

11 April 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 a defeating condition

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 a defeating condition.

Yours faithfully



David Eliakim
Partner

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

NOTICE FREEING THE OFFER OF A DEFEATING CONDITION

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

ASX Limited ("**ASX**")

In relation to the offer ("**Offer**") made pursuant to a 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 from the following condition set out in Appendix 2 of the Bidder's Statement:

"(Employee Securities) any entitlement to shares under Employee Securities are cancelled."

- a) as at the date of this notice, the Bidder's voting power in the Target is 77.94%.

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

This notice is dated 11 April 2017.

Signed by  _____ on behalf of Northern Silica Corporation