



ANNUAL  
REPORT  
**2016**



**GALILEE**  
ENERGY LIMITED

# CORPORATE DIRECTORY

## Directors & Management

Dr David King - Non-executive Chairman  
Peter Lansom - Managing Director  
Ray Shorrocks - Non-executive Director

### Chief Financial Officer

Don Langdon

### Company Secretary

Stephen Rodgers

## Principal Registered Office

Level 4, Rowes Building  
235 Edward Street  
Brisbane QLD 4000

GPO Box 1944, Brisbane QLD 4001

Phone: (07) 3177 9970

Email: [admin@galilee-energy.com.au](mailto:admin@galilee-energy.com.au)

## Share and Options Registry

Computershare Investor Services Pty Limited  
117 Victoria Street  
West End QLD 4101  
Phone: 1300 552 270

## Stock Exchange

Australian Securities Exchange  
Home Branch: Brisbane

## ASX Code

GLL

## Auditors

BDO Audit (Qld) Pty Ltd  
12 Creek Street  
Brisbane QLD 4000

## Solicitors

Piper Alderman  
Level 36, Riverside Centre  
123 Eagle St  
Brisbane QLD 4000

## Bankers

National Australia Bank  
308 - 322 Queen St  
Brisbane QLD 4000

[www.galilee-energy.com.au](http://www.galilee-energy.com.au)



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# CHAIRMAN'S LETTER

Dear Shareholder

I am pleased to present to you the 2016 Annual Report for Galilee Energy Limited. Whilst the environment in the oil and gas sector worldwide has remained challenging throughout the year, one of the bright spots has been the predictions of gas shortfalls in the Australian East Coast gas market, both domestic and export, which is now the primary focus of this Company's activities in ATP 529, Galilee Basin.

During the year, the Company completed, at no cost, the acquisition from AGL of its 50% interest in ATP 529. This timely acquisition delivered to the company 100% ownership of this large and prospective licence area, and with it, most importantly, the Operatorship. The Company is fortunate indeed to have in-house technical capabilities and experience to operate a large scale coal seam gas appraisal and development programme with significantly reduced cost structures and utilising state of the art technologies.

A significant upgrade in the ATP529 independent resource assessment was completed during the year and confirmed that the prize from a successful appraisal programme is a multi-TCF gas resource. A reserve of such scale would undoubtedly find a ready market in eastern Australia.

The Company wasted no time after assuming Operatorship to recomplete all wells in the Glenaras production pilot in the uppermost coal, the R1 seam, the only seam in the sequence at Glenaras which had not been fracture stimulated by the previous Operator. The efficient and cost effective completion of the Glenaras pilot bears testimony to the in-house technical and operational skill base. Production from the recompleted pilot over the following months provided a much better understanding of the gas production capacity of the R1 coal, as well as confirming the optimum pumping system for production operations. Based on this improved understanding, the Company designed, and subsequently successfully implemented a lateral (horizontal) well across the pilot area to enable the coal to be de-watered more efficiently. The horizontal well, drilled with state-of-the-art steering technology, was completed on time and on budget after the end of the reporting year.

The initial water flow rates from the lateral well are highly encouraging, and we very much look forward to reaching gas flows in the coming months which will enable conversion of a significant portion of the resource base in ATP529 into reserves. Such a conversion would indeed be transformational for the Company.

Following a detailed strategic review undertaken during the year, a decision was taken to wind down all exploration activities in the US. The work undertaken in the US was not without its successes, with a strong wet gas flow recorded at the Hoffer B1 well, however subsequent appraisal drilling failed to deliver the encouragement needed for a commercial development.

Also following the strategic review, and notwithstanding the increased workload and responsibilities of Operating ATP529, the key executives voluntarily reduced their salaries; and the two non-executive directors waived all fees for the remainder of the year. This sacrifice evidences the commitment of the entire team at Galilee to deliver a successful project in ATP529.

Executive director Paul Bilston resigned during the year to take up an important position in the gas infrastructure industry. Paul was a great contributor in the Company, for which we remain indebted. The remaining small but highly skilled and committed team have all performed to the high standards we expect of them, and I thank them unreservedly.

We now look forward to an exciting year ahead, with the expectation that we will unlock the substantial prize that is the ATP529 gas resource. I thank all shareholders for their interest and ongoing support throughout the year.

Yours faithfully



Dr David King  
Chairman

# MANAGING DIRECTOR'S REPORT

## Glenaras Gas Project (ATP 529) – GLL 100%

The Company's flagship Glenaras Gas Project lies within the highly prospective ATP529 permit, in western Queensland's Galilee Basin. The permit covers an area of approximately 4000 km<sup>2</sup> and is 100% owned and Operated by Galilee Energy Limited (Figure 1).

A recent independent assessment indicates the project area contains a significant coal seam gas Contingent Resource position in the Betts Creek coals with a 1C of 308 PJ, a 2C of 2508 PJ and a 3C of 5314 PJ, as a result of the extensive exploration activity within the permit to date.

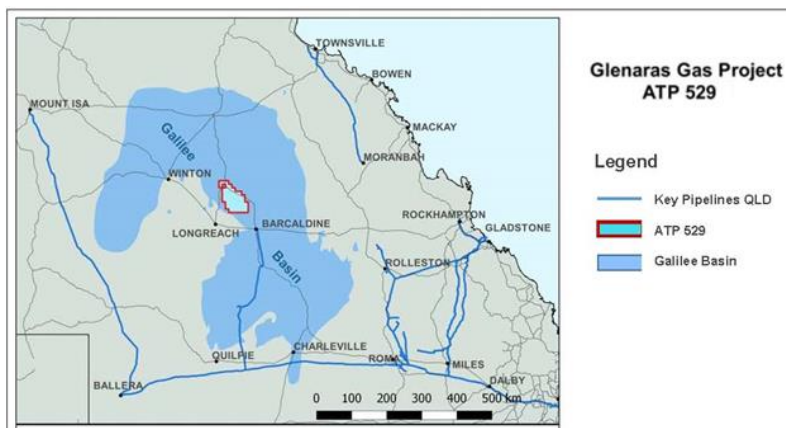


Figure 1

During the year activity on the ATP529 permit included:

### **Acquisition of AGL interest**

On the 27th August 2015, Galilee completed the acquisition of the AGL Energy Limited ("AGL") 50% interest in ATP 529. The transaction had no upfront cost to Galilee and, as part of the transaction, AGL contributed \$590,000 to Galilee to support future operations at Glenaras.

### **Resource booking**

Early in the financial year an extensive internal review of the potential of the permit was undertaken. Following this review, an updated resource assessment was commissioned. This was the first such assessment since the 2011 study of the permit undertaken by SRK. The new Contingent Resource estimation was undertaken by MHA Petroleum Consultants LLC (MHA) and included new information gained by the significant exploration activity conducted since the 2011 study. This includes data from eight step out exploration wells within the permit as well as the pilot and pressure monitoring data from the Glenaras Pilot completed subsequent to the 2011 report. The results showed a much larger resource over a significantly larger area than previously assessed.

As a result, on 1 September 2015 Galilee announced a significant upgrade to all resource categories. The updated ATP 529 Contingent Resource estimation results were as follows:

Certification	Gas Contingent Resource (PJ)		
	1C	2C	3C
30 June 2011	12	259	1090
1 September 2015	308	2508	5314
Increase (PJ)	296	2249	4224
Increase %	206%	868%	387%

*In accordance with Listing Rule 5.34.3, Galilee Energy confirms that it is not aware of any new information or data that materially affects the information in the announcement to the market of the Reserves 1 September 2015 and that all of the material assumptions and technical parameters underpinning the estimates in that announcement continue to apply and have not materially changed.*

# MANAGING DIRECTOR'S REPORT

## *R1 coal seam test program*

Following the review and Contingent Resource upgrade, Galilee expedited the Glenaras Gas Project - R1 coal seam test programme at ATP 529. The R1 pilot programme aimed at recompleting a single Betts Creek coal seam without accessing any of the neighboring water bearing sands. Direct connection to these water sands via poor completion methods such as fracture stimulation has been the main cause of poor pilot production results under previous operatorship. The aim of this new test was to:

- Conduct a low-cost test to isolate a single coal and attempt to produce and drawdown the coal below critical desorption pressure, achieving gas flow.
- Trial an alternate, more reliable artificial lift system.

Importantly, on achieving the requisite gas rate the results can be scaled to the full Betts Creek section to enable a first Reserves booking.

The first step in the programme commenced in mid-September 2015 with a workover of the five existing Glenaras pilot wells. The workover involved setting a bridge plug below the R1 seam to isolate the lower seams previously tested in these pilot wells. The R1 coal seam was then perforated and new alternate production pumps installed.

The R1 pilot was completed and put on production in late October 2015. The project was completed on time and budget. The initial phase of the production testing was planned to take between six to nine months. The R1 seam has a lower permeability than the other key Betts Creek coals in the Glenaras pilot area so time is required to draw down the coal over a sufficient area to build gas rates. Given the numerous failures of previous lifting systems utilised at both the Glenaras and Rodney Creek pilots, Galilee elected to change lifting system design, installing traditional oil field rod pumps in all wells. These systems have operated flawlessly which is a major step forward for well operations and operating costs in this area.

The five wells in the pilot were flowed under a slow controlled drawdown, with each of the five pilot wells fully drawn down to coal depth by mid-January. The performance of the wells clearly demonstrated that the completion design being trialed by the Company did not connect the wells to the surrounding water bearing sands. This is an extremely significant step forward for the project allowing drawdown of the coal only for the first time. Gas desorption was observed in all wells. The central well, Glenaras 4, was the best producer with metered gas production at low rates through the separator.

The pilot results have been highly encouraging. Based on internal reservoir modelling and these pilot results, the Company investigated drilling a lateral well through the middle of the pilot to expedite results. (Figure 2) Recent work in many CSG pilots in Eastern Australia has shown that horizontal drilling can dramatically improve reservoir drawdown and accelerate gas production in such lower permeability pilots. Note that the permeabilities elsewhere in the project area are generally much higher.

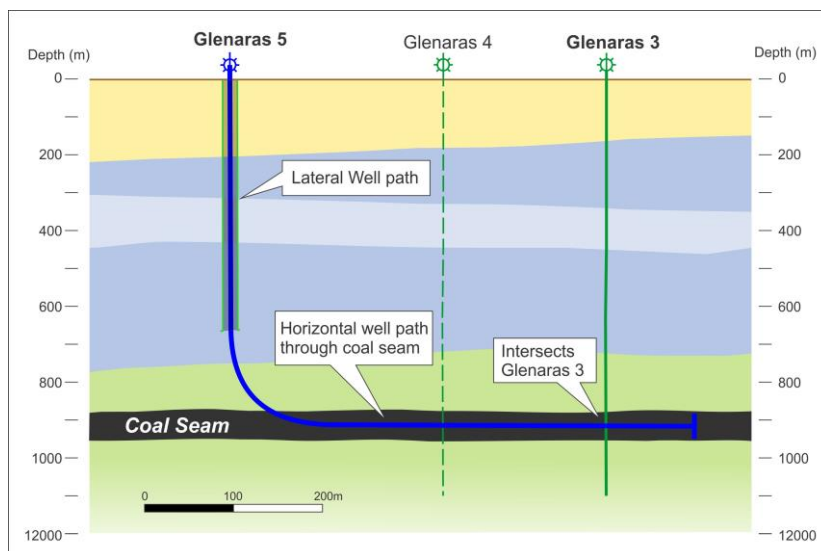


Figure 2

# MANAGING DIRECTOR'S REPORT

## Operations since Year End

As announced in late July 2016, the Company finalised plans to drill a lateral well through the centre of the existing Glenaras Gas Project - R1 pilot. The aim of this lateral is to improve production offtake from the coal, accelerate drawdown and the onset of gas production. This, combined with significant reductions in rig rates and improved steering technology, means this technology is a perfect fit to the Glenaras Gas Project.

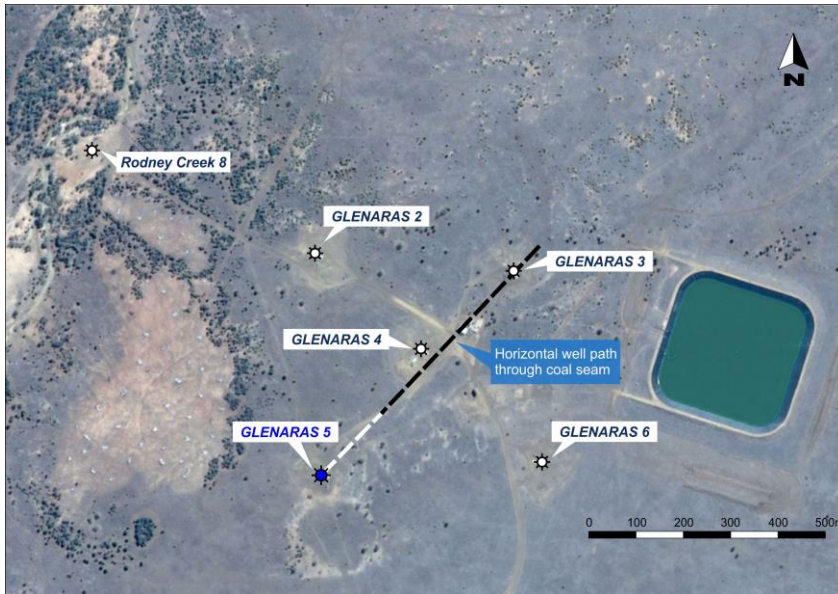


Figure 3

Two existing vertical wells were utilised for the lateral with the kick-off lateral exiting from Glenaras 5 wellbore, drilling past Glenaras 4 and intersecting the Glenaras 3 vertical wellbore. (Figure 3).

The rig mobilised to the site of the Glenaras 3 well on 16th August to remove the downhole equipment and to mill out the casing across the coal seam. The rig then moved to the Glenaras 5 well site and drilled the horizontal well through, to successfully intersect with Glenaras 3. The horizontal well was drilled with excellent geological control and was able to stay in the bottom section of the R1 coal as planned. A total of 400 m of lower R1 coal was opened for production in the horizontal well and produced from the Glenaras 3 vertical well.

The plot below shows the Schlumberger Periscope HD response through the Glenaras lateral well with the high quality coal layer within the R1 coal seam identified by the bright red/orange band. The well was easily controlled within this layer and achieved 100% within target coal seam. (Figure 4).

During the horizontal drilling operation, excellent pressure responses were seen at the central Glenaras 4 well (located approximately 40 m from the horizontal well), confirming excellent directional permeability in this coal and exceeding the Company's expectations.

Importantly, the drilling programme was completed safely, in a timely manner and within budget despite adverse weather conditions in what is now on record as the wettest winter in the Longreach area. This is a great credit to both Galilee's technical team and our principal drilling contractor, Schlumberger.

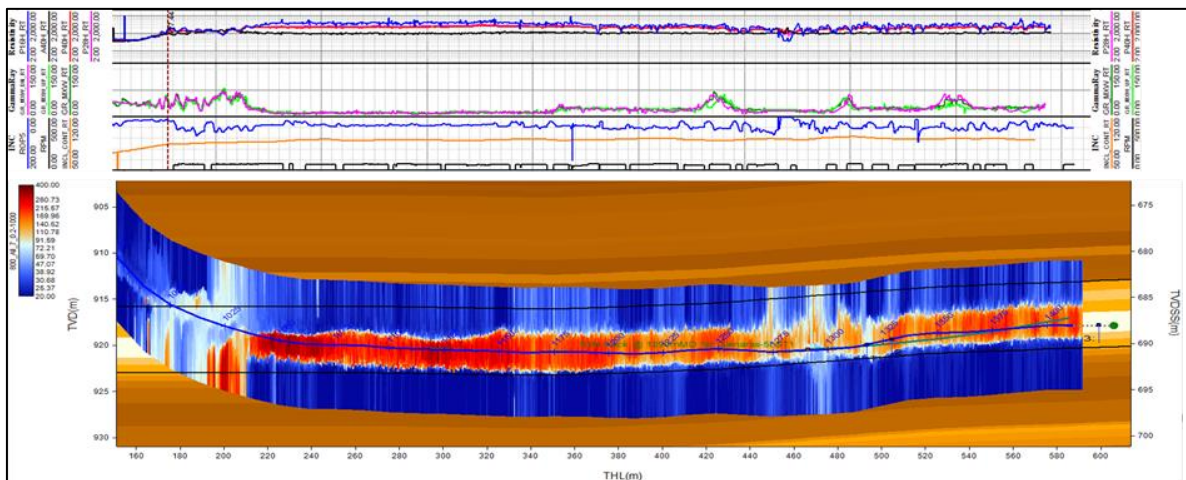


Figure 4

# MANAGING DIRECTOR'S REPORT



*General Manager of Operations Gerard Ryan & MD Peter Lansom inspecting Schlumberger Rig 166 during drilling of Glenaras 5.*

On 10 October 2016 the Company announced that production from the lateral well had commenced and was exceeding expectation. The lateral well is flowing at over 2.5 times the rate of the previous 5-well vertical pilot at 50% drawdown. At full drawdown, the expected water rates from the lateral represent a 5-6-fold improvement over the best vertical well production rate previously recorded. This performance is above modelled expectations and is very exciting for the development of the Glenaras Gas project given the R1 coal at Glenaras is one of the lowest permeability coals in the permit.

The aim of this lateral well was to accelerate drawdown of the R1 coal to initiate faster desorption and the onset of gas production. With the current rates the well is flowing, the lateral should achieve its objectives. With the onset of gas production the next step for Galilee will be the conversion of a significant portion of the reported Contingent Resource (currently in excess of 5,300 PJ 3C) to Reserves, which will be transformational for the Company.

The well is currently being drawdown slowly and the focus over the coming months is to keep the well steadily producing to enable stable desorption over a large area of the R1 coal in order to initiate gas production. Production operations at the pilot are expected to continue through the remainder of 2016. In its short production life we are already seeing excellent communication with the surrounding vertical wells, with the Glenaras 4 vertical well seeing a steady drop in bottom hole pressure tracking along with the drawdown of the lateral well. This confirms the excellent connectivity of the cleat system within the coals and confirms that the production is being sourced from the coal and not from neighboring sandstones.

## **Commercial**

In parallel with field operations, the Company commenced discussions with potential gas customers, infrastructure and investment partners. In particular the Company continues to progress positive discussions with gas buyers.

Whilst the company sees longer term high value opportunities in the export market via sales to one or more of the existing LNG plants at Gladstone, it is the unfolding market opportunity in the domestic market that present the greatest near term opportunity. Whilst a tightening in the gas market has long been anticipated, it is occurring sooner than expected as evidenced by recently spot pricing reaching over \$44/GJ in Victoria.

Further, real shortfalls may occur from 2020 in the absence of material new developments. This is exacerbated by the significant reduction in development and exploration caused by both government imposed restrictions and reduced availability of funding.

Based on estimated of future contract pricing, Galilee consider that the Glenaras project will be a very cost competitive supplier into that market.

## BOARD OF DIRECTORS

*Experienced team*

Aligned with shareholders  
... focused on results



Dr David King  
Non-executive Chairman



Peter Lansom  
Managing Director



Ray Shorrocks  
Non-executive Director

# MANAGEMENT

**Don Langdon** B.Com, FICA, FAICD.

[Chief Financial Officer - Part Time](#)

Appointed: Chief Financial Officer on 1 September 2014.

Mr Langdon is a Chartered Accountant with more than 40 years experience. He was an Audit Principal with a large mid-tier accounting firm and has extensive experience with external and internal audit, financial reporting, due diligence for company floats and major acquisitions. Since retiring from public practice in October 2009 he has been the Chief Financial Officer (on a part time basis) of Comet Ridge Limited and has acted as the interim Chief Financial Officer for Tlou Energy Limited and was closely involved with that company's initial capital raising and listing on the ASX.

**Stephen Rodgers** LLB.

[Company Secretary - Part Time](#)

Appointed: Company Secretary on 1 September 2014.

Mr Rodgers is a lawyer with over 25 years experience and holds a Bachelor of Laws degree from Queensland University of Technology. Stephen practiced law with several firms in Brisbane and for many years operated his own specialist commercial and property law practice before joining the ASX listed Sunshine Gas Limited as the in-house Legal and Commercial Counsel. After the successful takeover of SGL by QGC in 2008, Stephen was appointed as Company Secretary and Legal Counsel to Comet Ridge Limited, a position he still holds. Stephen has extensive experience in the operation and running of an ASX listed oil and gas company.

**Gerard Ryan** B.E. (Mech) M.Sc (Petroleum)

[General Manager - Operations](#)

Appointed: General Manager - Operations on 1 November 2014.

Gerard has over 20 years experience in petroleum engineering, drilling, production operations, energy transmission and distribution, power generation and coal mining sectors in Australia and Ireland. He has worked for Oil Company of Australia, Origin Energy, Ireland's Bord Gáis Éireann, Eastern Star Gas, BHP Mitsubishi Alliance (BMA) and Senex Energy. He was until recently COO for Eastern Star Gas. Gerard has experience in all aspects of oil and gas exploration with particular emphasis in operations and production optimisation.

**Jenny Langdon**

[Administration Manager](#)

Appointed: Administration Manager on 30 August 2010.

Ms Langdon has over 30 years management experience, having owned and operated a number of successful automotive and commercial property management entities. Jenny has served on state and national industry committees, convened national conferences and co-wrote the industry's environmental management handbook. She has also advocated and liaised on behalf of the industry with State Government. Jenny has experience in all facets of business management and has been a member of Galilee's administration since 2007.

**Ashley Edgar** B.App.Sc. (Applied Geology), Grad Dip (Env)

[Consulting Geoscientist](#)

Mr Edgar is currently working on contract with Galilee Energy supporting exploration activities, with a particular emphasis on building the exploration portfolio in Chile.

Ashley is a geologist with 30 years' experience in conventional and unconventional oil and gas. He has held several senior positions in exploration, development and new ventures, including heading up E&P Geoscience Onshore for Origin Energy, and more recently as Executive GM of Exploration and New Ventures for Eastern Star Gas, Non-Executive Director of Orion Petroleum and Exploration Advisor to Comet Ridge.

## Corporate Governance Overview Statement

The directors and management of Galilee Energy Limited (“Galilee Energy” or the “Company”) are committed to the creation of shareholder value and recognise the need for high standards of corporate governance as integral to that objective.

The Board is pleased to report that during the period ending 30 June 2016, the Company’s corporate governance practices and policies have substantially accorded with those outlined in the ASX Corporate Governance Council’s Principles and Recommendations (3rd Edition) (“ASX Recommendations” or “ASX Guidelines”), except as outlined in the Company’s annual Corporate Governance Statement. Even where there is a deviation from the recommendations, the Company continues to review and update its policies and practices in order that these keep abreast of the growth of the Company, the broadening of its activities, current legislation and good practice.

The ASX Corporate Governance Council’s (The Council) recommendations are not prescriptive but rather they are guidelines. If certain recommendations are not appropriate for the Company given its circumstances, it may elect not to adopt that particular practice in limited circumstances.

Where the Company’s Corporate Governance practices do not correlate with the practices recommended by the Council, the Company does not consider that the practices are appropriate due to either the size of the Board or the management team or due to the current activities and operations being carried on by and within the Company.

A copy of Galilee Energy’s full 2016 Corporate Governance Statement, which provides detailed information about governance and a copy of Galilee Energy’s Appendix 4G, which sets out the Company’s compliance with the recommendations in the 3rd Edition of the ASX Recommendations is available on the corporate governance section of the Company’s website at : [http://www.galilee-energy.com.au/About\\_Us\\_Governance.htm](http://www.galilee-energy.com.au/About_Us_Governance.htm)

## Directors' report

In accordance with a resolution of the Board, the directors present their report on the consolidated entity ("Galilee" or "Company") consisting of Galilee Energy Limited and the entities it controlled at the end of or during the year ended 30 June 2016. The financial statements have been reviewed and approved by the directors based on the recommendation of the Audit Committee.

### Directors

The directors of Galilee in office during the year and up to the date of this report were:

**Dr David King** *Non-executive Chairman Since 31/10/2013* Appointed Director 24/09/2013

**Peter Lansom** *Managing Director Since 31/10/2013* Appointed Director 24/09/2013

**Paul Bilston** *Executive Director Since 31/10/2013* Appointed Director 24/09/2013 Resigned 31/03/16

**Ray Shorrocks** *Non-executive Director Appointed 02/12/13*

### Principal activities

**Galilee Energy Limited** (Galilee) is a Brisbane based energy company with a portfolio spanning Australia, Chile and North America.

The principal activity of the consolidated entity is oil and gas exploration and production. The foundation asset of the Company is the development of coal seam gas in the Galilee Basin near Longreach in Queensland.

### Strategy

The Company's strategy is to become a mid-tier oil and gas company with a balanced portfolio of short and long term growth opportunities in the conventional and unconventional hydrocarbon sector.

### Results from operations

The loss for the year was \$6.039 million (2015: \$9.974 million).

The loss for the year reflects the exploration and evaluation expenditure incurred on the Galilee Basin permit of \$3.088 million and the completion of the drilling program in the US amounting to \$1.701 million.

### Dividends

No dividends were paid to members during the financial year. Since the end of the financial year, the directors have not recommended the payment of any dividend.

### Review of operations

Galilee's small team continues to be proactive in working towards successful financial outcomes. The past 15 months have seen the following objectives successfully completed.

<b><u>July</u></b> Results of Hoffer B1 announced	<b><u>August</u></b> Acquired 100% owner and operatorship ATP529. Presented exploration program to Chilean government	<b><u>September</u></b> Updated Contingent Resource estimation	<b><u>October</u></b> Completed R1 pilot and commenced production testing
<b><u>November</u></b> Spudded Hoffer A1 Continued testing at Glenaras	<b><u>December</u></b> Continued testing at Glenaras Conducted strategic review	<b><u>January</u></b> Continued testing at Glenaras	<b><u>February</u></b> Continued testing at Glenaras
<b><u>March</u></b> Continued testing at Glenaras Investigated drilling lateral well Commenced a number of commercial initiatives	<b><u>April</u></b> Continued testing at Glenaras	<b><u>May</u></b> Continued testing at Glenaras Technical studies of lateral well drilling program	<b><u>June</u></b> Continued testing at Glenaras Finalised Lateral well drilling program
<b><u>July</u></b> Galilee commits to Lateral well	<b><u>August</u></b> Commenced Lateral well	<b><u>September</u></b> Lateral well completed Pilot back on production	

## Directors' report (continued)

### Review of operations (continued)

#### Glenaras Gas Project (ATP 529) – GLL 100%

The Company's flagship Glenaras Gas Project lies within the highly prospective ATP529 permit, in western Queensland's Galilee Basin. The permit covers an area of approximately 4000 km<sup>2</sup> and is 100% owned and Operated by Galilee Energy Limited. (Figure 1)

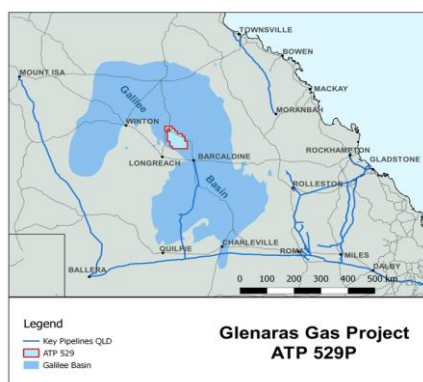


Figure 1

The project contains a significant coal seam gas Contingent Resource position in the Betts Creek coals with a 1C of 308 PJ, a 2C of 2508 PJ and a 3C of 5314 PJ, as a result of the extensive exploration activity within the permit to date.

During the year activity on the ATP529 permit included:

#### **Acquisition of AGL interest**

On the 27th August 2015, Galilee completed the acquisition of the AGL Energy Limited ("AGL") 50% interest in ATP 529. The transaction had no upfront cost to Galilee and, as part of the transaction, AGL contributed \$590,000 to Galilee to support future operations at Glenaras.

#### **Resource booking**

Early in the financial year an extensive internal review of the potential of the permit was undertaken. Following this review, an updated resource assessment was commissioned. This was the first such assessment since the 2011 study of the permit undertaken by SRK. The new Contingent Resource estimation was undertaken by MHA Petroleum Consultants LLC (MHA) and included significant exploration activity conducted since the 2011 study, including data from eight step out exploration wells within the permit as well as the pilot and pressure monitoring data from the Glenaras Pilot completed subsequent to the 2011 report. The results showed a much larger resource over a significantly larger area than previously assessed.

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#### **R1 coal seam test program**

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- Conduct a low-cost test to isolate a single coal and attempt to produce and drawdown the coal below critical desorption pressure, achieving gas flow.
- Trial an alternate, more reliable artificial lift system.

## Directors' report (continued)

### Review of operations (continued)

#### Glenaras Gas Project (continued)

Importantly, on achieving the requisite gas rate the results can be scaled to the full Betts Creek section to enable a first Reserves booking.

The first step in the programme commenced in mid-September 2015 with a workover of the five existing Glenaras pilot wells. The workover involved setting a bridge plug below the R1 seam to isolate the lower seams previously tested in these pilot wells. The R1 coal seam was then perforated and production pumps re-installed.

The R1 pilot was completed and put on production in late October 2015. The project was completed on time and budget. The initial phase of the production testing was planned to take between six to nine months. The R1 seam has a lower permeability than the other key Betts Creek coals in the Glenaras pilot area so time is required to draw down the coal over a sufficient area to build gas rates. Given the numerous failures of previous lifting systems utilised at both the Glenaras and Rodney Creek pilots, Galilee elected to change lifting system design, installing traditional oil field rod pumps in all wells. These systems have operated flawlessly which is a major step forward for well operations and operating costs in this area.

The five wells in the pilot were flowed under a slow controlled drawdown, with each of the five pilot wells fully drawn down to coal depth by mid-January. The performance of the wells clearly demonstrated that the completion design being trialled by the Company did not connect the wells to the surrounding water bearing sands. This is an extremely significant step forward for the project allowing drawdown of the coal only for the first time. At balance date, the pressure in the wells was continuing to be drawn down, and initial gas desorption observed in all wells with positive casing pressure evident in each well.

The pilot results have been highly encouraging. Based on internal reservoir modelling and these pilot results, the Company investigated drilling a lateral well through the middle of the pilot to expedite results. Recent work in many CSG pilots in Eastern Australia has shown that horizontal drilling can dramatically improve reservoir drawdown and accelerate gas production in such lower permeability pilots. Note that the permeabilities elsewhere in the project area are generally much higher.

#### *Operations Since Year End*

As announced in late July 2016, the Company finalised plans to drill a lateral well through the centre of the existing Glenaras Gas Project - R1 pilot. The aim of this lateral is to improve production offtake from the coal, accelerate drawdown and the onset of gas production. This, combined with significant reductions in rig rates and improved steering technology, means this technology is a perfect fit to the Glenaras Gas Project.

Two existing vertical wells were utilised for the lateral with the kick-off lateral exiting from Glenaras 5 wellbore, drilling past Glenaras 4 and intersecting the Glenaras 3 vertical wellbore. Drilling commenced in mid-August 2016 and completed September 6th. The pilot has now been but back on production and operations are expected to continue through most of 2016.

Conversion of a significant portion of the reported Contingent Resource (currently in excess of 5,300 PJ 3C+) to Reserves will be transformational for the Company.

#### *Commercial*

In parallel with field operations, the Company commenced a number of commercial initiatives including discussions with potential gas customers, infrastructure and investment partners. These initiatives will be further progressed in the coming months.

## Directors' report (continued)

### Review of operations (continued)

#### US Assets

##### *Lavaca County - Texas Gulf Coast*

##### *Hoffer B1 Well (Galilee 35% WI, reducing to 28% after payout)*

On 7 July 2015 Galilee announced the results of testing the Hoffer B1 well. This well was spudded on 6 January 2015 and reached total depth (TD) at 14,150 ft (4,313 m) measured depth on 12 March 2015.

In aggregate, the zones tested in the Midcox units flowed approximately 6 million standard cubic feet of gas per day (MMscfd), with demonstrated liquids content ranging as high as 50 barrels of condensate per million cubic feet of gas produced (bbls/MMscf).

However, because of poor cement bond the operator was unable to obtain a sustained commercial flow rate and the decision was made to plug and abandon the well.

##### *Hoffer A1 Well (Galilee 43.5% WI, reducing to 34.8% after payout)*

The 3D seismic across the area suggested that Hoffer B1 intersected overbank sandstones on the edge of a thick channel. The Hoffer A1 well, which was designed to test the extent of the structure, was spudded on 8 November 2015 and reached total depth (TD) at 12,730 ft (3,770 m) measured depth on 8 December 2015.

The gross reservoir intersection as shown on logs confirmed the seismic interpretation, with over 140 ft of Middle and Upper Midcox sandstones intersected at a structurally similar subsurface elevation to the Hoffer B1 well drilled earlier in the year. While the target reservoir section intersected was significantly thicker than that in the Hoffer B1 well, based on electric log data across the section none of the sandstones intersected were interpreted to have potential for commercial production. The Operator consequently decided to plug and abandon the well.

##### *Hoffer Extension Area (Galilee 37.5% WI)*

Work has continued on the 3D seismic data set that covers the Hoffer extension area. This included a variety of discussions with other groups already working in the area, and a focus on a smaller number of high quality prospects. The Joint Venture (JV) now has over 1,500 acres under lease covering a number of quality prospects.

#### *Future Operations*

As previously announced following the Company's strategic review conducted in December 2015, no additional exploration activities are currently being undertaken in the US. There are no significant expenditure plans within the US portfolio.

#### Chile

Late last year Galilee completed its evaluation and study of the Coal Seam Gas (CSG) potential in the Southern Magallanes Basin in Chile. In June 2015 Galilee submitted an application to the Chilean government for an application over an area of almost 6,000 sq.km. During August 2015, Galilee presented the exploration program to the government, and is now working to negotiate the terms of the CEOP (exploration permit) to cover the area.

#### Corporate

On 31 March 2016, Executive Director, Paul Bilston resigned to take up a senior management position in a gas infrastructure business based in Melbourne. There are no current plans to replace the role of Executive Director with the forward plan being the appointment of a suitably qualified Non-Executive Director at the appropriate time.

#### Significant changes in state of affairs

The Company continues its growth strategy and there were no other significant changes in the Company's activities.

## Directors' report (continued)

### Matters subsequent to the end of financial year

Since the end of the financial year, the Company committed to and drilled a horizontal well in ATP 529 at the Glenaras pilot project. The estimated cost of the drilling program is \$2.3 million. ATP 529 is a 100% owned coal seam gas permit located in the Galilee Basin in Queensland.

### Environmental regulation

The Company conducts its operations in compliance with the Queensland Petroleum Act and the Mineral Resources Act. Environmental considerations are reviewed with and approved by the Queensland Department of Environment and Resource Management and Environmental Protection Authority. The Company has not reported any material breaches of any of its environmental licence conditions nor has it been notified of any material environmental breaches by any government agency during the year. The Company is not aware of any breaches in environmental regulations in relation to its interests in the USA and South America.

### Directors and officers insurance

The Company has agreed to indemnify the directors, officers and secretaries of the Company and its subsidiaries against all liabilities to another person (other than the Company or a related body corporate) that may arise from their position as a director or officer of the Company, except where the liability arises out of conduct involving a lack of good faith. The agreement stipulates that the Company will meet the full amount of any such liabilities, including costs and expenses.

During the financial year, the Company paid premiums for directors' and officers' liability insurance. The contract prohibits disclosure of the details of the nature of the liabilities covered or the premium paid.

The Company has not indemnified its auditors, BDO Audit Pty Ltd.

### Proceedings on behalf of the Company

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purposes of taking responsibility on behalf of the Company for all or any part of those proceedings.

### Meetings of directors

The number of meetings of the Company's board of directors and of the audit committee during the year ended 30 June 2016, and the numbers of meetings attended by each director were:

Name	Meetings of Directors		Meetings of Audit Committee		Meetings of Risk Committee	
	A	B	A	B	A	B
Dr David King	5	5	3	3	*	*
Peter Lansom	5	5	*	*	*	*
Ray Shorrocks	5	5	3	3	1	1
Paul Bilston (resigned 31 March 2016)	4	4	*	*	1	1

A = Number of meetings attended

B = Number of meetings eligible to attend

\* = Not member of committee

## Directors' report (continued)

### Information on Directors and Company Secretary

#### Dr David King

*Chairman – Independent Non –executive*

Dr King was a founder and non-executive director of Sapex Ltd, Gas2Grid Ltd and Eastern Star Gas Ltd. He has substantial natural resource related experience, having previously served as managing director of North Flinders Mines Ltd and CEO of Beach petroleum and Claremont Petroleum. Dr King is a Fellow of the Australian Institute of Company Directors; a Fellow of the Australasian Institute of Mining and Metallurgy; and a Fellow of the Australian Institute of Geoscientists.

*Other directorships in listed companies – current*

Cellmid Ltd      Appointed 18/01/08

African Petroleum Corporation Ltd   Appointed 01/07/13

*Special responsibilities*

Chairman and member Finance and Audit Committee

*Interest in shares and options*

446,666 shares in Galilee Energy Limited

#### Peter Lansom

*Managing director*

Peter holds a Bachelor of Petroleum Engineering (Honours) degree from the University of NSW and has over 25 years' experience in conventional and unconventional exploration and development, working with Comet Ridge Ltd, Eastern Star Gas (ESG), Origin Energy and Santos. He has significant expertise in subsurface engineering, asset valuation, field development planning and commercial and corporate finance. In his past role at Origin, in the key management position of chief petroleum engineer, he had responsibility for delivering the corporate year end petroleum reserves report and ensuring that consistently high standards in sub-surface engineering were maintained across that Company's assets. In his recent role as executive director at ESG, Peter had overall engineering responsibility for the exploration and pilot development of the Company's CSG assets in NSW which resulted in certifying 3P reserves of over 3500 PJ over a 5 year period, and saw the Company grow to a \$900 million market capitalisation.

*Special responsibilities*

Managing Director

*Interest in shares and options*

4,596,728 shares in Galilee Energy Limited

#### Ray Shorrocks

*Non-executive Director*

With over 20 years' experience working in the investment banking industry, Ray is highly conversant and experienced in all areas of mergers and acquisitions and equity capital markets, including a significant track record of transactions in the metals and mining, industrials and property sectors.

*Other directorships in listed companies – current*

Patersons Securities Limited                      Appointed 01/10/07

Indago Energy Limited                              Appointed 12/01/16

*Special responsibilities*

Chairman of Finance, Risk and Audit Committees

*Interest in shares and options*

570,000 shares in Galilee Energy Limited

## Directors' report (continued)

### Information on Directors and Company Secretary (continued)

#### Stephen Rodgers

*Company Secretary*

Mr Rodgers is a lawyer with over 25 years' experience and holds a Bachelor of Laws degree from Queensland University of Technology. Stephen practiced law with several firms in Brisbane and for many years operated his own specialist commercial and property law practice before joining the ASX listed Sunshine Gas Limited as the in-house Legal and Commercial Counsel. After the successful takeover of SGL by QGC in 2008, Stephen was appointed as Company Secretary and Legal Counsel to Comet Ridge Limited, a position he still holds. Stephen has extensive experience in the operation and running of an ASX listed oil and gas company.

### Remuneration Report (audited)

The remuneration report is set out under the following main headings:

- A Principles used to determine the nature and amount of remuneration
- B Details of remuneration
- C Service agreements
- D Share-based compensation

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders, and conforms to market best practice for delivery of reward. The Board ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency
- capital management

#### **A Principles used to determine the nature and amount of remuneration**

In consultation with external remuneration consultants when required, the Board determines the remuneration policies of the Company, reviews the remuneration of senior management and determines the remuneration of executive directors. Non-executive director remuneration is considered by the Board within the overall limits approved by shareholders.

#### **Alignment to shareholders' interests:**

- has economic profit as a core component of plan design focuses on sustaining medium to long term growth in shareholder wealth and delivering a return on assets, as well as focusing the executive on key non-financial drivers of value
- designed to attract and retain high calibre executives

Alignment to program participants' interests:

- rewards capability and experience
- reflects competitive reward for contribution to growth in shareholder wealth
- provides a clear structure for earning rewards

The framework provides a mix of fixed and variable pay, and long-term incentives.

#### **Non-executive directors**

Fees and payments to non-executive directors reflect the demands that are made on, and the responsibilities of, the directors. Non-executive directors' fees and payments are reviewed annually by the Board to ensure fees are appropriate and in line with the market.

## Directors' report (continued)

### Remuneration Report (audited) (continued)

#### A Principles used to determine the nature and amount of remuneration (continued)

##### Directors' fees

The current base remuneration was last reviewed on 17 May 2010 with effect from 1 July 2010. The chairman's fees are determined independently to the fees of non-executive directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration. In accordance with the provisions of Listing Rule 10.11 of the Official Listing Rules of the ASX Limited, a meeting of shareholders held on 27 November 2009 approved the sum of \$600,000 per annum to be the total aggregate annual remuneration payable to non-executive Directors of the Company. The current total of non-executive remuneration is \$125,000, however following the strategic review conducted in December 2015 the executive directors accepted a 50% reduction in fees for the 2016 financial year.

##### Executive pay

The executive remuneration and reward framework has the following components:

- base pay and non-monetary benefits
- short term incentives
- share based payments, and
- other remuneration such as superannuation and long service leave.

The combination of these comprises the executive's total remuneration.

Following the strategic review conducted in December 2015 executives accepted a 20% reduction in remuneration to be reviewed in the 2017 financial year.

##### Base pay and non-monetary benefits

Structured as a total employment cost package which may be delivered as a combination of cash and prescribed non-financial benefits at the executives' discretion.

Executives are offered a competitive base pay that comprises the fixed component of pay and rewards. Base pay for senior executives is reviewed annually to ensure the executive's pay is competitive with the market. An executive's pay is also reviewed on promotion.

##### Short term incentives.

Generally paid in cash and structured, with a focus on delivery of specific short term objectives aligned with the companies strategies and goals and the Executives role in meeting these targets.

##### Share-based payments

Share based payments – options or rights are issued to executives generally over a period based on a long term incentive basis. These long term incentives include specific price targets that relate to the expected outcomes from strategies that have been given a high level of importance in relation to the future growth of the Company.

##### Superannuation and long service leave

Included in the employment package for key management personnel is the statutory obligation for superannuation and long service leave.

##### Relationship between remuneration and Company performance

Other than as described in D below (options) there is no direct link between the remuneration of the key management personnel and Company performance. The Company is currently focused on the exploration stage across its projects. Consequently, opportunities for broad performance based incentives are limited.

Given that remuneration must be commercially reasonable to attract the right calibre of directors and executives, there can be no direct link between remuneration, Company performance and shareholder wealth at the Company's current stage of development.

The Company issues options to provide an incentive for directors and key management personnel to align their interests with the medium to long term interests of shareholders.

## Directors' report (continued)

### Remuneration Report (audited) (continued)

#### A Principles used to determine the nature and amount of remuneration (continued)

##### Relationship between remuneration and Company performance (continued)

The table below sets out summary information about the Company's revenues, earnings, and movements in shareholders' wealth for the five years to 30 June 2016:

Item	Unit	2016	2015	2014	2013	2012
Revenue – continuing operations	\$'000s	379	799	1,103	1,593	2,237
Net profit/(loss) before tax	\$'000s	(6,039)	(9,810)	(2,601)	(6,496)	(6,261)
Net profit(loss) after tax	\$'000s	(6,039)	(9,810)	(2,601)	(6,496)	(6,261)
Basic loss per share	cents	(4.1)	(6.4)	(1.7)	(4.3)	(4.1)
Last traded share price	cents	7.0	11.0	13.0	13.0	13.5
Remuneration -salary and fees	\$'000s	607	800	1,112	926	912

There were no dividends paid or returns of capital by the company in the five years.

#### B Details of remuneration

Details of the remuneration of the directors and the other key management personnel (as defined in AASB 124 Related Party Disclosures) of Galilee Energy Limited and the Galilee Energy Group (Group) are set out in the following tables:

\*Q3 and Q4 2016 non-executive directors received no remuneration.

#Q3 and Q4 2016, salary discounted by 20%.

30 June 2016	Short-term benefits & fees			Post Employment		Share-based Payments	Total	Performance Based %
	Salary & fees	Non-cash benefits	Termination payments	Super-annuation	Retirement benefits	Performance Rights		
<b>Directors</b>	\$	\$	\$	\$	\$	\$	\$	
Dr D King	34,247*	-	-	3,253	-	-	37,500	
P Lansom	275,123 #	-	-	19,308	3,531	26,576	324,538	8.19%
P Bilston (resigned 31 March 2016)	199,505 #	-	-	14,481	-	6,470	220,456	2.93%
R Shorrocks	22,831*	-	-	2,169	-	-	25,000	
<b>Total</b>	<b>531,706</b>	<b>-</b>	<b>-</b>	<b>39,211</b>	<b>3,531</b>	<b>33,046</b>	<b>607,494</b>	

30 June 2015	Short-term benefits & fees			Post Employment		Share-based Payments	Total	Performance Based %
	Salary & fees	Non-cash benefits	Termination payments	Super-annuation	Retirement benefits	Performance Rights		
<b>Directors</b>	\$	\$	\$	\$	\$	\$	\$	
Dr D King	68,493	-	-	6,507	-	-	75,000	
P Lansom	306,216	-	-	18,783	-	21,267	346,266	6.14%
P Bilston	269,319	-	-	18,783	-	19,494	307,596	6.34%
R Shorrocks	45,661	-	-	4,338	-	-	49,999	
<b>Other employees</b>								
S Brodie	110,063	-	226,203	2,072	-	-	338,338	
<b>Total</b>	<b>799,752</b>	<b>-</b>	<b>226,203</b>	<b>50,483</b>	<b>-</b>	<b>40,761</b>	<b>1,117,199</b>	

The key management personnel of Galilee Energy Limited and of the Group includes the directors of the Company.

## Directors' report (continued)

### Remuneration Report (audited) (continued)

#### C Service agreements

Remuneration and other terms of employment for key management personnel:

##### Peter Lansom, Managing Director

Term of agreement – open-ended agreement commencing 31 October 2013

- Base salary of \$325,000 including superannuation
- Salary rate is reviewed annually in line with a performance review
- Short Term Incentive (STI) up to a maximum of 30% of the base salary, which will be paid in cash
- The required notice period on termination is three months by either party
- The agreement provides for six months payment for termination under certain conditions

#### D Share based compensation

##### Directors' share options

No options were granted as remuneration during the year. Currently, there are no KMP share options on issue.

##### Performance rights

No performance rights were granted during the year. The balance of performance rights on issue at year end and the movements during the year are as follows:

Name	Balance at start	Granted as remuneration	Exercised	Expired	Forfeited	Balance at end
P Lansom	1,800,000	-	-	(600,000)	-	1,200,000
P Bilston	1,650,000	-	-	(550,000)	(1,100,000)	-
	3,450,000	-	-	(1,150,000)	(1,100,000)	1,200,000

The balance of performance rights on issue at 30 June 2015 and the movements during the year are as follows:

Name	Balance at start	Granted as remuneration	Exercised	Expired	Balance at end
P Lansom	-	1,800,000	-	-	1,800,000
P Bilston	-	1,650,000	-	-	1,650,000
SC Brodie	1,600,000	-	-	(1,600,000)	-
	1,600,000	3,450,000	-	(1,600,000)	3,450,000

Refer to Note 17 for further information regarding performance rights.

#### E Key Management Personnel shareholdings

The number of ordinary shares in Galilee Energy Limited held by each KMP of the Group during the financial year is as follows:

30 June 2016	Balance at beginning of year	Granted as remuneration during the year	Shares acquired	Other changes	Balance at end of year
<b>Directors</b>					
Dr David King	280,000	-	166,666	-	446,666
Peter Lansom	4,596,728	-	-	-	4,596,728
Paul Bilston	4,600,165	-	-	-	4,600,165
Ray Shorrocks	100,000	-	470,000	-	570,000
<b>Total</b>	9,576,893	-	636,666	-	10,213,559

#### End of audited remuneration report

## Directors' report (continued)

### Rounding of amounts to nearest thousand dollars

Pursuant to legislative instrument 2016/191 issued by the Australian Securities & Investments Commission, amounts in the Directors' report and the financial report have been rounded off to the nearest thousand dollars unless otherwise indicated.

### Non-audit services

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Company are important.

Details of the amounts paid or payable to the auditor (BDO Audit Pty Ltd) for audit and non-audit services provided during the year are set out below.

The Board of directors has considered the position and, in accordance with the advice received from the audit committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed by the audit committee to ensure they do not impact the impartiality and objectivity of the auditor
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants

During the year the following fees were paid or payable for non-audit services provided by the auditor of the parent Company, its related practices and non-related audit firms.

	30 Jun 16	30 Jun 15
	\$	\$
Non-audit services		
- Tax consulting and compliance services	16,940	20,816

### Auditor's independence declaration

The auditor's independence declaration is included on Page 12 of the financial report for the year.

Signed in accordance with a resolution made pursuant to s306(3) of the Corporations Act 2001.

On behalf of the Directors



Dr David King  
Chairman

Brisbane, 20 September 2016

**GALILEE ENERGY LIMITED**

**AUDITOR'S DECLARATION OF INDEPENDENCE**



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Level 10, 12 Creek St  
Brisbane QLD 4000  
GPO Box 457 Brisbane QLD 4001  
Australia

**DECLARATION OF INDEPENDENCE BY A J WHYTE TO THE DIRECTORS OF GALILEE ENERGY LIMITED**

As lead auditor of Galilee Energy Limited for the year ended 30 June 2016, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Galilee Energy Limited and the entities it controlled during the year.

A handwritten signature in black ink, appearing to be 'A J Whyte', written over a circular scribble.

**A J Whyte**  
Director

**BDO Audit Pty Ltd**

Brisbane: 20 September 2016

The background of the page is a photograph of an offshore oil rig. The rig's complex metal structure, including a tall derrick and various platforms, is silhouetted against a sky transitioning from a deep blue at the top to a warm orange and yellow at the horizon, indicating a sunset or sunrise. The rig's components are interconnected by a network of cables and pipes.

# Financial report 2016

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## Consolidated Statement of Profit or Loss & Other Comprehensive Income

for the year ended 30 June 2016

	Note	Consolidated	
		30 Jun 16 \$'000	30 Jun 15 \$'000
<b>Revenue and other income</b>			
Interest received		379	718
Other income	2	-	81
		<u>379</u>	<u>799</u>
<b>Expenses</b>			
Exploration and evaluation costs	3	(4,942)	(8,789)
Employee benefits expense	3	(557)	(872)
Consulting fees	3	(166)	(51)
New project evaluation and analysis		(226)	(440)
Administration expenses	3	(527)	(621)
<b>Total expenses</b>		<u>(6,418)</u>	<u>(10,773)</u>
<b>Loss before income tax</b>		<b>(6,039)</b>	<b>(9,974)</b>
Income tax benefit/(expense)	4	-	-
<b>Loss for the year</b>		<u><b>(6,039)</b></u>	<u><b>(9,974)</b></u>
<b>Other comprehensive (loss)/income, net of income tax</b>			
<b>Items that may be reclassified subsequently to profit and loss</b>			
Exchange differences on translation of foreign operations		(30)	(19)
<b>Total other comprehensive income, net of income tax</b>		<u>(30)</u>	<u>(19)</u>
<b>Total Comprehensive Loss</b>		<u><b>(6,069)</b></u>	<u><b>(9,993)</b></u>
<b>Loss Per Share</b>		<b>Cents</b>	<b>Cents</b>
Basic loss per share		<u>4.0</u>	<u>6.5</u>
Diluted loss per share		<u>4.0</u>	<u>6.5</u>

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

## Consolidated Statement of Financial Position as at 30 June 2016

	Note	Consolidated	
		30 Jun 16	30 Jun 15
		\$'000	\$'000
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	8	9,478	16,016
Trade and other receivables	9	79	257
Total current assets		<b>9,557</b>	16,273
<b>Non-current assets</b>			
Trade and other receivables	9	1,534	688
Property, plant and equipment	10	101	55
Total non-current assets		<b>1,635</b>	743
<b>Total assets</b>		<b>11,192</b>	17,016
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	11	219	420
Total current liabilities		<b>219</b>	420
<b>Non-current liabilities</b>			
Total current liabilities	11	4	-
Provisions	12	1,147	739
Total non-current liabilities		<b>1,151</b>	739
<b>Total liabilities</b>		<b>1,370</b>	1,159
<b>NET ASSETS</b>		<b>9,822</b>	15,857
<b>EQUITY</b>			
Issued capital	13	60,228	60,228
Reserves	14	(7,674)	(6,659)
Accumulated losses		(42,732)	(37,712)
<b>TOTAL EQUITY</b>		<b>9,822</b>	15,857

The above statement of financial position should be read in conjunction with the accompanying notes.

## Consolidated Statement of Changes in Equity

for the year ended 30 June 2016

	Issued Capital	Accumulated Losses	Non-controlling Interests Elimination Reserve	Foreign Currency Translation Reserve	Share-based Payments Reserve	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Balance at 1 July 2015</b>	60,228	(37,712)	(7,656)	(19)	1,016	15,857
Loss for the period	-	(6,039)	-	-	-	(6,039)
Other comprehensive loss	-	-	-	(30)	-	(30)
Total comprehensive loss	-	(6,039)	-	(30)	-	(6,069)
Share-based payments expense	-	-	-	-	34	34
Transfers	-	1,019	-	-	(1,019)	-
	-	1,019	-	-	(985)	34
<b>Balance at 30 June 2016</b>	<b>60,228</b>	<b>(42,732)</b>	<b>(7,656)</b>	<b>(49)</b>	<b>31</b>	<b>9,822</b>
<b>Balance at 1 July 2014</b>	60,228	(27,738)	(7,656)	-	973	25,807
Loss for the period	-	(9,974)	-	-	-	(9,974)
Other comprehensive loss	-	-	-	(19)	-	(19)
Total comprehensive loss	-	(9,974)	-	(19)	-	(9,993)
Share-based payments expense	-	-	-	-	43	43
<b>Balance at 30 June 2015</b>	<b>60,228</b>	<b>(37,712)</b>	<b>(7,656)</b>	<b>(19)</b>	<b>1,016</b>	<b>15,857</b>

The above statement of changes in equity should be read in conjunction with the accompanying notes.

## Consolidated Statement of Cash Flows for the year ended 30 June 2016

		Consolidated	
		30 Jun 16	30 Jun 15
		\$'000	\$'000
<b>Cash flows from operating activities</b>			
	Payments to suppliers and employees (including GST)	(6,061)	(10,663)
	Other revenue	-	23
	Interest received	474	851
22	<b>Net cash used in operating activities</b>	<b>(5,587)</b>	<b>(9,789)</b>
<b>Cash flows from investing activities</b>			
	Payments for property, plant and equipment	(114)	(37)
	Proceeds from disposal of property, plant and equipment	-	129
	Refunds of/(Payments for) bonds and deposits	(847)	14
	<b>Net cash provided by investing activities</b>	<b>(961)</b>	<b>106</b>
	<b>Net Decrease in cash and cash equivalents</b>	<b>(6,548)</b>	<b>(9,683)</b>
	Cash and cash equivalents at the beginning of the period	16,016	25,687
	Effects of exchange rates on cash	10	12
8	<b>Cash and cash equivalents at the end of the period</b>	<b>9,478</b>	<b>16,016</b>

The above statement of cash flows should be read in conjunction with the accompanying notes.

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# Notes to the Consolidated Financial Statements

## for the year ended 30 June 2016

### 1. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### General information

These financial statements include the consolidated financial statements and Notes of Galilee Energy Limited (the Company) and its controlled entities (Galilee Energy or “the Group”). Galilee Energy Limited is a for-profit entity for the purpose of preparing the financial statements. The financial statements were approved for issue by the Directors on 19 September 2016.

Galilee Energy Limited is a public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 4, 235 Edward Street  
BRISBANE QLD 4000

#### Principal activities

The Group’s principal activities are to carry out oil and gas exploration and appraisal. The Group has tenement interests in Australia, the United States and Chile.

#### Basis of preparation

##### Compliance with accounting standards

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting standards Board (“AASB”) and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IASB”).

##### Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of available-for-sale financial assets, financial assets and liabilities at fair value through profit or loss, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

##### Going concern & judgements

The consolidated financial statements have been prepared on a going concern basis, which contemplates that the group will continue to meet its commitments and can therefore continue normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

##### New, revised or amending Accounting Standards and Interpretations adopted

The group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board that are relevant to its operations and effective for the current reporting period. The adoption of the new and revised standards had no effect on the amounts reported in the current and prior periods.

##### Rounding of amounts

The Group is of a kind referred to in Legislative Instrument 2016/191, issued by the Australian Securities & Investments Commission, relating to the “rounding off” of amounts in the financial report. Amounts in the financial report have been rounded off in accordance with the Legislative Instrument to the nearest thousand dollars, or in certain cases, to the nearest dollar.

## Notes to the Consolidated Financial Statements (continued)

### 1. Significant accounting policies (continued)

#### Critical accounting estimates and judgements

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement when applying the group's accounting policies. These estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the group and that are believed to be reasonable under present circumstances.

The critical estimates and judgements applied in the preparation of the financial statements are as follows:

#### Provision for rehabilitation

The Group's exploration activities are subject to various laws and regulations governing the protection of the environment, which require the rehabilitation of permit areas following the completion of exploration and/or production. The group estimates the future rehabilitation costs at the time of drilling the wells or installation of the assets. Rehabilitation could involve re-vegetation of the land area affected and the removal of oil and gas wells, and other surface plant and equipment. In some cases, the rehabilitation will occur many years into the future. The Group recognises managements' best estimate of the nature, extent and cost of the rehabilitation obligations in the period in which they arise. In addition, future changes to environmental laws and regulations, production estimates and discount rates could affect the calculation of the estimated cost of the rehabilitation estimates. As a result, actual costs incurred in future periods could differ materially from the estimates.

#### Joint arrangements

The Group has interests in a number of joint arrangements both in Australia and in the USA:

In accordance with *AASB 11 Joint Arrangements*, the accounting treatment adopted for these joint arrangements depends upon an assessment of the rights and obligations of the parties to the arrangement that are established in each of the joint operating agreements (JOAs) or the farm-in agreement as the case may be. The JOA or farm-in agreement sets out the voting rights of the parties to the agreement. The voting rights determine who has control i.e. the power to direct the operating activities of the joint arrangement.

Based on the on an analysis of each JOA and farm-in agreement, the group has classified each of its joint arrangements as a "joint operation" in accordance with the requirements of AASB 11 in that:

- there is joint control because all decisions about the operating activities requires unanimous consent of all the parties, or a group of the parties considered collectively; and
- each party to the joint operation has rights to its respective interest in the assets and revenue of the arrangement, and obligations for its share of the liabilities and expenditure.

As a result, the group recognises in its financial statements its share of the revenue, expenses, assets and liabilities of each of the joint operations in which it has an interest.

#### Loans to subsidiaries

The parent entity has recorded its investments in subsidiaries at cost of \$24,098,886 (2015: \$24,090,886) less provisions for impairment of \$24,098,886 (2015:\$24,090,886). The parent entity has also loaned funds to its subsidiaries of \$14,426,464 (2015: \$13,387,766) primarily to fund exploration activities. The parent entity has impaired the carrying amount of loans by \$14,426,464 (2015: \$13,387,766). The impairment of the investments and loans has been based on the underlying net assets of the subsidiaries. In future periods, as the exploration activities progress on the various areas of interest, and with changes in other market conditions, the carrying amounts of investments and loans may need to be reassessed in line with the net asset position of the subsidiaries or as otherwise appropriate.

## Notes to the Consolidated Financial Statements (continued)

### 1. Significant accounting policies (continued)

#### Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 18.

#### Principles of consolidation

##### Subsidiaries

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group.

Subsidiaries are all those entities over which the group has control over an entity when the group is exposed to, or has rights to, from its involvement with the entity, and has the ability to use its power to affect those returns. The effects of potential exercisable voting rights are considered when assessing whether control exists. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transaction between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. Investments in subsidiaries are accounted for at cost in the individual financial statements of Galilee Energy Limited.

##### Joint arrangements

Joint arrangements are arrangements in which one or more parties have joint control. Joint arrangements are classified as either joint operations or joint ventures.

##### Joint operations

The Group has entered into joint arrangements which are classified as joint operations because the parties to the joint arrangements have rights to the assets and obligations for the liabilities, rather than to the net assets, of the joint arrangements. The Group has recognised its direct right to, as well as its share of jointly held, assets, liabilities, revenues and expenses of joint operations which have been included in the financial statements under the appropriate headings.

##### Joint Ventures

Interests in joint ventures are accounted for in the consolidated financial statements using the equity method. Under the equity method of accounting, the Group's share of the movements in other comprehensive income of joint ventures are recognised in consolidated other comprehensive income. The cumulative movements are adjusted against the carrying amount of the investment.

When the Group's share of post-acquisition losses in a joint venture exceeds its interest in the joint venture (including any long term interests that form part of the Group's net investment in the joint venture), the Group does not recognise further losses unless it has obligations to, or has made payments, on behalf of the associate.

#### Foreign currency translation

##### Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Australian dollars, which is Galilee Energy Limited's functional and presentation currency.

## Notes to the Consolidated Financial Statements (continued)

### 1. Significant accounting policies (continued)

#### Foreign currency translation (continued)

##### Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

##### Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for the statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for the statement of profit or loss and other comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments are recognised in other comprehensive income.

When a foreign operation is sold or any borrowings forming part of the net investment are repaid, a proportionate share of such exchange differences is reclassified to profit or loss, as part of the gain or loss on sale where applicable.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entities and translated at the closing rate.

##### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances and amounts collected on behalf of third parties. Revenue is recognised for the major business activities as follows:

##### Sale of goods

A sale is recorded when goods have been delivered to the customer, the customer has accepted the goods and collectability of the related receivables is probable.

##### Interest income

Interest income is recognised on a time proportion basis using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

##### Government grants

Grants that compensate the Group for expenses incurred e.g. Research and Development are recognised in profit or loss when received and are offset against the expenditure to which the grant relates.

## Notes to the Consolidated Financial Statements (continued)

### 1. Significant accounting policies (continued)

#### Research and development

Research and development expenditure is recognised as an expense as incurred. Costs incurred on research and development projects (relating to the design and testing of new or improved products or processes) are recognised as intangible assets when it is probable that the project will, after considering its commercial and technical feasibility, be completed and generate future economic benefits and its costs can be measured reliably. The expenditure capitalised comprises all directly attributable costs, including costs of materials, services, direct labour and an appropriate proportion of overheads. Other developmental expenditures that do not meet these criteria are recognised as an expense when incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Capitalised development costs are recorded as intangible assets and amortised on a straight-line basis over the asset's useful life from the point at which the asset is ready for use.

#### Income tax

The income tax expense or revenue for the year is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries where the parent company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

Galilee Energy Limited and its wholly owned Australian resident entities have implemented the tax consolidation legislation. The head entity, Galilee Energy Limited, and the subsidiaries in the tax consolidated group continue to account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a stand-alone taxpayer in its own right.

## Notes to the Consolidated Financial Statements (continued)

### 1. Significant accounting policies (continued)

#### Income tax (continued)

In addition to its own current and deferred tax amounts, Galilee Energy Limited also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from subsidiaries in the tax consolidated group for the purposes of tax consolidation, where considered recoverable.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the group

Any difference between the amounts assumed and amounts receivable or payable under the tax funding agreement are recognised as a contribution to (or distribution from) wholly owned tax consolidated entities.

#### Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight line basis over the period of the lease.

#### Business combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the acquirer, the liabilities incurred by the acquirer to former owners of the acquiree and the equity issued by the acquirer, and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred, and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit and loss. Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date.

Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability are recognised in accordance with AASB 139 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it should not be remeasured.

#### Impairment of assets

Financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows, which are largely independent of the cash inflows from other assets or groups of assets (cash generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

## Notes to the Consolidated Financial Statements (continued)

### 1. Significant accounting policies (continued)

#### Cash and cash equivalents

For Statement of Cash Flows presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less or that are otherwise readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within financial liabilities in current liabilities on the statement of financial position.

#### Trade and other receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less impairment. Trade receivables are normally due for settlement no more than 30 days from the date of recognition.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for impairment is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables.

The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short term receivables are not discounted if the effect of discounting is immaterial. The amount of the provision is recognised in profit or loss.

#### Financial instruments

##### Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the Group commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified 'at fair value through profit or loss', in which case transaction costs are expensed to profit or loss immediately.

##### Classification and subsequent measurement

Finance instruments are subsequently measured at either of fair value, amortised cost using the effective interest rate method, or cost. Fair value represents the amount for which an asset could be exchanged or a liability settled, between knowledgeable, willing parties. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Amortised cost is calculated as: (a) the amount at which the financial asset or financial liability is measured at initial recognition; (b) less principal repayments; (c) plus or minus the cumulative amortisation of the difference, if any, between the amount initially recognised and the maturity amount calculated using the effective interest method; and (d) less any reduction for impairment.

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability.

Revisions to expected future net cash flows will necessitate an adjustment to the carrying value with a consequential recognition of an income or expense in profit or loss.

The Group does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of accounting standards specifically applicable to financial instruments.

## Notes to the Consolidated Financial Statements (continued)

### 1. Significant accounting policies (continued)

#### Financial instruments (continued)

##### Financial assets at fair value through profit or loss

Financial assets are classified at “fair value through profit or loss” when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a Group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

##### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

##### Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Group’s intention to hold these investments to maturity. They are subsequently measured at amortised cost.

##### Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either not suitable to be classified into other categories of financial assets due to their nature, or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments. They are subsequently measured at fair value.

##### Fair value

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm’s length transactions, reference to similar instruments and option pricing models.

##### Impairment

At each reporting date, the Group assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant or prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen. Impairment losses are recognised in profit or loss.

##### Financial guarantees

Where material, financial guarantees issued, which require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due, are recognised as a financial liability at fair value on initial recognition.

The guarantee is subsequently measured at the higher of the best estimate of the obligation and the amount initially recognised less, when appropriate, cumulative amortisation in accordance with AASB 118: Revenue. Where the entity gives guarantees in exchange for a fee, revenue is recognised under AASB 118.

The fair value of financial guarantee contracts has been assessed using a probability weighted discounted cash flow approach. The probability has been based on:

- the likelihood of the guaranteed party defaulting in a year period;
- the proportion of the exposure that is not expected to be recovered due to the guaranteed party defaulting; and
- the maximum loss exposed if the guaranteed party were to default

## Notes to the Consolidated Financial Statements (continued)

### 1. Significant accounting policies (continued)

#### Financial instruments (continued)

##### De-recognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are discharged, cancelled or expired. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

##### Property, plant and equipment

Land is stated at cost and is not subject to depreciation. All other property, plant and equipment is stated at historical cost less depreciation and impairment losses if applicable. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

With the exception of certain equipment, which is depreciated on a units of use basis, depreciation is calculated on a declining basis to allocate the cost of each asset, net of its residual values, over its estimated useful life.

The following rates of depreciation are used:

Office equipment	15% - 30%
Plant and equipment	4% - 50%

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 1). Gains and losses on disposals are determined by comparing proceeds with carrying amount and are included in profit or loss.

##### Exploration and evaluation expenditure

The application of the Group's accounting policy for exploration and evaluation expenditure requires judgement in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of resource. The determination of a mineral resource is itself an estimation process that requires varying degrees of uncertainty, and this directly impacts on the application of full cost for areas of interest. All costs are expensed in the period it is incurred until such time as an economically recoverable resource has been identified.

##### Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

## Notes to the Consolidated Financial Statements (continued)

### 1. Significant accounting policies (continued)

#### Provisions

A provision is recognised when the Group has a present legal or constructive obligation as a result of past events for which it is probable that an outflow of economic benefits will result and the amount of the outflow can be reliably estimated. Provisions are not recognised for future operating losses.

#### Rehabilitation

A provision for rehabilitation is recognised when there is a present obligation to rehabilitate an area disturbed, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Until such time as an economically recoverable resource has been identified, any provision recognised is expensed as part of exploration and evaluation expenditure. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

#### Employee benefits

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. Those cash flows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cash flows.

#### Retirement benefit obligations

Contributions to defined contribution superannuation plans are expensed when incurred.

#### Share-based equity settled benefits

The Group provides benefits to employees in the form of share-based payment transactions, whereby employees render services in exchange for shares, options over shares or performance rights ("equity-settled transactions"). Because options over shares and performance rights are similar in nature, they are collectively referred to below as options.

The fair value of options granted to employees and consultants are recognised as an employee benefit expense with a corresponding increase in equity (share option reserve). The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options. Fair value is determined by an independent valuer using a Black Scholes option pricing model and Monte Carlo simulation that take into account the term of the option, the impact of dilution, the share price at grant date, the expected volatility of the underlying share, the expected dividend yield, and the risk free rate for the term of the option and an appropriate probability weighting to factor the likelihood of the vesting conditions not being satisfied. In determining fair value, no account is taken of any performance conditions other than those related to the share price of Galilee Energy Ltd ("market conditions"). The cumulative expense recognised between grant date and vesting date is adjusted to reflect the directors' best estimate of the number of options that will ultimately vest because of internal conditions of the options, such as the employees having to remain with the Group until vesting date, or such that employees are required to meet internal sales targets.

## Notes to the Consolidated Financial Statements (continued)

### 1. Significant accounting policies (continued)

#### Share-based equity settled benefits (continued)

No expense is recognised for options that do not ultimately vest because internal conditions were not met. An expense is still recognised for options that do not ultimately vest because a market condition was not met.

Where the terms of options are modified, the expense continues to be recognised from grant date to vesting date as if the terms had never been changed. In addition, at the date of the modification, a further expense is recognised for any increase in fair value of the transaction as a result of the change.

Where options are cancelled, they are treated as if vesting occurred on cancellation and any unrecognised expenses are taken immediately to profit or loss. However, if new options are substituted for the cancelled options and designated as a replacement on grant date, the combined impact of the cancellation and replacement options are treated as if they were a modification.

#### Issued capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

If the entity reacquires its own equity instruments, e.g. as the result of a share buy-back, those instruments are deducted from equity and the associated shares are cancelled.

No gain or loss is recognised in the profit or loss and the consideration paid including any directly attributable incremental costs (net of income taxes) is recognised directly in equity.

#### Earnings per share

##### Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

##### Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

#### Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case, it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position.

Cash flows are also presented on a gross GST basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented in the receipts from customers or payments to suppliers.

## Notes to the Consolidated Financial Statements (continued)

### 1. Significant accounting policies (continued)

#### New accounting standards and interpretations for application in future periods

A number of Australian Accounting Standards and Interpretations have been issued or amended but are not yet mandatory for the 30 June 2016 annual reporting period and have not been early adopted by the Group for the preparation of these financial statements. The Group's assessment of the impact of these new or amended Standards and Interpretations, most relevant to the Group, are set out below:

#### **AASB 2014-3 Amendments to Australian Accounting Standards - Accounting for Acquisitions of Interests in Joint Operations (applicable to annual reporting periods beginning on or after 1 January 2016)**

This Standard which amends to AASB 11 Joint Arrangements deals with accounting for acquisitions of interests in joint operations. Prior to these amendments, a joint operator was required to account for what belongs to them i.e. its share of assets, liabilities, revenue and expenditure shared or incurred jointly. The effect of the amendments is to require an entity that acquires an interest or increases its interest in a joint operation to consider the principles of AASB 3 Business Combinations and determine whether the interest acquired constitutes a "business". If the activities and assets acquired constitute a business, the acquisition will then be accounted for in accordance with AASB 3.

#### **AASB 2014-10 Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (applicable to annual reporting periods beginning on or after 1 January 2018 as deferred by AASB 2015-10: Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128)**

This Standard amends AASB 10: Consolidated Financial Statements and clarifies the accounting treatment where a parent loses control over a subsidiary that is not a "business" as defined by AASB 3 to an associate or joint venture and requires that:

- a gain or loss (including any amounts in other comprehensive income) be recognised only to the extent of the unrelated investor's interest in that associate or joint venture;
- the remaining gain or loss be eliminated against the carrying amount of the investment in that associate or joint venture; and
- any gain or loss arising from remeasuring the remaining investment in the former subsidiary at fair value also be recognised only to the extent of the unrelated investor's interest in the associate or joint venture. The remaining gain or loss should be eliminated against the carrying amount of the remaining investment.

The application of AASB 2014-10 will result in a change of accounting policies for transactions between an investor and its associate or joint venture where the sale or contribution of assets results in a loss of control of a subsidiary that is a business in accordance with AASB 3. Previously, in these circumstances, any gains or losses were only recognised to the extent of the unrelated investor's interest. The accounting will now depend on whether the sold/contributed assets constitute a business or an asset. If the activities and assets acquired/sold constitute a business, the acquisition/sale will then be accounted for in accordance with AASB 3.

#### **AASB 2014-9 Amendments to Australian Accounting Standards – Equity Method in Separate Financial Statements (effective from 1 January 2016)**

AASB 2014-9 – These amendments to AASB 127, ASSB 1 and AASB 128 allow entities to use the equity method of accounting for investments in subsidiaries joint ventures and associates in their separate financial statements. Accounting standards are applied consistently across the Group as a result, it is not intended that a different accounting treatment will be adopted for the separate financial statements of subsidiaries.

#### **AASB 2014-10 Amendments to Australian Accounting Standards – Sale or Contributions of Assets between an Investor and its Associate or Joint Venture (effective from 1 January 2016)**

AASB 2014-10 – These amendments clarify the accounting treatment for sales or contributions of assets between an investor and its associates or joint ventures. They confirm that the accounting depends on whether the contributed assets constitute a business or an asset. If the activities and assets acquired/sold constitute a business, the acquisition/sale will then be accounted for in accordance with AASB 3.

## Notes to the Consolidated Financial Statements (continued)

### 1. Significant accounting policies (continued)

#### New accounting standards and interpretations for application in future periods (continued)

##### **AASB 2015-1 Amendments to Australian Accounting Standards – Annual Improvements to Australian Accounting Standards 2012-2014 Cycle (effective from 1 January 2016)**

AASB 2015-1 – These amendments introduce minor changes to various AASBs.

##### **AASB 2015-2 Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101 (effective from 1 January 2016)**

AASB 2015-2 – These amendments to AASB 101 clarify a number of presentation issues and highlight that preparers are permitted to tailor the format and presentation of the financial statements to their circumstances and the needs of the users.

##### **AASB 9 Financial Instruments and associated Amending Standards (applicable to annual reporting periods beginning on or after 1 January 2018)**

This standard provides guidance on the classification and measurement of financial assets and financial liabilities. The standard is not applicable until 1 January 2018 but is available for early adoption. AASB 9 permits the recognition of fair value gains and losses in other comprehensive income if they relate to equity investments that are not held for trading. Upon realisation the accumulated changes in fair value are not recycled to profit or loss. Currently, in accordance with AASB 139 Financial Instruments: Recognition and Measurement, a gain or loss on an available-for-sale financial asset is recognised in other comprehensive income, except for impairment losses and foreign exchange gains and losses until the financial asset is derecognised. At that time, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment.

The de-recognition rules have been transferred from AASB 139 Financial Instruments: Recognition and Measurement and have not been changed. The full impact of this standard is yet to be fully assessed, but adoption of this standard from 1 January 2018 is not expected to have a material impact on the Group. The Group has not yet decided when to adopt AASB 9.

The adoption of the various Australian Accounting Standards and Interpretations and IFRSs on issue but not yet effective will not impact the Group's accounting policies. However, the pronouncements may result in changes to information currently disclosed in the financial statements. The Group does not intend to adopt any of these pronouncements before their effective dates

##### **AASB 15 Revenue from Contracts with Customers (applicable to annual reporting periods beginning on or after 1 January 2018 as deferred by AASB 2015-8: Amendments to Australian Accounting Standards – Effective Date of AASB 15)**

This standard establishes a comprehensive framework for determining whether, how much and when revenue is recognised. With some exceptions e.g. leases and insurance contracts, AASB 15 applies to all contracts with customers. The core principle is that an entity should recognise revenue when the various performance obligations included in the contract are satisfied. This means that revenue will be recognised when control of the goods or services is transferred rather than on the transfer of risks and rewards as is currently the case under IAS 18 Revenue. It is not expected that there will be any impact on the Group.

##### **AASB 16 Leases (applicable to annual reporting period, beginning on or after 1 January 2019)**

AASB 16 eliminates the operating and finance lease classifications for lessees currently accounted for under AASB 117 Leases. It instead requires an entity to bring most leases onto its statement of financial position in a similar way to how existing finance leases are treated under AASB 117. An entity will be required to recognise a lease liability and a right of use asset in its statement of financial position for most leases.

There are some optional exemptions for leases with a period of 12 months or less, low value leases and leases of exploration and mineral tenements.

## Notes to the Consolidated Financial Statements (continued)

### 2. Revenue

	Consolidated	
	30 Jun 16	30 Jun 15
Other income	\$'000	\$'000
Other income includes the following specific items:		
• Gain on sale of property, plant and equipment	-	54
• Foreign exchange gains (net)	-	15
• Sundry income	-	12
Total other income	<u>-</u>	<u>81</u>

### 3. Expenses

	Consolidated	
	30 Jun 16	30 Jun 15
Loss before income tax includes the following specific expenses:	\$'000	\$'000
<b>(a) Exploration and evaluation expenditure</b>		
Exploration expense	(4,942)	(9,460)
Research and Development tax offset received	-	671
	<u>(4,942)</u>	<u>(8,789)</u>
<b>(b) Employee benefits expense</b>		
Salaries	(428)	(675)
Directors' fees	(63)	(112)
Share based payments expense	(34)	(43)
Defined contribution superannuation expense	(32)	(42)
	<u>(557)</u>	<u>(872)</u>
<b>(c) Contractor and consultants costs</b>		
Consulting fees	(166)	(51)
	<u>(166)</u>	<u>(51)</u>
<b>(d) Other expenses include the following specific items:</b>		
Auditors remuneration		
- auditing or reviewing the financial reports	(47)	(48)
- taxation services	(15)	(66)
Occupancy costs		
- Rental expense relating to operating leases - minimum lease rentals	(139)	(96)
- Other occupancy costs	(8)	(4)
Depreciation	(68)	(16)
Other administration and office costs	(250)	(391)
	<u>(527)</u>	<u>(621)</u>

## Notes to the Consolidated Financial Statements (continued)

### 4. Income tax

	Consolidated	
	30 Jun 16 \$'000	30 Jun 15 \$'000
<b>(a) Recognised in the statement of profit and loss and other comprehensive income</b>		
Current tax benefit	4,124	234
De-recognition of deferred tax losses	(4,124)	(234)
	<u>-</u>	<u>-</u>
<b>(b) Numerical reconciliation of income tax expense to prima facie tax on accounting profit</b>		
Loss before income tax	(6,039)	(9,974)
Tax at the Australian tax rate of 30% (2015:30%)	1,812	2,992
Tax effect of amounts which are not deductible/(taxable) in calculating taxable income:		
Non-deductible expenses	-	(49)
Share-based payments expensed	(10)	(12)
Research and development tax offset received	-	201
Prior year tax losses converted to research and development tax offset	-	(447)
Current year tax losses not recognised	(1,802)	(3,500)
Tax adjustment due to tax in foreign jurisdictions	-	815
Income tax expense/(credit)	<u>-</u>	<u>-</u>
<b>(c) Deferred tax assets not recognised</b>		
Deferred tax assets have not been recognised in respect of the following items:		
Accrued expenses	8	7
Employee benefits	13	1
Other provisions	167	167
Capital costs deductible over 5 years	49	106
Non-deductible exploration expenditure USA	-	3,259
Receivables	(8)	(37)
Buildings & improvements	-	16
<b>Net deferred tax assets/(liabilities)</b>	<u>229</u>	<u>3,519</u>
De-recognition of net deferred tax assets through profit or loss	(229)	(3,519)
<b>Net deferred tax asset not recognised</b>	<u>-</u>	<u>-</u>
<b>(d) Unused tax losses</b>	<b>55,242</b>	<b>40,463</b>
Net deductible timing differences	762	9,015
Gross deferred tax assets not recognised	56,004	49,478
Potential tax benefit	16,801	15,658

## Notes to the Consolidated Financial Statements (continued)

### 5. Interests of Key Management personnel

Refer to the Remuneration Report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Group's Key Management Personnel for the year ended 30 June 2016.

The totals of remuneration paid to Key Management Personnel of the Group during the year are as follows:

	Consolidated	
	30 Jun 16	30 Jun 15
	\$'000	\$'000
Short-term employee benefits	532	1,026
Post-employment benefits	39	50
Long-term employment benefits	3	-
Share -based payments	34	41
	<b>608</b>	<b>1,117</b>

### 6. Auditor's remuneration

	Consolidated	
	30 Jun 16	30 Jun 15
Remuneration of the auditor of the parent company for:		
Audit services		
- Auditing or reviewing the financial statements	45,768	55,763
Non-audit services		
- Tax compliance services	16,940	20,816
	<b>62,708</b>	<b>76,579</b>

### 7. Earnings per share

	Consolidated	
	30 Jun 16	30 Jun 15
	\$'000	\$'000
(a) Earnings used in calculating basic and diluted earnings per share:		
Loss for the year	(6,039)	(9,974)
Loss used in the calculation of the basic and dilutive earnings per share	<b>(6,039)</b>	<b>(9,974)</b>
	Number	Number
(b) Weighted average number of ordinary shares used as the denominator		
Weighted average number of ordinary shares used in calculating basic earnings per share	152,140,466	152,140,466
Adjustments for the calculation of diluted earnings per share:		
Options/performance rights		
Weighted average number of ordinary shares used in calculating diluted earnings per share	<b>152,140,466</b>	<b>152,140,466</b>

Performance Rights are not included in the calculation of earnings per share because they are not considered dilutive as the Group has losses.

## Notes to the Consolidated Financial Statements (continued)

### 8. Cash and cash equivalents

	Consolidated	
	30 Jun 16	30 Jun 15
	\$'000	\$'000
Cash at bank and on hand	3,078	2,266
Deposits at call	6,400	13,750
	<b>9,478</b>	<b>16,016</b>

### 9. Trade and other receivables

	Consolidated	
	30 Jun 16	30 Jun 15
	\$'000	\$'000
<b>Current</b>		
Trade receivables	11	9
Interest receivable	30	125
Prepayments	38	123
	<b>79</b>	<b>257</b>
<b>Non-Current</b>		
Environmental bonds and deposits	1,187	601
Rental bond	347	87
	<b>1,534</b>	<b>688</b>
	<b>1,613</b>	<b>945</b>

### 10. Property, plant and equipment

	Consolidated	
	30 Jun 16	30 Jun 15
	\$'000	\$'000
Plant and equipment at cost	269	154
Accumulated depreciation	(168)	(99)
	<b>101</b>	<b>55</b>

## Notes to the Consolidated Financial Statements (continued)

### 10. Property, plant and equipment (continued)

Movements in carrying amounts of property, plant and equipment

	Freehold land \$'000	Buildings & leasehold improvements \$'000	Plant and equipment \$'000	Total \$'000
Balance, 1 July 2015	-	-	55	55
Additions	-	-	114	114
Disposals	-	-	-	-
Depreciation	-	-	(68)	(68)
Balance, 30 June 2016	-	-	101	101

	Freehold land \$'000	Buildings & leasehold improvements \$'000	Plant and equipment \$'000	Total \$'000
Balance, 1 July 2014	8	66	36	110
Additions	-	-	37	37
Disposals	(8)	(66)	(2)	(76)
Depreciation	-	-	(16)	(16)
Balance, 30 June 2015	-	-	55	55

Non-current assets pledged as security

Refer to note 20 for information on non-current assets pledged as security by the parent company and its subsidiaries.

### 11. Trade and other payables

	Consolidated	
	30 Jun 16 \$'000	30 Jun 15 \$'000
<b>Current</b>		
Trade payables	91	369
Other payables	88	47
Employee benefits	40	4
	<b>219</b>	<b>420</b>

### 12. Provisions

	Consolidated	
	30 Jun 16 \$'000	30 Jun 15 \$'000
<b>Non-current</b>		
Restoration & rehabilitation	1,147	739
	<b>1,147</b>	<b>739</b>

## Notes to the Consolidated Financial Statements (continued)

### 12. Provisions (continued)

	Consolidated	
	30 Jun 16	30 Jun 15
	\$'000	\$'000
<b>Movements in carrying amounts of restoration and rehabilitation provision</b>		
Balance at the beginning of year	739	421
Increase/(reduction) in amount provided	408	318
Balance at the end of year	<b>1,147</b>	739

The amount represents the obligation to restore land disturbed during development activities to the conditions specified in the rehabilitation agreement. Rehabilitation is expected to be undertaken after the 2017 financial year.

### 13. Issued capital

	Consolidated	
	30 Jun 16	30 Jun 15
	\$'000	\$'000
<b>Ordinary shares</b>		
Ordinary shares - fully paid	61,518	61,518
Transaction costs relating to share issues (net of tax)	(1,290)	(1,290)
	<b>60,228</b>	60,228

	2016		2015	
	Number of Shares		Number of Shares	
		2016 \$'000		2015 \$'000
<b>Movements in ordinary shares</b>				
Balance at the beginning of the year	152,140,466	152,140,466	60,228	60,228
Balance at the end of the year	152,140,466	152,140,466	60,228	60,228

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the company in proportion to the number of and amounts paid on the shares held. On a show of hands, every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

## Notes to the Consolidated Financial Statements (continued)

### 13. Issued capital (continued)

#### Performance rights

The following performance rights for ordinary shares in Galilee Energy Limited were on issue:

Grant date	Expiry date	30 Jun 16	30 Jun 15
20-Nov-14	1-Dec-15	-	1,150,000
20-Nov-14	1-Dec-16	600,000	1,150,000
20-Nov-14	1-Dec-17	600,000	1,150,000
		<u>1,200,000</u>	<u>3,450,000</u>

Refer to Note 17 for details of performance rights.

#### Capital Management

Management controls the capital of the Group to ensure that it can fund its operations and continue as a going concern. The Group's capital comprises equity as described in the statement of financial position supported by financial assets. There are no externally imposed capital requirements.

Management manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. Responses to these changes include management of debt levels and share issues.

There have been no changes in the strategy since the prior year.

### 14. Reserves

	Consolidated	
	30 Jun 16	30 Jun 15
	\$'000	\$'000
Share based payments	31	1,016
Foreign currency translation	(49)	(19)
Non-controlling interest elimination reserve	<u>(7,656)</u>	<u>(7,656)</u>
	<u>(7,674)</u>	<u>(6,659)</u>

#### Share based payments reserve

This reserve reflects the fair value of equity instruments granted under share-based payment arrangements. This reserve can be reclassified as retained earnings if the share-based payments lapse.

#### Foreign currency translation reserve

The foreign currency translation reserve records the exchange differences arising on translation of foreign subsidiaries.

#### Non-controlling interest's elimination reserve

This reserve has arisen as a result of the acquisition of the non-controlling interests in subsidiary company Galilee Resources Pty Ltd. The value of consideration paid for the non-controlling interests was greater than the carrying value of the non-controlling interests acquired.

## Notes to the Consolidated Financial Statements (continued)

### 14. Reserves (continued)

	Share based payments \$'000	Foreign currency translation \$'000	Non-controlling interest elimination \$'000	Total \$'000
<b>Movements in reserves - 2016</b>				
Balance at the beginning of year	1,016	(19)	(7,656)	(6,659)
Grant of performance rights	34	-	-	34
Transfers	(1,019)	-	-	(1,019)
Foreign currency translation	-	(30)	-	(30)
Balance at the end of year	<b>31</b>	<b>(49)</b>	<b>(7,656)</b>	<b>(7,674)</b>
<b>Movements in reserves - 2015</b>				
Balance at the beginning of year	973	-	(7,656)	(6,683)
Grant of performance rights	43	-	-	43
Foreign currency translation	-	(19)	-	(19)
Balance at the end of year	<b>1,016</b>	<b>(19)</b>	<b>(7,656)</b>	<b>(6,659)</b>

### 15. Interest in joint operation

Subsidiary	Agreement	Interest	Comment
Galilee Energy Texas LLC	Hoffer-Klimitchek Area Lavaca County Participation Agreement and Joint Operating Agreement	35%	Working interest reduced to 28% after payback.
Galilee Energy Kansas LLC	<ul style="list-style-type: none"> <li>Key Terms Agreement</li> <li>Joint Venture Agreement</li> <li>Joint Operating Agreement</li> </ul>	25% 50% 75%	Interest earned after: 3D seismic Well 1 to Casing point Well 2 to casing point
Galilee Energy Illinois LLC	<ul style="list-style-type: none"> <li>Deed of Novation &amp; Agreement</li> <li>Illinois Basin Prospect Area Participation Agreement</li> <li>Joint Operating Agreement</li> </ul>	75%	Acquired Spinifex Petroleum Inc interest and earn 75% interest in each project by funding 100% of first well dry hole cost.

The Group's accounting policy is to expense its interests in the joint operations until such time an economically recoverable resource has been identified.

## Notes to the Consolidated Financial Statements (continued)

### 16. Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in Note 1:

Name of entity	Country of Incorporation	Class of equity	Equity Holding	
			2016	2015
Galilee Resources Pty Ltd	Australia	Ordinary	100%	100%
Beaconsfield Energy Development Pty Ltd	Australia	Ordinary	100%	100%
Capricorn Energy Pty Ltd	Australia	Ordinary	100%	100%
Galilee Energy US LLC	United States	Ordinary	100%	100%
Galilee Energy Texas LLC	United States	Ordinary	100%	100%
Galilee Energy Illinois LLC	United States	Ordinary	100%	100%
Galilee Energy Kansas LLC	United States	Ordinary	100%	100%
Galilee Energy Chile SpA	Chile	Ordinary	100%	100%

All subsidiaries have the same reporting date as the parent, Galilee Energy Limited.

### 17. Share based payments

The following table shows the number and movements of performance rights during the year and on issue at 30 June 2016:

Grant date	Expiry date	Opening balance	Granted	Exercised	Expired	Forfeited	Closing balance
20-Nov-14	1-Dec-15	1,150,000	-	-	(1,150,000)	-	-
20-Nov-14	1-Dec-16	1,150,000	-	-	-	(550,000)	600,000
20-Nov-14	1-Dec-17	1,150,000	-	-	-	(550,000)	600,000
		<u>3,450,000</u>	<u>-</u>	<u>-</u>	<u>(1,150,000)</u>	<u>(1,100,000)</u>	<u>1,200,000</u>

The following table shows the number and movements of performance rights during the year and on issue at 30 June 2015:

Grant date	Expiry date	Opening balance	Granted	Exercised	Expired	Forfeited	Closing balance
25-Oct-11	1-Mar-15	400,000	-	-	(400,000)	-	-
15-May-13	1-May-15	400,000	-	-	(400,000)	-	-
15-May-13	1-May-16	400,000	-	-	(400,000)	-	-
15-May-13	1-May-17	400,000	-	-	(400,000)	-	-
20-Nov-14	1-Dec-15	-	1,150,000	-	-	-	1,150,000
20-Nov-14	1-Dec-16	-	1,150,000	-	-	-	1,150,000
20-Nov-14	1-Dec-17	-	1,150,000	-	-	-	1,150,000
		<u>1,600,000</u>	<u>3,450,000</u>	<u>-</u>	<u>(1,600,000)</u>	<u>-</u>	<u>3,450,000</u>

## Notes to the Consolidated Financial Statements (continued)

### 17. Share based payments (continued)

During the year ended 30 June 2015, performance rights were granted to certain employees and contractors in accordance with the Galilee Energy Limited Performance Rights Plans for employees and contractors. The object of the plans is to:

- provide an incentive for employees/contractors to remain in their employment and continue to provide services to the Group in the long term;
- recognise the ongoing efforts and contributions of employees/contractors to the long term performance and success of the Group; and
- provide employee/contractors with the opportunity to acquire performance rights, and ultimately shares in Galilee Energy Limited.

Details of the terms and conditions of performance rights granted during the year ended 30 June 2015 are as follows:

Issue No	No. of Rights	Service Period		Vesting Date	Grant Date	Fair Value	Performance Condition
		From	To				
Tranche 1	1,150,000	1-Jul-14	31-Dec-15	31-Dec-15	20-Nov-14	2.8 cents	Share price 25 cents
Tranche 2	1,150,000	1-Jul-14	31-Dec-16	31-Dec-16	20-Nov-14	3.7 cents	Share price 30 cents
Tranche 3	1,150,000	1-Jul-14	31-Dec-17	31-Dec-17	20-Nov-14	4.2 cents	Share price 35 cents

There were no performance rights granted during the prior financial year.

The share based payments expense included in the financial statements with respect to performance rights granted during the year and those already issued in prior years is \$33,046 (2015: \$42,761).

All performance rights granted during the year ended 30 June 2015 vest subject to a market condition in addition to the employee/contractor satisfying a service condition relating to the completion of a specified period of employment/engagement. The market condition required is a share price hurdle which is to be achieved at each vesting date.

The fair value of performance rights is measured at grant date and is determined using a binomial or Black-Scholes pricing model that takes into account the term of the performance right, the underlying share price at grant date, the expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the performance right.

Where the performance rights are granted subject only to service conditions and non-market performance conditions, in accordance with the relevant accounting standard, it is assumed that the service condition will be met and the Galilee Energy Limited share price at grant date is used to determine the fair value of the performance rights issued. The non-market performance conditions are taken into account based on the number of performance rights that actually vest. Where the performance rights are granted subject to a market condition in addition to the service condition, the pricing model also takes into account the probability that the market condition will be satisfied/not satisfied during the term of the performance rights e.g. "monte carlo" simulation technique.

The following table lists the inputs used to value the performance rights granted during the year ended 30 June 2015.

INPUT VARIABLES	Tranche 1	Tranche 2	Tranche 3
Grant date	20-Nov-14	20-Nov-14	20-Nov-14
Share price at grant date (cents)	14.00	14.00	14.00
Exercise price (cents)	0.00	0.00	0.00
Share price hurdle @ vesting date (cents)	25.00	30.00	35.00
Vesting date	1-Dec-15	1-Dec-16	1-Dec-17
Term (years)	1.03	2.03	3.03
Risk free interest rate	2.75%	2.80%	2.85%
Expected share price volatility	50.00%	50.00%	50.00%
Annual rate of dividends:	0%	0%	0%

## Notes to the Consolidated Financial Statements (continued)

### 18. Parent company information

The consolidated financial statements incorporate the assets, liabilities and results of the parent company in accordance with the accounting policy described in Note 1. Set out below is financial information for the parent company.

<b>Galilee Energy Limited</b>	<b>30 Jun 16</b>	<b>30 Jun 15</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>Assets</b>		
Current assets	12,694	16,181
Non-current assets	449	56
<b>Total assets</b>	<b>13,143</b>	<b>16,237</b>
<b>Liabilities</b>		
Current liabilities	212	127
Non-current liabilities	-	-
<b>Total liabilities</b>	<b>212</b>	<b>127</b>
<b>Net assets</b>	<b>12,931</b>	<b>16,110</b>
<b>Shareholders' Equity</b>		
Issued capital	60,228	60,228
Reserves	(7,625)	(6,693)
Accumulated losses	(39,672)	(37,425)
<b>Total shareholders' equity</b>	<b>12,931</b>	<b>16,110</b>
Loss for the year	(3,213)	(9,687)
Total comprehensive loss for the year	(3,213)	(9,687)

The parent company did not have any contingent liabilities at 30 June 2016 (2015: \$Nil). The parent company has not entered into any guarantees in relation to the debts of its subsidiaries (2015: \$Nil).

The parent company had no contractual commitments for the acquisition of property, plant and equipment at 30 June 2016 (2015: \$Nil). The parent company has not guaranteed the debts of any subsidiary company (2015: \$Nil), other than through its tax sharing and tax funding agreements.

### 19. Contingent Liabilities

The directors are not aware of any contingent assets or liabilities for the Group (2015: \$Nil).

## Notes to the Consolidated Financial Statements (continued)

### 20. Commitments

#### Operating lease commitments

Commitments for minimum lease payments for non-cancellable operating leases for offices and equipment contracted for but not recognised in the financial statements.

	Consolidated	
	30 Jun 16 \$'000	30 Jun 15 \$'000
<b>Operating lease commitments</b>		
Minimum lease payments payable as follows:		
not later than 12 months	144	144
between 12 months and 5 years	371	616
	<u>515</u>	<u>760</u>

#### Bank guarantees

National Australia Bank have provided bank guarantees totalling \$1,520,626 (June 2015: \$532,698) as follows:

The bank guarantees are secured by term deposits.

- \$1,173,891 (June 2015: \$496,698) to the State of Queensland in respect of the Group's exploration permits and environmental guarantees; and
- \$346,735 (June 2015: \$86,860) to the landlord of the Brisbane office premises to support the Group's obligations under the lease of the Edward Street, Brisbane premises.

#### Exploration expenditure

In order to maintain an interest in the exploration tenements in which the Group is involved, the Group is committed to meet the conditions under the agreements. The timing and amount of exploration expenditure and obligations of the Group are subject to the minimum work or expenditure requirements of the permit conditions or farm-in agreements (where applicable) and may vary significantly from the forecast based on the results of the work performed, which will determine the prospectivity of the relevant area of interest. The Group's minimum expenditure obligations which are not provided for in the financial statements are as follows:

	Consolidated	
	30 Jun 16 \$'000	30 Jun 15 \$'000
<b>Exploration expenditure</b>		
Minimum expenditure requirements		
not later than 12 months	-	3,907
between 12 months and 5 years	-	326
	<u>-</u>	<u>4,233</u>

In order to maintain current rights to tenure to exploration tenements, the Group has exploration expenditure obligations until expiry of the tenement holdings. The sale, transfer or farm-out of exploration rights to third parties reduces or extinguishes these obligations.

The Group's later work program commitment has been met and no expenditure is required prior to the renewal of the permit on 30 November 2016. Subsequent to the end of the financial year the Company committed to and completed the drilling of the horizontal well at the Glenaras Gas Project with a budgeted cost of \$2.3m. This expenditure was over and above the required exploration commitment.

Commitments in the United States of America and South America in the next 12 months are \$nil (2015: \$1.882m). There are no commitments beyond 30 June 2016.

## Notes to the Consolidated Financial Statements (continued)

### 21. Segment Information

#### Identification of reportable segments

The Group has identified its operating segments based on the geographic location of its respective areas of interest (tenements). The internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources are prepared on the same basis.

The principal operating activities of the Group are the exploration and evaluation of its tenements for oil and gas reserves. Other than the expensing of exploration and evaluation expenditure, income and expenditure as per the statement of comprehensive income consists of incidental revenue including interest and corporate overhead expenditure which are not allocated to the Group's operating segments.

Unless otherwise stated, all amounts reported to the Board of Directors as the chief decision makers with respect to operating segments are determined in accordance with accounting policies that are consistent with those adopted in the annual financial statements of the Group.

#### Segment performance

The following table shows the revenue and exploration and evaluation expenditure information regarding the Group's operating segments for 30 June 2016 and 30 June 2015.

	Australia Qld \$'000	Illinois \$'000	United States Texas \$'000	Kansas \$'000	South America Chile \$'000	Total \$'000
<b>30 June 2016</b>						
<b>Segment Result</b>						
Segment Revenue	-	-	-	-	-	-
Exploration & evaluation costs	(3,089)	(12)	(1,686)	(36)	(119)	(4,942)
Segment result before tax	(3,089)	(12)	(1,686)	(36)	(119)	(4,942)

#### Reconciliation of segment result to Group loss before tax

Interest revenue						379
Other income						-
Employee benefits expense						(557)
Consulting fees						(166)
Business development						(226)
Administration expenses						(527)
<b>Loss before tax</b>						<b>(6,039)</b>

#### 30 June 2015

##### Segment Result

Segment Revenue	-	-	-	-	-	-
Exploration & evaluation costs	423	(1,404)	(5,198)	(2,453)	(157)	(8,789)
Segment result before tax	423	(1,404)	(5,198)	(2,453)	(157)	(8,789)

#### Reconciliation of segment result to Group loss before tax

Interest revenue						718
Other income						81
Employee benefits expense						(872)
Consulting fees						(51)
Business development						(440)
Administration expenses						(621)
<b>Loss before tax</b>						<b>(9,974)</b>

## Notes to the Consolidated Financial Statements (continued)

### 22. Notes to the Statement of Cash Flows

	Consolidated	
	30 Jun 16	30 Jun 15
(a) Reconciliation of cash flow from operations	\$'000	\$'000
Loss for the period	(6,037)	(9,974)
Depreciation	68	16
Share-based payments	34	43
Gain on sale of property, plant and equipment	-	(54)
Net exchange differences	(41)	(30)
<i>Changes in operating assets and liabilities</i>		
Decrease in trade and other receivables	93	144
Decrease in trade payables and accruals	(236)	(141)
(Increase/decrease) in prepayments and deposits paid	84	(63)
Increase in provisions	448	270
	<u>(5,587)</u>	<u>(9,789)</u>

#### (b) Non-cash financing and investing activities

There were no investing and financing transactions undertaken during the current year that did not require the use of cash or cash equivalents.

### 23. Events occurring after balance date

Other than the above there has not arisen in the interval between the end of the year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect significantly the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial periods. What about the successful drilling of the lateral well and the possible conversion to resources?

### 24. Related party transactions

#### Parent entity

The parent company within the Group and the ultimate parent company is Galilee Energy Limited.

#### Subsidiaries

Interests in subsidiaries are set out in note 16.

#### Key management personnel

Disclosures relating to key management personnel are set out in the remuneration report.

#### Terms and conditions

All transactions with related parties are made on normal commercial terms and conditions and at market rates, except that there are no fixed terms for the repayment of loans between the parties.

#### Transactions with controlled entities

Transactions between Galilee Energy Limited and its subsidiaries during the year included:

- Loans advanced to subsidiaries; and
- Investments in subsidiaries

Loans to subsidiaries have been impaired as noted in Note 1. The loans to subsidiaries are interest free, repayable in cash at call and are unsecured.

## Notes to the Consolidated Financial Statements (continued)

### 25. Financial risk management

#### Overview

The Group's principal financial instruments comprise receivables, payables, available for sale financial assets, cash, term deposits and financial liabilities at fair value. The main risks arising from the Group's financial assets and liabilities are interest rate risk, price risk, foreign currency risk, credit risk and liquidity risk.

This note presents information about the Group's exposure to each of the above risks, its objectives, policies and processes for measuring and managing risk. There have been no significant changes since the previous financial year to the exposure or management of these risks.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. The key risks are monitored and reviewed on a regular basis and as circumstances change (e.g. acquisition of new entity or project) policies are created or revised as required. The overall objective of the Group's financial risk management policy is to support the delivery of the Group's financial targets whilst minimising potential adverse effects on financial performance.

Given the nature and size of the business, and uncertainty as to the timing and amount of cash inflows and outflows, the Group does not enter into derivative transactions to mitigate the financial risks. In addition, the Group's policy is that no trading in financial instruments shall be undertaken for the purpose of making speculative gains.

The Group's financial instruments consist of deposits with banks, short-term investments, accounts receivable and payable. The totals for each category of financial instruments are as follows:

	Consolidated	
	30 Jun 16	30 Jun 15
	\$'000	\$'000
<b>Financial Assets</b>		
Cash and cash equivalents	9,478	16,016
Trade and other receivables	1,613	945
	<b>11,091</b>	<b>16,961</b>
<b>Financial Liabilities</b>		
Trade and other payables	219	420
	<b>219</b>	<b>420</b>

Risk management is carried out under policies approved by the Board of Directors. The Board provides principles for overall risk management, as well as policies covering specific areas, such as mitigating foreign exchange, interest rate and credit risks, use of derivative financial instruments and investing excess liquidity.

Specific financial risk exposures and management are summarised below.

#### Interest rate risk

Exposure to interest rate risk arises on cash and term deposits recognised at reporting date because a future change in interest rates will affect future cash flows received from variable rate financial instruments or the fair value of fixed rate financial instruments.

Interest rate risk is managed by forecasting future cash requirements (generally up to one year). Cash deposit interest rate information is obtained from a variety of banks over a variety of periods (usually one month up to six month term deposits) and funds are then invested in an optimised fashion to maximise interest returns.

## Notes to the Consolidated Financial Statements (continued)

### 25. Financial risk management (continued)

#### Interest rate sensitivity

The following table illustrates sensitivities to the Group's exposures to changes in interest rates. The table indicates how profit and equity values reported at balance date would have been affected by changes in the relevant risk variable. These sensitivities assume that the movement in a particular variable is independent of other variables.

A sensitivity of 2% interest rate has been selected as this is considered reasonable given the current market conditions. A 2% movement in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2015.

	Profit or Loss		Equity	
	2% increase \$'000	2% decrease \$'000	2% increase \$'000	2% decrease \$'000
<b>2016 - Consolidated</b>				
Cash and cash equivalents and restricted cash	190	(190)	190	(190)
<b>2015 - Consolidated</b>				
Cash and cash equivalents and restricted cash	320	(320)	320	(320)

#### Credit risk

The Group is exposed to significant credit risk through its cash and cash equivalents. At 30 June 2016, the Group had \$9.388 million (2015: \$16.016 million) in accounts with the National Australia Bank and The Bank of Texas.

#### Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Board's approach to managing liquidity is to ensure, as far as possible, that the Group will always have sufficient liquidity to meet its obligations when due.

Ultimate responsibility for liquidity risk management rests with the Board of Directors. The Group manages liquidity risk by maintaining adequate reserves and by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. This is based on the undiscounted cash flows of the financial liabilities based on the earliest date on which they are required to be paid. All financial liabilities of the continuing business totalling \$204,673 (2015: \$419,984) are due and payable within six months of the reporting date.

#### Foreign exchange risk

Foreign exchange risk arises from financial assets and liabilities denominated in a currency that is not the operating entity's functional currency. The Group's reporting currency is Australian dollars (AUD). At reporting date, the Group had the following financial assets or liabilities in US dollars:

	2016 USD \$'000	2015 USD \$'000
<b>Financial Assets</b>		
Cash and cash equivalents	59	137
Trade and other receivables	3	42
<b>Financial Liabilities</b>		
Trade and other payables	4	293

As a result of activities overseas, the Group's statement of financial position can be affected by movements in exchange rates. The Group also has transactional currency exposures. Such exposures arise from transactions denominated in currencies other than the functional currency of the Group. The Group's exposure to foreign currency risk primarily arises from the Group's operations overseas, namely in the USA.

## Notes to the Consolidated Financial Statements (continued)

### 25. Financial risk management (continued)

#### Foreign exchange risk (continued)

The Group currently does not engage in any hedging or derivative transactions to manage foreign currency risk. The Group's policy is to generally convert its local currency to US dollars at the time of transaction. The Group has, on rare occasions, taken the opportunity to move Australian dollars into foreign currency (ahead of a planned requirement for those foreign funds) when exchange rate movements have moved significantly in favour of the Australian dollar, and management considers that the currency movement is extremely likely to move back in subsequent weeks or months. Therefore, the opportunity has been taken to lock in currency at a favourable rate to the Group. This practice is expected to be the exception, rather than the normal practice.

Based on financial instruments held at 30 June 2016, had the Australian dollar strengthened/weakened by 10% the Group's profit or loss and equity expressed in Australian dollars would be impacted as follows:

	Profit or Loss		Equity	
	10% Increase \$'000	10% Decrease \$'000	10% Increase \$'000	10% Decrease \$'000
<b>Foreign currency rate sensitivity</b>				
<b>2016</b>				
US dollar	-	-	-	-
<b>2015</b>				
US dollar	11	(11)	11	(11)

#### Fair value estimation

The Group has no financial assets or financial liabilities for which the fair value differs materially from the carrying value in the financial statements.

## Directors' declaration

The directors of the Company declare that:

1. The financial statements, comprising the statement of profit or loss and other comprehensive income, statement of financial position, statement of cash flows, statement of changes in equity and accompanying notes are in accordance with the Corporations Act 2001 and:
  - (a) comply with Accounting Standards and the Corporations Regulations 2001; and
  - (b) Give a true and fair view of the consolidated entity's financial position as at 30 June 2016 and of its performance for the year ended on that date.
2. The Company has included in the notes to the financial statements an explicit and unreserved statement of compliance with International Financial Reporting Standards.
3. In the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations by the chief executive officer and chief financial officer required by section 295A of the Corporations Act 2001.

This declaration is made in accordance with a resolution of the directors.



Dr David King  
Chairman

Brisbane, 20 September 2016

## INDEPENDENT AUDITOR'S REPORT

To the members of Galilee Energy Limited

### Report on the Financial Report

We have audited the accompanying financial report of Galilee Energy Limited, which comprises the consolidated statement of financial position as at 30 June 2016, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

### Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

### Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Galilee Energy Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

## Opinion

In our opinion:

- (a) the financial report of Galilee Energy Limited is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2016 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 1.

## Report on the Remuneration Report

We have audited the Remuneration Report included in pages 7 to 10 of the directors' report for the year ended 30 June 2016. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

## Opinion

In our opinion, the Remuneration Report of Galilee Energy Limited for the year ended 30 June 2016 complies with section 300A of the *Corporations Act 2001*.

**BDO Audit Pty Ltd**

BDO



**A J Whyte**  
Director

Brisbane: 20 September 2016

## Shareholder information

### Securities on issue

The Company has the following securities on issue:

ASX quoted: 152,140,466 ordinary shares, each fully paid.

#### (a) Distribution of ordinary shares, analysis of shareholders by size of holding:

As at 30 September 2016

Range	Total holders	Units	% of Issued Capital
1 - 1,000	104	38,948	0.03
1,001 - 5,000	394	1,358,418	0.89
5,001 - 10,000	267	2,229,215	1.47
10,001 - 100,000	427	14,232,157	9.35
100,001 - 9,999,999,999	157	134,281,728	88.26
<b>Total</b>	<b>1,349</b>	<b>152,140,466</b>	<b>100.00</b>

The number of shareholders holding less than a marketable parcel (minimum \$500.00 at .078 c per share) is 555.

#### (b) 20 largest shareholders as of 3 October 2016.

Rank	Name	Units	% of Units
1.	ECARLATE PTY LTD	18,342,608	12.06
2.	NERO RESOURCE FUND PTY LTD <NERO RESOURCE FUND A/C>	6,914,655	4.54
3.	BECAMAL PTY LTD <GORDON SMITH FAMILY A/C>	5,520,945	3.63
4.	SLADE TECHNOLOGIES PTY LTD<EMBREY FAMILY SUPERFUND A/C>	5,000,000	3.29
5.	EKCO INVESTMENTS PTY LTD	4,787,790	3.15
6.	MR A EDGAR + MS T BAINBRIDGE <EDGAR FAMILY SUPER FUND A/C>	4,630,165	3.04
7.	MR P BILSTON + MRS S BILSTON <BILSTON FAMILY S/F A/C>	4,380,165	2.88
8.	JADE SECURITIES PTY LTD <BEK UNIT A/C>	4,000,000	2.63
9.	SCINTILLA STRATEGIC INVESTMENTS LIMITED	3,950,000	2.60
10.	MACLANS SUPERANNUATION HOLDCO PTY LTD	3,000,000	1.97
11.	VENTURIN NOMINEES PTY LIMITED	2,996,337	1.97
12.	ABN AMRO CLEARING SYDNEY NOMINEES PTY LTD <CUSTODIAN A/C>	2,588,038	1.70
13.	INVIA CUSTODIAN PTY LIMITED <PACIFIC ROAD PROVIDENT A/C>	2,451,083	1.61
14.	MR M BAHEN + MRS M BAHEN<SUPERANNUATION ACCOUNT>	2,333,334	1.53
15.	PACIFIC TUG PTY LTD <THE KYTHERA UNIT A/C>	1,698,984	1.12
16.	MACLANS SERVICES PTY LTD <MACLANS SUPER FUND A/C>	1,596,728	1.05
17.	GYTON PTY LTD<GYTON P/L SUPER FUND A/C>	1,443,000	0.95
18.	MR P COOPER	1,441,353	0.95
19.	EDWARDS INVESTMENTS AUSTRALIA PTY LTD	1,401,975	0.92
20.	KIRKHAM INVESTMENTS AUSTRALIA PTY LTD	1,401,975	0.92
<b>Totals: Top 20 holders of FULLY PAID ORDINARY SHARES (TOTAL)</b>		<b>79,879,135</b>	<b>52.50</b>

## Shareholder information

### Securities on issue (continued)

#### (c) Substantial shareholders

The following have disclosed substantial shareholder notices to the Company.

Name	Units	% of Units
ECARLATE PTY LTD	18,342,608	12.06
JADE SECURITIES PTY LTD<BEK UNIT TRUST>	8,777,790	5.77

#### (d) Voting rights

The voting rights attaching to each class of equity securities are set out below:

(i) Ordinary Shares

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

(ii) Options

Holders of options have no voting rights until such options are exercised.

a. Holders of Options or Performance Rights have no voting rights in respect to the same. However the shares that issue upon the exercise of the Options or the satisfaction of the conditions attaching to the Performance Rights will rank pari passu with the then existing issued fully paid ordinary shares.

#### (e) Share Buy-backs

There is no current on-market buy-back.

#### (f) Restricted securities

There are no restricted securities (held in escrow) on issue.

#### (g) Options/Performance Rights details

The number of beneficial holders of Performance Rights total 1. Unquoted Options/Performance Rights are held as follows:

Employee performance rights

1 <sup>st</sup> Tranche	600,000	Share price vesting point 30 cents
2 <sup>nd</sup> Tranche	600,000	Share price vesting point 35 cents

## Tenement Interests

Australia Galilee Energy Limited Queensland ATP 529 100% Galilee Energy Limited

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**GALILEE**  
ENERGY LIMITED



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