



19 June 2023

PRE-REINSTATEMENT CONFIRMATIONS

IRIS Metals Limited (ASX:IR1) (**Company**) provides the following confirmations to satisfy conditions for reinstatement of the Company's securities to quotation on ASX.

Capitalised terms used in this announcement have the meaning given in the Prospectus (defined below) unless the context otherwise requires.

1. COMPLETION OF PUBLIC OFFER

The Company confirms that all conditions to the Public Offer under the prospectus prepared by the Company and lodged with ASIC on 18 April 2023, as supplemented by the supplementary prospectus lodged with ASIC on 2 June 2023 (together, the **Prospectus**) have been satisfied and the Company has issued 15,000,000 Shares and 7,500,000 Options under the Public Offer, raising \$15,000,000.

2. COMPLETION OF PROPOSED ACQUISITIONS

The Company confirms that completion has occurred under the Longview SPA between the Company and Jasdak and that Jasdak has transferred the entire issued share capital of Longview to the Company. In accordance with the terms of the Longview SPA, the Company confirms that it has issued 5,500,000 Shares and 2,500,000 Options exercisable at \$1.50 each on or before the date that is three (3) years from the date of issue to Jasdak. The Company also confirms that Jasdak has incurred USD 381,591.69 of expenses in developing the assets held by Longview which will be reimbursed by the Company out of the Public Offer proceeds.

The Company confirms that completion has occurred under the Schad HOA between the Company, Cody Schad and Schad Investments and that the Schad Properties have been transferred to the Company. In accordance with the terms of the Schad HOA, the Company confirms that it has issued 3,800,000 Shares to Schad Investments and 200,000 Shares to Cody Schad.

3. COMPLETION OF SECONDARY OFFERS UNDER THE PROSPECTUS

In addition to the Securities issued pursuant to the Public Offer and the Acquisition Agreements, the Company confirms that it has also issued 750,000 Options exercisable at \$1.50 each on or before the date that is two years from the date of issue to the Lead Manager and 12,000,000 Performance Rights to certain directors and the Chief Financial Officer of the Company on the terms described in the Prospectus.

4. STATEMENT OF CAPITAL STRUCTURE

The current capital structure of the Company (following completion of the Offers) is set out below.

Capital Structure	
Shares on issue ¹	125,580,000
Options on issue ²	44,750,000
Performance Rights on issue ³	13,000,000

**Notes:**

1. The rights attaching to the Shares are summarised in Section 10.2 of the Prospectus. 1,500,000 Shares have agreed to be issued pursuant to a consulting agreement with RLL Consulting LLC however have not yet been earned and therefore are not included in the table.
2. Comprising:
 - a. 750,000 Options exercisable at \$1.50 on or before 31/01/25;
 - b. 500,000 Options exercisable at \$1.20 on or before 31/01/26;
 - c. 3,750,000 Options exercisable at \$0.30 on or before 15/09/2024;
 - d. 500,000 Options exercisable at \$0.30 on or before 15/10/2024;
 - e. 18,500,000 Options exercisable at \$0.40 on or before 31/07/25;
 - f. 10,000,000 Zero Exercise Price Options;
 - g. 8,250,000 Options exercisable at \$1.50 each on or before the date that is two (2) years from the date of issue; and
 - h. 2,500,000 Options exercisable at \$1.50 each on or before the date that is three (3) years from the date of issue.
3. Refer to Sections 10.5.1 and 10.5.2 of the Prospectus for summaries of the terms of the Performance Rights.

5. STATEMENT OF FINANCIAL POSITION

The following is an updated statement of financial position as at 30 September 2022 for the Company based on actual funds raised (\$15,000,000) under the Prospectus:

	IRIS Metals Limited Reviewed (\$)	Subsequent event transactions (\$)	Pro forma transactions (max raise) (\$)	Pro forma financial position (max raise) (\$)
Current assets				
Cash and cash equivalents	1,516,243	(916,243)	12,522,221	13,122,221
Other receivables	55,527	-	67,500	123,027
Other assets	203,687	-	-	203,687
Total current assets	1,775,457	(916,243)	12,589,721	13,448,935
Non-current assets				
Property, plant and equipment	44,550	-	-	44,550
Intangible assets	29,713	-	-	29,713
Total non-current assets	74,263	-	-	74,263
Total assets	1,849,720	(916,243)	12,589,721	13,523,198



	IRIS Metals Limited Reviewed (\$)	Subsequent event transactions (\$)	Pro forma transactions (max raise) (\$)	Pro forma financial position (max raise) (\$)
Current liabilities				
Trade and other payables	425,814	-	-	425,814
Employee benefits	5,441	-	-	5,441
Provisions	30,000	-	-	30,000
Total current liabilities	461,255	-	-	461,255
Total liabilities	461,255	-	-	461,255
Net assets	1,388,465	(916,243)	12,589,721	13,061,943
Equity				
Issued capital	12,821,572	3,121,655	21,658,406	37,601,633
Reserves	5,138,202	5,296,185	1,344,148	11,778,535
Accumulated losses	(16,571,309)	(9,334,083)	(10,412,833)	(36,318,225)
Total equity	1,388,465	(916,243)	12,589,721	13,061,943

6. STATEMENT OF COMMITMENTS

The Company intends to apply funds raised from the Public Offer over the first two years following re-admission of the Company to the official list of ASX as follows:

Funds available	Maximum Subscription (\$)	Percentage of Funds (%)
Existing cash reserves	201,427	1%
Funds raised from the Public Offer	15,000,000	99%
Total	15,201,427	100%
Allocation of funds		
Expenditure on South Dakota Project ¹		
Drilling	3,999,828	26.3%
Roads, Access and Rehabilitation (Equipment & People)	210,508	1.4%
Geological consultants	354,150	2.3%
Assaying	297,098	2.0%



Funds available	Maximum Subscription (\$)	Percentage of Funds (%)
Consultants (Resource, Metallurgical, Mine Engineering and Other)	345,151	2.3%
Light Vehicles, consumables and other	193,077	1.3%
Mapping and Field Work	118,050	0.8%
Annual License Fees ²	1,305,969	8.6%
Subtotal	6,823,830	44.9%
Expenditure on Existing Projects ³		
Kookynie Project	445,991	2.93%
Expenditure on Leonora Project	414,073	2.72%
Expenditure on Patterson Province Project	138,518	0.91%
Subtotal	998,582	6.57%
Other costs		
Re-compliance costs ⁴	1,431,000	9.4%
New project identification and acquisitions ⁵	3,000,000	19.7%
Administrative expenses ⁶	2,922,612	19.2%
Working Capital ⁷	25,403	0.2%
Subtotal	7,550,694	50%
Total	15,201,427	100%

Notes:

1. Refer to Section 5.3 and 5.4 and the Independent Technical Assessment Report in Annexure A of the Prospectus for further details with respect to the proposed exploration programs at the Projects.
2. Of the annual license fees, \$75,144 is allocated to the Keystone unadjudicated BLM claims and \$96,535 are allocated to the Tinton unadjudicated BLM claims. To the extent that these claims are not granted, this expenditure will be allocated to exploration on other areas of the South Dakota Project.
3. Kookynie, Leonora and Paterson Province budgets are reflective of minimal expenditure until such further time that a corporate decision is made with respect to the future direction of the said projects.
4. Refer to Section 10.10 of the Prospectus for further details.
5. The Company intends to continue to look to add complementary assets to its existing portfolio. Specifically, the company's intention is to acquire additional tenure to increase its claim portfolio (Both BLM and Patent) in the South Dakota (and neighbouring) region, which may be in the form of staking, acquisition and/or joint venture). In the event that there are no new opportunities, this money will instead be used as working capital.
6. Administration costs include the general costs associated with the management and operation of the Company's business including administration expenses, management salaries, directors' fees, rent and



other associated costs.

7. Working capital provides for additional capital to be used for additional exploration following the planned exploration programs or grant of additional tenements applied for by the Company and investment in new mineral exploration projects not yet identified.

The above table is a statement of current intentions as of the date of this announcement. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis. As and when further funds are required, either for existing or future developments, the Company will consider raising both additional capital from the issue of Securities and/or from debt funding.

The Directors consider that following completion of the Public Offer, the Company will have sufficient working capital to carry out its stated objectives.

7. NO IMPEDIMENTS

The Company confirms there are no legal, regulatory or contractual impediments to the Company entering the sites associated with the South Dakota Project and Existing Projects and carrying out exploration activities such that IR1 will be able to spend its cash in accordance with its commitments for the purposes of Listing Rule 1.3.2(b).

8. RESTRICTED SECURITIES

The Company confirms that the following securities will be subject to restrictions pursuant to the ASX Listing Rules for the periods outlined below:

Class	Number	Restriction Period
Shares	5,500,000	24 months from the date of re-quotations
Options	4,750,000	24 months from the date of re-quotations
Performance Rights	12,000,000	24 months from the date of re-quotations
Shares	4,000,000	12 months from 14 June 2023
Shares	36,350,000	24 months from 23 September 2021
Options	3,750,000	24 months from 23 September 2021

9. VOLUNTARY ESCROW

The Company confirms that:

1. 4,000,000 Shares that were issued to Cody Schad for the acquisition of White Rock LLC are voluntarily escrowed until 15 June 2024;
2. 1,000,000 Shares are voluntarily escrowed until 15 August 2023; and
3. 60,000 Shares are voluntarily escrowed until 26 September 2023.



10. APPOINTMENT OF DIRECTOR – BRUCE SMITH

The Company confirms that Bruce Smith was appointed as a director of the Company on completion of the Proposed Acquisitions.

11. ASX WAIVERS

In connection with the Re-compliance, the Company was granted a waiver from ASX Listing Rule 14.7 to the extent necessary to permit the Company to issue 11,000,000 Performance Rights to Peter Marks, Simon Lill, Christopher Connell and Bruce Smith (or, in each case, his nominee(s)) later than one month from 5 May 2023, being the date of the general meeting at which the issue of the Performance Rights was approved, on the following conditions:

- (a) the Performance Rights being issued no later than the earlier of the Company's reinstatement to the Official List and 20 June 2023;
- (b) the Performance Rights being issued on the same terms and conditions as approved by shareholders at the General Meeting; and
- (c) the Company releasing the terms of this waiver to the market immediately.

This ASX Announcement has been authorised for release by the Board of IRIS Metals Limited.