



Incorporated in New Zealand ABN 009 474 702

18 November 2009

The Executive Director
Australian Securities Exchange
Level 8 Exchange Plaza
2 The Esplanade
Perth
WA 6000
AUSTRALIA

NZX Limited
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11 Cable Street
WELLINGTON

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FOR PUBLIC RELEASE

Share Purchase Plan – Notice Under ASIC Class Order [CO 09/425]

Heritage Gold NZ Limited (**Company**) (ASX Code: HTM) (NZX Code: HGD) is pleased to announce that 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
HERITAGE GOLD NZ LIMITED

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 .