

(Securities Amendment Act 1988)
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 (DIRECTOR OF HERITAGE GOLD NZ LIMITED)

Name of substantial security holder
189 PENINSULA ROAD, QUEENSTOWN.

Address of substantial security holder
SUE SANGSTER

Contact name for queries
16,201,950

Telephone number
(09) 303 1893

2. **209,989,776** **7.72%**

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**

16,201,950

Number of voting securities of the class in which a beneficial relevant interest is held

7.72%

Percentage held at date of THIS notice

9.85%

Percentage held at date of LAST notice (if any)

NON-BENEFICIAL RELEVANT INTERESTS

Number of voting securities of the class in which a non-beneficial relevant interest is held

Percentage held at date of THIS notice

Percentage held at date of LAST notice (if any)

4. **DETAILS OF EACH RELEVANT INTEREST**

5. **PETER ROBERT ATKINSON**

6. **PROPHECY MINING LIMITED**

Name(s) of registered holder(s)

7. **24 NOVEMBER 2006**

Date(s) of transaction(s)

10,901,950 PRA **NZ \$63,231.31**

5,300,000 PML **NZ \$30,740.00**

Number of voting securities

Consideration (expressed in NZ\$)

DETAILS OF EACH RELEVANT INTEREST

Name(s) of registered holder(s)

Provision(s) of section 5

Date(s) of transaction(s)

Number of voting securities

Consideration (expressed in NZ\$)

PRO-RATA RIGHTS ISSUE 24 NOVEMBER 2006

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

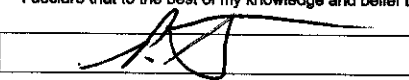
9. **NIL** **7 NOVEMBER 2005**

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:

 **PETER ROBERT ATKINSON** **28 JUNE 2007**

Signature (unless filed by electronic means other than facsimile)

Full name

Date