

## Prodigy Gold NL – Security Trading Policy

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### 1. INTRODUCTION

- 1.1 The ordinary shares of Prodigy Gold NL (Prodigy Gold) are listed on ASX. Prodigy Gold aims to achieve the highest possible standards of corporate conduct and governance.
- 1.2 Options of Prodigy Gold are unlisted options with an entitlement to acquire ordinary shares in Prodigy Gold.
- 1.3 Ordinary shares and options together are the securities of Prodigy Gold (**Securities**). The purpose of this Security Trading Policy is to set out the restrictions on dealing in Prodigy Gold's Securities which are applicable to Key Management Personnel, staff and their Associates; and to ensure compliance with the ASX Listing Rules and establish a best practice procedure for Dealing in Prodigy Gold's Securities that provides protection, to both Prodigy Gold and Key Management Personnel, against the misuse of unpublished price-sensitive information which could result in material criminal and/or civil penalties.
- 1.4 This policy applies to all of the Prodigy Gold's Directors and senior executives, and their related parties (collectively **Key Management Personnel**) and to all staff, and their related parties (collectively **Staff**).
- 1.5 This policy shall be distributed to all Key Management Personnel and Staff and it is the responsibility of each Key Management Person and Staff Member to comply with this policy. Any non-compliance with this policy will be considered as serious misconduct.
- 1.6 The trading restrictions set out in this policy are additional to any provisions governing or restricting the trading of Securities set out in any agreement between Prodigy Gold and a Key Management Person or Staff Member or any provisions in Prodigy Gold's employee share or option plans. Where a provision of an agreement between Prodigy Gold and a Key Management Person or Staff Member conflicts with the provisions of this policy, the most restrictive provisions will prevail.
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### 2. SCOPE

- 2.1 This policy extends to dealing in the Securities of Prodigy Gold by Key Management Personnel and Staff of Prodigy Gold, any Associate or Related Party of any Key Management Personnel and Staff and any company, trust or other entity in which any Key Management Personnel and Staff have a relevant interest. Accordingly, references to dealings in Securities by a Key Management Person or Staff Member in this trading policy apply equally to dealings by any Associate or Related Party of that Key Management Person or Staff Member and any company, trust or other entity in which any Key Management Personnel and Staff have a relevant interest.
- 2.2 This Policy does not apply to the following trading:
- (i) Participation in, or purchases made on behalf of individuals under, any Prodigy Gold sponsored security plan. Prodigy Gold will ensure that purchases carried out under such plans are undertaken in accordance with those plans which may occur inside or outside of Prohibited Periods. However, any subsequent sale of Prodigy Gold's Securities acquired under those plans by a Key Management Person or Staff Member is subject to this Policy;
  - (ii) Undertakings to accept, or the acceptance of, a takeover offer;

- (iii) Transfers of Prodigy Gold’s Securities resulting in no change in beneficial interests in those Securities (e.g. the transfer from one personal security holding to another);
- (iv) Participation in, acceptance of, or trading under an offer or invitation made to all or most of the security holders, such as, a rights issue, a share purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- (v) A disposal of Securities of Prodigy Gold that is the result of a secured lender exercising their rights under a loan agreement;
- (vi) Where a Key Management Person or Staff Member is a trustee, trading in the Securities of Prodigy Gold by that trust provided the Key Management Person or Staff Member is not a beneficiary of the trust and any decision to trade during a Prohibited Period is taken by the other trustees or by the investment managers independently of the Key Management Person;
- (vii) Indirect and incidental trading that occurs as a consequence of a Restricted Person holding or dealing in units or shares of a managed investment scheme, exchange traded fund, superannuation fund or similar investment vehicle that is managed by a third party and that happens to hold as part of its portfolio securities in Prodigy Gold;
- (viii) Trading under a non-discretionary trading plan or employee share or option plan of Prodigy Gold for which prior written clearance has been provided in accordance with procedures set out in the trading policy and where:
  - (A) the Key Management Person or Staff Member did not enter into the plan or amend the plan during a Prohibited Period; and
  - (B) the trading plan does not permit the Key Management Person or Staff Member to exercise any influence or discretion over how, when or whether to trade.

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### **3. INSIDER TRADING**

- 3.1 The Corporations Act prohibits insider trading and imposes substantial penalties for breaching this prohibition. It is therefore important for Key Management Personnel and Staff to understand what constitutes insider trading and the types of conduct which are prohibited.
- 3.2 A person engages in insider trading if that person deals in Securities of a relevant entity while possessing information that:
  - (i) is not “generally available”; and
  - (ii) if it were available, may have a material effect on the price or value of the relevant entity’s Securities, and
  - (iii) the person knows, or ought reasonably to know, that the information is not generally available and, if it were, it might have a material effect on the price or value of the entity’s Securities.
- 3.3 Information is considered to have a material effect on the price or value of Securities of a company if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell those Securities. This type of information is commonly referred to as “price sensitive information”.
- 3.4 The prohibition against insider trading applies to:
  - (i) direct trading in Prodigy Gold’s Securities;

- (ii) procuring another person to trade in Prodigy Gold's Securities; or
  - (iii) communicating price sensitive information to another person who is likely to trade in Prodigy Gold's Securities.
- 3.5 Insider trading is a criminal offence, punishable by substantial fines and/or imprisonment. Prodigy Gold may in certain circumstances also be liable if a Key Management Person or Staff Member or their Associates engages in insider trading. Insider trading may also attract civil liability, including liability to pay compensation to those who suffer loss or damage as a result of the insider trading.

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#### **4. CLOSED PERIODS**

- 4.1 Key Management Personnel and Staff (and their Associates) must not, except in exceptional circumstances, deal in Prodigy Gold Securities during the following periods:
- (i) during the period commencing six weeks prior and ending 24 hours after the release of:
    - (A) the announcement to the ASX of Prodigy Gold's half-yearly results;
    - (B) the announcement to the ASX of Prodigy Gold's full year results; and
    - (C) any other period determined by the Board from time to time.
  - (ii) Notwithstanding the above, no dealing will be permitted at any time if that Key Management Person or Staff Member possesses (or is deemed to possess) any price sensitive information which is not generally available.

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#### **5. PROHIBITED DEALINGS**

- 5.1 A Key Management Person or Staff Member must not buy and sell Prodigy Gold's Securities on a short term basis (that is, within a three month period) except in exceptional circumstances and provided prior approval is sought and granted (Section 9).
- 5.2 A Key Management Person or Staff Member must not obtain margin loans using Prodigy Gold Securities (either solely or as part of a portfolio) as security for loans.

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#### **6. PRE-DEALING CHECKLIST - TRADING OUTSIDE CLOSED PERIODS**

- 6.1 For all periods during which dealing is permitted, the following procedure set out in Clause 6.2 must be complied with before any dealing is undertaken.
- 6.2 Is the Key Management Person or Staff Member aware of any information that is not generally available but, if the information was generally available, a reasonable person would expect to have a material effect on the price or value of Securities of Prodigy Gold?
- If NO - that Key Management Person or Staff Member may apply to the Company Secretary, on behalf of the Designated Officer for permission to deal in Prodigy Gold's Securities.
  - If YES - has the information been disclosed to the ASX?
    - If YES - that Key Management Person or Staff Member may apply to the Company Secretary on behalf of the Designated Officer for permission to deal in Prodigy Gold's Securities.
    - If NO - that Key Management Person or Staff Member may not deal in Prodigy Gold's Securities.

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**7. PRE-DEALING PROCEDURE - TRADING OUTSIDE CLOSED PERIODS**

- 7.1 For all periods during which dealing is permitted, Key Management Personnel and Staff must seek written approval from the Designated Officer (obtained via the Company Secretary using the application form set out in the Annexure).
- 7.2 No dealing may be undertaken before the Key Management Person or Staff Member receives the written approval from the Designated Officer.
- 7.3 The dealing must be completed within 14 days from the date that the Key Management Person or Staff Member receives written approval, and confirmation and details of such trading must be given to the Company Secretary.

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**8. DISCRETION TO PROHIBIT TRADING**

- 8.1 In addition to the Closed Periods, the Board has the discretion to prohibit trading by any Key Management Person or Staff Member during any additional periods, which are imposed by the Board when it is considering matters which are subject to the exceptions to the continuous disclosure requirements set out in Listing Rule 3.1A (together with the Closed Periods, the **Prohibited Period**).

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**9. DEALING DURING PROHIBITED PERIODS IN EXCEPTIONAL CIRCUMSTANCES**

- 9.1 Key Management Personnel and Staff may apply to the Chair or Board for approval to trade during a Prohibited Period, provided that the Applicant is not in possession of price sensitive information.
- 9.2 The Chair or Board may grant the Key Management Person or Staff Member written permission to deal in Prodigy Gold's Securities during a Prohibited Period if the Chair is satisfied that the person's circumstances amount to exceptional circumstances due to:
- (i) the person suffering severe and unforeseen financial hardship;
  - (ii) the person suffering severe and unforeseen health issues;
  - (iii) the person being bound by a court order, enforceable undertaking or other legal or regulatory requirement to transfer or sell Securities of Prodigy Gold; or
  - (iv) the person's circumstances being otherwise exceptional and the proposed dealing is the only reasonable course of action available.
- 9.3 An application under Clause 9.1 must be completed in the form set out in the Annexure and submitted to the Company Secretary, who shall forward the application to the Chair or Board. If approval is granted by the Chair or Board, the Company Secretary will provide the written approval to the Applicant.
- 9.4 The dealing must be completed within 14 days from the date that the Key Management Person or Staff Member receives written approval, and confirmation and details of such trading must be given to the Company Secretary.

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**10. DEALING BY OTHERS**

- 10.1 If a Key Management Person or Staff Member is prohibited from dealing in Prodigy Gold's Securities, that Key Management Person or Staff Member must (so far as is consistent with his or her duties of confidentiality to Prodigy Gold) prohibit any dealing in Prodigy Gold's Securities by a Related Party.

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**11. SECURITIES IN OTHER COMPANIES**

- 11.1 Insider trading also applies to dealings in securities of another company if a Key Management Person or Staff Member possesses price sensitive information in relation to that other company.

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## 12. FURTHER ASSISTANCE

- 12.1 Any Key Management Person or Staff Member who is unsure of the nature of the information that they have in their possession and whether they may deal in Prodigy Gold's Securities, should contact the Chair, Chief Executive Officer / Managing Director or the Company Secretary.
- 12.2 The Company Secretary will be responsible for the distribution of this policy to Key Management Personnel and Staff on an annual basis.

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## 13. DEFINITIONS

**Applicant** means a Key Management Person or Staff Member applying to deal Securities during a Prohibited Period in accordance with Clause 9.1.

**Associate** includes:

- (a) a related body corporate; and
- (b) a Director or Secretary of a related body corporate.

**ASX** means the Australian Stock Exchange.

**Board** means the Board of Directors of Prodigy Gold NL.

**Closed Period** has the meaning given to that term in Clause 4.1.

**Dealing** includes:

- (a) any application for acquisition or disposal of any Securities;
- (b) entering into an agreement to apply for, acquire or dispose of any Securities; and
- (c) the grant, acceptance, acquisition, disposal, exercise or discharge of any option or other right or obligation to acquire or dispose of Securities.

**Designated Officer** means:

- (a) in the case that the Chair is applying to deal in Securities, the Board; or
- (b) in the case of all other Key Management Personnel and Staff, the Chair or in his absence the Chief Executive Officer / Managing Director.

**Generally Available**, in relation to information, means any such information which:

- (a) is readily observable;
- (b) has been made known in a manner which is likely to bring it to the attention of persons who commonly invest in securities provided that a reasonable period for that information to be disseminated has elapsed since it was made known; or
- (c) consists of deductions, conclusions or inferences made or drawn from information falling under either paragraphs (a) or (b) above.

**Key Management Personnel** (singular use **Key Management Person**) has the meaning given to that term in Accounting Standard AASB 124 Related Party Disclosure and Guidance Note 27 to ASX Listing Rules, being those persons having authority and responsibility for planning, directing and controlling the activities of Prodigy Gold, whether directly or indirectly, including, without limitation, Directors of Prodigy Gold and the members of Prodigy Gold's senior management team.

**Prohibited Period** has the meaning given to that term in Clause 8.1 and includes Closed Periods.

**Related Party** includes:

- (a) the spouse or de facto spouse of a Key Management Person or Staff Member;
- (b) a dependent of a Key Management Person or Staff Member under 18 years of age;

- (c) an unlisted body corporate which a Key Management Person or Staff Member controls or is a Director of;
- (d) a trust of which a Key Management Person or Staff Member is a trustee and of which he or she or any of the people referred to above is a beneficiary; or
- (e) any other person over whom the Key Management Person or Staff Member has significant influence or control.

**Securities** includes:

- (a) ordinary shares; and
- (b) options.

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**ANNEXURE – APPLICATION DEALING FORM**

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**PRODIGY GOLD NL****APPLICATION DEALING FORM**

**FORWARD TO THE COMPANY SECRETARY PRIOR TO ACQUISITION OR DISPOSAL** Terms used in this Form are as defined in the Dealing in Securities Policy

NAME OF APPLICANT:

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POSITION:

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ADDRESS:

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CONTACT NO.:

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LIKELY DATE OF THE TRANSACTION:

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**DEALING REQUEST** (to be completed for all dealing approval requests)

I request permission to trade in the following securities, which are held, or proposed to be held, by me personally and/or by my Related Parties / Associates, as such terms are defined in the Prodigy Gold Security Trading Policy:

Securities Detail	No. of Securities	Buy/Sell/Exercise, and Hold/Exercise and Sell

**EXCEPTIONAL CIRCUMSTANCES** (only complete for proposed dealings in Prodigy Gold Securities on a short term basis or during a Prohibited Period — see Section 6 of the Policy).

I request permission to trade on a short-term basis or during a Prohibited Period (delete whichever is inapplicable) because of exceptional circumstances as described below:

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**I HEREBY ACKNOWLEDGE** that:

I have read the Prodigy Gold Security Trading Policy and my decision to deal in securities of Prodigy Gold has not been made on the basis of information that:

- (a) is not generally available, and
- (b) would be expected by a reasonable person to have a material effect on the price or value of securities of Prodigy Gold, if it was generally available.

I request the Designated Officer to approve the purchase/sale of the above securities.

Signed by the Key Management Person / Staff Member:

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Date:

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**Designated Officer Approval (signed by the Company Secretary / Chair for and on behalf of the Designated Officer):**

I have reviewed the contents of the attached Application and now give my consent to the proposed transaction described in the Application.

Signed by Company Secretary / Designated Officer:

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Date:

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