

PRODIGY VENTURES INC.

CODE OF BUSINESS CONDUCT AND ETHICS

1. Statement of Purpose

This Code of Business Conduct and Ethics (the “Ethics Code”) extends to all directors, officers and employees of Prodigy Ventures Inc. and its subsidiaries (“Prodigy” or the “Corporation”), whether working on a full time or part time basis, and to any person working as an independent contractor for Prodigy (collectively the “Employees” and individually an “Employee”).

Employees will be provided with a copy of this Ethics Code and will be required to acknowledge, through their signature, their understanding and acceptance of compliance as a term of employment. Any Employee who violates this Ethics Code may face disciplinary action up to and including termination of their employment with Prodigy for just cause without notice or payment in lieu of notice. Each Employee is expected to review this Ethics Code annually to satisfy themselves that they have adhered to the stated principles and standards.

In carrying out their duties, Employees of Prodigy are expected to act honestly and in good faith with a view to the best interests of Prodigy and its stakeholders. To this end, Prodigy has committed to maintain a high standard of corporate governance that incorporates the principles of good conduct and high ethical behavior. Accordingly, the following principles for business conduct and ethical behavior have been adopted.

2. Compliance with Laws, Rules and Regulations

Employees will conduct the business of Prodigy in compliance with laws, rules, regulations and other legal requirements applicable wherever Prodigy is carrying on business.

No Employee shall directly or indirectly give, offer or agree to give or offer a loan, reward, advantage or benefit of any kind to any domestic or foreign public official or to any person for the benefit of any domestic or foreign public official in contravention of any law, including the *Corruption of Foreign Public Officials Act* (Canada).

These laws can be complicated and result in serious and adverse enforcement proceedings against Prodigy if they are violated. If any employee is in doubt about whether a particular practice may violate such laws, such employee should contact the Secretary of the Corporation.

Employees shall adhere to the Corporation’s Disclosure Policy which deals with, among other things, on trading restrictions relating to the buying and selling of securities of the Corporation and the protection of confidentiality information.

3. Conflicts of Interest

Employees shall conduct their business affairs in a manner that ensures their private or personal interests do not interfere with the interests of Prodigy including conflicts relative to personal, financial, or other gain. Should conflicts arise, or be perceived to arise, disclosure shall be made in an appropriate manner and the disclosing Employee shall not participate in any decision or action in which there is a conflict. It is not always easy to determine whether a conflict of interest exists, so any potential conflict of interest must be reported immediately to senior management, a supervisor or a member of human resources.

4. Fair Dealing

The conduct required by fair dealing requires honesty in fact and the observance of reasonable commercial standards of fair dealing. Employees should endeavor to deal fairly with the Corporation's stakeholders. No Employee should do anything that could be interpreted as being dishonest or outside reasonable commercial standards of fair dealing.

5. Confidentiality

Employees shall maintain the confidentiality of information entrusted to them except in circumstances where disclosure is authorized or legally mandated, in accordance with this Ethics Code and the confidentiality provisions contained in the employment agreement and/or independent contractor agreement applicable to such party. Confidential information shall not be used for personal gain. Confidential information includes all non-public information that may be of use to competitors or harmful to Prodigy or its customers or Employees if disclosed. It includes information deemed to be proprietary to Prodigy, whether patented or not. It includes information that suppliers and customers have entrusted to us. Employees who leave Prodigy retain the ongoing obligation to keep such information confidential. Employees of Prodigy shall adhere to the Corporation's Corporate Disclosure Policy.

6. Protection and Proper Use of the Corporation's Assets

Employees shall ensure that the Corporation's assets are protected and properly used for legitimate business purposes. Any suspected incidents of fraud or theft should be immediately reported to that person's supervisor or as detailed in paragraph 11 of this Ethics Code.

7. Corporate Opportunities

Employees owe a duty to advance the Corporation's legitimate interests whenever an opportunity arises and are prohibited from:

- a) taking personal advantage of opportunities discovered through the use of the Corporation's assets, property, information or their position that would be contrary to the Corporation's interests;
- b) using or deploying the Corporation's assets, property, or information or their position for personal gain; and
- c) competing with the Corporation.

Employees shall protect the Corporation's assets in a manner that could be reasonably expected from them, and managers of the Corporation are specifically responsible for establishing and maintaining appropriate internal controls to safeguard the Corporation's assets against loss from unauthorized or improper use or disposition.

8. Reporting Integrity

No false, artificial or misleading entries in the books, records and documents of Prodigy shall be knowingly made for any reason and no Employee shall engage in any arrangement that results in such prohibited acts. All periodic reports filed by Prodigy shall include full, fair, accurate, timely and understandable disclosure.

9. Encouraging the Reporting of Any Illegal or Unethical Behavior

Employees are encouraged to promote ethical behavior in things they do and to ensure a healthy, ethical workplace. Violations of laws, rules, regulations or this Ethics Code are to be reported on the basis set forth in paragraph 11 of this Ethics Code.

Management shall not retaliate against any Employee who reports, in good faith, on any matter which is in contravention of this Ethics Code.

The Corporation's directors will not knowingly allow any retaliation by officers or management in respect of reports made in good faith by any Employee.

10. Waivers

Employees whose conduct or actions have failed to meet, or whose conduct or actions may not meet the principles and standards set out in this Ethics Code must immediately report the failure to the Chairman of the Audit and Compensation Committee. If the reporting contains a request for a waiver of such conduct, that request shall be filed with the Chairman of the Audit and Compensation Committee for review and recommendation by that Committee. The Audit and Compensation Committee shall examine the circumstances related to the failure and the requested waiver and make an appropriate recommendation to the Board of Directors. Prodigy will promptly disclose waivers of this Ethics Code as required by law or the requirements of any stock exchange on which the Corporation's shares then trade.

11. How to Raise a Concern

If an Employee becomes aware of a breach or possible breach of applicable laws, rules or regulations or of this Ethics Code, that Employee is expected to report such breach or possible breach.

The report should be made to their immediate supervisor, if appropriate. If the Employee is of the view that it would be more appropriate under the circumstances to take the breach or possible breach of this Ethics Code or other laws, rules or regulations to higher levels, due to either the nature of the breach or, if earlier reports through normal channels have not been acted upon, then that Employee has the right to directly contact the Audit and Compensation Committee to report suspected illegal or improper activities within Prodigy. Employees need not identify themselves. For such purpose, every Employee will be provided with the e-mail address and telephone number of the Chairman of the Audit and Compensation Committee from time to time holding such position.

This Ethics Code does not address all of the situations you may encounter. There may be occasions where you are confronted by circumstances not covered by policy or procedure and where you must make a judgment as to the appropriate course of action. In those circumstances you are encouraged to use common sense, and to contact senior management or a supervisor for guidance.

I hereby acknowledge that I have read, understood and will comply with the above Code of Business Conduct and Ethics.

Name (please print)

Signature

Date

Approved by the Board of Directors on April 25, 2017.