

2 August 2002

Newcastle Stock Exchange
384 Hunter Street
Newcastle
NSW 2300
AUSTRALIA

PAGES: 6

FOR PUBLIC RELEASE

Annual Meeting

Dear Sir,

The Annual Meeting for Heritage Gold NZ Limited is to be held on Friday 30th August 2002 in the Hobson Room, 1st floor, Jubilee Building, 545 Parnell Road, Parnell, Auckland, at 2.00pm. Please see attached notice of meeting for details of the agenda.

Yours faithfully

HERITAGE GOLD NZ LIMITED



Alison Griffiths
Company Secretary

HERITAGE GOLD NZ LIMITED
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Heritage Gold NZ Limited advises that its Annual Meeting of Shareholders will be held in the Hobson Room, 1st floor, Jubilee Building, 545 Parnell Road, Parnell, Auckland, New Zealand on Friday 30th August 2002 commencing at 2pm.

The business of the meeting will be:

1 Presentations

- (a) The Chairman's address to shareholders and shareholder discussion.
- (b) To receive and consider the Annual Report including the Financial Statements and the Auditor's Report for the year ended 31 March 2002.

2 Re-election of Directors

- (a) Mr Ralph Nicholas Stagg retires by rotation under clause 73.1 of the Company's Constitution and, being eligible, offers himself for re-election.
- (b) Mr James Murray McKee retires by rotation under clause 73.1 of the Company's Constitution and, being eligible, offers himself for re-election.

3 Re-appointment of Auditors

To record the re-appointment of Carlton - DFK as the Company's auditor and to authorise the Directors to settle their remuneration.

4 Alteration of Constitution

To consider, and if thought fit, to pass the following special resolution:

"That the constitution of Heritage Gold NZ Limited (the Constitution) be and is altered in the manner set out in the attached Schedule of Alterations."

Explanatory Notes

Explanatory notes on resolution 4 are set out on the page after the Schedule of Alterations.

Directors' recommendation

The Directors recommend you vote in favour of all resolutions.

Proxies and representatives

You may exercise your right to vote at the meeting either by being present in person or by appointing a proxy to attend and vote in your place. A proxy need not be a shareholder of the Company. A body corporate shareholder may appoint a representative to attend the meeting on its behalf.

A proxy form is attached to this notice. If you wish to vote by proxy you must complete the form and produce it to the Company at its registered office, Nathan House, 541 Parnell Road, Parnell, Auckland, New Zealand so as to ensure that it is received at least 48 hours before the meeting.

By order of the Board

Alison Griffiths
Company Secretary

29 July 2002

Schedule of Alterations

(relating to Resolution 4: Alteration of Constitution)

- 1 Insert the following definitions between the definitions of “*Director*” and “*ordinary resolution*” where they occur in clause 1.1 of the Constitution:

“NSX means the Stock Exchange of Newcastle Limited,

NSX Listing Rules means the Listing Rules of the NSX and any other rules of the NSX which are applicable to the Company while the Company is admitted to the Official List of the NSX, as amended or replaced from time to time, except the extent of any exemption or express written waiver granted by the NSX from time to time,” ;
- 2 Insert the following new clause 1.2.3 after clause 1.2.2 in Part A of the Constitution:

“1.2.3 *which are defined in the ASX Listing Rules (whether or not expressed with an initial capital letter) but not defined in the Rules have the meanings given by the ASX Listing Rules*”;
- 3 Delete the words “having regard to any exempt foreign entity status granted to the Company under the ASX Listing Rules” where they occur in the third and fourth lines of clause 4.2 of the Constitution;
- 4 Insert the following new clause 4.3 after clause 4.2 of the Constitution:

“4.3 *For so long as the securities of the Company are quoted on the Official List of the NSX, the Company must comply with the NSX Listing Rules to the extent that those rules are applicable to the Company from time to time*”;
- 5 Delete clause 5.2 of the Constitution (which clause 5.2 presently reads: “If the Exchange (or the Market Surveillance Panel or any delegate of that Panel) makes a ruling dealing with the matters dealt with by section 4 of the Rules, or with the provisions of this constitution required or permitted by section 4 of the Rules, that ruling is binding upon the Company and all holders of securities of the Company and takes effect as if that ruling were itself incorporated in this constitution”);
- 6 Delete the word “or” where it occurs in the fourth line of clause 37.3 of the Constitution and replace it with the word “and”;
- 7 Add the following words at the end of clause 37.4 of the Constitution:

“, the ASX Listing Rules (for so long as the securities of the Company are quoted on the Official List of the ASX) and the NSX Listing Rules (for so long as the securities of the Company are quoted on the Official List of NSX)”;
- 8 Insert the following new clause 37A:

“37 **Restricted securities**

37A.1 Restricted securities cannot be disposed off during the relevant escrow period except as permitted by the ASX Listing Rules of the ASX;

37A.2 The Board will refuse to acknowledge a disposal (including registering a transfer) of restricted securities during the relevant escrow period except as permitted by the ASX Listing Rules or the ASX;

37A.3 During a breach of ASX Listing Rules relating to restricted securities or a breach of a restriction agreement, the holder of the restricted securities will not be entitled to any dividend or distribution, or voting rights, in respect of the restricted securities”;
- 9 Insert the following words between the words “*clause 95*” and “Subject” where they occur in line 3 of clause 94 of the Constitution:

“and any requirement of the Rules or the ASX Listing Rules (for so long as the securities of the Company are quoted on the Official List of the ASX) and the NSX Listing Rules (for so long as the securities of the Company are quoted on the Official List of the NSX)”;
- 10 Amend the Fourth Schedule of the Constitution as follows:
 - 10.1 by renumbering the text of the existing clause 2 of the Fourth Schedule as clause 2.1 and inserting the words “(an *Eligible Holder*)” between the words “holding” and “the” where they occur in the second line of the renumbered clause 2.1, by inserting the words “(a *Notice*)” between the words “notice” and “of” where they occur in the second line of that renumbered clause 2.1 and by inserting the following words at the end of that renumbered clause 2.1:

“and requiring the Eligible Holder to advise the Company by the date specified in the Notice (the *Relevant Date*) as to whether he or she elects that the provisions of this Fourth Schedule are not to apply to those securities.”
 - 10.2 by inserting the following new clauses 2.2, 2.3 and 2.4 after the renumbered clause 2.1 in the Fourth Schedule of the Constitution:

“2.2 The Notice must state that the securities referred to in the Notice may be sold by the Company unless, by the Relevant Date the Eligible Holder advises the Company that the provisions of this Fourth Schedule are not to apply to those securities;

2.3 the Relevant Date must not be less than 6 weeks after the date the relevant Notice is despatched to the Eligible Holder;

2.4 every Eligible Holder on which a Notice is served may, by notice in writing and delivered to the registered office of the Company or the office of the share registrar before the Relevant Date, require the Company not to sell the Eligible Holder's securities in accordance with this Fourth Schedule, in which event no sale of that Eligible Holder's securities may be undertaken by the Company under this Fourth Schedule.” ;

10.3 by renumbering the text of the existing clause 3 of the Fourth Schedule as clause 3.1 and inserting the following words at the beginning of that clause:

“If an Eligible Holder on which a Notice has been served does not advise the Company by the Relevant Date that the provisions of this Fourth Schedule are not to apply to the securities referred to in the Notice,”

and by inserting the number “.1” after the word s and numbers “*clause 2*” where they occur in the renumbered clause 3.1;

10.4 by inserting the following new clauses 3.2 and 3.3 after the renumbered clause 3.1 in the Fourth Schedule of the Constitution:

“3.2 the Company may receive the consideration for any securities sold under this Fourth Schedule and may execute a transfer of the securities in favour of the person to whom the securities are sold, and register that person as the holder of the securities;

3.3 the Company (or the purchaser) will bear all costs, including brokerage and stamp duty, associated with the sale of any securities under this Fourth Schedule.”

10.5 by deleting clause 5.1 of the Fourth Schedule of the Constitution (which clause 5.1 presently reads “first, in payment of any reasonable sale expenses”) and renumbering the first paragraph of clause 5 as clause 5.1 and the remaining paragraphs as 5.1.1 and 5.1.2;

10.6 by deleting the word “second” in the first line of the renumbered clause 5.1 of the Fourth Schedule of the Constitution and replacing it with the word “first”;

10.7 by inserting the following new clause 5.2 in clause 5 of the Fourth Schedule of the Constitution:

“5.2 If the Eligible Holder has been issued a certificate by the Company in respect of the securities sold under this Fourth Schedule, then the Company may retain the proceeds of sale until the Eligible Holder has delivered to the Company or the office of the share registrar, the certificate relating to such securities or other documentation as the Board may require to show that such certificate has been lost or destroyed.”

10.8 by inserting the following new clauses 7 and 8 in the Fourth Schedule of the Constitution:

“7 **Procedure exercisable only once per year**

The procedure for sale of less than minimum holder set out in this Fourth Schedule (the *Procedure*) may only be invoked by the Company once in any 12 month period after its adoption.

8 **Takeover Offers**

If, after the Procedure has been invoked by the Board, the Company receives a notice of a takeover offer made under the Takeovers Code (or any other Takeovers Code approved under Section 28 of the Takeovers Act 1993), no more sales of securities may be made under this Fourth Schedule until after the close of the offers made under the takeovers offer. After such close of offers, the Procedure may then be invoked again.”

Explanatory Note on Changes to Constitution

As a consequence of the recent change of admission category of Heritage Gold NZ Limited from ASX Foreign Exempt to ASX Listing, the ASX requires certain changes to be made to the Constitution of Heritage Gold NZ Limited to comply with the requirements of the ASX Listing Rules. Certain changes are also required to the Constitution to comply with the requirements of the NSX Listing Rules, following the quotation of the securities of Heritage Gold NZ Limited on the NSX.

The special resolution proposed for consideration at the Annual Meeting deals with the changes that require to be made to the Constitution. In summary, the principal changes are as follows (with reference to the numbering set out in the Schedule of Alterations):

1. This alteration, together with the new clause 4.3 introduced under paragraph 4 of the Schedule, deals with the amendments that are necessary to comply with the requirements of the NSX Listing Rules.
5. The deletion of clause 5.2 is a consequential amendment in connection with last year's deletion of the takeover rules.
6. Together with the alterations proposed under paragraph 7 of the Schedule, these alterations deal with the ASX requirement that the Constitution reflects the requirements of 8.10 of the ASX Listing Rules (i.e. the limited circumstances where the Board may refuse to register the transfer of securities) and the requirements of the NSX Listing Rules in that regard.
8. This alteration, together with the consequential alteration set out in paragraph 2 of the Schedule, deals with the ASX requirement that the Constitution reflect ASX Listing Rule 15.12, in respect of dealings in "restricted securities".
9. This alteration reflects the requirement of the ASX that the Constitution reflects Listing Rule 10.17 (payments to directors).
10. The Fourth Schedule has been amended to fully reflect the requirements of ASX Listing Rule 15.13, in respect of the sale of less than minimum holdings.

The proposed changes to the Constitution of Heritage Gold NZ Limited pursuant to the special resolution have been approved by the New Zealand Stock Exchange, the ASX and the NSX.

PROXY FORM

SECTION 1: SHAREHOLDER DETAILS (PLEASE PRINT CLEARLY)

Full name:.....

Full address:.....

If shares are held jointly, enter details of other joint holders:

Full name:.....

Full address:.....

SECTION 2: APPOINTMENT OF PROXY (This section must be completed)*

I appoint: Full name:.....

Full address:

as my proxy to exercise my vote at the Annual Meeting of the shareholders of the Company to be held on Friday 30 August 2002 in the Hobson Room, 1st floor Jubilee Building, 545 Parnell Road, Parnell, Auckland, New Zealand, and at any adjournment of that meeting. If the person I have appointed is unable to be my proxy then I appoint

Full name:.....

Full address:.....

I acknowledge that the Company may rely on the vote or action of my proxy as being my vote or action, whether or not the proxy is acting in accordance with the instructions in Section 3 of this form.

SECTION 3: VOTING INSTRUCTIONS

I direct my proxy to vote in the following manner:

(Tick the box that applies)

	For	Against
(2a) Re-election of Ralph Nicholas Stagg	<input type="checkbox"/>	<input type="checkbox"/>
(2b) Re-election of James Murray McKee	<input type="checkbox"/>	<input type="checkbox"/>
(3) Re-appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>
(4) Alteration of Constitution	<input type="checkbox"/>	<input type="checkbox"/>

SIGNED BY EACH SHAREHOLDER NAMED IN SECTION 1

Date:

Notes

- 1 As a shareholder you may attend the meeting and vote, or you may appoint a proxy to attend the meeting. A proxy need not be a shareholder of the Company.
***The Chairman of the meeting is willing to act as proxy for any shareholder who may wish to appoint him for that purpose, if so indicated in section 2 above.**
- 2 If you are joint holders of shares each of you must sign this proxy form. If you are a company this proxy form must be signed on behalf of the company by a person acting under the company's express or implied authority.
- 3 For this proxy form to be valid, you must complete it and produce it to the Company at the Company's Registered Office, Nathan House, 541 Parnell Road, Parnell, Auckland, New Zealand so as to ensure that it is received at least 48 hours before the meeting. If it has been signed under a power of attorney please send a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney with this proxy form.
- 4 If you return this form without directing the proxy how to vote on any particular matter, the proxy will vote as he or she thinks fit.