

The purpose of the Board Charter is to clearly outline the structure of the Board of Galilee Energy Limited (the "Company") and to define its role through the identification of the powers reserved solely to it and those delegated to Committees of the Board or to management.

This Charter sets out the role and responsibilities of the Board.

AUTHORITY

The constitution of the Company and the ASX listing rules prescribe amongst other matters details regarding board composition, size, term of office, committees and governance standards. This policy identifies those functions reserved for the board and those delegated to management.

ROLE OF THE BOARD

The role of the Board is to provide and maintain the strategic objectives for the Company in addition to overseeing management's implementation of the Company's strategic initiatives.

In performing its role, the Board should be mindful that while the primary objective of the Company is to create and build on shareholders' value the legitimate interest of other parties who may be interested in or be affected by the activities of the Company need to be considered, and Stakeholders expect that the Board will execute their duties and responsibilities in a lawful, fair, honest and ethical manner.

RESPONSIBILITIES

The Key responsibilities of the Board are as follows:

- (a) Providing strategic direction and approving, the Company's business strategies and objectives
- (b) Monitoring operational and financial position and performance
- (c) Monitoring the principal risks and control strategies, ensuring reasonable and appropriate internal controls and monitoring systems are in place to manage and, to the extent possible, reduce the impact of risks
- (d) Requiring that financial and other reporting mechanisms provide adequate, accurate and timely information to the board, Company shareholders and financial markets so that all
- (e) material developments are adequately disclosed as well as regulatory requirements
- (f) Approving the appointment of a new external auditor when any vacancy arises, provided that any appointment made by the Board must be ratified by shareholders at the following Annual General Meeting of the Company
- (g) Establishing appropriate delegated authorities for senior executives of the Company and monitoring those delegated authorities
- (h) Appointing and, where appropriate, removing the Chief Executive Officer (CEO) or Managing Director (MD) of the Company as well as implementing appropriate succession planning for the MD, Company Secretary and Chief Financial Officer. .
- (i) . Ratifying the appointment and, where appropriate, ratifying the removal of the Chief Financial Officer, the Company Secretary and (if appointed) the Chief Operating Officer or other key management personal the report to the MD;
- (j) Overseeing and evaluating the performance of the MD/CEO, and all MD/CEO direct reports.
- (k) Reviewing and approving remuneration for the senior executives of the Company.
- (l) Approving the Company's annual budgets and business plans.
- (m) Monitoring capital management, including the progress of any major capital expenditures, acquisitions or divestments.
- (n) Adopting appropriate procedures to ensure compliance with all laws, governmental regulations and accounting standards.
- (o) Approving, and reviewing from time to time, the Company's internal compliance procedures, including any codes of conduct and taking all reasonable steps to ensure that the business of the Company is conducted in an open and ethical manner.



- (p) Reviewing and, to the extent necessary, amending the board and committee charters.
- (q) Appointing directors to fill a vacancy (or as an additional director).
- (r) Establishing board committees, setting committee membership and setting delegations of authority.
- (s) Approving any dividends.
- (t) Developing and reviewing corporate governance principles and policies.
- (u) Approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestments, in excess of delegated limits.
- (v) Calling meetings of shareholders.

In performing its responsibilities and functions, the Board may delegate any of its powers to a Board committee or to other persons in accordance with the Constitution

INDEPENDENCE

The Board recognises that various principles and factors are relevant in determining the independence of a Director, but consider that true independence is a matter of judgement in the particular circumstances and will be determined by the Board on an ongoing basis. Such determination will have regard to external indices such as the definition of an independent director published by the Australian Securities Exchange and materiality thresholds, standards or guidelines as the Board may from time to time adopt.

When evaluating candidates, the Board will have regard to the potential for conflicts of interest, whether actual or perceived, and the extent or materiality of these in the ongoing assessment of Director independence.

Additional policies, such as Directors not being present during discussions or decision making on matters in which they have or could be seen to potentially have a material conflict of interest, as well as Directors being excluded from taking part in the appointment of third party service providers where the Director has an interest, provide further separation and safeguards to independence. The Board has determined not to establish fixed thresholds, believing that, if taken in isolation and out

of context, these can be misleading and inconclusive.

Any decision by the Board as to whether a set of circumstances renders a Director an Independent Director or otherwise is conclusive and all Directors will abide by that decision.

PROTOCOLS

The board has issued a separate Board Protocol to govern the responsibilities of directors.

CHAIRMAN

If the composition of the Board allows, the Chairman will be an independent, Non-executive director. The Chairman is to have a casting vote at Directors' meetings where there are more than 2 Directors eligible to vote on a particular question.

MANAGING DIRECTOR

The MD is responsible for the executive management of the Company, and is accountable to the Board for its day to day operations. The MD is authorised to delegate such of the powers conferred on him as he deems appropriate. The delegation of powers by the MD will be subject to limits and restrictions as from time to time determined by the Board.

COMPANY SECRETARY

The Company Secretary is responsible for the co-ordination of all Board business, including agendas, board papers, minutes, and communications with regulatory bodies.

All Directors will have direct access to the Company Secretary.

The Company Secretary shall have authority to counter-sign documents, provided that the Company Secretary is first satisfied that:

- the document has been properly authorised for signature; and
- the document has been signed by a Director of the Company.

DELEGATIONS

The board delegates to the MD/CEO and the MD/CEO's senior executive team, authority over the day-to-day management of the Company, its

subsidiaries and their operations. This delegation of authority includes responsibility for:

- (a) Developing business plans, budgets and strategies for the board's consideration and implementing approved plans, budgets and strategies.
- (b) Operating the Company's business and implementing all policies, processes and codes of conduct approved by the board.
- (c) Keeping the board informed of all material developments relating to the businesses.
- (d) Where proposed transactions, commitments or arrangements exceed the parameters set by the board, referring the matter to the board for its consideration and approval.
- (e) Identifying and managing risks including formulating strategies for managing these risks for consideration by the board. Managing the Company's current financial and other reporting mechanisms to ensure they are functioning effectively and capturing all relevant material information on a timely basis.
- (f) Implementing the Company's internal controls, establishing procedures for monitoring these controls, and ensuring that these controls and procedures are appropriate and effective.
- (g) Taking all reasonable steps to ensure that the board is provided with accurate and sufficient information regarding the Company's operations on a timely basis.
- (h) Ensuring that the board is made aware of all relevant matters relating to the Company's performance (including future performance), financial condition, operating results and prospects so that the board is in an appropriate position to fulfil its corporate governance responsibilities.

The MD may delegate or appoint management to carry out and / or assist in performing the responsibilities delegated to the MD by the Board, but shall remain responsible for these matters.

INDEPENDENT ADVICE

The Board and its committees may seek advice from independent experts whenever it is considered appropriate. With the consent of the Chairman, (which will not be unreasonably withheld) individual

Directors may seek independent professional advice at the expense of the Company, on any matter connected with the discharge of their responsibilities.

EFFECTIVENESS

The board shall periodically assess its effectiveness to ensure that its performance accords with best practice.

Mr Ray Shorrocks
Chairman
Galilee Energy Limited
June 202

