
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO SECTION 13A-16 OR 15D-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of November 2022

Commission File Number: 001-41072

Iris Energy Limited
(Translation of registrant's name into English)

Level 12, 44 Market Street
Sydney, NSW 2000 Australia
+61 2 7906 8301
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

EXPLANATORY NOTE

On November 3, 2022, Iris Energy Limited (the “Company”) distributed a notice (the “Notice of Meeting and Explanatory Statement”) of its 2022 Annual General Meeting (the “2022 AGM”), a notice and access card and a proxy card to its shareholders. The 2022 AGM will be held on December 13, 2022 at 3:30 p.m. (ET) (December 14, 2022 at 7:30 a.m. (AEDT)), virtually.

The Notice of Meeting and Explanatory Statement for the 2022 AGM, the notice and access card, the proxy card and the Company’s Consolidated Annual Report for the year ended June 30, 2022, dated September 15, 2022, prepared in accordance with the *Australian Corporations Act 2001* (Cth), as lodged with the Australian Securities and Investments Commission on September 21, 2022 (AEST) (the “2022 Australian Annual Report”) are furnished herewith as Exhibits 99.1, 99.2, 99.3 and 99.4, respectively, to this Report of Foreign Private Issuer on Form 6-K.

The Company’s Annual Report on Form 20-F for the year ended June 30, 2022, filed with the Securities and Exchange Commission on September 13, 2022 (ET), and the 2022 Australian Annual Report are also available on the Company’s investor relations website at <https://investors.irisenergy.co/financial-information/annual-reports>.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Notice of Annual General Meeting and Explanatory Statement
99.2	Notice and Access Card
99.3	Proxy Card
99.4*	Iris Energy Limited Consolidated Annual Report for the year ended June 30, 2022, dated September 15, 2022 (incorporated by reference to Exhibit 99.1 to the Company's Report on Form 6-K filed with the SEC on October 13, 2022)

* Incorporated by reference

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Iris Energy Limited

Date: November 3, 2022

By: /s/ Daniel Roberts

Daniel Roberts

Co-Chief Executive Officer and Director



Iris Energy Limited

Notice of 2022 Annual General Meeting and Explanatory Statement

Chair's Letter

3 November 2022

Dear Shareholder,

It is my pleasure to invite you to attend the 2022 Annual General Meeting of Iris Energy Limited (“**Iris Energy**” or the “**Company**”) (“**AGM**”).

The AGM will be held at 3.30pm on Tuesday, 13 December 2022 (ET) / 7.30am on Wednesday, 14 December 2022 (AEDT), virtually.

AGM

In accordance with section 249R of the Corporations Act and rule 8.1 of the Constitution, the Board has determined to hold this year’s meeting as a virtual meeting via an online web link.

Please find enclosed the Notice of Meeting, Explanatory Statement and Proxy Card. This information can also be accessed online at www.proxyvote.com. If you do not intend to attend the Meeting, you are encouraged to complete and return your Proxy Card in the envelope provided or vote by phone by dialling the number noted at the top of the Proxy Card and following the instructions. Alternatively, instructions on how to lodge your proxy online are in the enclosed Notice of Meeting, the Proxy Card and at www.proxyvote.com.

Items of business

The items of business to be dealt with at the AGM are set out in the Notice of Meeting, and further information can be found in the Explanatory Statement, each accompanying this letter.

Please read these documents carefully to understand the resolution which Shareholders are being asked to approve at the AGM.

How to vote

We encourage Shareholders and proxy holders to participate in the AGM online, allowing them to listen to a live webcast, ask questions in writing and vote.

Shareholders and proxy holders will be able to participate in the AGM online by visiting the Virtual Shareholder Meeting platform via the web link below, on a smartphone, tablet or computer.

www.virtualshareholdermeeting.com/IREN2022

Information on how to log on, ask questions and vote online is set out in the attached Notice of Meeting.

As detailed in the Notice of Meeting and Explanatory Statement, in order to vote, you must either attend the AGM via the online web link or by lodging your proxy or direct vote prior to the AGM. If you vote by proxy, you must lodge your proxy no later than 12 December 2022, 11.59pm (ET).

Please refer to the Notice of Meeting and Explanatory Statement for details of the matters which you are being asked to approve.

The directors of the Company unanimously recommend that you vote **IN FAVOUR** of the resolution being proposed at the AGM on which you are entitled to vote.

Your Board and management team look forward to welcoming you to the AGM.

Please contact me if you have any questions at AGM@irisenergy.co. Thank you for your continued support.

A handwritten signature in black ink, appearing to read "D. Bartholomew".

David Bartholomew
Independent Non-Executive Chair
Iris Energy Limited

Iris Energy Limited

ACN 629 842 799

("Company")

Notice of 2022 Annual General Meeting

("Notice of Meeting")

Notice is hereby given that the annual general meeting of the Company ("**AGM**") will be held at:

Date & Time Tuesday, 13 December 2022 commencing at 3.30pm (ET)

being, Wednesday, 14 December 2022 commencing at 7.30am (AEDT)

Meeting link www.virtualshareholdermeeting.com/IREN2022

To verify your shareholding, you will need to sign into the meeting using the unique control number mailed to you on or around the date of this Notice of Meeting.

The first purpose of the AGM is for Shareholders to receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the Company for the financial year ended 30 June 2022.

Additionally, Shareholders will be able to vote on the Resolution set out below and described in the Explanatory Statement accompanying this Notice of Meeting ("**Explanatory Statement**").

The background to, and rationale for, the Resolution is summarised in the Explanatory Statement.

The Directors have determined that the persons eligible to vote at the AGM are those who are Shareholders of the Company at **5:00pm (ET) on 20 October 2022** and, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) (Australia), those who are registered Shareholders of the Company at **7:30am (AEDT) on 12 December 2022**, being 3:30pm (ET) on 11 December 2022. Accordingly, transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Capitalised terms have the meanings given in the 'Dictionary' section of the Explanatory Statement unless otherwise defined.

ANNUAL GENERAL MEETING

Ordinary business

Financial Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2022.

Please note that this item does not require a formal resolution to be put to the AGM and so no vote will be held. However, Shareholders may ask questions on the matters contained in the reports. Shareholders will also be able to ask questions of the Company's auditors, who will attend the AGM.

Refer to the Explanatory Statement for further details on the Company's auditors and the differences between the Company's Financial Report, Directors' Report and Auditor's Report and the Company's Annual Report on 20-F, which includes the Company's annual financial statements that have been prepared and audited in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Resolution 1 – Appointment of auditor

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

'That, for the purposes of section 327B of the Australian Corporations Act 2001 ("Act") and for all other purposes under the Act, Moore Australia Audit NSW (ABN 35 234 663 278), having been nominated by a shareholder and consenting in writing to act in the capacity of auditor of the Company, be appointed as auditor of the Company for the purposes of the Company's ASIC Audited Financial Statements and that the directors be authorised to fix the remuneration of the auditor.'

NOTES

Technology and Virtual AGM

To provide additional flexibility for Shareholders, including in light of any ongoing disruption or health concerns regarding the COVID-19 pandemic and in accordance with section 249R of the Corporations Act and rule 8.1 of the Constitution, the Board has determined to broadcast the AGM virtually via a web link.

The Company will provide Shareholders with the opportunity to attend and participate in the virtual AGM through an online meeting platform, where Shareholders will be able to listen, submit written questions and vote online. Further instructions for participating at the virtual AGM are set out below and in the Proxy Card. All Shareholders and proxy holders will have an equal opportunity to participate in the Meeting regardless of their physical location.

Shareholders and proxy holders will also be able to participate in the Meeting, including asking questions online through the Q&A feature of the online platform. If your relevant shareholding cannot be verified by the moderator, you will be deemed to be attending the Meeting as a visitor and will not be able to submit questions.

Participating at the virtual AGM

Shareholders and proxy holders are encouraged to participate in the AGM online, allowing them to listen to a live webcast, ask questions in writing and vote.

Shareholders and proxy holders will be able to participate in the AGM online by visiting the Virtual Shareholder Meeting platform via the web link below, on a smartphone, tablet or computer.

www.virtualshareholdermeeting.com/IREN2022

The weblink will be available 15 minutes prior to the start of the AGM. Information on how to log on, ask questions and vote online are set out below.

Shareholders and proxy holders can log in to the AGM by entering the unique control number mailed to them on or around the date of this Notice of Meeting.

Attending the AGM online enables Shareholders to attend the AGM live and also ask written questions and cast votes at the appropriate times whilst the AGM is in progress.

Please note that, in order to vote, Shareholders must either attend the AGM via the Virtual Shareholder Meeting platform or lodge their proxy or direct vote prior to the AGM.

Voting online

Once the polls are open, the Resolution and voting choices will appear. Shareholders and proxy holders can vote by clicking on one of the applicable voting options that will be displayed on the screen. Shareholders and proxy holders can change their vote at any time before the Chair closes the polls.

Shareholders may also submit their votes online at www.proxyvote.com no later than 11.59pm (ET) on Monday, 12 December 2022.

Further details of how to submit your direct vote prior to the AGM is set out in the Proxy Card.

Ask a question online

In order to provide an equal opportunity for all Shareholders to ask questions of the Board (and the Company's auditors) at the AGM, Shareholders are invited to:

- (i) submit a written question prior to the Meeting by accessing the Q&A function at www.proxyvote.com; and/or
- (ii) submit a written question during the Meeting via the Q&A function in the Virtual Shareholder Meeting platform.

Shareholders may also submit written questions by email at: AGM@irisenergy.co. The last day to submit questions before the AGM will be 11.59pm (ET) on Monday, 12 December 2022.

Questions may be moderated or amalgamated if there are multiple questions on the same topic. Your questions should relate to matters that are relevant to the business of the Meeting.

During the course of the Meeting, the Chair will seek to address as many Shareholder questions as reasonably practicable. However, there may not be sufficient time to answer all questions at the Meeting. Please note that individual responses will not be sent to Shareholders.

Voting Information

Registered ownership and beneficial ownership

If your Shares are registered in your name with our transfer agent and share registry, Computershare Limited, then you are considered the "registered owner" for those Shares. If you are the registered owner of your Shares then you have the right to vote your Shares by proxy or attorney, or to attend the AGM and vote via the Virtual Shareholder Meeting platform.

If your Shares are held through a bank, broker or other nominee, then you are the "beneficial owner" of the Shares, but you are not the "registered owner" of the Shares. As the beneficial owner of the Shares, you have the right to instruct your bank, broker or other nominee how to vote your Shares. In order to ensure your Shares are voted in the way you would like, you must provide voting instructions to your bank, broker or other nominee by the deadline provided by such bank, broker or other nominee.

If you are a beneficial owner and do not provide your bank, broker or other nominee with voting instructions, under the rules of various national and regional securities exchanges, the bank, broker or other nominee may generally vote on routine matters but cannot vote on non-routine matters (to the extent that there are non-routine matters). If the bank, broker or other nominee that holds your Shares votes on one or more matters, but does not receive instructions from you on how to vote your Shares on one or more non-routine matters (to the extent that there are non-routine matters), the bank, broker or other nominee will inform the Company that it does not have the authority to vote on such non-routine matters with respect to your Shares.

Entitlement to vote at the AGM

The Directors have determined that the persons eligible to vote at the AGM are those who are Shareholders of the Company at **5:00pm (ET) on 20 October 2022** and, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) (Australia), those who are registered Shareholders of the Company at **7:30am (AEDT) on 12 December 2022**, being 3.30pm (ET) on 11 December 2022. Accordingly, transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

If you are not the registered owner of your Shares and you wish to vote at the AGM, please contact your bank, broker or other nominee for the procedures necessary to allow you to do so.

Voting by proxy

An eligible Shareholder can appoint a proxy or, where a Shareholder is entitled to two or more votes, the Shareholder may appoint two proxies. Where two proxies are appointed, a Shareholder may specify the number or proportion of votes to be exercised by each proxy appointed. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of that Shareholder's votes (disregarding fractions).

An appointed proxy need not themselves be a Shareholder.

A Proxy Card accompanies this Notice of Meeting. To be effective, your proxy (including the original or a certified copy of any power of attorney or other authority under which it is signed) must be received by the Company not less than 48 hours before the start of the AGM:

- (i) online: www.proxyvote.com;
- (ii) by mail: to Iris Energy Limited c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717; or
- (iii) by phone: by dialling 1-800-690-6903.

You can direct your proxy how to vote by following the instructions on the Proxy Card. Shareholders are encouraged to direct their proxy how to vote on the Resolution.

If you wish to direct your proxy to vote on the Resolution in the manner recommended by the Board, then your Proxy Card should be completed as follows.

Annual General Meeting	<i>For</i>	<i>Against</i>	<i>Abstain</i>
1 Appointment of Moore Australia as Auditor for the purposes of the Company's ASIC Audited Financial Statements (as defined in the Notice of Meeting).	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Voting generally

On a poll at an AGM, every Shareholder present at the AGM has one vote for each fully paid Share held by the Shareholder (subject to the rights of holders of B Class Shares) and in respect of which the Shareholder is entitled to vote, and a proportional fraction of a vote for each partly paid Share held by the Shareholder and in respect of which the Shareholder is entitled to vote.

Where a person present at an AGM represents more than one Shareholder (whether personally, by proxy, attorney or, in the case of a corporate Shareholder, by corporate representative) the person is entitled to one vote on a poll at the AGM for each fully paid Share the person represents (subject to the rights of holders of B Class Shares), and a proportional fraction of a vote for each partly paid Share the person represents.

If a proxy is instructed to abstain from voting on a Resolution, they are directed not to vote on the Shareholder's behalf. On a poll, the Shares that are the subject of the proxy appointment will not be counted.

Any directed proxies that are not voted on a poll at an AGM by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll at the AGM.

If the Chair is appointed as your proxy (or is appointed your proxy by default), they can be directed how to vote by ticking the relevant boxes next to each item on the Proxy Card (i.e., 'for', 'against' or 'abstain').

The Chair intends to vote all undirected proxies **IN FAVOUR** of the Resolution.

Quorum

The AGM will only proceed if a quorum is present. If a quorum is not present within 30 minutes after the time appointed for the AGM, the AGM will be adjourned.

A quorum for the AGM will consist of at least 2 Shareholders present (which must include each holder of a B Class Share from time to time, to the extent that such holder is entitled to vote on one or more Resolutions at the AGM) and entitled to vote.

In determining whether a quorum is present, each individual attending as a corporate representative, proxy or attorney is to be counted, except that:

- an individual attending in more than one capacity is to be counted only once; and
 - if a Shareholder has appointed more than one corporate representative, proxy or attorney, only one is to be counted.
-

EXPLANATORY STATEMENT

This Explanatory Statement (including the Annexures to it) and the Notice of Meeting are important documents. They should be read carefully. If you have any questions regarding the matters set out in this document, you should consult a professional adviser. This Explanatory Statement does not provide professional, legal, financial or tax advice. Capitalised terms used in this document which are not otherwise defined have the meanings given to them in the Dictionary.

BACKGROUND

Shareholder approval is being sought for the appointment of Moore Australia as the auditor of the Company for the purposes of the Corporations Act.

Details of the above matter are set out in Section 2 of this Explanatory Statement.

1. Financial Reports

Background

Under section 317 of the Corporations Act, the Financial Report, Directors' Report and Audit Report of the Company in respect of the 2022 financial year will be laid before the Meeting.

The Financial Report contains the consolidated financial statements of the Company and its controlled entities as required to be prepared and lodged with ASIC in accordance with section 319 of the Corporations Act. As such, the Financial Report and the consolidated financial statements included therein have been prepared and audited in accordance with the requirements of the Corporations Act.

The Company's Financial Report is separate and distinct from the Company's Annual Report on Form 20-F filed with the SEC on September 13, 2022, which includes the Company's annual financial statements that have been prepared and audited in accordance with International Financial Reporting Standards as Issued by the International Accounting Standards Board. The Company's Financial Report and the consolidated financial statements included therein are being presented to the Shareholders solely for the purposes of statutory compliance with the requirements of the Corporations Act.

This item does not require a formal resolution to be put to the AGM and so no vote will be held. However, Shareholders may ask questions on the matters contained in the reports. Shareholders will also be able to ask questions of the Company's auditor, who will attend the AGM.

The reports are available on the Company's website, <https://investors.irisenergy.co/financial-information/annual-reports>.

Shareholders are being provided with a reasonable opportunity to ask questions on these statements and reports ahead of the Meeting. Shareholders may address written questions to the Chair about the management of the Company. All questions should be submitted to the Company in accordance with the instructions set out in the Notice of Meeting (under the heading "Participating at the virtual AGM").

The Chair of the Meeting will allow Shareholders to ask questions of Moore Australia or its representatives prior to the Meeting relevant to:

- (i) the conduct of the audit;
- (ii) the preparation and content of the Auditor's Report;
- (iii) the accounting policies adopted by the Company in relation to the preparation of its ASIC Audited Financial Statements; and
- (iv) the independence of the auditor in relation to the conduct of the audit.

2. Resolution 1 – Appointment of Moore Australia as auditor for purposes of the Corporations Act

On or about 27 October 2022, in accordance with section 327A of the Corporations Act, the Company appointed Moore Australia as auditor of the Company for purposes of the Corporations Act.

Following this appointment, in accordance with section 327A(2) of the Corporations Act, Moore Australia holds office as auditor until the Company's next annual general meeting, being the Meeting the subject of this Notice of Meeting.

In accordance with section 327B(1)(a) of the Corporations Act, the Company therefore now seeks Shareholder approval for the ongoing appointment of Moore Australia as auditor of the Company. In accordance with section 328B of the Corporations Act, a notice in writing nominating Moore Australia as auditor has been given to the Company by a Shareholder. A copy of the notice is included in this Notice of Meeting at Annexure A.

The appointment of Moore Australia will be by vote of Shareholders as an ordinary resolution. Moore Australia has provided to the Company, and has not withdrawn its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

The appointment of Moore Australia is solely for statutory reporting purposes under the Corporations Act. Such appointment is separate and distinct from the Company's appointment of Armanino LLP, as the Company's independent registered public accountant for all purposes other than the Corporations Act and the ASIC Audited Financial Statements. For further information regarding the Company's appointment of Armanino LLP as its auditor for all purposes other than statutory reporting under the Corporations Act, please see the Company's Annual Report on Form 20-F filed with the SEC on September 13, 2022, which report is available at www.sec.gov.

Recommendation of the Board

The directors of the Company unanimously recommend that you vote **IN FAVOUR** of this Resolution.

DICTIONARY

"**AAS**" means the Australian Accounting Standards.

"**AGM**" means the Company's 2022 Annual General Meeting.

"**ASIC**" means the Australian Securities and Investments Commission.

"**ASIC Audited Financial Statements**" means the statutory financial statements that must be audited by an ASIC-registered independent auditor, in accordance with AAS, and lodged with ASIC as required under sections 292 and 296 of the Corporations Act and included in the Financial Report.

"**B Class Share**" means a B class share in the capital of the Company having the rights and restrictions set out in the Constitution.

"**Board**" means the board of directors of the Company.

"**Chair**" means the chair of the Board, or any other such person appointed by the directors or members of the Company in accordance with the Constitution.

"**Company**" means Iris Energy Limited ACN 629 842 799.

"**Constitution**" means the constitution of the Company from time to time.

"**Corporations Act**" means the Australian *Corporations Act 2001* (Cth).

"**Directors' Report**" means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

"**Explanatory Statement**" has the meaning given in the Notice of Meeting.

"**Financial Report**" means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

"**Meeting**" means the AGM.

"**Moore Australia**" means Moore Australia Audit NSW (ABN 35 234 663 278).

"**Notice of Meeting**" means this Notice of the AGM.

"**Ordinary Share**" means an ordinary share in the capital of the Company.

"**Proxy Card**" means the proxy and voting form accompanying this Explanatory Statement.

"**Resolution**" means a resolution set out in the Notice of Meeting.

"**Share**" means an Ordinary Share or a B Class Share.

"**Shareholder**" means a holder of a Share.

"**Virtual Shareholder Meeting**" means the virtual shareholder meeting platform accessible at www.virtualshareholdermeeting.com/IREN2022.

Annexure A – Nomination of Moore Australia as auditor of the Company

25 October 2022

Iris Energy Limited
Level 12, 44 Market Street
Sydney NSW 2000

Nomination of Moore Australia Audit NSW as auditor of Iris Energy Limited for the purposes of the Corporations Act 2001 (Cth)

In accordance with section 328B of the Corporations Act 2001 (Cth), Bom Shin, on behalf of HSM Capital Pty Ltd TR Bjorca Trust, hereby nominates Moore Australia Audit NSW for appointment as Iris Energy Limited's auditor at Iris Energy Limited's next Annual General Meeting (AGM) or any postponement or adjournment of that AGM.

A handwritten signature in black ink, appearing to read "B. Shin".

Bom Shin
Director
On behalf of HSM Capital Pty Ltd TR Bjorca Trust
Shareholder

25 October 2022



Your **Vote** Counts!

IRIS ENERGY LIMITED

2022 Annual Meeting
Vote by December 12, 2022
11:59 PM ET



D92292-P81612

You invested in IRIS ENERGY LIMITED and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on December 13, 2022.**

Get informed before you vote

View the Notice of 2022 Annual General Meeting and Explanatory Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to November 29, 2022. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

December 13, 2022
3:30 PM ET

Virtually at:
www.virtualshareholdermeeting.com/IREN2022

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Appointment of Moore Australia as Auditor for the purposes of the Company's ASIC Audited Financial Statements (as defined in the Notice of Meeting).	<input checked="" type="checkbox"/> For
NOTE: Such other business as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".

COMPUTERSHARE
 PO BOX 43078
 PROVIDENCE, RI 02940-3078



SCAN TO
 VIEW MATERIALS & VOTE



VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on December 12, 2022. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/IREN2022

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on December 12, 2022. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Iris Energy Limited c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D92283-P81612

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

IRIS ENERGY LIMITED



The Board of Directors recommends you vote **FOR** proposal 1:

For Against Abstain

1. Appointment of Moore Australia as Auditor for the purposes of the Company's ASIC Audited Financial Statements (as defined in the Notice of Meeting).

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Sign exactly as your name(s) appear(s) on the stock certificate. If shares of stock stand of record in the names of two or more persons, or in the name of husband and wife, whether as joint tenants or otherwise, both or all of such persons should sign the proxy card. If shares of stock are held of record by a corporation, the proxy card should be executed by the President or Vice President and the Secretary or Assistant Secretary. Executors or administrators or other fiduciaries who execute the proxy card for a deceased stockholder should give their full title. Please date the proxy card.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

Important Notice Regarding the Internet Availability of Proxy Materials for the Annual Meeting:
The Notice of 2022 Annual General Meeting and Explanatory Statement and Annual Report are available at www.proxyvote.com.

D92284-P81612

**IRIS ENERGY LIMITED
PROXY FOR ANNUAL MEETING OF STOCKHOLDERS
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY**

Appointment of Proxyholder

I/We, being a member of the company, hereby appoint the Chairman of the meeting, or the following person

Please leave this box blank if you have selected the Chairman.
Do not insert your own name(s).

Please indicate the number of shares this proxy is appointed over (if less than your full voting entitlement).

The undersigned hereby appoints the individual(s) listed on the reverse side of this Proxy Card with full power of substitution, to represent the undersigned and to vote all of the shares of stock in Iris Energy Limited (the "Company") which the undersigned is entitled to vote at the Annual Meeting of Stockholders of the Company, to be held virtually at www.virtualshareholdermeeting.com/IREN2022 on December 13, 2022 at 3:30 p.m. ET and at any adjournment or postponement thereof: (1) as hereinafter specified upon the proposal listed on the reverse side and as more particularly described in the Company's Notice of 2022 Annual General Meeting and Explanatory Statement, receipt of which is hereby acknowledged, and (2) in their best judgment upon such other matters as may properly come before the meeting. The undersigned hereby acknowledges that any directed proxies that are not voted on a poll at the Annual Meeting will default to the Chairperson of the Annual Meeting.

You can appoint a proxy and, where you are entitled to two or more votes, you may appoint two proxies. Where two proxies are appointed, you may specify the number or proportion of votes to be exercised by each proxy appointed. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of your votes (disregarding fractions). An appointed proxy need not themselves be a shareholder of the Company.

The shares represented hereby shall be voted as specified. **If no specification is made, such shares shall be voted FOR the appointment of the auditor listed on the reverse side.** Whether or not you are able to attend the meeting, you are urged to sign and mail the proxy card in the return envelope so that the stock may be represented at the meeting.

**IF YOU ELECT TO VOTE BY MAIL, PLEASE SIGN, DATE AND RETURN THIS PROXY CARD
PROMPTLY USING THE ENCLOSED ENVELOPE**

(CONTINUED AND TO BE SIGNED ON REVERSE SIDE)