
PRODIGY GOLD NL – WHISTLEBLOWER PROTECTION POLICY

1. INTRODUCTION

The Board is committed to promoting a culture of corporate compliance and ethical, lawful and responsible behaviour including maintaining a high standard of integrity, and good corporate governance.

The Company aims to identify and address wrongdoing as early as possible. To that end, Employees are encouraged to speak up about any matters or conduct that concerns them, including unlawful, unethical or irresponsible behaviour within the Company.

This policy provides relevant information to assist eligible whistleblowers to making whistleblower disclosures and sets out how the Company protects eligible whistleblowers from any form of retaliation, victimisation, including termination of employment, harassment and discrimination, when making a legitimate whistleblowing disclosure in accordance with the requirements of this policy and relevant legislation.

This policy is to be read in conjunction with the Company's Corporate Code of Conduct and Values.

2. PURPOSE

Prodigy Gold's Board is ultimately responsible for ensuring that the Company has an appropriate risk management framework to identify and manage risk on an ongoing basis. This policy forms part of the Company's risk management system and corporate governance framework. It is a mechanisms for identifying wrongdoing.

This policy aims to make eligible whistleblowers, who have genuine suspicions of improper conduct regarding the Company's activities, feel safe to report without fear of reprisal. This policy offers reporting and investigative processes that enable confidential disclosures that can be made anonymously and will be dealt with in an objective, confidential and independent manner that protects the eligible whistleblower from reprisal or disadvantage.

3. ELIGIBLE WHISTLEBLOWERS

An eligible whistleblower is anyone who is or has been an officer or employee of the Company (whether permanent, part time, fixed-term or temporary), as well as contractors, agents, consultants and Directors, as well as a close relative, dependant or partner of any individual referred to above, who reports a disclosable matter (section 4) to a valid recipient (section 5).

Eligible whistleblowers are encouraged to contact the Company Secretary (who is the Whistleblower Protection Officer) for any questions about making a disclosure or this policy generally.

4. SCOPE

Eligible whistleblowers are encouraged to speak to an eligible recipient about disclosable matters, whether openly or anonymously and fully or partially. Any reports about a disclosable matter to an eligible recipient will qualify the eligible whistleblower for protection as a whistleblower under the Corporations Act and will be afforded the protections described in this policy. Where possible, reports made by an eligible whistleblower in relation to disclosable matters will be handled and investigated in line with this policy.

Disclosable matter under this policy should also be reported if the eligible whistleblower has previously reported a disclosable matter and is not satisfied with the response to the report, or if an eligible whistleblower feels unable to raise the disclosable matter with his/her manager, either because the manager is the subject of the disclosure or because the eligible whistleblower believes that the manager is unlikely to deal with the disclosure properly.

A disclosable matter is information that an eligible whistleblower, in good faith, has reasonable grounds to suspect involves misconduct or an improper state of affairs or circumstances regarding the Company, including any concern about conduct, or the deliberate concealment of such conduct, that constitutes an

offence against or a contravention of a provision of laws of the Commonwealth that are set out in relevant legislation. This policy cannot anticipate every circumstance that may arise. If unsure of what to do in a situation, eligible whistleblowers should seek additional guidance. This policy is intended to cover serious concerns where there could be a material impact on the Company, its officers or company personnel.

Examples of such disclosable matter (actual or reasonably suspected) that qualify for protection under the Australian whistleblower laws are:

- conduct that amounts to a criminal offence or contravention of the Corporations Act or Australian Securities and Investment Commissions Act 2001;
- offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- criminal conduct, such as theft, dealing in, or use of illicit drugs, actual or threatened violence, criminal damage against property or breaches of work health and safety laws;
- corrupt conduct, including offering or accepting of bribes;
- financial irregularity, including fraud against the Company or a supplier, money laundering or misappropriation of funds;
- negligence, default, breach of trust and breach of duty;
- conduct relating to business behaviours and practices that may cause consumer harm or represents a danger to the public or the financial system;
- information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system;
- failure to comply with or breach of any legal or regulatory obligation that apply to the Company's activities, including insider trading;
- misconduct, or an improper state of affairs or circumstances;
- otherwise amount to seriously improper conduct;
- engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made or be planning to make a disclosure.

This policy does not apply to certain types of matters such as personal work-related grievances which include (but are not limited to):

- grievances relating to the eligible whistleblowers current or former employment which have or tend to have implications to the eligible whistleblower but do not have any other significant implications for the Company or another entity or relate to any conduct, or alleged conduct, about a disclosable matter;
- interpersonal conflict between the eligible whistleblower and another employee; and
- decisions that do not involve a breach of workplace laws e.g. engagement, transfer or promotion, terms and conditions of engagement or to suspend or terminate or discipline.

unless:

- it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance;
- Prodigy Gold has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public or the disclosure relates to information that suggests misconduct beyond the eligible whistleblowers personal circumstances;
- the eligible whistleblower is threatened with detriment for making a disclosure; and
- legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act is sought by the eligible whistleblower.

Personal work-related grievance may be raised by contacting the Whistleblower Protection Officer however this is not protected under Whistleblower provisions of the Corporations Act.

5. WHO CAN PROVIDE ADVICE ON OR RECEIVE A DISCLOSURE

All of the people listed in this section can receive disclosures that qualify for protection under the Australian whistleblower laws. However, eligible whistleblowers are encouraged make disclosures to Prodigy Gold's Whistleblower Protection Officer.

Alternatively a disclosure can be made to the following recipients:

Eligible Prodigy Gold Recipients	Directors of Prodigy Gold CEO Whistleblower Protection Officer Exploration Managers
Eligible non-Prodigy Gold Recipients	Prodigy Gold's external auditors (currently BDO Australia) Legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act Regulatory bodies such as Australian Securities and Investments Commission (ASIC), or other commonwealth body prescribed under the regulations (regulatory body)

The Whistleblower Protection Officer is Jutta Zimmermann, Company Secretary, who can be contacted by phone (08) 9423 9737 or by email jjzimmermann@prodigygold.com.au.

6. HOW TO MAKE A DISCLOSURE

An eligible whistleblower must report a disclosable matter directly to an eligible recipient. All such disclosures, whether provided anonymously or with an identity, are protected under the Corporations Act. Disclosures can be made at any time by phone, email, post, or delivered by hand.

An example Whistleblowing Report form for making a disclosure is in the Annexure to this policy and is also available in the Corporate Governance section of the Company's website.

For an anonymous or partially anonymous disclosure, the Company and Company recipients have procedures in place to protect the eligible whistleblowers identity. Where the eligible whistleblowers chooses to provide partial information about his/her identity the eligible recipient:

- is the only party who is aware of the eligible whistleblowers identity; and
- will implement procedures to protect the eligible whistleblowers identity and maintain confidentiality from disclosure to other parties, unless such disclosure is authorised by the eligible whistleblower.

An eligible whistleblower may:

- request for his/her identity to be redacted; and/or
- request for his/her identity to only be disclosed to the Whistleblower Protection Officer.

Company personnel are expected to treat compliance with ethical standards, and the avoidance of unlawful and improper practices, as a critical element of their responsibilities.

An eligible whistleblower may wish to obtain independent legal advice before making a disclosure. That communication with the legal adviser will be protected under the Australian whistleblower laws (irrespective of the outcome of that advice).

Eligible whistleblowers, where possible, are encouraged to assist with evidence. This can be in the form of, but not limited to contemporary notes of a meeting or observation, documentation, data, screenshots or recordings.

7. WHISTLEBLOWER PROTETION AND FAIR TREATMENT

Legal protection for disclosers

Eligible whistleblowers will be protected from:

- any civil, criminal or administrative liability for making the report of a disclosable matter. This does not prevent eligible whistleblower from being subject to civil, criminal or administrative liability for eligible whistleblower conduct revealed in a report;
- the Company exercising any contractual right, or seeking any contractual remedy against them on the basis that the eligible whistleblower has made the report; or
- being subjected to any form of detriment or reprisal for making the report.

Protection of identity

The Company is legally obliged to protect the confidentiality of the eligible whistleblowers identity. Subject to limited exceptions, it is illegal for a person to identify an eligible whistleblower or disclose information that is likely to lead to the identification of the eligible whistleblower. A contravention of this requirement may lead to disciplinary action, including termination of employment, as well as imprisonment and fines.

An eligible whistleblowers identity or information which is likely to reveal the eligible whistleblowers identity will only be disclosed if:

- the eligible whistleblower consent to it;
- it is reported to a relevant regulator or otherwise authorised by law; or
- it is raised with a lawyer for the purpose of obtaining legal advice or representation about the whistleblower protection laws.

The Company can disclose the information contained in a disclosure without the eligible whistleblowers consent if:

- the information does not include the eligible whistleblowers identity;
- the Company has taken all reasonable steps to reduce the risk that the eligible whistleblower will be identified as a result of the disclosure; and
- it is reasonably necessary for investigating the issues raised in the disclosure.

It is possible that someone might deduce the eligible whistleblowers identity without there having been a breach of confidentiality, or otherwise as a consequence of the nature of the investigatory process. For example:

- if the nature of the eligible whistleblower report points to one particular individual having made it;
- if the eligible whistleblower has previously mentioned to others that he/she had considered making a disclosure;
- the eligible whistleblower is one of a small group of people with access to the information, or
- the information disclosed was disclosed to the eligible whistleblower privately and in confidence.

An eligible whistleblower may lodge a complaint to a regulatory body, such as ASIC, APRA or the ATO, if they believe that confidentiality has been breached.

Protection of records

Information regarding the reported matter will be securely stored and only disclosed to the relevant people as required or allowed by this policy and the law. The information will be managed imposing controls such as access control and methods for storage and distribution. Any inappropriate disclosure of information may lead to disciplinary action, including termination of employment, as well as imprisonment and fines. Each person involved in handling and investigating a disclosure will be reminded of their obligations as well as consequence for breach.

Protection from detrimental conduct

Eligible whistleblowers are protected from detrimental conduct or the threat of detrimental conduct against them as a result of making a disclosure under this policy. A threat may be express or implied or conditional or unconditional.

Examples of detrimental conduct which are prohibited include dismissal of an employee, changes to employment or terms of employment, harassment or intimidation, and damage to property or reputation.

Provided a disclosure is not anonymous, an assessment for the risk of detriment against the eligible whistleblower will be conducted as soon as possible after receiving the disclosure, and the practical protections made available will depend on the circumstances. These protections may include monitoring and managing the behaviour of other employees.

If an eligible whistleblower feels he/she has suffered from detrimental conduct, he/she should inform the Whistleblower Protection Officer. If detriment has already occurred, The Company may consider providing relief, such as allowing the eligible whistleblower to take extended leave. Disciplinary action may also be taken against the offender(s).

If the eligible whistleblower considers that he/she suffered detrimental conduct which is prohibited by the law, he/she should seek independent legal advice.

Fair Treatment

The Company will ensure the fair treatment of Prodigy Gold staff who are mentioned in a disclosure that qualifies for protection, including those who are subject to a disclosure.

8. FALSE ALLEGATION & LEGITIMATE EMPLOYMENT ACTION

A false report of a disclosable matter could have significant effects on the Company's and other staff member's reputation and could cause considerable waste of time and effort. Deliberate false reports involve a discloser reporting information they know to be untrue. It does not include situations where the eligible whistleblower has reasonable grounds to suspect misconduct or an improper state of affairs, but the suspicions are later determined to be unfounded.

Any deliberately false reporting of a disclosable matter, whether under this policy or otherwise, will be treated as a serious disciplinary matter. The discloser will also not have the protections under this policy or the Corporations Act if a false report is made.

9. HANDLING AND INVESTIGATING A DISCLOSURE

Investigation process

The investigation of a report of a disclosable matter will be conducted in accordance with the rules of natural justice and procedural fairness, with a view to gathering relevant evidence to determine whether the nature and substance of the allegations contained in the disclosable matter is substantiated or unsubstantiated. The investigation will be independent of the eligible whistleblower, anyone who is the subject of the disclosable matter, and any business unit concerned.

While protecting the eligible whistleblowers identity and confidentiality is a priority, there may be situations where the Company may not be able to undertake an investigation if the Company is unable to contact the eligible whistleblower. Without the eligible whistleblower's consent, the Company cannot disclose information that is contained in a disclosure as part of its investigation process, unless:

- the information does not include the eligible whistleblower's identity
- the Company removes information relating to the eligible whistleblower's identity or other information that is likely to lead to the identification of the eligible whistleblower's, and
- it is reasonably necessary for investigating the issues raised in the disclosure

If an eligible whistleblower reports a disclosable matter to an eligible Company recipient, the disclosure will typically be investigated as follows. This process may vary depending on the nature of the disclosure.

Step 1

The eligible recipient will provide the information to the Whistleblower Protection Officer (or another eligible recipient if the disclosure is about the Whistleblower Protection Officer), as soon as practicable, ensuring the eligible whistleblowers identity is protected, unless consented otherwise.

Step 2

The Whistleblower Protection Officer (or other eligible recipient) will determine whether the disclosure is covered by this policy and a formal, in-depth investigation is required. If an investigation is required, the Whistleblower Protection Officer will determine whether the investigation of the disclosure should be conducted internally or externally and appoint an investigator with no personal interest in the matter. The

Whistleblower Protection Officer may consider an external investigation is appropriate to ensure fairness and independence or because specialist skills or expertise are required.

Step 3

The investigator(s) will conduct the investigation in an objective and fair manner, ensuring that they give any employee who is mentioned in the disclosure an opportunity to respond to the allegations prior to any adverse findings being made against them. Those employees are entitled to access support. If the eligible whistleblower can be contacted (including through anonymous channels), regular updates on the status of the investigation will be given as appropriate, with the frequency and timing of such updates depending on the nature of the disclosure.

Step 4

The outcome of the investigation will be reported to the Board (protecting the eligible whistleblowers identity, if applicable) and may, if the Whistleblower Protection Officer considers appropriate, be shared with the eligible whistleblower.

Records and concerns

Appropriate records and documentation for each step in the process will be maintained by the investigator. We encourage eligible whistleblowers to raise any concerns they have about the investigation of their disclosure (including breach of confidentiality) with the Whistleblower Protection Officer or the person to whom the disclosure was made.

Investigation will be conducted in accordance with confidentiality protections subject to the exceptions allowed under section 7 of this policy or otherwise by law, the identity of a eligible whistleblower (or information that is likely to lead to their identity becoming known) must be kept confidential at all times during and after the investigation (including in any reporting to the Board or to any persons affected).

10. KEEPING STAKEHOLDER INFORMED

Eligible whistleblower

Where the eligible whistleblower has supplied his/her identity or a means of contacting him/her, which requires consent, the Company will:

- Keep the eligible whistleblower informed of the outcome of the investigation arising from the report, subject to considerations of the privacy of anyone who is the subject of the disclosable matter and normal confidentiality requirements.
- Provide initial feedback within two weeks of the receipt of a report, and progress updates as necessary and appropriate thereafter, depending on the nature and scope of the investigation, but at least quarterly.

If deemed appropriate by the Whistleblower Protection Officer the eligible whistleblower will be provided with the outcome of the investigation (but not a copy of the investigation report).

Employee who is the subject of a disclosure

An employee who is the subject of a disclosure will be advised about:

- the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness, and prior to any actions being taken—for example, if the disclosure is to be the subject of an investigation or if the disclosure is serious and needs to be referred to ASIC or the Federal Police; and
- the outcome of the investigation (but they will not be provided with a copy of the investigation report).

11. POLICY INTERACTION WITH AUSTRALIAN WHISTLEBLOWER LAWS

By making a disclosure in accordance with this policy, the eligible whistleblower may be protected under the Australian whistleblower laws if the type or matter disclosed is protected by those laws. While this policy principally deals with internal disclosures, the protections afforded by the Australian whistleblower laws (set out in section 7) also include some types of disclosure made to external parties, such as:

- legal representatives, to obtain advice or representation about the Australian whistleblower laws;

- ASIC, APRA or the ATO; or
- MPs or journalists, where the eligible whistleblower has reasonable grounds to believe that making the further disclosure would be in the public interest or the information concerns a substantial and imminent danger to the health or safety to one or more persons or to the natural environment, but only if the eligible whistleblower:
 - previously made a disclosure of that information to either ASIC, APRA or the ATO; and
 - notified that body in writing of his/her intention to disclose to an MP or journalist; and
 - notified that body in writing of his/her intention to disclose to an MP or journalist (where, for public interest disclosures, at least 90 days must first have passed since the eligible whistleblowers previous disclosure before this notice can be given).

It is important the eligible whistleblower understands strict criteria apply and he/she should obtain legal advice before making a disclosure to an MP or journalist.

For more information about the Australian whistleblower laws (including how to make a disclosure directly to ASIC or the ATO), see the information available on the ASIC website (including Information Sheet 239 'How ASIC handles whistleblower reports') and the ATO website.

12. BOARD REPORTING

The Whistleblower Protection Officer must, where appropriate, provide the Board at least quarterly, reports on all active whistleblower matters, which may include information on:

- the number and nature of disclosures made in the last quarter;
- how disclosures were reported;
- the status of any investigations underway;
- any actions taken in relation to a disclosure;
- the frequency of communications with disclosers;
- the outcomes of completed investigations; and
- the timeframes for responding to and investigating disclosures.

The Board will also be informed of any material incidents reported under this policy, including any information that may be materially price sensitive in accordance with Prodigy Gold's Disclosure Policy.

13. TRAINING

The Company will provide training to company personnel about the Whistleblower Protection Policy, including training on confidentiality and the prohibitions against detrimental conduct, and their rights and obligations under it and provide training on how to respond to Whistleblowing Reports to eligible recipients.

14. NON-COMPLIANCE WITH THIS POLICY

Any breach of this policy by a company officer, employee or contractor will be taken seriously and may be the subject of a separate investigation and/or disciplinary action.

A breach of this policy may also amount to a civil or criminal contravention under the Australian whistleblower laws, giving rise to significant penalties.

Concerns about non-compliance with this policy should be raised with the Whistleblower Protection Officer in the first instance. Concerns can also be lodged with ASIC, APRA or the ATO for investigation.

15. BOARD APPROVAL

This whistleblower policy will periodically updated and amended by the Board to ensure it is operating effectively and required changes are made.

ANNEXURE – WHISTLEBLOWING REPORT – OPTIONAL DISCLOSURE FORM

Section A: Consent – tick where appropriate	
<input type="checkbox"/> I consent to my identity being shared in relation to this disclosure	<input type="checkbox"/> I wish for my identity to remain anonymous (if you wish to remain anonymous, you do not need to complete section B and section C)
<input type="checkbox"/> I consent to being contacted about my disclosure (if so, also complete section C)	<input type="checkbox"/> I wish to receive updates about my disclosure (if so, also complete section C)
Section B: Personal Details	
Name:	
Address	
Role/Position:	
Section C: Contact Details	
Preferred phone number: (this can be a private number, include country and area code)	
Preferred email address: (this can be a private email address)	
Preferred contact method:	<input type="checkbox"/> Phone <input type="checkbox"/> Email <input type="checkbox"/> Mail <input type="checkbox"/> In person
Best time to contact:	

Section D: Disclosure

All questions are optional – however, the more information is provided, the easier it will be to investigate and address your concerns.

A description of concerns, including:

Location

Time

Persons involved

(you are encouraged to include with this disclosure any supporting evidence you may hold)

How did you become aware of this situation

Who was involved in the conduct, including any names, departments and positions

Does anyone else know about the matter you are concerned about?

(if yes, describe any steps you have taken to report or resolve your concern and outcome, if applicable)

<p>Do you have any concerns about you or any person being discriminated against or unfairly treated because of this disclosure?</p>	
<p>Do you think the reported conduct might happen again?</p>	
<p>Provide any other details you consider relevant</p>	