



Incorporated in New Zealand ABN 009 474 702

19 November 2009

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## FOR PUBLIC RELEASE

### Share Purchase Plan – Disclosure Document and Issue Price

The Share Purchase Plan (SPP) is being mailed to shareholders today and is attached.

Heritage Gold NZ Limited (HTM) advises the issue price for shares under its SPP is Australian 2.8 cents and New Zealand 3.5 cents.

The issue price has been determined in accordance with the SPP by a 10% discount to the volume weighted average price of Heritage Gold shares traded on the ASX over the 5 trading days prior to 18 November 2009 (the record date).

The AUD price is converted to NZD using the Westpac Bank exchange rate applicable at close of business on the 18 November 2009.

Shareholders will be able to pay in either New Zealand or Australian dollars.

Sue Sangster  
Company Secretary  
**HERITAGE GOLD NZ LIMITED**

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### About Heritage Gold

Heritage Gold (NZ) Limited is a leading New Zealand, dual listed (NZSX: HGD, ASX: HTM) minerals exploration company with a portfolio of high quality gold and base metal tenements in Australia and New Zealand.

Its gold tenements in the southern Coromandel region of New Zealand include the historic Talisman Mine at Karangahake which produced over 1 million oz of gold and 3 million oz of silver during its peak mining period.

Heritage Gold owns 33 percent of Broken Hill Prospecting Ltd ('BHPL' – formerly Broken Hill Cobalt Ltd), which is planning to develop a cobalt project at Thackaringa in New South Wales. BHPL holds tenements about 25km south west of Broken Hill, which host Broken Hill style base metal occurrences.

Heritage Gold NZ Limited

## Share Purchase Plan

18 November 2009

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**This is an important document**  
**If you have any doubts on what you should do, please consult your financial adviser**

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## KEY DATES

18 November 2009	Record Date	Date on which Heritage determines the Eligible Shareholders
19 November 2009	Opening Date	Share Purchase Plan opens
19 November 2009	Price Announcement Date	Issue Price announced
10 December 2009	Closing Date	Share Purchase Plan closes. Applications must be received by 5pm NZ time
By 16 December 2009	Allotment Date	Shares allotted. Trading expected to commence on NZSX and ASX on next Trading Day
21 December 2009	Despatch Date	New Share Statements sent to Shareholders

\* Heritage Gold NZ Limited reserves the right to alter the key dates.

**Defined words and expressions used in this booklet are capitalised - see the Glossary for their definition.**

Signed by the Heritage Gold NZ Limited Directors



P.R. Atkinson



W.R. Grigor



G.G. Hill



M.G. Hill



J.M. McKee

## QUESTIONS AND ANSWERS

### ***What is the Share Purchase Plan (SPP)?***

The SPP allows Eligible Shareholders to apply for additional Shares in Heritage without incurring brokerage or other transaction costs. All Shares issued under the SPP will be of the same class and rank equally with all existing fully paid ordinary Shares and, on issue, will carry the same voting rights and other entitlements.

This SPP is Heritage's first share purchase plan.

### ***Why is Heritage issuing more Shares?***

The funds raised from the SPP will be used to continue exploration and evaluation work on our gold prospects at Waihi and gold/base metal prospects in Northland (New Zealand) and base metal prospects near Broken Hill (Australia) and to fund working capital.

### ***Do I have to participate in the SPP?***

No - participation is entirely voluntary. Before you apply for Shares under the SPP, we recommend you seek independent financial advice from your financial adviser.

### ***Can I participate in the SPP***

You are eligible to participate in the offer under the SPP if:

- You were registered as a holder of Shares at 7.00pm (NZ time) on 18 November 2009 (the **Record Date**); and
- Your registered address on the Share register is in Australia or New Zealand.

Heritage has decided that the SPP is not available to Shareholders who are not resident in New Zealand or Australia so as to avoid the risk of breaching laws in the relevant jurisdictions. Heritage, in making this decision, has taken into account the small number of overseas Shareholders not resident in New Zealand or Australia.

If you are a Custodian, or you hold shares through a Custodian, please read paragraph 3.5 of the SPP Terms and Conditions.

### ***How much can I invest under the SPP?***

The amount you may invest under the SPP is limited. Eligible Shareholders may elect to apply for a Parcel of Shares with a value of NZ\$1,000 or A\$800 or any multiple of NZ\$1,000 (A\$800) up to a maximum of **NZ\$10,000 (A\$8,000)**.

For this purpose, in summary, a Custodian is a trustee company, nominee, or bare trustee, that is permitted to act as custodian under applicable laws. In particular, Custodians in Australia may need to satisfy the financial services licensing requirements described in the glossary under the definition of "Custodian".

If you receive more than one copy of this booklet, or if you hold Shares in more than one capacity (eg, because you are both a sole and joint holder of Shares), the total value of the Parcels that you may apply for in all capacities is NZ\$10,000 (A\$8,000). By applying to purchase Shares under the SPP, you give the certification set out in the terms and conditions of the SPP and the Application Form.

Custodians that hold Shares on behalf of one or more beneficial owners may apply for Shares to the value of up to NZ\$10,000 (A\$8,000) on behalf of beneficial owners who are New Zealand or Australian residents), provided that they comply with certain certification requirements and other conditions set out in the terms and conditions of the SPP.

The offer set out under the SPP is made to the Custodian as the registered holder (not the beneficiary directly). This means it is at the discretion of the Custodian whether to extend the offer to their beneficiaries.

Joint holders are treated as a single Shareholder under the SPP and together can only make one application up to a maximum of NZ\$10,000 (A\$8,000). If you own Shares through a trustee or Custodian and also own Shares in your own name, then you may either purchase Shares yourself or instruct your trustee or Custodian to purchase Shares on your behalf, up to a maximum of NZ\$10,000 (A\$8,000); you may not do both.

The offer is non-renounceable, so you cannot transfer your right to purchase Shares under the SPP to anyone else.

***Why are investments limited to the maximum subscription amount?***

The offer under the SPP must comply with securities laws and regulatory requirements applicable in Australia and New Zealand and the conditions imposed by NZX, ASX and the ASIC.

***What is the Issue Price of the Shares under the SPP?***

The Issue Price will be the volume weighted average price of Heritage Shares traded on the ASX over the 5 Trading Days prior to the Record Date less a discount of 10%. The discounted AUD price will then be converted to NZ currency using the Westpac bank exchange rate applicable at close of business on the Record Date.

For example, if the volume weighted average price of Shares traded on the ASX in the 5 Trading Days prior to the Record Date is AU 2.2 cents the discounted price would be AU 1.98 cents which would convert to NZ 2.5 cents using an exchange rate of 0.8000.

Shareholders will be able to pay in either New Zealand or Australian dollars.

The Issue Price will be announced on or around midday (NZ time) on 19 November 2009 to the NZX and the ASX and will be available on Heritage's website [www.heritagegold.co.nz](http://www.heritagegold.co.nz) shortly after this time.

***What are the risks of investing in the SPP?***

The market price of Heritage Shares may rise or fall between the date of this offer, the date the Issue Price is determined and the date when Shares issued under the SPP are allotted to you. As a result, the Issue Price you pay for Shares issued to you under the SPP may exceed the price of Heritage Shares trading on the NZSX and the ASX. In other words, the value of the Shares issued to you under the SPP may be, at the time of issue, lower than the Issue Price.

There can be no certainty that Heritage Shares will trade at or above the Issue Price following the issue of the Shares under the SPP. Accordingly, you should seek your own financial advice in relation to this offer and your participation in the SPP.

***How do I apply for Shares under the SPP?***

If you wish to participate in the SPP, follow the step-by-step instructions set out on the reverse of the enclosed personalised Application Form.

You must send your completed Application Form with your cheque or money order made payable to "Heritage Gold NZ Limited" to Heritage's share registry Computershare Investor Services Limited, as per the instructions on the Application Form, to be received no later than **5.00pm NZ time on Thursday, 10 December 2009** (unless extended).

You will not be able to withdraw or revoke your application once you have sent it in.

***How long is the SPP open?***

The SPP opens on 19 November 2009 and is expected to close at 5.00pm (NZ time) on 10 December 2009, unless extended.

Please allow adequate time for mail deliveries. Applications received after this time may not be accepted.

***When will I receive my Shares?***

You will receive Shares issued to you under the SPP on the Allotment Date, which is currently expected to be by 16 December 2009.

A statement confirming the number of Shares issued to you under the SPP will be sent on or around 21 December 2009.

***How many Shares will I receive?***

The Parcel you have applied for may not equal a whole number of Shares once the Issue Price is determined. In this case, the value of the Shares allotted to you will be rounded down to the nearest Share.

Under the NZX Listing Rules and in accordance with ASX requirements Heritage may issue up to 30% of the number of fully paid ordinary shares already on issue under the Plan without Shareholder approval provided certain conditions are met. Given the number of Shareholders in New Zealand and Australia it is possible to receive applications under the Plan for more than 30% of the number of fully paid shares already on issue. Accordingly, Heritage will scale applications on a pro-rata basis (in proportion to the number of new Shares applied for under the Plan) so that the number of new Shares issued under the Plan is equal to or less than 30% of the Shares already on issue.

If Heritage scales applications it may mean, for example, if you apply for a NZ\$10,000 (A\$8,000) Parcel and applications are scaled back 10% then your application will be scaled back to NZ\$9,000 (A\$7,200). In that event you will receive a refund cheque for NZ\$1,000 (A\$800) at the same time as your transaction confirmation statement.

***When will the Shares be quoted?***

Shares will be quoted on the NZSX and the ASX and are expected to commence trading on the Trading Day after the Allotment Date (which will be 16 December 2009 based on the current timetable). NZX and ASX accept no responsibility for any statement in this booklet, the SPP Terms and Conditions or in the Application Form.

***Further assistance***

If you have any questions, please contact your financial adviser before making an investment.

If you need to contact Heritage you can do so by contacting the Company Secretary on +64 (0) 9 303 1893 or by [email: sue@heritagegold.co.nz](mailto:sue@heritagegold.co.nz)

# TERMS AND CONDITIONS

## **IMPORTANT NOTICE:**

**If you apply to participate in the SPP by completing and returning the Application Form, you are accepting the risk that the market price of Shares may change between the Record Date, the date at which you send in an Application Form and the Allotment Date. This means that it is possible that up to or after the Allotment Date, you may be able to acquire Shares at a lower price than the Issue Price. The definition of Issue Price in the Glossary shows you how the Issue Price is calculated.**

**The information contained in these terms and conditions, the SPP and the Application Form does not constitute financial advice and does not take into consideration the investment objectives or other particular needs of individuals. We encourage you to seek your own financial advice regarding your participation in the SPP.**

**Defined words and expressions used in this booklet are capitalised – see the Glossary for their definition.**

**These Terms and Conditions set out the terms and conditions of the offer made pursuant to the SPP. Please read these Terms and Conditions carefully.**

## **1 Offer timetable**

- 1.1 This offer is dated, and taken to be made on, 18 November 2009, which is the Record Date for the SPP.
- 1.2 The offer opens on the Opening Date, being 19 November 2009.
- 1.3 The offer closes at 5.00pm (NZ time) on the Closing Date, being 10 December 2009, unless extended. Applications Forms and cheques or money orders may not be processed or considered valid if they have not been received by Heritage at this time.
- 1.4 The Issue Price will be announced on or around midday on the Price Announcement Date, being 19 November 2009. The Issue Price will be fixed and publicly notified before allotment of the Shares pursuant to the SPP.
- 1.5 The Shares are proposed to be allotted on the Allotment Date, being 16 December 2009
- 1.6 Heritage expects the Shares will commence trading on the NZSX and the ASX on the Trading Day after the Allotment Date.
- 1.7 Heritage expects that a transaction confirmation will be despatched to you on the Despatch Date, being on or around 21 December 2009.
- 1.8 Heritage has a discretion to change, at any time, any of the Closing Date, the Allotment Date and the Despatch Date (notwithstanding that the offer has opened or Application Forms have been received) by lodging a revised timetable with NZX and ASX.
- 1.9 Any Shares that are not issued under the SPP may be issued by Heritage to such persons and in such manner as the Board considers equitable and in the interests of Heritage, provided that the price and terms and conditions of the issue are not materially more favourable to the offerees than those offered under the SPP.

## **2 Eligible Shareholders**

- 2.1 You may participate in the SPP if you are an Eligible Shareholder.

- 2.2 Joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and the certification on the Application Form is taken to have been given by all of them.
- 2.3 If you are an Eligible Shareholder, your rights under this offer are personal to you and non-renounceable, so you may not transfer them.

### **3 Applications for Parcels of Shares**

#### **Limitations on applications**

- 3.1 Subject to clause 3.3, if you are an Eligible Shareholder you may apply for Shares to the value of the Parcel that you specify on your Application Form, up to the Maximum Subscription Amount (\$NZ10,000 or A\$8,000). Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity) may apply on different Application Forms for more than one Parcel, but may not, subject to clause 3.3, apply for Shares with an aggregate value of more than the Maximum Subscription Amount.
- 3.2 The total issue price of all Shares issued by Heritage to an Eligible Shareholder under the SPP or any similar arrangement in the 12 months prior to and including the date of an application for Shares under the SPP (as if Shares up to the value of the Parcel applied for in this SPP were issued and whether the Shares are issued through any Custodian or to the Eligible Shareholder in his or her own right) must not exceed the Maximum Subscription Amount. This limit applies only to Shares issued by Heritage under this SPP (since there has been no other similar arrangement in the last 12 months) and does not include any Shares the Eligible Shareholder may have acquired on the ASX or the NZSX or through a rights offer.
- 3.3 Eligible Shareholders must give the certification in the form required by ASIC Class Order 09/425 set out in the Application Form, that the total of the application price does not exceed A\$15,000 calculated by aggregating:
- a) the total Shares applied for under the SPP; and
  - b) any other Shares issued under the SPP or any similar arrangement in the last 12 months; and
  - c) any other Shares which the Eligible Shareholder has instructed a Custodian to acquire on their behalf under the SPP; and
  - d) any other Shares issued to a Custodian in the 12 months before the date of this application as a result of an instruction given to the Custodian to apply for Shares on their behalf under an arrangement similar to the SPP.

#### **Custodians**

- 3.4 Custodians may apply for Shares for greater than the Maximum Subscription Amount but only up to the total value of Shares applied for by each beneficial owner (who must be either New Zealand resident or Australian resident) for which the Custodian acts as a custodian. Custodians must confirm to Heritage that they are holding shares as a custodian for that beneficial holder by providing the written certification to Heritage as described in clause 3.5 below and set out in the Application Form. Each such beneficial owner may only direct the Custodian to apply on behalf of that beneficial owner for Parcels up to the value of Maximum Subscription Amount (subject to clause 3.5).
- 3.5 The total issue price of all Shares issued directly or indirectly by Heritage to a beneficial owner under the SPP or any similar arrangement in the 12 months prior to and including the date of an application for Shares under the SPP (as if the Shares up to the value of the Parcel applied for through the Custodian pursuant to the SPP were issued and whether the Shares are issued through any Custodian or to the beneficial owner in his or

her own right) must not exceed the Maximum Subscription Amount. This limit applies only to Shares issued by Heritage under this SPP (since there has been no other similar arrangement in the last 12 months) and does not include any Shares the beneficial owner may have acquired on the NZSX or through a rights offer. If a Custodian applies for Shares pursuant to clause 3.4, the Custodian must certify the following to Heritage in the form required by ASIC Class Order 09/425 as set out in the Application Form:

- (a) that the Custodian holds Shares directly or indirectly as a custodian for beneficial owners;
- (b) the number of those beneficial owners;
- (c) the name and address of each of those beneficial owners;
- (d) in respect of each of those beneficial owners, the number of Shares that the Custodian holds on their behalf;
- (e) that each beneficial owner has a registered address in New Zealand or Australia;
- (f) in respect of each of the beneficial owners, how many Shares the beneficial owner or the beneficial owner's agent has instructed the Custodian to apply for on behalf of that beneficial owner;
- (g) that the Custodian undertakes not to accept on behalf of any of those beneficial owners on whose behalf it holds Shares, in any 12 month period, Shares under the SPP or any similar arrangement the total issue price of which is more than the lesser of NZ\$15,000 or A\$15,000;
- (h) that the beneficial owner on whose behalf the Custodian is submitting an application is not making an application as an Eligible Shareholder for Shares under the SPP, and no other Custodian is submitting an application under the SPP for that beneficial owner; and
- (i) that there are no participating beneficiaries in respect of which the total of the application price for the following exceeds the lesser of NZ\$15,000 or A\$15,000:
  - (i) the Shares applied for by the Custodian on their behalf under the SPP;
  - (ii) any other Shares in the class issued to the Custodian in the 12 months before the application as a result of an instruction given by them to the Custodian to apply for Shares on their behalf under an arrangement similar to the SPP.

### **Rounding**

3.6 The Parcels (including those to be issued to Custodians) are subject to rounding (see Part 5 below).

### **Completing the Application Form and paying for Shares**

3.7 If you wish to participate in the SPP, you must complete the Application Form and provide a cheque or money order in accordance with the instructions on the Application Form. Cheques must be drawn on either an Australian or a New Zealand bank account.

### **Heritage's discretions regarding applications**

3.8 Heritage has complete discretion to accept or reject your application for Shares under the SPP, including (without limitation) if:

- (a) your Application Form is incorrectly completed or incomplete or otherwise determined by Heritage to be invalid; or

- (b) your cheque is dishonoured or has not been completed correctly; or
- (c) the cheque or money order that you enclose with your Application Form is not made out for the exact amount of the Parcel that you have selected on the Application Form; or
- (d) you are applying for more than the Maximum Subscription Amount (in aggregate) of Shares (except if you are a Custodian applying on behalf of more than one beneficial owner in accordance with clause 3.3); or
- (e) you are applying for Shares as a Custodian on behalf of any beneficial owner under the SPP the total issue price of which is more than the Maximum Subscription Amount; or
- (f) your Application Form is received after the Closing Date. While Heritage has discretion to accept late Application Forms and cheques or money orders, there is no assurance that it will do so. Late Application Forms and cheques or money orders, if not processed, will be returned to you at your registered address; or
- (g) Heritage believes that you are not an Eligible Shareholder; or
- (h) Heritage considers that your application does not comply with these Terms and Conditions.

### **Interest**

3.9 No interest will be paid on any application money returned to you.

### **Significance of sending in an application**

3.10 If you apply to participate in the SPP by completing and returning the Application Form:

- (a) your application, on these Terms and Conditions, will be irrevocable and unconditional (it cannot be withdrawn);
- (b) you certify to Heritage that you are an Eligible Shareholder entitled to apply for Shares under these Terms and Conditions;
- (c) you agree to be bound by the constitution of Heritage;
- (d) you certify to Heritage that you are not applying for Shares with an aggregate application price in excess of A\$15,000 under the SPP (including applications made through a Custodian) even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP and the total issue price of those Shares for which you are applying, if issued, together with the total issue price of all and any other Shares applied for by you under the SPP or any similar arrangement and issued by Heritage to you in the 12 months prior to and including the date of the application for Shares under the SPP will not exceed A\$15,000 (excluding any Shares you may have acquired in that period on the NZSX or ASX or under any rights offer);
- (e) you authorise Heritage (and its officers or agents) to correct any error in, or omission from, your Application Form and to complete the Application Form by the insertion of any missing details;
- (f) you acknowledge that Heritage may at any time irrevocably determine that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (g) you accept the risk associated with any refund that may be despatched to you by cheque to your address shown on Heritage's share register;

- (h) you consent to not being refunded any excess of your application monies over the value of the Shares you are issued due to rounding under Part 5 below;
- (i) you agree to indemnify Heritage for, and to pay to Heritage within five Business Days of demand, any dishonour fees or other costs Heritage may incur in presenting a cheque for payment which is dishonoured;
- (j) you acknowledge that none of Heritage, its advisors or agents has provided you with investment advice or financial product advice, and that none of them has an obligation to provide advice concerning your decision to apply for and subscribe for Shares;
- (k) you acknowledge the risk that the market price for the Shares may change between the Record Date, the date you apply for Shares under the SPP, the Price Announcement Date and the Allotment Date. A change in market price during this period will affect the Issue Price and may affect the value of the Shares issued to you under the SPP;
- (l) you acknowledge that Heritage may disclose any information in or relating to your application and accompanying cheque or money order to Computershare Investor Services Limited in connection with their management of the SPP;
- (m) you acknowledge that Heritage is not liable for any exercise of its discretions referred to in these Terms and Conditions; and
- (n) you irrevocably and unconditionally agree to these Terms and Conditions and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP.

If a Custodian applies for Shares for a beneficial owner pursuant to clause 3.3, the certification referred to in clause 3.10(d) will be taken to be given by both the Custodian and the beneficial owner on whose behalf the Custodian is applying for Shares.

#### **4 Issue Price**

You agree to pay the Issue Price per Share up to a maximum of the Parcel you have selected on the Application Form.

#### **5 Rounding of Shares and scaling**

- 5.1 If you apply for Shares under the SPP, you will apply for a certain value rather than a certain number of Shares. The number of Shares you receive will be determined by dividing the value of the Parcel you have applied for by the Issue Price, once it is determined.
- 5.2 If this calculation produces a fractional number, the number of Shares you will be allotted will be rounded down to the nearest whole number of Shares.
- 5.3 If the number of Shares you are allotted is rounded down, your application monies will be slightly greater than the value of the Shares you are allotted. The amount per application will always be less than the Issue Price for one Share.
- 5.4 The SPP is for a maximum number of Shares of 86,310,996 (being 30% of the 287,703,320) Shares currently on issue. If valid applications are received for a number of Shares which exceeds this number, Heritage may scale applications on a proportionate basis.
- 5.5 Any refunds of application monies will be made in the same currency as the application and without interest.

## **6 The Shares**

- 6.1 Shares issued under the SPP will rank equally with, and have the same voting rights, dividend rights and other entitlements as, existing fully paid Shares quoted on the ASX and the NZSX.
- 6.2 Heritage will apply for Shares issued under the SPP to be quoted on the NZSX and the ASX, with effect on or shortly after the Allotment Date. You cannot trade in any Shares issued to you pursuant to the SPP, either as principal or agent, until official quotation on the ASX and the NZSX in accordance with the Listing Rules. Heritage expects the Shares will commence trading on the ASX and the NZSX on the Trading Day after the Allotment Date (that is, on 10 December 2009 on the current timetable).

## **7 Financial Statements**

You may obtain free of charge the most recent annual report and financial statements of Heritage by contacting Heritage, or you may download the reports from the Heritage website [www.heritagegold.co.nz](http://www.heritagegold.co.nz)

## **8 No Underwriting of the Offer**

The SPP is not subject to any underwriting arrangement.

## **9 Amendments to the Offer and waiver of compliance**

- 9.1 Heritage will not change these Terms and Conditions (subject to its discretion to revise the timetable under clause 1.8 and subject to clause 9.2 below). However, Heritage reserves the right to waive compliance with any provision of these Terms and Conditions. If Heritage waives compliance with any provision of these Terms and Conditions, that waiver may, if so expressed, apply to all Eligible Shareholders.
- 9.2 Heritage reserves the right to, in its absolute discretion, modify, suspend, withdraw, terminate or correct the offer and the SPP, at any time. Heritage will notify the NZX and ASX if it does so modify, suspend, withdraw, terminate or correct the offer or the SPP.
- 9.3 Heritage may issue fewer Shares than an Eligible Shareholder applies for under this offer (or none at all) if Heritage believes that issuing those Shares would break any law or rules of any stock exchange on which Heritage Shares are quoted.

## **10 Interpretation of Documents**

In the event of any conflict between these Terms and Conditions (including the Glossary) and the accompanying letter from the Chairman and Questions and Answers and the Application Form, these Terms and Conditions will take precedence.

## **11 Governing Law**

These Terms and Conditions are governed by, and are to be construed in accordance with, the laws of New Zealand.

## **12 Dispute Resolution**

If any dispute arises in connection with the SPP, Heritage may settle it in any manner it thinks fit. It may do so generally or in relation to any particular participant, application or Shares. Heritage's decision will be final and binding.

## **13 Inconsistency**

Unless otherwise determined by the directors of Heritage, in the event of any inconsistency between the terms and conditions of the SPP and Heritage's constitution, Heritage's constitution shall prevail.

## GLOSSARY

<b>Allotment Date</b>	By 16 December 2009, unless extended.
<b>Application Form</b>	The personalised application form relating to the SPP that you received with this booklet, including the instructions on the reverse of the form.
<b>ASX</b>	ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;
<b>Business Day</b>	A business day as defined in the Listing Rules.
<b>Closing Date</b>	10 December 2009, unless extended.
<b>Custodian</b>	<p>Custodian means a person that:</p> <ol style="list-style-type: none"> <li>a. is a trustee corporation or a nominee company or bare trustee holds Shares on behalf of another person; or</li> <li>b. otherwise holds Shares by reason only of acting for another person, and</li> </ol> <p>is permitted to operate as a custodian under all relevant laws. In the case of custodians that have a registered address in Australia, the custodian must:</p> <ol style="list-style-type: none"> <li>i. hold an Australian financial services licence that covers the provision of a custodial or depository service or includes a condition requiring the holder to comply with the requirements of ASIC Class Order [CO2/294]; or</li> <li>ii. be exempt under paragraph 7.6.01(1)(k) of the Corporations Regulations 2001 or ASIC Class Order [CO 05/1270] to the extent that it relates to ASIC Class Order [CO 03/184], from the requirement to hold an Australia financial services licence for the provision of a custodial or depository service.</li> </ol>
<b>Despatch Date</b>	On or around 21 December 2009, unless extended.
<b>Eligible Shareholder</b>	A person who, at 7pm (NZ time) on the Record Date, was recorded in Heritage's share register as being a registered holder of Shares and having an address in New Zealand or Australia, unless that person holds Shares on behalf of another person who resides outside New Zealand or Australia. For the avoidance of doubt, no U.S. person (as defined in Regulation S under the US Securities Act of 1933) will be regarded as an Eligible Shareholder.
<b>Issue Price</b>	The price at which the Shares will be issued pursuant to the SPP, being the volume weighted average price of Shares traded on the ASX over the 5 Trading Days prior to the Record Date, less a discount of 10%. The discounted AUD price will then be converted to NZ cents using the Westpac bank exchange rate

	applicable at close of business on the Record Date.
<b>Heritage</b>	Heritage Gold NZ Limited (ARBN 009 474 702).
<b>Listing Rules</b>	The listing rules of the NZSX and the ASX, as the context requires.
<b>Maximum Subscription Amount</b>	The maximum aggregate dollar amount of Shares, at the Issue Price, that you may apply for under the SPP, being NZ\$10,000 (A\$8,000).
<b>NZX</b>	NZX Limited
<b>NZSX</b>	The main board equity security market operated by NZX.
<b>Opening Date</b>	19 November 2009.
<b>Parcel</b>	The value of the parcel of Shares that you apply for, which may be NZ\$1,000 (\$A800) or multiples thereof up to the Maximum Subscription Amount , in each case at the Issue Price per Share.
<b>Price Announcement Date</b>	Date on which the Issue Price is announced, expected to be on or around 19 November 2009.
<b>Record Date</b>	18 November 2009
<b>Shares</b>	Fully paid ordinary shares of Heritage.
<b>Shareholder</b>	A registered holder of Shares.
<b>SPP</b>	The Share Purchase Plan detailed in this booklet.
<b>Trading Day</b>	A full day on which the Shares are quoted, and not suspended from quotation or made subject to a trading halt, on the ASX and the NZSX. A day on which the ASX or NZSX is closed or on which trading on the ASX or the NZSX is suspended is not a Trading Day.

## **DIRECTORY**

### **Registered Office**

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Parnell  
Auckland, New Zealand  
[www.heritagegold.co.nz](http://www.heritagegold.co.nz)

### **Share Registry**

Computershare Investor Services Limited  
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Computershare Investor Services Pty  
Limited  
Yarra Falls  
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