

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

Electronic lodgement

16 May 2017

Dear Sir / Madam

Northern Silica Corporation – off market takeover bid for the entire issued share capital of Heemskirk Consolidated Limited – compulsory acquisition of remaining Target shares

As announced yesterday, Northern Silica Corporation (“**Bidder**”) has a relevant interest in over 90% of shares in Heemskirk Consolidated Limited (ACN 106 720 138) (“**Target**”).

Bidder is therefore entitled to proceed with compulsory acquisition of the remaining Target shares pursuant to section 661A of the Corporations Act.

As a result, in accordance with section 661B(1)(d) of the Corporations Act, we enclose:

1. a copy of ASIC form 6021 (Notice of compulsory acquisition following takeover bid) (the “**Notice**”) and an accompanying covering letter (the “**Letter**”) that will be sent to remaining Target shareholders; and
2. a copy of an election form in relation to the alternative forms of consideration which Target shareholders can elect to receive under the compulsory acquisition process (“**Consideration Election Form**”).

The Notice, the Letter and the Consideration Election Form were today lodged with the Australia Securities and Investments Commission. Each will be sent to those Target shareholders who have not yet validly accepted the Offer.

Yours faithfully



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Northern Silica Corporation
2500, 450 – 1st Street SW
Calgary, Alberta, T2P 5H1
Canada

16 May 2017

IF YOU HAVE ALREADY ACCEPTED THE BIDDER'S OFFER FOR YOUR SHARES IN HEEMSKIRK CONSOLIDATED LIMITED, PLEASE IGNORE THIS LETTER AND THE ACCOMPANYING DOCUMENT(S)

Dear Shareholder,

Compulsory acquisition of ordinary shares in Heemskirk Consolidated Limited

As you are aware, Northern Silica Corporation (“**Bidder**”) has made a takeover bid to acquire all of the shares in Heemskirk Consolidated Limited (“**Heemskirk**”). The Bidder’s Statement dated 13 March 2017, as supplemented, sets out the offer made to Heemskirk Shareholders to acquire their Heemskirk Shares. Unless the context requires otherwise, defined terms in the Bidder’s Statement have the same meaning in this letter.

The Offer Period is scheduled to close at 7pm (AEST) today (16 May 2017) (“**Close Date**”). The Offer Period will not be extended. As at the date of this letter, the Bidder has a relevant interest in over 90% of the Heemskirk Shares on issue. Pursuant to section 661A of the Corporations Act, the Bidder is now entitled to compulsorily acquire the remaining Heemskirk Shares for which it has not received a valid acceptance under the Offer.

We enclose a Notice of Compulsory Acquisition Following Takeover Bid (“**Notice**”). As well as providing formal notice of Bidder’s intention to compulsorily acquire your Heemskirk Shares, the Notice sets out certain rights available to you under the Corporations Act. Please read the Notice carefully.

If you validly accepted the Offer prior to the Close Date or have disposed of your Heemskirk Shares before receiving this letter, you need not take any further action.

If you have not accepted the Offer

Heemskirk Shareholders whose shares are compulsorily acquired will receive their Offer Consideration at the end of the compulsory acquisition period, which is likely to be at least a month after the date of this letter.

Under the Offer, Bidder offered Heemskirk Shareholders two alternative forms of consideration:

- \$0.075 cash (the “**Cash Consideration**”); or
- 1 Bidder Share (the “**Share Consideration**”),

for each Heemskirk Share.

As outlined in the Notice, you will be entitled to elect which of the two forms of consideration will apply to the acquisition of your Heemskirk Shares. This election can be made by completing the Consideration Election Form enclosed with this letter and returning it to the address stated in the Consideration Election Form by 5pm on 20 June 2017. If you do not elect which form of consideration is to apply to the acquisition of your Heemskirk Shares, the form of consideration that will apply will be the Cash Consideration.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'MB', with a stylized flourish at the end.

Martin Boland
Director, Northern Silica
Corporation

Notice of compulsory acquisition following takeover bid

Notice

To each holder of:

Description of class of securities to which the bid relates

Ordinary shares
(‘Bid Class Securities’)

in

Name of target company or body

Name (‘the Company’)
Heemskirk Consolidated Limited
ACN/ARBN/ARSN
106 720 138

Tick applicable box(es)

- and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.
- and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by
Northern Silica Corporation

in respect of the acquisition of Bid Class Securities in the company.

Tick one box

- The offers
- closed
 - are scheduled to close

Date offers closed or are scheduled to close

on
Date
1 / 6 / 0 5 / 1 7
[D] [D] [M] [M] [Y] [Y]

Tick applicable box(es).
(see subsection 661A(4) and (4A))

2. You are, as at the date of this notice, the holder of one or more of the following
- securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)
 - securities to which the bid related issued after the end of the offer period and before the date of this notice
 - securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
 - securities issued under an employee incentive scheme to which restrictions on transfer apply under the company’s constitution or the terms of issue, being
- Description of securities
- the following securities in the bid class in which the bidder has a relevant interest
- Description of securities

Tick one box

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 (‘the Act’) that the bidder has become entitled pursuant to subsection
- 661A(1)
 - 661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

Date of lodgement

This notice was lodged with ASIC on

Date

1 6 / 0 5 / 1 7
[D] [D] [M] [M] [Y] [Y]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms

\$0.075 cash (the "**Cash Consideration**"); or
1 ordinary share in Northern Silica Corporation (the "**Share Consideration**"),
for every ordinary share in the Company that you hold.

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

The Cash Consideration

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

- this notice was given.
 the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

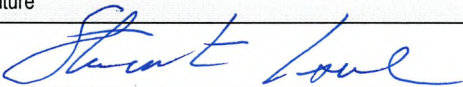
Name of person signing

Stuart Love

Capacity

Director, Northern Silica Corporation

Signature



Date signed

1 6 / 0 5 / 1 7
[D] [D] [M] [M] [Y] [Y]

Consideration Election Form

In respect to the Compulsory Acquisition of all your Shares in Heemskirk Limited (ABN 18 106 720 138) by
Northern Silica Corporation (corporate access number 2020084675)

THIS IS AN IMPORTANT DOCUMENT

IF YOU DO NOT UNDERSTAND IT PLEASE CONSULT YOUR FINANCIAL, LEGAL OR OTHER PROFESSIONAL ADVISER IMMEDIATELY

STEP 1 – Check your details below (see over)

DPID
Name & Address
Name & Address
Name & Address
Name & Address
Name & Address
Name & Address

Number of Heemskirk Shares you hold	
HIN / SRN	
Sub-register	

Use this form to elect the consideration for all your Heemskirk Shares which are to be Compulsorily Acquired by Northern Silica Corporation.

STEP 2 – Choose Offer Consideration

Place a cross in either of the boxes to the right indicating which form of consideration you would like to receive in exchange for each fully paid Heemskirk Share that is being compulsory acquired by Northern Silica Corporation.

Place a cross/tick in **ONE** box only.

IMPORTANT NOTE: IF YOU DO NOT MAKE AN ELECTION (E.G. IF YOU MARK BOTH BOXES OR NEITHER BOX) YOU WILL BE TAKEN TO HAVE CHOSEN THE CASH ALTERNATIVE.

Consideration Election

7.5 cents cash for each fully-paid Heemskirk Share

OR

1 Bidder Share for each fully-paid Heemskirk Share

STEP 3 – Sign as indicated below

I/We, the shareholder(s) named above make this election of consideration in respect of all my Heemskirk Shares which are to be compulsorily acquired by Northern Silica Corporation in accordance with the Corporations Act 2001 (Cth).

If this form is signed under power of attorney, the attorney declares that they have no notice of the revocation of the power of attorney.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

**Director/Company Secretary
(delete one)**

Please enter your telephone number where you may be contacted during business hours

Dated ___/___/2017

Telephone number: _____

Your Election Form must be received by 5.00pm 20 June 2017 (unless you ask for a section 661D notice, in which case, your Election Form must be received by the day which falls 14 days after you receive the section 661D notice). If the Election Form is sent by mail, you may use the enclosed reply paid envelope.

Please refer overleaf for further instructions on how to complete this form

How to complete this Consideration Election Form

1. Your Name & Address details

Your pre-printed name and address is as it appears on the share register of Heemskirk. If you are Issuer Sponsored and this information is incorrect, please make the correction on this form and initial the correction. Shareholders sponsored by a broker on the CHES Sub-register should advise their broker of any changes.

2. Choose Offer Consideration

Place a cross in either of the boxes to the right of Step 2 indicating which form of consideration you would like to receive in exchange for each fully paid Heemskirk Share that is being compulsory acquired by Northern Silica Corporation.

IMPORTANT

Place a cross/tick in **ONE** box only. **IF YOU DO NOT MAKE AN ELECTION (E.G. IF YOU MARK BOTH BOXES OR NEITHER BOX) YOU WILL BE TAKEN TO HAVE CHOSEN THE CASH ALTERNATIVE.**

3. Signature(s)

You must sign the form as follows in the space provided overleaf:

Joint Holding: Where the shareholding is in more than one name all of the Heemskirk Shareholders must sign.

Deceased Estate:

All executors must sign and, if not already noted by the Heemskirk registry, attach a certified copy of probate, letters of administration or grant accompanied (where required by law for the purpose of the transfer) by a certificate of payment of death or succession duties and (if necessary) a statement in terms of section 1071B(9)(b)(iii) of the Corporations Act.

Power of Attorney: To sign under power of attorney, you must attach a certified copy of the power of attorney to this form when you return it. By signing this form under a power of attorney, you will have declared that you have no notice of revocation of the power and are able to further delegate power under it under the Bidder's Statement.

Companies:

This form must be signed by either 2 directors or a director and a company secretary. Alternatively, where the company has a sole director and, pursuant to the Corporations Act, there is no company secretary, or where the sole director is also the sole company secretary, that director may sign alone. Delete titles as applicable.

Additional Notes

1. **Sold all your Heemskirk Shares** – if you have sold all of your Heemskirk Shares, you do not need to complete and return this Election Form.
2. **Recently bought or sold Heemskirk Shares** – if you have recently bought or sold any Heemskirk Shares, your holding may differ from that shown on the front of this form. If so, please alter the number of Heemskirk Shares shown as your registered holding on the front of this form to the number of Heemskirk Shares you now hold (including any Heemskirk Shares of which you are entitled to become registered as holder), initial the alteration and indicate the name of the stockbroker who acted for you.

Information you supply on this Election Form will be used by Northern Silica Corporation for the primary purpose of processing your offer choice and to provide you with the consideration. This information may be disclosed to Northern Silica Corporation professional advisers, securities brokers, printing and mailing providers and other third parties in connection with the Offer. If you do not supply this information, your acceptance may not be processed and you may not receive the consideration payable. You may have rights to access the personal information you have supplied. Please see Boardroom Pty Limited's privacy policy on its website

If you fill out and return this Election Form by post, it must be received at the relevant address below by 5.00pm 20 June 2017 (unless you ask for a section 661D notice, in which case, your Election Form must be received by the date which falls 14 days after you receive the section 661D notice). If you deliver this Election Form in person, it must be received at the delivery address shown below by 5.00pm 20 June 2017 (unless you ask for a section 661D notice, in which case, your Election Form must be received by the date which falls 14 days after you receive the section 661D notice).

Postal address

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Delivery in person

Boardroom Pty Limited
Level 12, 225 George Street
SYDNEY NSW 2000

If the Acceptance Form is sent by mail, you may also use the enclosed reply paid envelope.