

## Prodigy Gold NL – Anti-Bribery and Corruption Policy

---

### 1. PURPOSE

Honesty, integrity and fairness are integral to the way the Company conducts business. Bribery and corruption, in any form, are wholly inconsistent with these values.

Prodigy Gold is committed to complying with all applicable laws and regulations.

Prodigy Gold prohibits any activity that seeks to bribe or otherwise improperly influence a public official in any country to act (or omit to act) in a way that differs from that official's proper duties, obligations and standards of conduct.

Prodigy Gold also prohibits any activity that seeks to bribe or otherwise improperly influence any other individual or company in the public or private sector to act (or omit to act) in a way that differs from the proper performance of their role or function.

**Prodigy Gold personnel must not give, offer, promise, accept or request a bribe, and must not cause a bribe to be given, offered, promised or accepted by another person, or be a party in any way to any of those things. Prodigy Gold personnel must comply with all applicable laws and this policy, including requirements for dealing with third parties, and follow the reporting requirements set out in this policy. Prodigy Gold personnel must avoid any activity that might lead to, or suggest, a breach of this policy.**

---

### 2. SCOPE

Prodigy Gold requires that all directors and full-time, part-time and casual employees of the Company together with agents, suppliers, contractors, joint venture partners, business partners and any other party acting for or representing Prodigy Gold (Prodigy Gold personnel), act fairly, honestly, with integrity and in compliance with applicable laws at all times.

---

### 3. BRIBERY AND CORRUPTION

**Bribery** is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages.

**Corruption** is the abuse of entrusted power for private gain.

---

### 4. GIFTS, ENTERTAINMENT AND HOSPITALITY

Prodigy Gold NL is a company with integrity. Accordingly Prodigy Gold 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 be 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).

---

## **5. OFFERING FACILITATION PAYMENTS**

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

Prodigy Gold 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.

---

## **6. RESPONSIBILITY**

Prodigy Gold personnel must ensure they read, understand and comply with this policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of

all those working for Prodigy Gold or under its control.

All Prodigy Gold personnel are required to avoid any activity that might lead to, or suggest a breach of this policy.

Prodigy Gold personnel must notify their manager as soon as possible if they believe or suspect that a conflict with, or breach of, this policy has occurred, or may occur in the future. Any Prodigy Gold personnel who breaches this policy will face disciplinary action, up to and including in termination of employment or engagement.

A bribe does not actually have to take place – just promising to give a bribe or agreeing to receive a bribe is an offence.

---

## **7. CONFLICT OF INTEREST**

A conflict of interest arises when Prodigy Gold 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, Prodigy Gold 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 team 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 Prodigy Gold 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, Prodigy Gold 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 without the prior consent of the Board.

Prodigy Gold personnel must not use information or authority derived from employment with the Company for personal gain.

---

## **8. RECORD KEEPING**

Financial records must be kept and appropriate internal controls must be in place which will evidence the business reason for making payments to third parties.

Declarations for the gift and hospitality register should be made within 5 business days. This register may be subject to review by management and/or auditors.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments. Noting it is an offence under the Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act 2016 for a person to make, alter, destroy or conceal an accounting document (including being reckless in their conduct which allowed such an act) to facilitate, conceal or disguise the corrupt conduct.

---

## **9. RAISING A CONCERN**

All Prodigy Gold personnel have a responsibility to help detect, prevent and report instances of bribery and corruption as well as any other suspicious activity or wrong doing in connection with the Company's business. Prodigy Gold is committed to ensuring that all employees have a safe, reliable

and confidential way of reporting any suspicious activity. Prodigy Gold personnel are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage with their manager. If Prodigy Gold personnel are unsure whether a particular act constitutes bribery or corruption, or have any other queries or concerns, these should be raised with their manager and/or the Managing Director.

If any Prodigy Gold personnel are not comfortable, for any reason, to speak directly to their manager, Prodigy Gold has a *Whistleblower Protection Policy* which affords certain protections from unjustified/unfair disciplinary action or other improper treatment for making the report.