Rule 5.3

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001, 01/06/10.

Name of entity	
Heritage	Gold NZ Limited
ABN	Quarter ended ("current quarter")
009 474 702	31 December 2010

Consolidated statement of cash flows

C 1 (1	l la	Current quarter	Year to date
Cash flows related to operating activities		\$NZ	(9 months) \$NZ
1.1	Receipts from product sales and related		ŞI ΝΖ
	debtors	Nil	
1.2	Payments for (a) exploration & evaluation	(98,867)	(240,819)
	(b) development	Nil	Nil
	(c) production	Nil	Nil
	(d) administration	(148,939)	(455,494)
1.3	Dividends received	Nil	Nil
1.4	Interest and other items of a similar nature		
	received	16,314	54,499
1.5	Interest and other costs of finance paid	Nil	Nil
1.6	Income taxes paid	Nil	Nil
1.7	Other (provide details if material)	Nil	Nil
		/202 /203	
	Net Operating Cash Flows	(231,492)	(641,814)
	Cash flows related to investing activities		
1.8	Payment for purchases of: (a) prospects	Nil	Nil
0	(b) equity investments	(1,111)	(125,335)
	(c) other fixed assets	(624)	(2,445)
1.9	Proceeds from sale of: (a) prospects	Nil	Nil
	(b) equity investments	Nil	Nil
	(c) other fixed assets	30	30
1.10	Loans to other entities	(533)	(11,271)
1.11	Loans repaid by other entities	Nil	Nil
1.12	Other (provide details if material)	(323)	(383)
	Not investing each flows	(2.541)	(120 404)
1.13	Net investing cash flows	(2,561)	(139,404)
1.13	Total operating and investing cash flows (carried forward)	(234,053)	(781,218)

⁺ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (brought forward)	(234,053)	(781,218)
	(blooghi lorward)	(234,033)	(701,210)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	Nil	Nil
1.15	Proceeds from sale of forfeited shares	Nil	Nil
1.16	Proceeds from borrowings	Nil	Nil
1.17	Repayment of borrowings	Nil	Nil
1.18	Dividends paid	Nil	Nil
1.19	Other (provide details if material)	Nil	Nil
	Net financing cash flows	Nil	Nil
	Net increase (decrease) in cash held	(234,053)	(781,218)
1.20	Cash at beginning of quarter/year to date	1,506,563	2,053,730
1.21	Exchange rate adjustments to item 1.20	92	90
1.22	Cash at end of quarter	1,272,602	1,272,602

Payments to directors of the entity and associates of the directors Payments to related entities of the entity and associates of the related entities

		Current quarter \$NZ
1.23	Aggregate amount of payments to the parties included in item 1.2	(72,391)
1.24	Aggregate amount of loans to the parties included in item 1.10	Nil

1.25 Explanation necessary for an understanding of the transactions

Payment to associated company for consulting services and director fees

Non-cash financing and investing activities

2.1	Details of financing and investing transactions which have had a material effect or
	consolidated assets and liabilities but did not involve cash flows
	Consolidated assets and habitities but and not involve cash nows

None			

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

NA			

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⁺ See chapter 19 for defined terms.

Financing facilities available

Add notes as necessary for an understanding of the position.

		Amount available \$NZ	Amount used \$NZ	
3.1	Loan facilities	None		None
3.2	Credit standby arrangements	None		None

Estimated cash outflows for next quarter

		\$NZ
4.1	Exploration and evaluation	45,000
4.0		45,000
4.2	Development	
		Nil
4.3	Production	
		Nil
4.4	Administration	
		110,000
	Total	155,000

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.		Current quarter \$NZ	Previous quarter \$NZ
5.1	Cash on hand and at bank	9,110	1,292
5.2	Deposits at call	1,178,492	1,420,271
5.3	Bank overdraft	Nil	Nil
5.4	Other (provide details) - Bond	85,000	85,000
	Total: cash at end of quarter (item 1.22)	1,272,602	1,506,563

Changes in interests in mining tenements

Tenem	nent	Nature of interest	Interest at	Interest at
refere	nce	(note (2))	beginning	end of
			of quarter	quarter

⁺ See chapter 19 for defined terms.

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6.1	Interests in mining tenements relinquished, reduced or lapsed	None		
6.2	Interests in mining tenements acquired or increased	None		

Issued and quoted securities at end of current quarter Description includes rate of interest and any redemption or conversion rights together with prices and dates.

		Total number	Number quoted	Issue price per	Amount paid up
				security (see	per security (see
				note 3) (cents)	note 3) (cents)
7.1	Preference				
	+securities				
	(description)				
7.2	Changes during				
	quarter				
	(a) Increases				
	through issues				
	(b) Decreases				
	through returns				
	of capital, buy-				
	backs,				
	redemptions				

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⁺ See chapter 19 for defined terms.

7.3	+Ordinary	38,623,000	38,623,000	25c	
	securities	10,000,000	10,000,000	3.8c	
		20,000,000	20,000,000	5.9c	
		5,000,000	5,000,000	10c	
		186,400	186,400	25c	
		1,000,000	1,000,000	5.5c	
		7,200,000	7,200,000	5c	
		12,000,000	12,000,000	AUD 8c	
		14,000,000	14,000,000	AUD 8c	
		16,666	16,666	9с	
		33,333	33,333	9c	
		23,500,000	23,500,000	5c	
		23,333	23,333	8.5c	
		16,667,000	16,667,000	AUD 2.5c	
		24,420,201	24,420,201	2.9c	
		5,250,936	5,250,936	2.9c	
		7,391,296	7,391,296	2.9c	
		5,556	5,556	8.3c	
		8,500,000	8,500,000	AUD 3.5c	
		10,000	10,000	10c	
		2,500,000	2,500,000	AUD 3.5c	
		11,500,000	11,500,000	AUD 3.5c	
		5,725,184	5,725,184	8.3c	
		53,814,303	53,814,303	AUD 4.5c	
		9,000,000	9,000,000	AUD 4.5c	
		2,500,000	2,500,000	AUD 3.5c	
		8,836,112	8,836,112	AUD 4.5c	
		55,849,868	55,849,868	AUD 2.8c	
7.4	Changes during				
	quarter				
	(a) Increases				
	through issues				
	(b) Decreases				
	through returns				
	of capital, buy-				
	backs				
7.5	⁺ Convertible				
	debt securities				
	(description)				
7.6	Changes during				
	quarter				
	(a) Increases				
	through issues				
	(b) Decreases				
	through 				
	securities				
	matured,				
	converted				

⁺ See chapter 19 for defined terms.

7.7	Options (description and conversion factor)		Exercise price	Expiry date
7.8	Issued during quarter			
7.9	Exercised during quarter			
7.10	Expired during quarter			
7.11	Debentures (totals only)			
7.12	Unsecured notes (totals only)			

Compliance statement

- This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).
- This statement does /does not* (*delete one*) give a true and fair view of the matters disclosed.

Sign here:	(Director/Company secretary)	Date: 28 January 2011 .
Print name:	Sue Sangster	

Notes

The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.

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- The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- The definitions in, and provisions of, AASB 1022: Accounting for Extractive Industries and AASB 1026: Statement of Cash Flows apply to this report.
- Accounting Standards ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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