

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 of status of conditions**

In accordance with section 630(3) of the Corporations Act, please find attached a notice of status of conditions.

This document relates to Northern Silica Corporation's (“**Bidder**”) bidder's statement dated 13 March 2017 (as supplemented) for all the issued shares in Heemskirk Consolidated Limited (ACN 106 720 138) (“**Target**”).

Yours faithfully



David Eliakim  
Partner

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

**NOTICE OF STATUS OF 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 630(3) of the Corporations Act that:

- a) by notice under section 650F of the Corporations Act dated 11 April 2017, the Offer was freed from Condition (j) of Appendix 2 of the Bidder's Statement;
- b) by notice under section 650F of the Corporations Act dated today, the Offer was freed of all other Conditions. Accordingly, the Offer is unconditional; and
- c) 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