	$0.837
28/06/2023	10/07/2026	$1.47	$2.00	90.00%	-	3.78%	$0.745
28/06/2023	10/07/2027	$1.47	$2.50	90.00%	-	3.78%	$0.800
10/08/2023	10/08/2023	$2.03	$1.50	90.00%	-	3.79%	$1.134
15/08/2023	15/08/2023	$2.03	$1.50	90.00%	-	3.79%	$1.134

For options granted on 05/05/2023, the share price at grant date of $0.85 is determined through applying the $1 per ordinary share price per the prospectus dated 19/06/2023, affected for the dilution of the attaching options issued at a ratio of 1 option for every 2 ordinary shares issued.

Fair value of options with a grant date of 28/06/2023 is determined using a monte carlo simulation option pricing model. Fair value of all remaining options is determined using a Black-Scholes option pricing model.

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;

- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 March 2024 and of its performance for the financial year ended on that date; and

- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors

Tal Paneth	Peter Ashley Marks
Director	Director

27 June 2024

Independent auditor's report to the members of IRIS Metals Limited

Report on the audit of the financial report

Our opinion on the financial report

In our opinion, the accompanying financial report of IRIS Metals Limited (the Company) and its subsidiaries (the Group) is in accordance with the *Corporations Act 2001*, including:

— giving a true and fair view of the Group's financial position as at 31 March 2024 and of its financial performance for the year then ended; and

— complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What was audited?

We have audited the financial report of the Group, which comprises:

— the consolidated statement of financial position as at 31 March 2024,

— the consolidated statement of profit or loss and other comprehensive income for the year then ended,

— the consolidated statement of changes in equity for the year then ended,

— the consolidated statement of cash flows for the year then ended,

— notes to the financial statements, including material accounting policy information, and

— the directors' declaration.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that the matters described below to be the key audit matters to be communicated in our report.

	Area of focus (refer also to notes 1, 5, 6 & 9)	How our audit addressed the key audit matter
Capitalised exploration and evaluation costs	The Group incurred additional net exploration and evaluation costs for exploration projects in both Australia and South Dakota, USA of $17,702,947 for the year ended 31 March 2024 which included the following transactions: — Acquisition of Longview Minerals LLC — Acquisition of Edison Patent Claims and BLM Claims — Acquisition of Tin Mountain Patented Claim — Impairment of Kookynie and re-classification to assets held for sale The consideration paid for the acquisitions included issuances of equity, reimbursements of costs and cash and have all been accounted for as asset acquisitions. The Group has elected to capitalize all these costs as non-current assets in the Statement of Financial Position in accordance with the Group's accounting policies which was changed in the prior year. The following risks have been identified: — That the Group may lose or relinquish its rights to explore and evaluate those areas of interest and therefore amounts capitalized to the Statement of Financial Position from the current and historical periods, be no longer recoverable; — That the acquisitions have not been appropriately accounted for as either an asset acquisition or business combination; and — That the impairment and subsequent re-classification of the Kookynie Gold project as a non-current asset held for sale is not appropriate. Therefore, we consider this to be a key audit matter.	Our audit procedures included: — Reviewed and summarized the key terms of the acquisitions, noting that the Longview Minerals LLC and Edison Patent Claims and BLM Claims were completed as part of the re-compliance of IRIS on the ASX and the capital raise completed whilst the Tin Mountain Patented Clam acquisition was completed separately to the re-compliance; — Assessed the transactions being treated as asset acquisitions, noting that we concur with management's position on the basis that they all do not meet the definition of a business and as such, do not fall within the scope of AASB 3 Business Combinations. As such, these costs have been capitalized as part of exploration and evaluation costs under IRIS' accounting policy; — Agreed the cost of the acquisitions to the fair value of the equity instruments issued as consideration; — Agreed the net liabilities acquired from the Longview Minerals LLC acquisition to supporting documentation; — Reviewed and summarized the key terms of the Kookynie Gold Project sale, the assessment that the transaction as being an adjusting subsequent event that resulted in the impairment of this project down to its agreed sales price, and the re-classification to this being a non-current asset held for sale and the judgement involved to determine that the sale would be highly probable, noting that we concur with management's assessments; — Substantively tested the movement in the capitalized expenditure during the

		year which included the transactions described above; — Reviewed management's impairment assessment on the costs capitalized on the tenement license areas and obtained management representation and geologist confirmation that the US capitalized assets are in good standing despite having a nil commitment expenditure requirement; and — Assessed the adequacy of disclosures in the financial statements.
Share-based payments	**Area of focus** **(refer also to notes 1, 2, 9 & 21)** During the year, share based payments in the form of options and performance rights were issued during the year to key management personnel, brokers and as consideration for the acquisitions completed as part of the re-compliance and capital raise that were completed. The following share-based payments were made during the year: — 12,000,000 performance rights to Directors and the CFO across 5 tranches. 1 tranche contains market conditions whilst the other 4 tranches contain non-market conditions; — 750,000 broker options as part of the pre-emptive raise to corporate advisors — 5,500,000 shares and 2,500,000 options as part of the Longview Minerals LLC acquisition; — 4,000,000 shares as part of the Edison Patent Claims and BLM Claims; — $214,329 of shares based upon the 7 day VWAP from 11th January 2024 to be issued as part of the Tin Mountain Patent Claim acquisition; — 300,000 shares to be issued 18 months from the commencement of the agreement with corporate advisors with 900,000 options issued immediately; — 516,241 options to employees as part of the employee share plan; and — 50,000 shares issued to employees as part of the employee share plan; The valuation of share-based payments is complex and subject to significant management estimates and judgements in line with *AASB 2 – Share-Based*	**How our audit addressed the key audit matter** Our audit procedures included: — Understanding the terms of the options and performance rights being issued including the number of options and performance rights issued, grant date, expiry date, exercise price and the presence of any market or non-market conditions; — Assessing the Black Scholes models used by management to determine the valuation of the options and examining the key inputs used in the models; — Assessing management's expert for the independent valuation used for the fair value of performance rights with market conditions and their expertise to perform the valuation; — Recalculating the expense recognised during the year in line with the terms of the options and performance rights; — Assessing the adequacy of the disclosures in the financial report. — We considered management's accounting treatment to be in line with AASB 2 – Share based Payments and considered the adequacy of the disclosures in the financial report to be appropriate.

William Buck
ACCOUNTANTS & ADVISORS

	Payments. Therefore, we consider this to be a key audit matter.	

Other information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 31 March 2024, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:
https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our auditor's report.

WilliamBuck
ACCOUNTANTS & ADVISORS

Report on the Remuneration Report

Our opinion on the Remuneration Report

In our opinion, the Remuneration Report of Iris Metals Limited, for the year ended 31 March 2024, complies with section 300A of the *Corporations Act 2001*.

What was audited?

We have audited the Remuneration Report included in the directors' report for the year ended 31 March 2024.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

William Buck

William Buck Audit (Vic) Pty Ltd
ABN 59 116 151 136

N. S. Benbow
Director
Melbourne, 27 June 2024

The shareholder information set out below was applicable as at 20 May 2024.

Corporate Governance Statement

The company's corporate governance statement is located at the company's website:

https://www.irismetals.com/

Distribution of equitable securities
Analysis of number of equitable security holders by size of holding:

	Ordinary shares		Options over ordinary shares		Performance rights over ordinary shares	
	Number of holders	% of total shares issued	Number of holders	% of total shares issued	Number of holders	% of total shares issued
1 to 1,000	195	0.07	183	0.44	-	-
1,001 to 5,000	437	0.90	120	0.87	-	-
5,001 to 10,000	193	1.11	21	0.44	-	-
10,001 to 100,000	404	10.40	72	5.58	-	-
100,001 and over	143	87.52	26	92.67	5	100.00
	1,372	100.00	422	100.00	5	100.00
Holding less than a marketable parcel at $0.34 (share)	245	0.12	-	-	-	-

Equity security holders

Twenty largest quoted equity security holders
The names of the twenty largest security holders of quoted equity securities are listed below:

	Ordinary shares	
	Number held	% of total shares issued
Mr Tal Paneth	30,000,000	21.58
Hsbc Custody Nominees (Australia) Limited - A/C 2	6,022,071	4.33
Hsbc Custody Nominees (Australia) Limited	5,955,159	4.28
Jasdak Pty Ltd	5,500,000	3.96
NASDAQ Securities Australia Pty Ltd (NASDAQ Securities Aust A/C)	5,000,000	3.60
Cody Vincent Schad	4,000,000	2.88
Schad Investments LLC	3,800,000	2.73
Mr Simon Richard Lill	3,550,000	2.55
INVL Group Pty Ltd (Client Holding A/C)	3,478,500	2.50
Ledger Holdings Pty Ltd (Mochkin Family No. 2 A/C)	3,000,000	2.16
Cameron Richard Pty Ltd (Cameron Richard Super A/C)	2,329,910	1.68
Peter Ashley Marks	2,200,000	1.58
Mr Ross Frederick Crew	1,669,515	1.20
BNP Paribas Nominees Pty Ltd (IB AU Noms Retail Client)	1,644,926	1.18
KLI Pty Ltd (The T Teh's Family A/C)	1,460,000	1.05
Mr Gregory John Howe & Ms Tracie Lee Vella (Tag Super Fund A/C)	1,440,000	1.04
Mr Justin John McNicol (JM Investment A/C)	1,410,000	1.01
Mr. Dominic Virgara	1,246,744	0.90
Vincent Corp Pty Ltd (The V Barbagallo Family A/C)	1,024,794	0.74
John W King Nominees Pty Ltd	1,000,000	0.72
	85,731,619	61.67

Unquoted equity securities
The following person holds 20% or more of unquoted equity securities:

Unlisted options exercisable at $0.30 expiring 15 September 2024: 3,200,000 options, held by:

- Taurus Capital Group Pty Ltd: 1,950,000 options (60.94%)
- Christopher Connell: 1,250,000 options (39.06%)

Unlisted options exercisable at $0, expiring 31 July 2025: 6,500,000 options, held by:

- Christopher Connell: 5,000,000 options (76.92%)
- Ledger Holdings Pty Ltd: 1,500,000 options (23.08%)

Unlisted options exercisable at $1.50 expiring 31 January 2026: 750,000 options, held by:

- Scotia Capital Inc 750,000 options (100%)

Unlisted options exercisable at $1.20 expiring 31 January 2026: 500,000 options, held by:

- Jett Capital Advisors Holdings LLC 500,000 options (100%)

Unlisted options exercisable at $1.50, expiring 14 June 2025: 8,643,741 options, held by:

- No single holder over 20%

Unlisted options exercisable at $1.50, expiring 14 June 2026: 2,500,000 options, held by:

- Jasdak Pty Ltd: 2,500,000 options (100.00%)

Unlisted options exercisable at $0.30, expiring 15 October 2024: 500,000 options, held by:

- Mr Andrew Wood: 500,000 options (100.00%)

Unlisted options exercisable at $0, expiring 15 September 2024: 1,000,000 options, held by:

- Bayview Pmf Pty Ltd: 1,000,000 options (100.00%)

Unlisted options exercisable at $0.40, expiring 31 July 2025: 17,600,000 options, held by:

- Ledger Holdings Pty Ltd: 10,000,000 options (56.82%)

Name	Number of Issue	Number of Holders
Performance right	12,000,000	5

The following persons hold 20% or more of performance rights over ordinary shares:

- Christopher Alan David Connell: 5,000,000 options (41.67%)
- Peter Ashley Marks: 3,500,000 options (29.17%)

Substantial holders

	Ordinary Shares	% of total Shared issued
	Number of Shares	%
Tal Paneth	30,000,000	21.58%
Schad Group*	8,234,512	5.92%
Mochkin Group*	8,000,000	5.75%

* No substantial holder lodgement has been submitted to the ASX. The above is based on the prospectus dated 18 April 2023 and associated shareholdings.

Voting rights
The voting rights attached to ordinary shares are set out below:

Ordinary shares
On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

There are no other classes of ordinary equity securities.

Restricted securities

Of the 139,034,982 shares on issue:

- 4,000,000 shares are escrowed until 14 June 2024;
- 4,000,000 shares are voluntarily escrowed until 15 June 2024; and
- 5,500,000 shares are escrowed until 21 June 2025.

Of the 41,193,741 options on issue:

- 4,750,000 options are escrowed until 14 June 2025.

Of the 12,000,000 performance right on issue:

- 12,000,000 performance right are escrowed till 21 June 2025

On-Market Buy Back

There is no current on-market buyback.

Use of Funds

Since admission to the ASX on 21 September 2021 and from recompliance on 21 June 2023, the Company has used its cash in a way that is consistent with its business objective.

Annual General Meeting

The company advises that the Annual General Meeting (AGM) of the company is scheduled for Friday, 30 August 2024. Details of the meeting will be provided at a later date.

Further to Listing Rule 3.13.1 and Listing Rule 14.3, nomination for election of Directors at the AGM must be received not less than 35 Business Days before the meeting, being no later than Friday, 12 July 2024.