

The Manager
Company Announcements Office
Australian Securities Exchange
Level 4, 20 Bridge Street
Sydney NSW 2000

13 April 2017

Electronic lodgement

Dear Sir/Madam

Northern Silica Corporation – off market takeover bid for the entire issued share capital of Heemskirk Consolidated Limited (“Takeover”)

In accordance with section 647(3) of the Corporations Act, please find attached a copy of Northern Silica Corporation’s second supplementary bidder’s statement (“**Second Supplement**”) in relation to the Takeover.

The Second Supplement was lodged with the Australian Securities & Investments Commission and Heemskirk Consolidated Limited earlier today.

Yours faithfully



David Eliakim
Partner

SECOND SUPPLEMENTARY BIDDER'S STATEMENT

**in respect of the offer by
Northern Silica Corporation**



**for the ordinary shares in
Heemskirk Consolidated Limited ACN 106 720 138**

Legal Adviser:

**KING & WOOD
MALLESONS**

This document is the second supplementary bidder's statement ("**Second Supplement**") to the Bidder's Statement dated 13 March 2017 ("**Bidder's Statement**") issued by Northern Silica Corporation and lodged with the Australian Securities and Investments Commission ("**ASIC**") on 13 March 2017, in relation to the offer by Northern Silica Corporation ("**Offer**") for the ordinary shares in Heemskirk Consolidated Limited.

A supplementary bidder's statement was lodged with ASIC on 7 April 2017 ("**Previous Supplement**"). This Second Supplement supplements, and is to be read together with, the Bidder's Statement and the Previous Supplement.

Unless the context requires otherwise, defined terms in the Bidder's Statement have the same meaning in this Second Supplement. This Second Supplement prevails to the extent of any inconsistency with the Bidder's Statement and the Previous Supplement.

A copy of this Second Supplement was lodged with ASIC on 13 April 2017. Neither ASIC nor any of its officers takes any responsibility for the contents of this Second Supplement.

1 Background

The Bidder's Statement was lodged with ASIC on 13 March 2017 and was sent to the Heemskirk Shareholders along with the Offer on 15 March 2017.

This Second Supplement sets out some additional information about the Offer.

2 Receipt of New Independent Expert's Report

On 12 April 2017, Heemskirk released a supplementary Target's Statement which included a revised independent expert's report ("**New Expert's Report**"). The Bidder has determined to afford withdrawal rights to those Heemskirk Shareholders who accept the Offer before 7.00 pm on 12 April 2017. Attached is a letter to each of those Heemskirk Shareholders which will be dispatched shortly.

3 Authorisation

This Second Supplement has been approved by a resolution passed by all of the directors of Northern Silica Corporation.

Signed on behalf of Northern Silica Corporation.



Martin Boland
Director

NORTHERN SILICA CORPORATION

To: Heemskirk Shareholder

13 April 2017

Dear Heemskirk Shareholder,

Northern Silica Corporation – off market takeover bid for the entire issued share capital of Heemskirk Consolidated Limited (“Takeover”)

We refer to the takeover bid made by Northern Silica Corporation (the “**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) (“**Bidder’s Statement**”). Unless the context requires otherwise, defined terms in the Bidder’s Statement have the same meaning in this letter.

A revised independent expert’s report (“**New Expert’s Report**”) was released to ASX by Heemskirk Consolidated Limited (“**Target**”) on 12 April 2017. The Bidder has determined that, given the new information which was disclosed in the New Expert’s Report, all Heemskirk Shareholders who accepted the Offer before 7.00pm on 12 April 2017 (“**Eligible Shareholders**”) will have the right to withdraw their acceptance or switch their elected consideration **by no later than 7.00pm on 5 May 2017**.

You are receiving this letter because you are an Eligible Shareholder. You should carefully consider the contents of the New Expert’s Report before deciding which of the following options you wish to choose:

1. Maintain your acceptance of the Offer and elected form of consideration

If you choose to maintain your acceptance of the Offer and elected form of consideration, then you should **DO NOTHING**. If the Offer becomes unconditional you will receive your elected form of consideration in accordance with the Offer Terms.

2. Withdraw your acceptance of the Offer

If you choose to withdraw your acceptance of the Offer it must be for your entire holding (and not just a part of your holding). The way in which you withdraw will depend on whether you hold your shares in an issuer sponsored holding or a CHESS sponsored holding:

-) **If you hold your shares in an Issuer Sponsored Holding (your SRN starts with an “I”)**, to withdraw your acceptance you must send a duly signed letter to us at Heemskirk Consolidated Limited Offer c/o Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 stating that you wish to withdraw your acceptance of the Offer. The letter must be received by **no later than 7.00pm on 5 May 2017** and must specify the full name and address of the registered holder or holders as well as your SRN;
-) **If you hold your shares in a CHESS Holding (your HIN starts with an “X”)**, to withdraw your acceptance you must do one of the following:
 -) instruct your Controlling Participant (usually your broker) to withdraw your acceptance on your behalf by transmitting your withdrawal by a Valid Originating Message. **The withdrawal must occur by 7pm on 5 May 2017;**
 - or
 -) send a letter to us at Heemskirk Consolidated Limited Offer c/o Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 stating that you wish to withdraw your acceptance of the Offer and authorising us to instruct your Controlling Participant to withdraw your acceptance on your behalf. The letter must be received by **no later than 7.00pm on 5 May 2017** and must specify

the full name and address of the registered holder or holders as well as your HIN.

3. Change your elected Consideration

If you wish to switch your elected consideration, you should send a letter to Heemskirk Consolidated Limited Offer c/o Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 stating that you wish to switch your elected consideration. The letter must be duly signed and must be received **by no later than 7.00pm on 5 May 2017** and must specify the full name and address of the registered holder or holders as well as your SRN or HIN.

If you have any questions in relation to the above, please contact the Bidder at Heemskirk Consolidated Limited Offer c/o Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 or consult your professional adviser.

Capitalised terms used in this letter and not otherwise defined have the meaning they are given in the Bidder's Statement (as supplemented)

A handwritten signature in black ink, appearing to read 'MBL', is positioned above the printed name and title of the signatory.

Martin Boland
Director