Corporate Governance Statement

Robust Resources Limited (Robust) is committed to implementing high standards of corporate governance, and has endorsed the ASX Corporate Governance (Council) Corporate Governance Principles and Recommendations (ASX Principles). Robust aims to follow the best practice recommendations for listed companies to the extent that it is practicable.

Where Robust's corporate governance practices do not correlate with the practices recommended by the Council, Robust does not consider it practicable or necessary to implement these principles due to the size and stage of development of its operations and the Board's reasoning for any departure is explained hereunder.

Set out below are the fundamental corporate governance practices of Robust and the extent to which Robust complies with ASX Principles.

Principle 1: The Board Lays Solid Foundations for Management and Oversight

Role of the Board

The Company has adopted recommendation 1.1 to disclose the functions reserved to the Board and those delegated to Senior Executives.

The Board's role is to govern Robust rather than to manage it. In governing Robust, the Directors must act in the best interests of Robust as a whole. Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a Director of Robust. Each candidate will confirm that they have the necessary time to devote to their Company Board position prior to appointment. In addition, non-executive Directors receive formal letters of appointment setting out the key terms, conditions and expectations of their appointment.

Responsibilities of the Board

In general, the Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of Robust. It is required to do all things that may be necessary to be done in order to carry out the objectives of Robust.

Without intending to limit the general role of the Board, the principal functions and responsibilities of the Board include the following:

- Formulation and approval of the strategic direction objectives and goals of the Company;
- The prudential control of the Company's finances and operations and the monitoring of the financial performance of the Company;
- The resourcing, reviewing and monitoring of executive management;
- Ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;
- The identification of significant business risks and ensuring that such risks are adequately managed;
- The establishment and maintenance of appropriate ethical standards.

The Board generally holds meetings on a monthly basis however additional meetings may be called as required.

In carrying out its governance role, the main task of the Board is to oversee the performance of Robust. The Board is committed to Robust's compliance with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body.

Independent Professional Advice and Access to Company Information

Each director has the right of access to all Robust information and to Robust's executives. Further, the Board collectively and each director, subject to informing the Chairman, has the right to seek independent professional advice from a suitably qualified advisor, at Robust's expense, to assist them to carry out their responsibilities. Where appropriate, a copy of this advice is to be made available to all other members of the Board.

Where the Board considers that particular expertise or information is required, which is not available from within their members, appropriate external advice may be taken and reviewed prior to a final decision being made by the Board.

Relationship with Management

The Company has adopted recommendation 1.2 for evaluating the performance of senior executives.

The Board has delegated responsibility for the day-to-day operations of Robust to senior executives as set out in the Board Charter. It is the role of senior executives to manage Robust in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

Performance Review/Evaluation

The Company has adopted recommendation 1.3 by implementing evaluations of senior executives.

Senior executive key performance indicators are set annually, with performance appraised by the Board, and reviewed in detail by the Remuneration & Nomination Committee at the end of the financial year.

Principle 2: The Board is structured to add Value

Composition of the Board and details of Directors

The Company has adopted Recommendation 1.2 by having four independent directors on the Board which constitutes a majority of the Board.

All incumbent directors bring an independent judgment to bear in Board deliberations. The Company recognises the importance of Non-Executive Directors and the external perspective and advice that Non-Executive Directors can offer. It is the approach and attitude of each Non-Executive Director which determines independence and this must be considered in relation to each Director, while taking into account all other relevant factors. Determination of the independence of directors is made with reference to the factors set out in the relationships affecting independent status in the ASX Principles.

The Company considers that as at 30 June 2012 Dr David King (elected 2010), Shane Sadleir (elected 2010), Andrew Wilson (elected 2010) and Gordon Lewis (appointed 2012) are independent Directors.

Regular Assessment of Independence

An Independent Director, in the view of the Company, is a Non-Executive Director who:

- Is not a substantial shareholder of the Company or an Officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- Within the last three years has not been employed in an executive capacity by the Company, or been a Director after ceasing to hold any such employment;
- Within the last three years has not been a principal of a material professional advisor or a material consultant to the Company, or an employee materially associated with a service provider;
- Is not a material supplier or customer of the Company, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- Has no material contractual relationship with the Company other than as a Director of the Company;
- Has not served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company; and
- Is free from any interest and any business or other relationship which would, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

The composition of the Board is reviewed periodically with regards to the optimum number and skills of Directors required for the Board to properly perform its responsibilities and functions.

Chairman and Managing Director

The Company follows recommendation 2.2. The office of Chair is held by Dr. David King, an independent Director.

The Chairman leads the Board and has responsibility for ensuring the Board receives accurate, timely and clear information to enable Directors to perform their duties as a Board.

The Managing Director is responsible and accountable to the Board for the Company's management. Mr Gary Lewis is the Managing Director of the Company and performs the role of Chief Executive Officer. Therefore, the Company follows recommendation 2.3.

Remuneration & Nomination Committee

The Company follows recommendation 2.4.

The Board has established a Remuneration & Nomination Committee (Committee) and its role is set out in a formal charter which is available on the Robust website under "Corporate Governance".

The Remuneration and Nomination Committee is responsible for the evaluation of the Board, committees and individual directors' performance.

Performance review and evaluation

The Company follows recommendations 2.5 and 2.6 by disclosing the process for evaluating the performance of the Board, and disclosure requirements under Principle 2.

It is the policy of the Board to ensure that the Directors and executives of the Company are equipped with the knowledge and information they need to discharge their responsibilities effectively, and that individual and collective performance is regularly and fairly reviewed. The performance of executives is monitored by the Remuneration and Nomination Committee. The performance of individual Directors is monitored by the Chairman. The Chairman also speaks to Directors individually regarding their role as a Director.

Induction and education

The Company has a policy of providing each new Director or officer with a copy of the following documents:

- Audit and Risk Committee Charter;
- Remuneration and Nomination Committee Charter;
- Code of Conduct;
- Continuous Disclosure Policy;
- Share Trading Policy;

Access to information

Each Director has access to Board papers and all relevant documentation.

Skills knowledge and experience

Directors are appointed based on the specific corporate and governance skills and experience required by the Company. The Board consists of a relevant blend of personal experience in accounting and finance, law, financial and investment markets, financial management and public company administration, and, Director-level business or corporate experience required by the Company.

Principle 3: The Board Promotes Ethical and Responsible Decision Making

The Company follows recommendation 3.1.

Confidentiality

In accordance with legal requirements and agreed ethical standards, Directors and key executives of Robust have agreed to keep confidential information received in the course of the exercise of their duties and will not disclose non-public information except where disclosure is authorised or legally mandated.

Company Code of Conduct and Ethics

As part of its commitment to recognising, the legitimate expectations of stakeholders and promoting practices necessary to maintain confidence in the Company's integrity, Robust has an established Code of Conduct to guide compliance with legal, ethical and other obligations to legitimate stakeholders and the responsibility and accountability required of the Company's personnel for reporting and investigating unethical practices or circumstances where there are beaches of the Code. These stakeholders include employees, clients, customers, government authorities, creditors and the community as whole. This Code governs all Robust's commercial operations and the conduct of Directors, employees, consultants, contactors and all other people when they represent Robust. This Code also governs the responsibility and accountability required of the Company's personnel for reporting and investigating unethical practices.

The Board, management and all employees of Robust are committed to implementing this Code and each individual is accountable for such compliance. A copy of the Code is given to all employees, contractors and relevant personnel, including directors, and is available on the Robust website (under "Corporate Governance").

Diversity Policy

The Company follows recommendation 3.2.

A Diversity Policy has been established which provides for a work/life balance designed to aid female participation in its workforce through flexible working hours and part time employment.

The Company hires staff who are competent in the role irrespective of gender and currently employs females from a variety of cultural backgrounds and industries.

In respect of its Indonesian operations the Company has a preference for the employment of local citizens both male and female.

The Company does not follow recommendations 3.3 and 3.4 because of the changing and casual nature of most of its workforce and the nature of mining work does not permit the Company to demonstrate meaningful measurable objectives for achieving specific proportions of its workforce who are male or female at any particular time. The Board is confident that adherence to the Diversity Policy will ensure that all female candidates for employment will be considered for positions on merit irrespective of gender pursuant to its diversity policy.

Trading in Robust Shares

Robust's Share Trading Policy prohibits Directors from taking advantage of their position or information acquired, in the course of their duties, and the misuse information for personal gain or to cause detriment to the Company.
Directors, senior executives and employees are required to advise Robust's Company Secretary of their intentions prior to undertaking any transaction in Robust securities. If an employee, officer or director is considered to possess material non-public information, they will be precluded from making a security transaction until after the time of public release of that information.

A copy of Robust's Share Trading Policy is available on the Robust website (under "Corporate Governance").

Conflict of interest

To ensure that Directors are at all times acting in the best interests of the Company, Directors must:

- disclose to the Board actual or potential conflicts of interest that may or might reasonably be thought to exist between the interests of the Director and the interests of any other parties in carrying out the activities of the Company; and

- if requested by the Board, within seven days or such further period as may be permitted, take such necessary and reasonable steps to remove any conflict of interest.

If a Director cannot, or is unwilling to remove a conflict of interest then the Director must, as required by the Corporations Act, absent himself from the room when Board discussion and/or voting occurs on matters about which the conflict relates.

Related party transactions

Related party transactions include any financial transaction between a Director and the Company as defined in the Corporations Act or the ASX Listing Rules. Unless there is an exemption under the Corporations Act from the requirement to obtain shareholder approval for the related party transaction, the Board cannot approve the transaction. The Company also discloses related party transactions in its financial statements as required under relevant Accounting Standards.

Publicly available information

The Company has adopted recommendation 3.5 by making publicly available on the Company's website, the Share Trading Policy, Continuous Disclosure policy and Code of Conduct under the corporate governance section.

Principle 4: The Board safeguards integrity in financial reporting

Audit Committee

The Board follows recommendations 4.1, 4.2, 4.3 and 4.4

The Board has established an Audit Committee to assist the Board. The responsibilities of the Committee are set out in a formal charter which is available on the Robust website under "Corporate Governance".

The Audit Committee Charter sets out the policy for the selection, appointment and rotation of external audit engagement partners.

The Committee makes recommendations to the Board regarding the adequacy of the external audit and compliance procedures. The Committee evaluates the effectiveness of the financial statements prepared for Board meetings. The Chairman of the Audit Committee is not Chairman of the Board and the Committee consists of two members both of whom are independent non-executive directors.

Although the number of members of the Committee is less than three and to that extent the Company does not comply with Recommendation 4.2 the Company believes that the combined experience of Andrew Wilson and David King in the mining industry adequately mitigates this non-compliance.

Principle 5: The Board Makes Timely and Balanced Disclosure

The Board follows recommendations 5.1 and 5.2

Continuous Disclosure

The Board has designated Robust's Company Secretary as the person responsible for overseeing and co-ordinating disclosure of information to the ASX as well as communicating with the ASX.

The Board has established a written policy for ensuring compliance with ASX Listing Rule disclosure requirements and accountability at senior executive level for that compliance. A copy of the Robust Continuous Disclosure Policy is available on the Robust website (under "Corporate Governance").

Principle 6: The Company Respects the Rights of Shareholders

The Company follows recommendations 6.1 and 6.2

Shareholder Communication

Robust respects the rights of its shareholders and to facilitate the effective exercise of those rights, Robust communicates with its shareholders continually and periodically and encourages shareholder participation at annual general meetings. Periodic ASX announcements include quarterly reports, the half-year report, annual report and annual general meeting presentations. Copies of all ASX announcements and reports are made available on the Company's website. Shareholders are encouraged to provide an email address to receive electronic copies of all announcements and reports. The independent external auditor attends the Annual General Meeting to respond to questions from shareholders on the conduct of the audit and the preparation and content of the audit report.

Principle 7: The Company Recognises and Manages Risk

The Company follows recommendations 7.1, 7.2, 7.3 and 7.4.

The Board has accepted the role of identifying, assessing, monitoring, managing and mitigating wherever possible, any significant risks applicable to Robust and its operations. It has not established a separate committee to deal with these matters as the Directors consider the Board Members as a whole are best able to consider risk Management of a mining and exploration Company in view of their respective qualifications, knowledge and experience in the industry. The Audit Committee is charged with the responsibility of financial risk management.

The Company is committed to the identification, monitoring and management of material business risks of its activities. The Board has in place a number of policies that aim to manage specific risks that have been identified. The Company's personnel are responsible for adhering to the Occupational Health and Safety Policy as part of the risk management process. Further, the Board is aiming to develop an overall policy for the oversight and management of material business risks accommodating its present and future stages of development.

The Board assumes ultimate responsibility for the oversight and management of material business risks and satisfies itself annually, or more frequently as required, that management has developed and implemented a sound system of risk management and internal control to manage the Company's material business risks. The Company has implemented management reporting on the company's key risks. The Board oversees the adequacy and content of risk reporting from management.

The Board has received an assurance from the Managing Director and the Chief Financial Officer that the declaration provided in accordance with Section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

Principle 8: Remunerate fairly and responsibly

The Company follows recommendations 8.1, 8.2, 8.3 and 8.4.

The Board has established a remuneration (and nomination) Committee. The Committee consists of independent directors but has only two members at this time and to that extent the Company does not comply with recommendation 8.2 but believes that the combined experience of Andrew Wilson and David King in the mining industry adequately mitigates this non-compliance.

Non-Executive Directors remuneration is adopted by shareholders at the Annual General Meeting. The salary and emoluments paid to officers are approved by the Board. The Managing Director and the Technical Directors have entered into Directors' Service Agreements for a term not exceeding three years. Consultants are engaged as required pursuant to consultancy agreements. The Company ensures that fees, salaries and emoluments are in line with general standards for publicly listed companies of the size and type of the Company. All salaries of Directors and Statutory Officers are disclosed in the Annual Report of the Company each year.

- The salary component of the Managing Director's remuneration is made up of fixed remuneration;
- The salary component of Non-Executive Directors is made up of fixed remuneration.
- The Company discloses the name of Directors in the Remuneration Committee and the attendance of each Director at the Remuneration Committee meetings, within its Directors' Report.
- The Company does not provide any schemes for retirement; and
- The Company has made publicly available a summary of the Remuneration Committee Charter on the Company's website.