

Role

1. The Board of Directors is responsible for overseeing the selection and appointment of directors.
2. The role of the Committee is to make recommendations to the Board in relation to the recruitment, retention, termination arrangements, and the policies and procedures for the Managing Director and the non-executive Directors.
3. The Committee makes recommendations to the Board in relation to the necessary and desirable competencies of Directors, reviews Board succession plans, and recommends appointment and re-election of Directors and the Company Secretary.
4. The Committee develops and implements a process for evaluation of the continuing performance and competencies of the Board and its Committees.
5. Effective policies, processes, and practices for appropriately attracting, remunerating and retaining executives and directors who will add value to the Company;
6. Reward programs which are fair and responsible and in compliance with principles of good corporate governance, the ASX Listing Rules and the Corporations Act.

Membership

7. The Committee will comprise at least three members all of whom must be non-executive Directors.
8. The Chairman of the Committee should be an independent Director.
9. A majority of the Committee's members will consist of independent Directors.
10. Members of the Committee shall be appointed for an initial three year term of office, after which their appointment may be subject to annual rotation.
11. Galaxy proposes to appoint one or more independent non-Executive Directors in the near future to address the imbalance of non-independence on the Nomination Committee.

Responsibilities

12. The Committee shall assess the expertise required by Directors to adequately discharge the Board's duties having regard to Galaxy's business operations and financial objectives.
13. The Committee shall on a regular ongoing basis, assess the composition of the Board having regard to the above.
14. The Committee shall develop and implement a process for the identification of suitable candidates for Board positions and the positions of Company Secretary and Chief Financial Officer.

Executive Remuneration and Incentive Policies

15. The Committee is to make decisions with respect to appropriate remuneration and incentive policies for executive directors and senior executives which:
 - a. will motivate executive directors and senior executives to pursue long term growth and success of the Company within an appropriate control framework.
 - b. demonstrate a clear correlation between key performance and remuneration; and
 - c. will align the interests of key leadership with the long term interests of shareholders.

Executive Remuneration Packages

- a. Ensure that executive remuneration packages involve a balance between fixed and incentive pay, reflecting short and long term performance objectives appropriate to the Company's circumstances and objectives
- b. Ensure that a portion of executives remuneration is structured in a manner designed to link reward to corporate and individual performance

- c. make recommendations to the board with respect to the quantum of bonuses to be paid to executives.

Termination Agreements

16. Review and recommend to the Board for approval of the proposed termination payments and arrangements in respect of the Managing Director and/or any Executive Director prior to such an appointment. Termination payments in respect of other company executives reporting to the Managing Director or other Executive Director shall be reported to the Committee at its next meeting.

Employee Equity Plans

- a. review plan designs on a regular basis to ensure they comply with legislation and regulatory requirements and reflect industry standards.
- b. approve participants in employee equity plans.
- c. approve the total level of award under the plans and the level of participation in the plans.
- d. review functioning of equity plans to ensure overall effectiveness (including cost and tax impacts) in achieving company objectives.

Remuneration for Non-Executive Directors

- a. review and recommend to the Board the remuneration structure for the Non-Executive Directors of the Company whether by way of annual fees, committee fees and/or retirement benefits.
- b. in determining the fees to be paid, Non-Executive Directors shall not be eligible for inclusion in any Short Term Incentive Plans.

Authority of the Committee

The Committee has the authority to:

- a. obtain independent professional or other advice in the fulfilment of its duties at the cost of the Company; and
- b. obtain such resources and information from the Company in the fulfilment of its duties as it may reasonably require.

Remuneration and Nomination Committee Procedures

16. The Company Secretary shall be appointed Secretary of the Remuneration and Nomination Committee.
17. Meetings shall be held at least once a year and otherwise as frequently as required.
18. Any Committee member or the Company Secretary may call a meeting of the Committee.
19. Any person may be invited to attend meetings of the Committee. All Directors have a standing invitation to attend meetings of the Committee.
20. All meetings of the Committee shall be governed by the Constitution of Galaxy where the context allows.
21. A quorum of the Committee is two members.
22. The Committee is authorised by the Board to investigate any matter within the scope of its responsibility and will provide recommendations to the Board based on the outcome of its investigations.
23. The Committee shall have the authority to seek any information it requires from any officer or employee of Galaxy and such people will be instructed by the Board to respond to such enquiries.
24. The Committee is authorised to take such independent advice as it considers necessary, at Galaxy's cost, to assist the Committee in undertaking its duties.
25. The Chairman of the Committee shall report the findings and recommendations of the Committee to the Board after each Committee meeting.
26. The minutes of all Committee meetings shall be circulated to the Board.

27. The Committee shall submit an annual report to the Board summarising the Committee's activities during the year and the related significant results and findings. The report shall address all matters relevant to the Committee's role and responsibilities.

This Remuneration and Nomination Committee Charter was approved by the Board of Directors on 30 July 2010.