

## Prodigy Gold NL – Fair Dealings with Stakeholders

All of the Company's personnel should strive to be honest and fair in all dealings with customers, business partners, investors and suppliers ("business associates").

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### 1. BUSINESS ASSOCIATES

The Company's relationship with its business associates is central to its success. All personnel must ensure they treat the business associates of the Company fairly. Personnel must not discriminate against nor harass work colleagues or business associates on the basis of attributes such as gender, colour, nationality, disability, age, pregnancy, or marital status. Anti-discrimination laws protect the Company's business associates as well as its own personnel.

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### 2. BUSINESS GUIDELINES

The Company's personnel are expected to conduct daily activities for the Company in compliance with all Company policies, legal obligations and contractual obligations. This includes complying with:

- (a) Company policies, procedures, rules, regulations and its contracts with its business associates;
- (b) Applicable legislation;
- (c) Contracts of employment;
- (d) All reasonable and legal instructions of managers;
- (e) Act in an environmentally responsible manner;
- (f) Occupational Health and Safety requirements;
- (g) The Company's prohibition on sexual or other unlawful harassment or discrimination in the workplace

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### 3. GIFTS, ENTERTAINMENT AND HOSPITALITY

Prodigy Gold NL is a company with integrity. Accordingly personnel must not solicit business associates for personal gifts, entertainment or hospitality of any kind.

Prodigy Gold recognises that accepting or offering gifts, entertainment or hospitality of moderate value is customary and in accordance with local practice.

The practice of giving business gifts and taking part in corporate and entertainment of hospitality events varies between countries, regions and industries, and what may be normal and acceptable in one may not be in another. It is a matter to be approached conservatively and prudently by Prodigy Gold personnel.

It is Prodigy Gold's policy that the offer or acceptance of gifts, entertainment of corporate hospitality is not prohibited where:

- (a) It is done for the purpose of general relationship building only, and given or received in good faith without expecting any benefit in return, which may include meals with commercial associates which are reasonable having due regard for the context, venue, business discussed and attendees;
- (b) It is for a legitimate business purpose, and cannot reasonably be construed as an attempt to improperly influence the performance of the role or function of the recipient;

- (c) It complies with local law;
- (d) It is given in an open and transparent manner;
- (e) It does not include cash, loans or cash equivalents (such as gift certificates or vouchers), and is tasteful, decent and consistent with generally accepted standards for professional courtesy;
- (f) It complies with the financial limit on gifts, entertainment or hospitality that may be accepted or offered that has been set by the Managing Director (currently \$200);
- (g) It is otherwise consistent with Prodigy Gold policies, and of a nature, value and frequency appropriate to the occasion; and
- (h) If in excess of the reportable gift, entertainment or hospitality threshold that has been set by the Managing Director, it has been recorded in accordance with the requirement of this Policy.

Prodigy Gold prohibits the offering or acceptance of gifts, entertainment or hospitality in circumstances which could be considered to give rise to undue influence.

All gifts, gratuities, entertainment and hospitality received in excess of the reportable gift, entertainment or hospitality threshold that has been set by the Managing Director must immediately be reported to the Company Secretary for approval and if approved for recorded in a gift and hospitality register. It may be a breach of this Policy if gifts, entertainment or hospitality are provided to a single individual or single organisation on multiple occasions. It may also be a breach of this policy if gifts, entertainment or hospitality that would normally be appropriate are received in a context that makes them inappropriate (i.e. during a competitive tender process).

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#### **4. OFFERING PAYMENTS**

Personnel must not make an illegal or improper payment on behalf of the Company to any government agency, person or entity.

Personnel must not at any time offer and use corporate funds or property for any of the following activities, where such payment is not consistent with the laws and/or customs of the country in which the payment is made:

The payment of money or the giving of anything of value to any:

- (a) Government official(s) in order to influence them to act or fail to act in any official capacity;
- (b) Political party, any official of a political party, or any candidate for political office in order to influence them to act or fail to act in any official capacity; or
- (c) Person who will apply the payment or gift (in whole or in part) directly or indirectly to these activities.
- (d) The payment of a kickback to obtain business for the Company.

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#### **5. CONFLICT OF INTEREST**

A conflict of interest arises when personnel are in a position or situation, which could:

- (a) Benefit them, or someone with whom they are associated, and that benefit is at the expense of the Company, or results in lost opportunity for the Company; or
- (b) Interfere with their objectivity in performing their company duties and responsibilities.

When conducting any business on behalf of the Company, personnel must always act in the best interest of the Company and must avoid situations which could reasonably give the appearance of being under obligation to, or being influenced by, any business associate (actual or potential) or any advisers, such as banks, contractors, law firms, consultants and governmental agencies.

Directors and members of the executive must not take advantage of Company property or information, their position, or opportunities arising from their position for personal gain.

The Company requires that all personnel disclose to their manager any financial interest that might influence their decisions or actions on the job, including interests in any of the Company's business associates and competitors.

To reduce the possibility of conflicts of interest arising, personnel are not permitted, while working for the Company, to accept additional outside employment with another organisation that is a business associate or competitor of the Company, or any other employment that is in conflict with their position at the Company.

The Company's personnel must not use information or authority derived from employment with the Company for personal gain.