

**Notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth)  
Issue of Shares under Rights Issue**

This notice is given by Heemskirk Consolidated Limited ("the Company") (ASX: HSK) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) ("Act"), as notionally modified by ASIC Class Order [08/35] (Class Order).

Pursuant to the requirements of section 708AA(2)(f) of the *Corporations Act 2001* (Cth), Heemskirk gives notice as follows:

1. The Company will offer the shares for issue without disclosure to investors under Part 6D.2 of the Act.
2. This notice is being given under section 708AA(2)(f) of the Act.
3. As at the date of this notice, Heemskirk has complied with:
  - a. the provisions of Chapter 2M of the Act as they apply to the Company; and
  - b. section 674 of the Act;
4. at the date of this notice, there is no information that is "excluded information" within the meaning of section 708AA(8) and section 708AA(9) of the Act; and
5. The potential effect that the issue of shares under the Rights Issue will have on the control of the Company, and the consequences of that effect, will depend on a number of factors including the level of shareholder participation in the Rights Issue, which shareholders participate, the extent of any shortfall and the level of participation in the shortfall by shareholders. The potential effect of the Rights Issue on control of the Company is summarised as follows:
  - (i) If all eligible shareholders take up their entitlements under the Rights Issue, the issue of shares under the Rights Issue will have no effect on control of the Company and all shareholders will maintain the same percentage interest in the Company, subject only to changes resulting from ineligible shareholders being unable to participate in the Rights Issue;

**HEEMSKIRK CONSOLIDATED LIMITED ABN 18 106 720 138**

**Level 17 303 Collins Street Melbourne Vic 3000**

**PO Box 96 Collins Street West Melbourne Vic 8007**

**t + 61 3 9614 0666 f + 61 3 9614 4466**

**[www.heemskirk.com](http://www.heemskirk.com)**

- (ii) If all eligible shareholder do not take up their entitlements under the Rights Issue, there will be a shortfall. Eligible shareholders who do not subscribe for their full entitlement of shares under the Rights Issue and ineligible shareholders unable to participate in the Rights Issue will be diluted relative to those shareholders who do subscribe for some or all of their entitlement.
- (iii) The Rights Issue is fully underwritten by Morgans Corporate Limited. Two of the Company's major shareholders, First Samuel and Taurus Funds Management have agreed to participate as sub-underwriters. In the event that no other eligible shareholders take up their entitlements under the Rights Issue and First Samuel and Taurus are required to take up their sub-underwriting commitment, their relevant interest in the Company will be increased as follows:
  - (a) First Samuel will increase its relevant interest from a present interest of 24.48% to 39.48%; and
  - (b) Taurus Funds Management will increase its relevant interest from a present interest of 22.26% to 37.27%. In addition, Taurus Funds Management has indicated to the Company that it will nominate an independent non-executive director to be appointed to the Board of the Company.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Peter Bird', with a horizontal line drawn underneath.

Peter Bird  
Managing Director