

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) COMMITTEE CHARTER

July 2022

1. PURPOSE

1.1 The purpose of the Environmental, Social and Governance Committee (the “ESG Committee”) of the Board of Directors (the “Board”) of IperionX Limited (the “Company”) is to oversee the Company’s environmental, social and governance (“ESG”) strategy and initiatives, including the Company’s reporting on its commitment to sustainability, social responsibility and other related matters, and the Company’s satisfaction of its obligations.

2. FUNCTIONS AND RESPONSIBILITIES

2.1 The ESG Committee is a committee of the Board with its principal functions being:

- a. Oversee the development of, and periodically review, assess and discuss with management, the Company’s ESG policies, practices, goals and opportunities, including the company’s: (i) social responsibility efforts, (ii) environmental and sustainability efforts, (iii) philanthropic activities and (iv) community engagement.
- b. Ensure that the Company’s business strategy and implementation is consistent with its policies and goals, and that consideration of ESG matters is an integral part of the strategic planning process.
- c. Oversee the Company’s engagement and communications with internal and external stakeholders regarding the Company’s ESG policies, practices and values.
- d. Discuss with management significant stakeholder concerns or proposals regarding ESG matters.
- e. Discuss with management important trends in ESG practices and opportunities.



3. COMPOSITION

3.1 The ESG Committee shall comprise at least three members of the Board, the majority of whom will be non-executive directors. The Board shall designate one member as chairperson, or delegate such authority to designate a chairperson, to the ESG Committee.

4. MEETINGS

4.1 The ESG Committee will meet as often as may be deemed necessary or appropriate, in its judgement, at such times and places as the ESG Committee or its chairperson determines. A majority of the members of the ESG Committee constitutes a quorum. The ESG Committee will report regularly to the Board with respect to its activities.

5. SUBCOMMITTEES

5.1 The ESG Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate.

6. OUTSIDE ADVISORS

6.1 The ESG Committee has the authority to retain such outside counsel, consultants, experts and other advisors as it determines appropriate to assist it in the performance of its functions and will receive appropriate funding, as determined by the ESG Committee, from the Company for the payment of compensation to any such advisors and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the ESG Committee's duties.

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