



("Galileo" or "the Company" or "the Group")

Interim results

for the six months ended 30 September 2013



Galileo (AIM: GLR), the emerging African Phosphate/Rare Earth Exploration and Development company, announces its interim results for the six months ended 30 September 2013.

Highlights

- The Glenover project continues with optimisation work on its two stage sulphuric acid processing route.
- Alternative rare earth processing route under investigation in China utilising nitric acid. Results expected first quarter 2014.
- Logistical studies being undertaken to best site the Glenover process facilities in order to benefit from both, phosphate and rare earth production.
- The Company is aggressively assessing other opportunities which have emerged as a result of the difficult market and financing condition presenting unprecedented value opportunities in the smaller resources company sector.

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Chairman's Report

In the Group's annual report we detailed the results of the Preliminary Economic Assessment ("PEA") of the Glenover Rare Earth Project in South Africa. Since the production of the report we have continued with optimisation trials against the key assumptions contained in the PEA.

The Group's loss for the six months, before and after taxation and before taking items of other comprehensive income into account, was £1 348 604 (2012: loss of £584 409). The Group's loss per share was 1.5 pence (2012: loss of 0.8 pence).

The loss for the six months ended 30 September 2013 includes a fair value adjustment of £700 000 on the Praetorian investment, which is excluded from headline earnings. Headline loss for the six months to 30 September 2013 was 0.7 pence (2012: loss of 0.8 pence) per share.

Work continues in China with an alternative processing route based on using nitric acid as the lixiviant instead of sulphuric acid. This work is now almost complete and we are expecting a positive result, which the Company anticipates announcing during Q1 2014. The PEA covered all aspects of a proposed Rare Earth/phosphate operation and assuming the results from the Chinese work are robust, we will rework the PEA to assess the overall financial impact and select the final route for project definition.

All work on Glenover is now directed towards identification and optimisation of a market logistics route. The Rare Earth and phosphate trade is rapidly becoming aware of our project and our position relative to our peers with respect to the market for the "critical Rare Earths" comprising neodymium, europium, terbium dysprosium and yttrium, which are present in significant amounts in the Glenover deposit.

The rare earth prices for this year have generally softened, but again the Glenover critical rare earth mix protects our overall basket price better than most in the emerging rare earth sector. The forecasted 6% – 10% year-on-year increase in rare earth demand has not materialised due to the global recession. The current climate for rare earths appears to be reverting to that prevailing at the earlier forecast. The recently imposed "no fly zone" by China has created similar conditions to those, which triggered the rare earths' price spike when China and Japan disputed fishing rights around the Senkaku Islands. It is inconceivable that the West would allow China to continue to hold rare earth market dominance, when the use of these commodities include high technology applications, often related to armaments and guidance assistance.

Most annual reports from smaller resource companies include concerns about financing conditions and consequent inability to advance projects. Conversely, I see opportunities emerging at values, which would have been unthinkable before 2008 and we are aggressively assessing

and pursuing a number of these projects. Having experienced the down turn of economic cycles, I have also witnessed the up turn and know that change comes very fast. To this end, the Board is convinced that early acquisition of a brown-fields project is essential so as not to miss opportunity which might quickly evaporate in a different economic climate. Any acquisition will be selected to complement the outstanding Glenover project, adding hedge value which can be readily realised.

We remain committed to achieving shareholder value and advancing towards a balanced near-production company with multi-commodity opportunities.

Colin Bird

Chairman

20 December 2013

Statement of Responsibility

for the six months ended 30 September 2013

The directors are responsible for preparing the consolidated interim financial statements for the six months ended 30 September 2013 and they acknowledge, to the best of their knowledge and belief, that:

- The consolidated interim financial statements for the six months ended 30 September 2013 have been prepared in accordance with IAS 34 – *Interim Financial Reporting*, as adopted by the EU;
- The directors are of the opinion, based on the information and explanations given by management that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the consolidated interim financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss;
- The going concern basis has been adopted in preparing the consolidated interim financial statements. The directors have no reason to believe that the Group will not be a going concern in the foreseeable future, based on forecasts and available cash resources. These consolidated interim financial statements support the viability of the Company. The directors have reviewed the Group's financial position at the balance sheet date and for the period ending on the anniversary of the date of approval of these financial statements and they are satisfied that the Group has, or has access to, adequate resources to continue in operational existence for the foreseeable future.

Colin Bird

Andrew Francis Sarosi

J Richard Wollenberg

Christopher Molefe

Chairman and Chief Executive Officer

Finance and Corporate Development Director

Non-executive Director

Non-executive Director

20 December 2013

Consolidated Statement of Financial Position

for the six months ended 30 September 2013

	Notes	Six months ended 30 September 2013 (Unaudited) £	Six months ended 30 September 2012 (Unaudited) £	Year ended 31 March 2013 (Audited) £
ASSETS				
Property, plant and equipment		1 435	851	826
Intangible assets	6	7 160 799	8 691 083	8 305 592
Investment in joint ventures	7	2 452 658	2 213 172	2 385 759
Other financial assets	8	3 341 507	736 232	4 065 584
Non-current assets		12 956 399	11 641 338	14 757 761
Trade and other receivables		6 741	-	11 452
Other financial assets		-	-	61 568
Cash and cash equivalents		932 753	2 696 246	1 735 074
Current assets		939 494	2 696 246	1 808 094
Total assets		13 895 893	14 337 584	16 565 855
EQUITY AND LIABILITIES				
Share capital and share premium		21 603 932	17 392 370	21 603 932
Reserves		(2 722 244)	(670 380)	(1 404 954)
Accumulated loss		(5 014 947)	(2 410 924)	(3 666 343)
Equity		13 866 741	14 311 066	16 532 635
Liabilities				
Other financial liabilities		7	-	8
Non-current liabilities				
Trade and other payables		29 145	26 518	33 212
Current liabilities		29 145	26 518	33 212
Total equity		13 895 893	14 337 584	16 565 855
Shares in issue		88 307 183	83 057 183	75 557 183
Net asset value per share – pence		15.7	17.2	21.9
Net tangible asset value per share – pence		7.6	6.8	10.9

The statement of financial position has been approved by the Board of directors and are signed off by:

Colin Bird

20 December 2013

Andrew Sarosi

Consolidated Statement of Comprehensive Income

for the six months ended 30 September 2013

	Notes	Six months ended 30 September 2013 (Unaudited) £	Six months ended 30 September 2012 (Unaudited) £	Year ended 31 March 2013 (Audited) £
Revenue		-	-	-
Operating expenses		(655 731)	(619 914)	(1 071 164)
Operating loss		(655 731)	(619 914)	(1 071 164)
Investment revenue		30 089	22 446	36 945
Fair value adjustments		(700 000)	-	(500 000)
Share of loss from equity accounted investments		(22 961)	13 059	(113 039)
Finance costs		(1)	-	(192 570)
Loss for the period	5	(1 348 604)	(584 409)	(1 839 828)
Other comprehensive income				
Exchange differences on translating foreign operations		(1 317 290)	26 040	(2 196 715)
Total comprehensive loss		(2 665 894)	(558 369)	(4 036 543)
Total comprehensive loss attributable to:				
Owners of the parent		(2 665 894)	(558 369)	(4 036 543)
Number of shares in issue	5	88 307 183	83 057 183	75 557 183
Weighted and diluted average number of shares in issue	5	88 307 183	77 611 347	84 049 649
Loss per share – pence				
Basic loss per share	5	(1.5)	(0.8)	(2.2)
Diluted loss per share		(1.5)	(0.8)	(2.2)
Headline loss per share		(0.7)	(0.8)	(1.6)

Consolidated Statement of Changes in Equity

as at 30 September 2013

Figures in pound sterling	Total share capital	Foreign currency translation reserve	Share-based payment reserve	Total reserves	Accumulated loss	Total equity
Balance at 1 April 2012	16 392 370	4 622	787 139	791 761	(1 826 515)	15 357 616
Changes in equity						
Total comprehensive income for the six months	–	(1 462 141)	–	(1 462 141)	(584 409)	(2 046 550)
Share issues	1 000 000	–	–	–	–	1 000 000
Total changes	1 000 000	(1 462 141)	–	(1 462 141)	(584 409)	(1 046 550)
Balance at 30 September 2012	17 392 370	(1 457 519)	787 139	(670 380)	(2 410 924)	14 311 066
Changes in equity						
Total comprehensive income for the six months	–	(734 574)	–	(734 574)	(1 255 419)	(1 989 993)
Share issues	4 211 562	–	–	–	–	4 211 562
Total changes	4 211 562	(734 574)	–	(734 574)	(1 255 419)	2 221 569
Balance at 31 March 2013	21 603 932	(2 192 093)	787 139	(1 404 954)	(3 666 343)	16 532 635
Changes in equity						
Total comprehensive income for the six months	–	(1 317 290)	–	(1 317 290)	(1 348 604)	(2 665 894)
Total changes	–	(1 317 290)	–	(1 317 290)	(1 348 604)	(2 665 894)
Balance at 30 September 2013	21 603 932	(3 509 383)	787 139	(2 722 244)	(5 014 947)	13 866 741

Consolidated Statement of Cash Flow

for the six months ended 30 September 2013

	Six months ended 30 September 2013 (Unaudited) £	Six months ended 30 September 2012 (Unaudited) £	Year ended 31 March 2013 (Audited) £
Cash used in operations	(498 664)	(403 627)	(634 703)
Interest income	30 089	22 446	10 295
Finance costs	(1)	–	(20)
Net cash flow from operating activities	(468 576)	(381 181)	(624 428)
Purchase of property, plant and equipment	(609)	–	(897)
Increase in investments in associates and joint ventures	(418 780)	(680 271)	(1 549 186)
Decrease/(Increase) in loans to group companies	–	695 085	(1 015 912)
Sale of financial assets	85 645	(660 319)	(104 802)
Net cash flow from investing activities	(333 744)	(645 505)	(2 670 797)
Proceeds on share issue	–	1 000 000	5 186 723
Repayment of other financial liabilities	1	–	–
Net cash flows from financing activities	1	1 000 000	5 186 723
Total cash movement for the six months	(802 321)	(26 686)	1 891 498
Cash at the beginning of the six months	1 735 074	2 722 932	831 434
Total cash at end of the six months	932 753	2 696 246	2 722 932

Notes to the Financial Statements

1. Status of interim report

The consolidated interim financial statements for the six months ended 30 September 2013 and the comparative period have been prepared using applicable International Financial Reporting Standards adopted by the EU ("IFRS"), which include IAS 34 and Interpretations issued by the International Accounting Standards Board ("IASB") and its committees, which are expected to be endorsed by the EU. The interim financial information has been prepared in accordance with the Listing Rules of the Financial Services Authority and was approved by the Board on 18 December 2013. They are unaudited and do not comprise statutory accounts within the meaning of section 435(1) of the Companies Act, 2006.

The comparative figures for the financial year ended 31 March 2013 are not the Company's statutory accounts for that financial year but the consolidated accounts. Those accounts have been reported on by the Company's auditors and delivered to the Registrar of Companies. The report of the auditors was: (i) unqualified; (ii) did not give any reference to any matters to which the auditors drew attention by way of emphasis without qualifying their report; and (iii) did not contain a statement under sections 498(2) or (3) of the Companies Act, 2006, relating to the accounting records of the Company.

2. Basis of preparation

2.1 Basis of consolidation

The consolidated interim financial statements incorporate the interim financial statements of the Company and all entities, including special purpose entities, which are controlled by the Company. Control exists when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The results of subsidiaries are included in the consolidated interim financial statements from the effective date of acquisition to the effective date of disposal. Adjustments are made when necessary to the interim financial statements of subsidiaries to bring their accounting policies in line with those of the Group. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Non-controlling interests in the net assets of consolidated subsidiaries are identified and recognised separately from the Group's interest therein, and are recognised within equity. Losses of subsidiaries attributable to non-controlling interests are allocated to the non-controlling interest even if this results in a debit balance being recognised for non-controlling interest.

Transactions which result in changes in ownership levels, where the Group has control of the subsidiary both before and after the transaction, are regarded as equity transactions and are recognised directly in the statement of changes in equity.

The difference between the fair value of consideration paid or received and the movement in non-controlling interest for such transactions is recognised in equity attributable to the owners of the parent.

Where a subsidiary is disposed of and a non-controlling shareholding is retained, the remaining investment is measured to fair value with the adjustment to fair value recognised in profit or loss as part of the gain or loss on disposal of the controlling interest.

2.2 Accounting policies

The accounting policies and methods of computation have been applied consistently throughout the Group and are consistent with those for the financial year ended 31 March 2013.

2.3 Use of estimates and judgements

In preparing the interim financial statements, management is required to make estimates and assumptions that affect the amounts represented in the interim financial statements and related disclosures. Use of available information and the application of judgement are inherent in the formation of estimates. Actual results in the future could differ from these estimates which may be material to the interim financial statements. Significant judgements include:

2.3.1 Options granted

Management used the intrinsic value model to determine the value of the options issued at listing date and will use the Black Scholes Formula for subsequent options being granted.

2.3.2 Fair value estimation

The fair value of financial instruments traded in active markets (such as trading and available for sale securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price.

The fair value of financial instruments that are not traded in an active market (for example, over the counter derivatives) is determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at the end of each

reporting period. Quoted market prices or dealer quotes for similar instruments are used for long-term debt. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows. The fair value of forward foreign exchange contracts is determined using quoted forward exchange rates at the end of the reporting period.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

2.4 Exploration and evaluation costs

Exploration and evaluation costs, including the costs of acquiring licences, are capitalised as exploration and evaluation assets on an area of interest basis. Exploration and evaluation assets are only recognised if the rights of the area of interest are current and either:

- the expenditures are expected to be recouped through successful development and exploitation of the area of interest; or
- activities in the area of interest have not at the reporting date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active and significant operations in, or in relation to, the area of interest are continuing.

No amortisation is recognised in respect of exploration and evaluation expenditure. Amortisation of the exploration and evaluation asset will start once mining commences on the related exploration and evaluation asset.

Exploration and evaluation assets are assessed for impairment if:

- (i) sufficient data exist to determine technical feasibility and commercial viability; and
- (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount. For the purposes of impairment testing, exploration and evaluation assets are allocated to cash generating units ("CGU") to which the exploration activity related.

Exploration and evaluation assets are carried forward in the balance sheet under intangible assets.

2.5 Translation of foreign currencies

2.5.1 Functional and presentation currency

Items included in the interim financial statements of each of the Group entities are measured using the currency of the primary economic environment in which the entity operates (functional currency).

The consolidated interim financial statements are presented in pound sterling which is the Group's functional and presentation currency.

2.5.2 Foreign currency transactions

A foreign currency transaction is recorded, on initial recognition in rand, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

At the end of the reporting period:

- foreign currency monetary items are translated using the closing rate;
- non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction; and
- non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous annual financial statements are recognised in profit or loss in the period in which they arise.

When a gain or loss on a non-monetary item is recognised to other comprehensive income and accumulated in equity, any exchange component of that gain or loss is recognised to other comprehensive income and accumulated in equity. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

Cash flows arising from transactions in a foreign currency are recorded in rand by applying to the foreign currency amount, the exchange rate between the rand and the foreign currency at the date of the cash flow.

2.6 Going concern

The going concern basis has been adopted in preparing the consolidated interim financial statements. The directors have no reason to believe that the Group will not be a going concern in the foreseeable future, based on forecasts and available cash resources. These unaudited consolidated interim financial statements support the viability of the Company. The directors have reviewed the Group's financial position at the balance sheet date and for the period ending on the anniversary of the date of approval of these financial statements, and they are satisfied that the Group has or has access to adequate resources to continue in operational existence for the foreseeable future.

3. Segmental analysis

Business segments

The Group's only business is the exploration and development of Rare Earths, aggregates and potentially Ore and Manganese.

Geographical segments

An analysis of the loss on ordinary activities before taxation is given below:

	Six months ended 30 September 2013 (Unaudited) £	Six months ended 30 September 2012 (Unaudited) £	Year ended 31 March 2013 (Audited) £
Loss on ordinary activities before taxation			
United Kingdom	(1 325 643)	(597 468)	(1 726 789)
South Africa	(22 961)	13 059	(113 039)
	(1 348 604)	(584 409)	(1 839 828)

4. Taxation

The tax position for the period is estimated on the basis of the anticipated tax rates applying for the full year and includes adjustments to the prior year charge based upon final computations for that period.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by IFRS 19.

Deferred tax assets are recognised to the extent that on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of underlying timing differences can be deducted.

No has been made for tax for the period under review as the Company has no taxable income. The estimated tax loss available for set off against future taxable income as at 31 March 2013 was £974 428.

5. Earnings per share

Earnings per share has been calculated using the loss for the six months of £1 348 604 (September 2012: loss of £584 409) and a weighted average number of shares of 88 307 183 (September 2012: 77 611 347).

6. Intangible assets

The intangible asset of £7.2 million represents the value attached to assets identified in a subsidiary of Skiptons, namely Glenover, situated in South Africa.

The carrying amount of the exploration and evaluation asset identified, on acquisition as part of the purchase price allocation, is treated as assets of Glenover. The Rand amount attached to the exploration and evaluation asset on acquisition was ZAR116.8 million. The asset must be expressed in the functional currency of the foreign operation and shall be translated at the closing rate at the end of each reporting period. As at 30 September 2013 this amount represents £7.2 million. The translation difference of £1.1 million was allocated to a foreign currency translation reserve through other comprehensive income. This reserve forms part of equity.

No amortisation is recognised in respect of exploration and evaluation expenditure. Amortisation of the exploration and evaluation asset will only be recognised once mining commences on the related assets.

7. Investment in joint venture

In terms of a share subscription and funding agreement Galileo South Africa (Pty) Limited will earn up to a 51% interest in the Glenover project for an expenditure contribution of US\$5.2 million which is represented by 395 510 ordinary Glenover shares at US\$13.1 per share.

During the period under review, GSA provided funding in an amount of US\$1.1 million. The total funding provided from inception of the project, amounted to US\$4.5 million which amount was converted into Glenover ordinary shares, resulting in an increase in Galileo's economic interest in Glenover to 32.11% as at 30 September 2013.

Galileo's portion of the loss in the joint venture for the period under review amounted to £22 961.

8. Other financial assets

	Six months ended 30 September 2013 (Unaudited) £	Six months ended 30 September 2012 (Unaudited) £	Year ended 31 March 2013 (Audited) £
At fair value through profit or loss – designated			
Praetorian Resources Limited incorporated in Guernsey	800 000	–	1 500 000
The listed investment in Praetorian is carried at its market price on 30 September 2013 which approximates its fair value at that date.			
Non-current assets			
Galagen Pty Ltd – ordinary shares	12	–	12
Galagen Pty Ltd – B preference shares	326 334	–	352 958
	1 126 346	–	1 852 970
Loans and receivables			
Rare Earth International Limited (REI) incorporated in the British Virgin Islands, under the terms of an earn-in agreement			
Galileo will provide funding to REI of a minimum amount of US\$1.2 million to complete exploration on Nkombwa to earn an effective 35% interest into the project			
	2 211 562	–	2 273 130
Galagen Pty Ltd	3 599	–	1 052
	2 215 163	–	2 274 182
Total other financial assets	3 341 507	–	4 127 152

The above non-listed preference share investment represents the “B” class zero% coupon rate preference shares issued by Galagen for its investment in Glenover phosphate as part of the BBBEE (Broad-Based Black Economic Empowerment) transaction.

Preference share dividends are not receivable as the shares are represented by zero percent coupon rate and are only redeemable after three years under the following terms:

The terms and conditions of the B preference shares state that “for so long as any a A preference shares remain outstanding”, the Company shall be obliged, in priority to and before any provision for, or payment of, any distribution on any other class of share in the capital of the Company, which does not rank *pari passu* with the B preference shares,

to utilise 70% of the balance of the Glenover distributions after the distribution payable to the A preference shares, to redeem the B preference shares *pro rata* with the Holders of all other B preference shares; and after there are no further A preference shares outstanding, the Company shall be obliged, in priority to and before any provision for, or payment of, any distribution on any other class of share in the capital of the Company, which does not rank *pari passu* with the B preference shares, to utilise 70% of all Glenover distributions to redeem the B preference shares *pro rata* with the Holders of all other B preference shares. The fair value of this preference share investment is estimated by discounting expected future cash flows using an appropriate market related discount rate.

9. Issue of ordinary shares

The Company did not issue any new shares during the period under review and up to the date of the release of these interim results for the six-months ended 30 September 2013.

10. Share-based payments

The Company did not grant any new options to directors, staff or advisers during the period under review and up to the date of release of these interim results for the six-months ended 30 September 2013.

11. Availability of the Interim Results

Copies of the Interim Results for the six months ended 30 September 2013 will be mailed to shareholders and will also be available to shareholders and members of the public in hard copy and free of charge, from the Company's London office at 4th Floor, 2 Cromwell Place, London, SW7 2JE, United Kingdom. Alternatively, a downloadable version is available from the Company's website: www.galileoresources.com.

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