



Incorporated in New Zealand ABN 009 474 702

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11 April 2012

ASX Limited  
Exchange Plaza,  
2 The Esplanade  
PERTH, WA 6000

**By Electronic Lodgement**

**Notice under ASIC Class Order [CO 09/425]**

Heritage Gold NZ Limited (**Company**) (ASX Code: HTM) is pleased to announce that today it intends make an offer under a share purchase plan (**SPP**) to issue new ordinary shares in the Company (**New Shares**) to its existing ordinary shareholders.

The SPP will be open to ordinary shareholders who are registered as holders of ordinary shares in the Company at close of business on the record date and have a registered address in New Zealand or Australia.

The Company intends to release further details of the SPP shortly.

**Pursuant to ASIC Class Order [CO 09/425], the Company hereby states:**

1. The Company will offer the New Shares for issue without disclosure to investors under Part 6D.2 of the Australian Corporations Act 2001 (Cth) (the **Act**).
2. The Company is giving this notice under ASIC Class Order [CO 09/425].
3. As at the date of this notice, the Company has complied with:
  - (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
  - (b) section 674 of the Act.
4. As at the date of this notice there is no information:
  - (a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - (b) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
    - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
    - (ii) the rights and liabilities attaching to the New Shares.

Sue Sangster  
Company Secretary