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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
Options |
| 2 | Number of securities issued or to be issued (if known) or maximum number which may be issued | 23,500,000 Ordinary Shares
23,500,000 Options (Code HDGOC) |
| 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) | As described in the notice of special meeting of shareholders of the company dated 30 August 2005 |
| 4 | <p>Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?</p> <p>If the additional securities do not rank equally, please state:</p> <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 | <p>The ordinary shares rank equally in all respects with ordinary fully paid shares</p> <p>The ordinary shares issued upon conversion of the options will rank equally in all respects with ordinary fully paid shares</p> |



11	Is security holder approval required?	Yes
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the securities will be offered	One share and attaching option for every five existing shares held at the record date
14	Class of securities to which the offer relates	Ordinary shares
15	Record date to determine entitlements	23 September 2005
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be disregarded
18	Names of countries in which the entity has security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with.	Austria Fiji Great Britain Hong Kong Singapore Taiwan United Arab Emirates United States of America
19	Closing date for receipt of acceptances or renunciations	25 October 2005
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A

25	If the issue is contingent on security holders' approval, the date of the meeting	14 September 2005
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	27 September 2005
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	Despatch date	1 November 2005

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

(a) ☒ Securities described in Part 1

(b) ☒ All other securities

Entities that have ticked box 34(a)

*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	23,500,000
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39	Class of securities for which quotation is sought	Options
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Will rank equally with fully paid shares on payment of the conversion price of NZ 10cents prior to the expiry date of 30 September 2008.

- 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

Issued as attachment to purchase of fully paid share

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

Number	Class
131,559,399	Ordinary shares
22,612,681	Warrants
23,500,000	Options

Quotation agreement

1 Quotation of our additional securities is in NSX's absolute discretion. NSX may quote the securities on any conditions it decides.

2 We warrant the following to NSX.

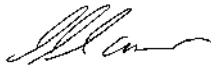
- The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those securities should not be granted quotation.
- An offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any securities to be quoted and that no-one has any right to return any securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the securities to be quoted, it has been provided at the time that we request that the securities be quoted.
- If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the securities be quoted.

3 We will indemnify NSX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give NSX the information and documents required by this form. If any information or document not available now, will give it to NSX before quotation of the securities begins. We acknowledge that NSX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: 23 November 2005.....
(Director/Company secretary)

Print name: ..Susan Lee Sangster.....

Heritage Gold NZ Ltd - Shareholding at 31 October 2005

Top 20:

Name	Shares	%
So Co Limited	20,000,000	15.20%
Mr Peter Robert Atkinson	8,721,560	6.63%
Bestfield Company	8,640,000	6.57%
RBC Global Services Australia	6,250,000	4.75%
Clodene Pty Ltd	4,640,000	3.53%
PCP Securities Limited	4,472,080	3.40%
Prophecy Mining Limited	4,240,000	3.22%
ANZ Nominees Limited	3,716,000	2.82%
Baron Nominees Pty Ltd	2,665,000	2.03%
Merrill Lynch (Australia)	2,226,325	1.69%
Clodene Pty Limited	2,110,000	1.60%
Bluestar Management Pty Ltd	2,000,000	1.52%
Troyward Pty Ltd	2,000,000	1.52%
Goffacan Pty Ltd	1,510,000	1.15%
Basil Courtney McGirr	1,506,950	1.15%
Mr Patrick Elliott	1,440,000	1.09%
First NZ Capital Custodians	1,366,470	1.04%
Ralph Nicholas Stagg	1,200,000	0.91%
Relativity Pty Ltd	1,138,800	0.87%
Beelong Pty Ltd	1,000,000	0.76%
	<hr/>	
	80,843,185	61.45%

Top 20 percentage total shares	61.45%
Total Ordinary Shares	131,559,399

Distribution:

	Holders	Shares	%
1 - 1,000	26	20,281	0.02%
1,001 - 5,000	226	799,775	0.61%
5,001 - 10,000	206	1,770,324	1.35%
10,001 - 100,000	459	16,498,218	12.54%
100,001 +	149	112,470,801	85.49%
	<hr/>		
	1066	131,559,399	100.00%

Heritage Gold NZ Ltd - Option Holders at 31 October 2005

Top 20:

Name	Shares	%
PCP Securities Limited	4,078,680	17.36%
Clodene Pty Ltd	1,630,000	6.94%
Goffacan Pty Ltd	1,500,000	6.38%
Mr Patrick Elliott	1,440,000	6.13%
Bestfield Company	1,440,000	6.13%
Clodene Pty Limited	1,185,000	5.04%
Bluestar Management Pty Ltd	1,000,000	4.26%
Beelong Pty Ltd	600,000	2.55%
William Geoffrey Kroon	600,000	2.55%
Baron Nominees Pty Ltd	465,000	1.98%
Mr Peter Robert Atkinson	420,000	1.79%
ANZ Nominees Limited	418,000	1.78%
Basil Courtney McGirr	320,000	1.36%
Peter William Hall	320,000	1.36%
Stuart Maxwell Mowbray &	271,000	1.15%
Som Investments Pty Ltd	253,800	1.08%
Prophecy Mining Limited	240,000	1.02%
Technica Pty Ltd	218,000	0.93%
BDL Cable & Electrical Co Pty	200,000	0.85%
Mrs Diane Alwyn Hopkins	200,000	0.85%
	<u>16,799,480</u>	<u>71.49%</u>

Top 20 percentage total options	71.49%
Total Options	23,500,000

Distribution:

	Holders	Shares	%
1 - 1,000	0	0	0.00%
1,001 - 5,000	123	358,171	0.27%
5,001 - 10,000	61	512,181	0.39%
10,001 - 100,000	111	3,810,044	2.90%
100,001 +	34	18,819,604	14.31%
	<u>329</u>	<u>23,500,000</u>	<u>17.86%</u>