

Application for Quotation of Additional Securities

File Reference:
I:\Publications\Operating Rules\Listing Rules\Forms\NSX Quotation of Additional Securities.doc





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Introduction

To ensure the efficient processing of this form by NSX, please:

1. Adhere to the suggested number of the annexures required by this form.
2. Complete **all** statements and questions in this form. (NSX can provide an electronic version of this form on request).

More Information and Submission of Form:

Further information can be obtained from and all applications should be sent to:

Manager, Admissions
Stock Exchange of Newcastle Limited
PO BOX 283
Newcastle NSW 2300

Phone: 61 2 4929 6377

Fax: 61 2 4929 1556

<http://www.newsx.com.au>



New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to NSX as soon as available. Information and documents given to NSX become NSX's property and may be made public.

Introduced 11 March 2004.

Name of entity

HERITAGE GOLD NZ LIMITED

ABN/ACN

009 474 702

We (the entity) give NSX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | Class of securities issued or to be issued | Ordinary Shares |
| 2 | Number of securities issued or to be issued (if known) or maximum number which may be issued | 33,333 Ordinary Shares |
| 3 | Principal terms of the securities (eg, if options, exercise price and expiry date; if partly paid securities, the amount outstanding and due dates for payment; if convertible securities, the conversion price and dates for conversion) | Conversion of Warrants to Fully Paid Shares at NZ 9 cents each as per Terms and Conditions of Warrants issued 21 August 2002 |
| 4 | Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?

If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | The ordinary shares rank equally in all respects with ordinary full paid shares |

5	Issue price or consideration	NZ\$0.09 cents payable in cash to convert each Warrant to a Fully Paid Share							
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	N/A							
7	Dates of entering securities into uncertificated holdings or despatch of certificates	23 September 2005							
8	Number and class of all securities quoted on NSX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="774 862 1077 907">Number</th> <th data-bbox="1077 862 1386 907">Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="774 907 1077 952">108,059,399</td> <td data-bbox="1077 907 1386 952">Ordinary Shares</td> </tr> <tr> <td data-bbox="774 952 1077 1120">22,612,681</td> <td data-bbox="1077 952 1386 1120">Warrants</td> </tr> </tbody> </table>	Number	Class	108,059,399	Ordinary Shares	22,612,681	Warrants	
Number	Class								
108,059,399	Ordinary Shares								
22,612,681	Warrants								
9	Number and class of all securities not quoted on NSX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="774 1142 1077 1187">Number</th> <th data-bbox="1077 1142 1386 1187">Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="774 1187 1077 1467">7,200,000</td> <td data-bbox="1077 1187 1386 1467">Options: 3,600,000 options exercisable on or before 20 November 2007 at NZ\$0.08 each 3,600,000 options exercisable on or before 20 November 2008 at NZ\$0.12 each</td> </tr> </tbody> </table>	Number	Class	7,200,000	Options: 3,600,000 options exercisable on or before 20 November 2007 at NZ\$0.08 each 3,600,000 options exercisable on or before 20 November 2008 at NZ\$0.12 each			
Number	Class								
7,200,000	Options: 3,600,000 options exercisable on or before 20 November 2007 at NZ\$0.08 each 3,600,000 options exercisable on or before 20 November 2008 at NZ\$0.12 each								
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A							



Part 2 - Bonus issue or pro rata issue

- | | | |
|-----------|---|----------------------|
| 11 | Is security holder approval required? | <input type="text"/> |
| 12 | Is the issue renounceable or non-renounceable? | <input type="text"/> |
| 13 | Ratio in which the securities will be offered | <input type="text"/> |
| 14 | Class of securities to which the offer relates | <input type="text"/> |
| 15 | Record date to determine entitlements | <input type="text"/> |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | <input type="text"/> |
| 17 | Policy for deciding entitlements in relation to fractions | <input type="text"/> |
| 18 | Names of countries in which the entity has security holders who will not be sent new issue documents

<small>Note: Security holders must be told how their entitlements are to be dealt with.</small> | <input type="text"/> |
| 19 | Closing date for receipt of acceptances or renunciations | <input type="text"/> |
| 20 | Names of any underwriters | <input type="text"/> |
| 21 | Amount of any underwriting fee or commission | <input type="text"/> |
| 22 | Names of any brokers to the issue | <input type="text"/> |
| 23 | Fee or commission payable to the broker to the issue | <input type="text"/> |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | <input type="text"/> |





- 25** If the issue is contingent on security holders' approval, the date of the meeting
- 26** Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27** If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28** Date rights trading will begin (if applicable)
- 29** Date rights trading will end (if applicable)
- 30** How do security holders sell their entitlements *in full* through a broker?
- 31** How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32** How do security holders dispose of their entitlements (except by sale through a broker)?
- 33** Despatch date





Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

To be advised

35 If the securities are equity securities, the names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders

36 If the securities are equity securities, a distribution schedule of the additional securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional securities

Entities that have ticked box 34(b)

38 Number of securities for which quotation is sought

39 Class of securities for which quotation is sought





40 Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42 Number and class of all securities quoted on NSX (*including* the securities in clause 38)

Number	Class



