

File Reference:  
C:\Documents and Settings\Office\Desktop\NSX 290906 Application for Quotation.DOC



# Table of Contents

|                                                                                                           |          |
|-----------------------------------------------------------------------------------------------------------|----------|
| <b>INTRODUCTION .....</b>                                                                                 | <b>3</b> |
| MORE INFORMATION AND SUBMISSION OF FORM:.....                                                             | 3        |
| <b>NEW ISSUE ANNOUNCEMENT, APPLICATION FOR QUOTATION OF ADDITIONAL<br/>SECURITIES AND AGREEMENT .....</b> | <b>4</b> |
| <b>PART 1 - ALL ISSUES .....</b>                                                                          | <b>4</b> |
| <b>PART 2 - BONUS ISSUE OR PRO RATA ISSUE .....</b>                                                       | <b>5</b> |
| <b>PART 3 - QUOTATION OF SECURITIES .....</b>                                                             | <b>7</b> |
| ADDITIONAL SECURITIES FORMING A NEW CLASS OF SECURITIES .....                                             | 7        |
| <b>QUOTATION AGREEMENT .....</b>                                                                          | <b>9</b> |

## 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                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 16,667,000 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)                                                                                                                                                                                                                                                                                                           | Fully paid shares                                                                       |
| 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"><li>the date from which they do</li><li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul> | <p>The ordinary shares rank equally in all respects with ordinary fully paid shares</p> |



| 5           | Issue price or consideration                                                                                                                                             | AU\$0.025 per share                                                                                                                                                                                                                                                                                                       |        |       |             |                                                                                                                                                                          |            |          |            |         |  |
|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-------|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|----------|------------|---------|--|
| 6           | Purpose of the issue<br>(If issued as consideration for the acquisition of assets, clearly identify those assets)                                                        | The funds will be used for further exploration of the Company's current exploration targets, to advance the spin off of its New Zealand gold properties, progress the Thackaringa cobalt project, and for working capital.                                                                                                |        |       |             |                                                                                                                                                                          |            |          |            |         |  |
| 7           | Dates of entering securities into uncertificated holdings or despatch of certificates                                                                                    | 29 September 2006                                                                                                                                                                                                                                                                                                         |        |       |             |                                                                                                                                                                          |            |          |            |         |  |
| 8           | Number and class of all securities quoted on NSX<br>(including the securities in clause 2 if applicable)                                                                 | <table border="1"> <thead> <tr> <th>Number</th> <th>Class</th> </tr> </thead> <tbody> <tr> <td>148,249,732</td> <td>Ordinary Shares</td> </tr> <tr> <td>22,589,348</td> <td>Warrants</td> </tr> <tr> <td>23,500,000</td> <td>Options</td> </tr> </tbody> </table>                                                         | Number | Class | 148,249,732 | Ordinary Shares                                                                                                                                                          | 22,589,348 | Warrants | 23,500,000 | Options |  |
| Number      | Class                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                           |        |       |             |                                                                                                                                                                          |            |          |            |         |  |
| 148,249,732 | Ordinary Shares                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                           |        |       |             |                                                                                                                                                                          |            |          |            |         |  |
| 22,589,348  | Warrants                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                           |        |       |             |                                                                                                                                                                          |            |          |            |         |  |
| 23,500,000  | Options                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                           |        |       |             |                                                                                                                                                                          |            |          |            |         |  |
| 9           | Number and class of all securities not quoted on NSX<br>(including the securities in clause 2 if applicable)                                                             | <table border="1"> <thead> <tr> <th>Number</th> <th>Class</th> </tr> </thead> <tbody> <tr> <td>7,200,000</td> <td>Options:<br/>3,600,000 options exercisable on or before 20 November 2007 at NZ\$0.08 each<br/>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:<br>3,600,000 options exercisable on or before 20 November 2007 at NZ\$0.08 each<br>3,600,000 options exercisable on or before 20 November 2008 at NZ\$0.12 each |            |          |            |         |  |
| Number      | Class                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                           |        |       |             |                                                                                                                                                                          |            |          |            |         |  |
| 7,200,000   | Options:<br>3,600,000 options exercisable on or before 20 November 2007 at NZ\$0.08 each<br>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?          | N/A |
| 12 | Is the issue renounceable or non-renounceable? | N/A |
| 13 | Ratio in which the securities will be offered  | N/A |



|    |                                                                                                                                                                                                         |     |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| 14 | Class of securities to which the offer relates                                                                                                                                                          | N/A |
| 15 | Record date to determine entitlements                                                                                                                                                                   | N/A |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?                                                                                                      | N/A |
| 17 | Policy for deciding entitlements in relation to fractions                                                                                                                                               | N/A |
| 18 | Names of countries in which the entity has security holders who will not be sent new issue documents<br><small>Note: Security holders must be told how their entitlements are to be dealt with.</small> | N/A |
| 19 | Closing date for receipt of acceptances or renunciations                                                                                                                                                | N/A |
| 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                                                                                                                       | N/A |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled                                                                                    | N/A |

|    |                                                                                                                                                             |     |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| 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                                                                                                                                               | N/A |

### 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

**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

- 37  A copy of any trust deed for the additional securities

**38** Number of securities for which quotation is sought

|  |
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|  |
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- |  |
|--|
|  |
|--|

- 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

[illegible]

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

|  |  |
|--|--|
|  |  |
|--|--|

- | Number | Class |
|--------|-------|
|        |       |

## 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:

  
(Director/Company secretary)

Date: 29 September 2006

Print name: Susan Lee Sangster