NON-EXECUTIVE DIRECTOR FEES

IperionX Limited (NASDAQ: IPX; ASX: IPX) (IperionX or the Company) advises that it has identified a breach of ASX Listing Rule 10.17A, which provides that the total amount of directors' fees paid to directors of an entity or its child entities must not exceed the aggregate amount approved by security holders under Listing Rule 10.17.

On 25 November 2021, shareholders approved an aggregate annual cash fee pool of US$300,000 for non-executive directors (NEDs). In July 2026, Michael Loparco joined the Board. In reviewing his proposed cash compensation, the Company identified the existing fee pool limit and determined that excess fees had been paid to NEDs in prior financial years.

The Board's review determined that aggregate NED cash fees exceeded the approved fee pool by US$13,804, US$38,796 and US$119,007 in FY2024, FY2025 and FY2026, respectively. The failure to seek shareholder approval for an increase in the fee pool was an administrative oversight.

The Company promptly took remedial action by reducing aggregate gross NED cash compensation for FY2027 to US$300,000, including superannuation, effective 1 July 2026. The five existing NEDs were each allocated a gross annual fee of US$60,000 before repayment offsets. The newest director, Michael Loparco, will receive no cash compensation for FY2027 unless shareholders approve an increase in the fee pool.

The affected directors have agreed to repay the historical excess fees through offsets against their FY2027 fees. After these offsets, the aggregate net NED cash fees currently expected to be paid for FY2027 total US$128,392, or approximately US$26,000 per paid NED.

As detailed in the Company's Notice of Annual General Meeting released on 15 October 2026, the Company is seeking shareholder approval to increase the aggregate NED fee pool to US$700,000. If the resolution is passed, the Company proposes to restore NED cash fees to the historical rates paid in prior years, as described in the 2026 Annual Report, while continuing to deduct the agreed offsets for historical excess payments from the amounts otherwise payable in FY2027.

Historically, NED fees were based on an annual director fee of US$50,000, with additional fees for committee service and for the Lead Independent Director role. These arrangements resulted in annual fees ranging from US$65,000 to US$90,000 per director, averaging approximately US$76,666 before repayment offsets. If the aggregate fee pool is increased, the aggregate net NED cash fees expected to be paid for FY2027, after the agreed deductions, would total US$288,392, or approximately US$48,065 for each of the six NEDs.

The Board considers that the historical excess payments are being addressed through the agreed repayment offsets. The Company has also strengthened its procedures to monitor compliance with the approved aggregate NED fee pool. Before each quarterly director fee payment, proposed fee increase or appointment of an additional NED, the Company will review fees paid and forecast for the financial year against the applicable cap. The Board believes these measures provide appropriate safeguards against recurrence.

This announcement has been authorized for release by the CEO and Managing Director.

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