

# Substantial Security Holder Notice

Tick the appropriate box(es)

<input type="checkbox"/>	Notice that a person has become a substantial security holder ( section 20(3))	<input type="checkbox"/>	Notice that a person has ceased to be a substantial security holder ( section 21(3))
<input checked="" type="checkbox"/>	Notice of a change in the number of voting securities in which a substantial security holder has a relevant interest ( section 21(1))	<input type="checkbox"/>	Notice of a change in the nature of relevant interest held by a substantial security holder ( section 22)

1\*. **HERITAGE GOLD NZ LIMITED**  
Name of public issuer

**PETER ROBERT ATKINSON**  
Name of substantial security holder

**541 PARNELL RD, PARNELL, AUCKLAND**  
Address of substantial security holder

**SUE SANGSTER**  
Contact name for queries

**(09) 303 1893**  
Telephone number

2\*. **12,961,560** **131,559,399** **9.85%**  
Total number of voting securities of the public issuer in which a relevant interest is held Total number of voting securities issued by public issuer Total percentage

**ORDINARY SHARES** **ONE**  
Class of voting securities Number of votes attached to each voting security in that class

3*. BENEFICIAL RELEVANT INTERESTS	NON-BENEFICIAL RELEVANT INTERESTS
<b>12,961,560</b> <small>Number of voting securities of the class in which a beneficial relevant interest is held</small>	
<b>9.85%</b> <small>Percentage held at date of THIS notice</small>	
<b>16.67%</b> <small>Percentage held at date of LAST notice (if any)</small>	

4*. DETAILS OF EACH RELEVANT INTEREST	DETAILS OF EACH RELEVANT INTEREST
5*. <b>PETER ROBERT ATKINSON</b> <b>PROPHECY MINING LIMITED</b> <small>Name(s) of registered holder(s)</small>	
6*. <b>31 OCTOBER 05</b> <small>Date(s) of transaction(s)</small>	
7*. <b>8,721,560 PRA</b> <b>\$21,000.00</b> <b>4,240,000 PML</b> <b>\$12,000.00</b> <small>Number of voting securities</small> <small>Consideration (expressed in NZ\$)</small>	<b>Provision(s) of section 5</b> <b>Date(s) of transaction(s)</b> <small>Number of voting securities</small> <small>Consideration (expressed in NZ\$)</small>


## PRO-RATA RIGHTS ISSUE

Description of nature of transaction(s), including the name(s) of any other party to the transaction(s) (if known)

8\*. Relevant documentation- forms part of this notice .....  
is not required to be filed .....  
has already been filed with the notice dated .....

9\*. **NIL** **17 JANUARY 2003**   
Number of pages that accompany this notice (if any) Date of last notice (if any) Name(s) of any other person(s) who is (are) believed to have given, or to be intending to give, a substantial security holder notice in relation to the securities to which this notice relates

I declare that to the best of my knowledge and belief the information contained in this notice is correct and that I am duly authorised to give this notice:

	<b>PETER ROBERT ATKINSON</b>	<b>7 NOVEMBER 2005</b>
<small>Signature (unless filed by electronic means other than facsimile)</small>	<small>Full name</small>	<small>Date</small>