

8 May 2017

To Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Electronic lodgement

Dear Sir / Madam

Northern Silica Corporation – off market takeover bid for the entire issued share capital of Heemskirk Consolidated Limited (“Takeover”) – Notice freeing offer of all defeating conditions

I refer to a takeover bid made by Northern Silica Corporation (“**Bidder**”) under a bidder’s statement dated 13 March 2017 (as supplemented) for the entire issued share capital of Heemskirk Consolidated Limited (ACN 106 720 138).

In accordance with section 650F(1) of the Corporations Act 2001 (Cth), please find attached a notice freeing the Takeover offer of all remaining defeating conditions.

Yours faithfully



David Eliakim
Partner

**NORTHERN SILICA CORPORATION
("Bidder")**

NOTICE FREEING THE OFFER OF ALL DEFEATING CONDITIONS

To: Heemskirk Consolidated Limited (ACN 106 720 138) ("**Target**")

ASX Limited ("**ASX**")

In relation to the offer ("**Offer**") made pursuant to the Bidder's Statement dated 13 March 2017 (as supplemented) ("**Bidder's Statement**") by the Bidder, the Bidder gives notice under section 650F(1) of the Corporations Act that:

- a) it declares the Offer and any takeover contract arising from acceptance of the Offer free of all remaining defeating conditions set out in Appendix 2 of the Bidder's Statement (being Conditions (a) to (k)); and
- b) as at the date of this notice, the Bidder's voting power in Heemskirk Consolidated Limited is 86.00%, comprising of 484,107,281 voting shares out of a total of 562,936,298 voting shares presently on issue.

Unless the context requires otherwise, defined terms in the Bidder's Statement have the same meaning in this notice.

This notice is dated 8 May 2017.

Signed by  _____ on behalf of Northern Silica Corporation