

2020 CORPORATE GOVERNANCE STATEMENT

Galileo Mining Ltd (**Galileo** or the **Company**) is committed to high standards of corporate governance whereby the Board of Directors (**Board**) are accountable to stakeholders. The Board is responsible for the overall corporate governance of the Company, and it recognises the need for the highest standards of ethical behaviour and accountability. The Board has developed policies to ensure that an appropriate level of corporate governance is in place to promote integrity and responsible decision making. These policies are reviewed regularly by the Board to ensure they are relevant and meet the needs of stakeholders.

This Corporate Governance Statement (**Statement**) has been prepared on the basis of disclosure under the *Corporate Governance Principles and Recommendations (3rd Edition)* published by ASX Corporate Governance Council ("**ASX Recommendations**"). This Statement describes how the Company has addressed the eight corporate governance principles of the ASX Recommendations during the year ended 30 June 2020.

Where the Company's corporate governance practices depart from an ASX Recommendation, the Company discloses the reason for adoption of its own practices on an 'if not, why not' basis. Given the size and stage of development of the Company and the cost of strict compliance with all ASX Recommendations, the Board has adopted a range of modified procedures and practices where it considers appropriate to enable it to meet the principles of good corporate governance.

As at the date of this Statement, set out below, the Company is substantially compliant with the ASX Recommendations.

Further information on the Company's corporate governance policies can be found on the Company's website at <http://www.galileomining.com.au/about-us/corporate-governance/> including:

- Board Charter
- Board Performance Evaluation Policy
- Code of Conduct
- Audit and Risk Management Committee Charter
- Remuneration and Nomination Committee Charter
- Securities Trading Policy
- Continuous Disclosure Policy
- Shareholder Communications Policy
- Diversity Policy
- Social Media Policy
- Whistleblower Policy
- Anti- Bribery and Corruption Policy

This Statement is current as at 24 September 2020 and has been approved by the Board.

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation
Principle 1: Lay solid foundations for management and oversight		
<p>Recommendation 1.1</p> <p>A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	Yes	<p>Galileo has adopted a Board Charter which discloses the roles and responsibilities of the Board and senior management.</p> <p>Under the Board Charter, the Board is responsible for the overall operation and stewardship of Galileo (and any subsidiaries), including charting the direction, strategies and financial objectives for the Company, monitoring the implementation of those policies, strategies and financial objectives, and monitoring compliance with regulatory requirements and ethical standards.</p> <p>A copy of the Board Charter is available at: http://www.galileomining.com.au/about-us/corporate-governance/</p>
<p>Recommendation 1.2</p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.</p>	Yes	<p>Galileo has conducted background checks of candidates for new Director positions prior to their appointment or nomination for election by Shareholders, including checks as to good character, experience, education, qualifications, criminal history and bankruptcy.</p> <p>Newly appointed Directors must stand for reappointment at the next Annual General Meeting of the Company. As a matter of practice, Galileo will include in its notices of meeting a brief biography and other material information in relation to each Director who stands for election or re-election. The biography will set out (amongst other things) the relevant qualifications and professional experience of the nominated Director for consideration by Shareholders.</p>
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	<p>Galileo engages or employs its Directors and other senior executives under written agreements setting out key terms and otherwise governing their engagement or employment by the Company.</p>
<p>Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	Yes	<p>The Company Secretary reports directly, and is accountable, to the Board through the Chairperson in relation to all governance matters.</p> <p>Company Secretary advises and supports the Board members on general governance matters, implements adopted governance procedures, and coordinates circulation of meeting agendas and papers.</p>
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p>	Yes	<p>The Company has adopted a Diversity Policy a copy of which can be found on the Company's website: http://www.galileomining.com.au/about-us/corporate-governance/</p> <p>Diversity includes, but is not limited to, gender, age, ethnicity and cultural background. The Diversity Policy outlines requirements for the Board to develop objectives for achieving diversity, and to annually assess both the objectives and the progress in achieving those objectives. Given the current phase of the Company's life cycle, the Board has determined that it is not practicable to set measurable objectives for achieving gender diversity objectives. To assist in fostering diversity, the Company takes diversity of background into</p>

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation
<p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the <i>Workplace Gender Equality Act</i>, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>		<p>account (in addition to skills and experience in the specified field) when selecting new Directors, senior management and employees.</p> <p>At the date of this Statement women on the Board and in senior management positions was nil and the proportion of women in the Company's overall workforce was 28%.</p>
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Yes</p>	<p>Galileo has adopted a Board Performance Evaluation Policy a copy of which can be found on the Company's website: http://www.galileomining.com.au/about-us/corporate-governance/</p> <p>The Board undergoes periodic formal and informal assessment processes. A formal process of Board review requires each Director to complete a questionnaire relating to the role, composition, procedures, practices and behavior of the Board and its members. Responses to the questionnaires are confidential and provided directly to the Chair. The Board then holds a facilitated discussion during which each Board member has the opportunity to raise any matter, suggestion for improvement or criticism with the Board. Directors also regularly provide informal feedback to one another regarding individual performance.</p> <p>A Board performance evaluation was carried out during the past year. The Board was satisfied that it fulfilled its role effectively.</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose in relation to each reporting period, whether a performance</p>	<p>Yes</p>	<p>Galileo has adopted a Board Performance Evaluation Policy a copy of which can be found on the Company's website: http://www.galileomining.com.au/about-us/corporate-governance/</p> <p>The board will oversee the performance evaluation of the executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.</p>

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation
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evaluation was undertaken in the reporting period in accordance with that process.

A performance evaluation and review of senior executives was conducted during the reporting period.

Principal 2: Structure the Board to add value

<p>Recommendation 2.1</p> <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>No</p>	<p>The Board does not have a separate nomination committee and does not believe it is necessary given the current Board comprises of only three Directors. Therefore, the Company is not in compliance with ASX Recommendation 2.1.</p> <p>The Company does have a Remuneration and Nomination Committee Charter. The full Board considers the matters and issues outlined in the Charter. The Board considers that, given the current size and scope of the Company's operations, efficiencies or other benefits would not be gained by establishing a separate nomination committee.</p> <p>Under the Board Charter, candidacy for the Board is based on merit against objective criteria with a view to maintaining an appropriate balance of skills and experience. As a matter of practice, candidates for the office of Director are individually assessed by the Chairman and the Managing Director before appointment or nomination to ensure they possess the relevant skills, experience, personal attributes and capability to devote the necessary time and commitment to the role.</p> <p>The Board intends to reconsider the requirement for, and benefits of, a separate nomination committee as the Company's operations grow and evolve.</p>
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<p>Recommendation 2.2</p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>Yes</p>	<p>A profile of each Director setting out their skills, experience, expertise and period of office is set out in the Directors Report in the Annual Report.</p> <p>A summary of the key skills and experience comprised within the Board are as follows:</p>
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BOARD SKILLS MATRIX

Skills and Experience	Competency
Mining and Processing	Relevant industry experience from working within the resources sector.
Commercial	Executive exposure to accounting and financial reporting and requirements, internal financial controls and financial risk assessment.

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation								
		<table border="1"> <tr> <td data-bbox="824 308 1078 390">Governance</td> <td data-bbox="1078 308 1463 390">Experience in the Governance of organisations.</td> </tr> <tr> <td data-bbox="824 390 1078 558">Strategy</td> <td data-bbox="1078 390 1463 558">Experience in developing and implementing strategy successfully as well as having experience in identifying risk and managing to acceptable levels.</td> </tr> <tr> <td data-bbox="824 558 1078 640">Human Resources</td> <td data-bbox="1078 558 1463 640">Experience in remuneration frameworks.</td> </tr> <tr> <td data-bbox="824 640 1078 730">Executive Leadership</td> <td data-bbox="1078 640 1463 730">Management experience at an executive level.</td> </tr> </table>	Governance	Experience in the Governance of organisations.	Strategy	Experience in developing and implementing strategy successfully as well as having experience in identifying risk and managing to acceptable levels.	Human Resources	Experience in remuneration frameworks.	Executive Leadership	Management experience at an executive level.
Governance	Experience in the Governance of organisations.									
Strategy	Experience in developing and implementing strategy successfully as well as having experience in identifying risk and managing to acceptable levels.									
Human Resources	Experience in remuneration frameworks.									
Executive Leadership	Management experience at an executive level.									
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 of the Recommendations but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Yes	<p>The Board has adopted a definition of independence based on that set out in Principal 2.3 of the ASX Corporate Governance Council Principals and Recommendations. The Board will review the independence of each Director in light of interests disclosed to the Board from time to time.</p> <p>In accordance with the definition of independence above none of the current Directors are considered to be independent as they have all received performance based remuneration (including options or performance rights) from, or participated in an employee incentive scheme of, the entity.</p> <p>Details of the Company's directors including their qualifications, experience and length of service are contained in the Director's Report in the Company's Annual Financial Report.</p>								
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	No	<p>The Board currently consists of 3 Directors, none of which is considered by the Board to be independent (Refer Recommendation 2.3 above)</p> <p>It is considered that in the present circumstances of the Company and its current size and stage of development, that the Board is of sufficient size and comprises a diverse mix of persons with appropriate qualifications, commitment, skills and experience to govern the Company and that the costs involved in appointing additional Non-executive Directors in order to comply with the recommendation would outweigh the benefit of making such appointment. The Board will consider the appointment of additional Non-executive Directors where required by law, if an outstanding candidate is identified or if it is considered that additional expertise is required in specific areas as the Company develops.</p>								
<p>Recommendation 2.5</p> <p>The chair of the board of a listed entity should be an independent director and, in</p>	No	<p>The Chairman of Galileo, Mr. Brad Underwood is not an independent director. Mr Underwood is also the Company's Managing Director. (Refer Recommendation 2.3 & 2.4 above)</p>								

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation
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particular, should not be the same person as the CEO of the entity.

Recommendation 2.6

A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

Yes

The Company does provide new Directors with all information and access needed to undertake the role and organises site visits for new Directors.

All Directors are experienced in exploration and mining company operations, albeit in different aspects (e.g. technical, operations, finance, legal and corporate governance etc) and most have extensive listed company experience. Current Directors are also involved, or been involved, in other listed companies. The Board seeks to ensure that all of its members understand the Company's operations, including where practical site visits. Directors also attend, on behalf of the Company and otherwise, technical and commercial seminars and industry conferences which enable them to maintain their understanding of industry matters and technical advancements.

Principal 3: Act ethically and responsibly

Recommendation 3.1

A listed entity should:

- (a) have a code of conduct for its directors, senior executives and employees; and
- (b) disclose that code or a summary of it.

Yes

The Board believes that the success of the Company has been and will continue to be enhanced by a strong ethical culture within the organisation.

Accordingly, the Company has established a Code of Conduct which sets out the standards with which the Directors, officers, managers, employees and consultants of the Company are expected to comply in relation to the affairs of the Company's business and when dealing with each other, shareholders and the broader community.

The Code of Conduct sets out the Company's policies on various matters, including the following:

- compliance with applicable laws, rules and regulation;
- conflicts of interest;
- fair trading;
- related party transactions;
- dealings with the Company's assets and property;
- use and confidentiality of information;
- continuous disclosure and securities trading (also covered by discrete policies);
- health, safety and environment;
- employment practices; and
- gifts and entertainment.

The Code of Conduct also outlines the procedure for reporting any breaches of the Code of Conduct and the possible disciplinary action the Company may take in respect of any breaches.

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation
		<p>In addition to their obligations under the Corporations Act in relation to inside information, all Directors, employees and consultants have a duty of confidentiality to the Company in relation to confidential information they possess.</p> <p>In fulfilling their duties, each Director dealing with corporate governance matters may obtain independent professional advice at the Company's expense, subject to prior approval of the Chairman, whose approval will not be unreasonably withheld.</p> <p>A copy of the Code of Conduct is available at the Company's website: http://www.galileomining.com.au/about-us/corporate-governance/</p>
Principal 4: Safeguard integrity in corporate reporting		
<p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are Non-Executive Directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	No	<p>Due to the size of the Board, the Company does not have a separate Audit Committee. The roles and responsibilities of the Audit Committee are undertaken by the full Board.</p> <p>The full Board in its capacity as the Audit committee is responsible for reviewing the integrity of the Company's financial reporting and overseeing the independence of the external Auditors. The duties of the full Board in its capacity as the Audit committee are set out in the Company's Audit Committee Charter.</p> <p>When the Board meets as an Audit committee it carries out those functions which are delegated to it in the Company's Audit Committee Charter. Items that are usually required to be discussed by an Audit Committee are marked as separate agenda items at Board meetings when required.</p> <p>The Board is responsible for the initial appointment of the external Auditor and the appointment of a new external Auditor when any vacancy arises. Candidates for the position of external Auditor must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external Auditor based on criteria relevant to the Company's business and circumstances. The performance of the external Auditor is reviewed on an annual basis by the Board.</p> <p>The Board has adopted an Audit Committee Charter which describes the role, composition, functions and responsibilities of the Audit Committee.</p> <p>A copy of the Audit Committee Charter is available at the Company's website: http://www.galileomining.com.au/about-us/corporate-governance/</p>
<p>Recommendation 4.2</p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that,</p>	Yes	<p>As a matter of practice, the Company obtains declarations from its Managing Director and Company Secretary before its financial statements for each reporting interval (including quarterly cashflow reporting) are approved substantially in the form referred to in ASX Recommendation 4.2.</p>

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation
<p>in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>		
<p>Recommendation 4.3</p> <p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	Yes	<p>In accordance with the Company's Shareholder Communications Policy, the auditor's lead engagement partner (or his delegate) will be present at the Annual General Meeting to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.</p>
<p>Principal 5: Make timely and balanced disclosure</p>		
<p>Recommendation 5.1</p> <p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>The Company is a "disclosing entity" pursuant to section 111AR of the Corporations Act and, as such, complies with the continuous disclosure requirements of Chapter 3 of the ASX Listing Rules and section 674 of the Corporations Act. Subject to the exceptions contained in the ASX Listing Rules, the Company is required to disclose to ASX any information concerning the Company which is not generally available and which a reasonable person would expect to have a material effect on the price or value of the Shares.</p> <p>The Company is committed to observing its disclosure obligations under the Corporations Act and its obligations under the ASX Listing Rules. All relevant information provided to ASX will be posted on the Company's website. Those announcements are also posted on the Company's twitter account.</p> <p>The Company has adopted a Continuous Disclosure Policy and Social Media Policy, the purpose of which is to:</p> <ul style="list-style-type: none"> ▪ ensure that the Company, as a minimum, complies with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules and, as much as possible, seeks to achieve and exceed best practice; ▪ provide shareholders and the market with timely, direct and equal access to information issued by the Company; and ▪ promote investor confidence in the integrity of the Company and its securities. <p>In the Company's current stage of development, matters of crucial importance arise regularly. The Managing Director will discuss</p>

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation
		<p>significant issues with Board members who jointly will make a decision on the timely release of factual and balanced information concerning the Company's activities.</p> <p>Presentations that are made to analysts or investors are posted on the Company's website. If the presentations contain information that has not previously been announced to ASX that could have a material effect on the share price, the presentation is released to the ASX before the presentation is delivered.</p> <p>A copy of the Continuous Disclosure Policy and Social Media Policy are available at the Company's website: http://www.galileomining.com.au/about-us/corporate-governance/</p>
Principal 6: Respect the rights of security holders		
<p>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	Yes	<p>Information on the Company's corporate governance, including copies of its various corporate governance policies and charters, is available at: http://www.galileomining.com.au/about-us/corporate-governance/</p> <p>Information is conveyed to shareholders via the annual report, quarterly reports and other announcements which are delivered to the ASX and posted on the Company's website.</p>
<p>Recommendation 6.2</p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	Yes	<p>The Company has adopted a Shareholder Communications Policy, the purpose of which is to facilitate the effective exercise of shareholders' rights by communicating effectively with shareholders, giving shareholders ready access to balanced and understandable information about the Company and its corporate strategies and making it easy for shareholders to participate in general meetings of the Company.</p> <p>The Company communicates with shareholders:</p> <ul style="list-style-type: none"> ▪ Through releases to the market via the ASX; ▪ Through the Company's website; ▪ Through information provided directly to shareholders; and ▪ At general meetings of the Company <p>A copy of the Company's Shareholder Communications Policy is available at: http://www.galileomining.com.au/about-us/corporate-governance/</p>
<p>Recommendation 6.3</p> <p>A listed entity should disclose the policies and processes it has in place to facilitate</p>	Yes	<p>In accordance with the Shareholder Communications Policy, the Company supports shareholder participation in general meetings and seeks to provide appropriate mechanisms for such participation. As a matter of practice, in its notices of meeting, the Company encourages</p>

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation
<p>and encourage participation at meetings of security holders.</p>		<p>those shareholders who cannot attend general meetings in person to appoint proxies on their behalf.</p> <p>In preparing for general meetings of Galileo, the Company will draft the notice of meeting and related explanatory information so that they provide all of the information that is relevant to Shareholders in making decisions on matters to be voted on by them at the meeting. This information will be presented clearly and concisely so that it is easy to understand and not ambiguous.</p> <p>Galileo will use general meetings as a tool to effectively communicate with Shareholders and will allow Shareholders a reasonable opportunity to ask questions of the Board and to otherwise participate in the meeting.</p> <p>Mechanisms for encouraging and facilitating shareholder participation will be reviewed regularly to encourage the highest level of shareholder participation.</p>
<p>Recommendation 6.4</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>Yes</p>	<p>The Company considers that communicating with shareholders by electronic means is an efficient way to distribute information in a timely and convenient manner.</p> <p>In accordance with the Shareholder Communication Policy, the Company has, as a matter of practice, provided new shareholders with the option to receive communications from the Company electronically and the Company encourages them to do so. Existing shareholders are also encouraged to request communications electronically.</p> <p>The Company provides a hard copy of the annual report to only those shareholders who have specifically elected to receive a printed hard copy.</p>
<p>Principal 7: Recognise and manage risk</p>		
<p>Recommendation 7.1</p> <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; an</p> <p>(2) is chaired by an independent director,</p> <p>and disclose</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual</p>	<p>No</p>	<p>Galileo does not have a separate risk management committee.</p> <p>The Board is responsible for supervising management’s framework of control and accountability systems to enable risk to be assessed and managed in accordance with Galileo’s Risk Management Policy.</p> <p>The Board considers that, given the current size and scope of Galileo’s operations, efficiencies or other benefits would not be gained by establishing a separate risk management committee at present.</p> <p>As Galileo’s operations grow and evolve, the Board will reconsider the appropriateness of forming a separate risk management committee.</p> <p>However, Galileo has adopted a Risk Management Policy for the Company which includes the following:</p> <ul style="list-style-type: none"> • The purpose of the policy is to: <ul style="list-style-type: none"> ➤ provide a framework for identifying, assessing, monitoring and managing risk;

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation
<p>attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>		<ul style="list-style-type: none"> ➤ communicate the roles and accountabilities of participants in the risk management system; and ➤ highlight the status of risks to which Galileo is exposed, including any material changes to Galileo's risk profile. • The Board is responsible for the following under the policy: <ul style="list-style-type: none"> ➤ risk management and oversight of internal controls; ➤ establishing procedures which provide assurance that business risks are identified, consistently assessed and adequately addressed; and ➤ for the overseeing of such procedures.
<p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Board has responsibility for the monitoring of risk management and will review Galileo's risk management framework on an annual basis to ensure Galileo's risk management framework continues to be effective.</p>
<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	No	<p>Galileo does not currently have an internal Audit function however; the Company will consider establishing an internal Audit function in the future should the need arise.</p> <p>The Company monitors, evaluates and improves its risk management and internal control processes in line with the processes set out in its Risk Management Policy. A copy of this policy is available at:</p> <p>http://www.galileomining.com.au/about-us/corporate-governance/</p>
<p>Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>The Company's material exposures to economic, environmental and social sustainability risks and mitigating factors are as follows:</p> <ul style="list-style-type: none"> ▪ Equity capital markets risk the Company is currently not generating any cash flow and is reliant upon the shareholders and equity capital markets to fund the Company's activities. The Company maintains close control on its finances and communicates frequently to its shareholders and the equity capital market as to the Company's strategy to manage this risk ▪ Environmental risk the Company is currently exposed to few environmental risks due to the exploration stage of its activities. ▪ Social sustainability risk at the present stage of its activities the Company is exposed to few social sustainability risks
<p>Principal 8: Remunerate fairly and responsibly</p>		

ASX Principle and Recommendation	Compliance (Yes/No)	Explanation
<p>Recommendation 8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>No</p>	<p>Due to the size of the Board, the Company does not have a separate remuneration committee. The roles and responsibilities of a remuneration committee are currently undertaken by the Board.</p> <p>The duties of the full board in its capacity as a remuneration committee are set out in the Company's Remuneration and Nomination Committee Charter.</p> <p>When the Board meets as a remuneration committee it carries out those functions which are delegated to it in the Company's Remuneration and Nomination Committee Charter.</p> <p>Items that are usually required to be discussed by a Remuneration Committee are marked as separate agenda items at Board meetings when required.</p> <p>The Board has adopted a Remuneration and Nomination Committee Charter which describes the role, composition, functions and responsibilities of the Remuneration Committee and is disclosed at:</p> <p>http://www.galileomining.com.au/about-us/corporate-governance/</p>
<p>Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of Non-Executive Directors and the remuneration of Executive Directors and other senior executives.</p>	<p>Yes</p>	<p>Galileo's policies and practices regarding the remuneration of Executive and Non-Executive Directors and other senior executives is set out in the Remuneration Report contained in Galileo's Annual Report for each financial year.</p>
<p>Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>Yes</p>	<p>Galileo has adopted an Employee Incentive Plan. In accordance with Galileo's Securities Trading Policy, the Plan does not allow participants to enter transactions that would limit their economic risk under the scheme.</p> <p>Galileo's Securities Trading Policy sets out the circumstances in which the Directors, executives are prohibited from dealing in Galileo's Securities.</p> <p>The policy provides that Directors, and executives participating in an equity-based executive incentive plan, are prohibited from entering into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested entitlement in the Company's securities</p> <p>The Securities Trading Policy is available at the Company's website at:</p> <p>http://www.galileomining.com.au/about-us/corporate-governance/</p>