



ABN 44 009 157 439

Level 2, 90 William St
Melbourne Victoria 3000
Australia

Telephone: +61 3 9605 5950

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Email: info@hawthornresources.com

Website : www.hawthornresources.com

31 August 2009

**THE MANAGER
COMPANY ANNOUNCEMENTS OFFICE
ASX LIMITED**

Dear Sir/Madam

Re : Hawthorn Resources Limited

SHARE PURCHASE PLAN DOCUMENTATION

Further to the Company's announcement on 14 August 2009 advising of the intention to conduct a Share Purchase Plan offering to shareholders recorded in the Register of Members as at the Record Date of 14 August 2009.

The Company confirms that the Plan documentation has been dispatched to shareholders who were members as of the Record Date; attached is a copy set of the documentation as sent to members.

The key dates for the Plan being:

Announcement	14 August
Record Date	14 August
Offer Close Date	15 September
Allotment Date	24 September
Quotation New Shares	28 September
Dispatch of Holding Statements	1 October

Yours faithfully
Hawthorn Resources Limited

per Mourice Garbutt
Company Secretary

haw\asx\spp documentation 31 08 09



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20 August 2009

Dear Shareholder

Hawthorn Resources Limited

- ***Share Purchase Plan***

I am pleased to inform you that the directors of Hawthorn Resources Limited (“HAW” or “the Company”) have established a share purchase plan (“Plan”) to give eligible registered holders of the Company’s shares the opportunity to purchase up to A\$15,000 worth of additional shares in HAW at a 20% discount to the weighted average market price over the five ASX trading days immediately preceding the Announcement Date, 14 August 2009, on which the Company’s shares were traded.

Shares purchased under the Plan will not attract brokerage, stamp duty or any other transaction cost.

A non-renounceable offer is being made under the Plan to all shareholders who at Close of Business on Friday 14 August 2009 were registered and eligible holders of ordinary shares in HAW and whose registered address is in Australia; New Zealand or the United Kingdom of Great Britain.

Details of the offer and the full terms and conditions of the Plan are set out in the attached documentation.

- ***Share Purchase Plan – Scale Back***

The Plan is established pursuant to the Australian Securities & Investments Commission Class Order 09/425 and the ASX Listing Rules.

The Board of Directors has determined that the aggregate number of shares that will be issued under the Plan will not exceed 30 per cent of the issued capital of the Company.

BBY Limited will be Lead Manager to the Share Purchase Plan and underwrite the take up of 116.5 million shares.

Should applications from eligible holders for participation in the Plan in aggregate exceed the 30 percent share limit , the Board of Directors will scale back applications on a pro rata basis. Excess subscription monies will be refunded (without interest).

- ***The Issue Price***

Shares will be issued under the Plan at A\$0.0072, which is equivalent to the average market price of all ordinary shares in HAW traded during the ordinary course of trading on the ASX Limited (“ASX”) during the five days on which shares were traded immediately preceding the announcement to the ASX of the offer on 14 August 2009, less a discount of 20%. In calculating the number of shares to be issued at this price the Company will round-down to the next whole share.

- ***The offer closes on Tuesday 15 September 2009***

To participate in the offer you will need to return your completed Offer and Acceptance Form, together with your cheque for the full amount to which your acceptance relates, in the enclosed envelope so that we receive it by no later than Close of Business on 5.00 p.m. Melbourne on Tuesday 15 September 2009..

Included for your information in the accompanying Schedule of Terms & Conditions is a table of recent market prices. In deciding whether to take up the enclosed offer of shares, you should seek your own independent financial and taxation advice in respect of the offer.

Application of Funds

As announced on 14 August 2009 the funds raised under the SPP and Placement will be used to fund drill programs planned on existing advanced projects

- Iron Ore – Mt Bevan, Central Yilgarn, West Australia
- Gold – High grade gold targets – Eastern Goldfield, West Australia
- Uranium – Clarke River Basin, Queensland

Timetable and Funds Usage

- ***Iron Ore (September – December 2009) – 60% of Funds***
 - Receipt of Channel Iron testwork results
 - Drill target preparation
 - Drilling of Direct Shipping Ore and Channel Iron Targets
 - Receipt of Assay Results from drilling
- ***Gold (September – December 2009) – 30% of Funds***
 - Drilling of existing high grade gold targets in the Wild Dog Dam, Trouser Legs, Deep South and Yundamindera areas of the Eastern Goldfields of West Australia.
 - Testwork on existing gold dumps at Anglo Saxon
 - Receipt of Assay Results – Follow up drilling
- ***Uranium (October 2009) – 10% of Funds***
 - Follow up drilling of initial high grade U result (2m @ 800ppm U) at Clarke River
 - Drilling can commence almost immediately as drill pads and access tracks exist
 - Assay results due November-December 2009

If you have any questions in relation to the Plan, please contact HAW Company Secretary, Mourice Garbutt, on (03) 9605 5917.

Yours sincerely
Hawthorn Resources Limited



Mark Kerr
Chairman
h\asx\spp 20 08 09



**Hawthorn
RESOURCES**

ABN 44 009 157 439

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: 1300 665 385
From outside Australia: +61 2 8280 7607
Facsimile: (02) 9287 0303
ASX Code: HAW
Website: www.linkmarketservices.com.au

SRN/HIN:

Record Date:

14 August 2009

Offer Opens:

24 August 2009

Issue Price per Share:

A\$0.0072

Offer Closes

5:00pm (Melbourne Time): 15 September 2009

SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.
 - Option 1: Paying by BPAY®
 - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (Melbourne Time) on 15 September 2009. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your application payment.



Billers Code: 115774

Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account.
More info: www.bpay.com.au

© Registered to BPAY Pty Ltd ABN 69 079 137 518

Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your application payment.

- Complete the number of Shares you wish to apply for and multiply that by the Issue Price of A\$0.0072 per Share.
- Enter your cheque, bank draft or money order details. The amount of your application payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Hawthorn Resources Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to your application amount Hawthorn Resources Limited will round down the number of Shares that you are applying for equal to your payment. Your payment must be for a specific number of shares up to a maximum of 2,083,333 Shares (A\$15,000).
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

Please detach and enclose with payment



**Hawthorn
RESOURCES**

Hawthorn Resources Limited

ABN 44 009 157 439

SRN/HIN:

A I/We wish to purchase Shares at A\$0.0072 per Share [and enclose payment of]

A\$

B Make your cheque, bank draft or money order payable to "Hawthorn Resources Limited" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/> .00

C Telephone Number – Business Hours Telephone Number – After Hours Contact Name

IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Hawthorn Resources Limited SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
 - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$15,000.
7. Hawthorn Resources Limited reserves the right to make amendments to this Application Form where appropriate
8. Applicants are not assured of receiving the Shares for which they have applied as Hawthorn Resources Limited may scaleback applications in its discretion.

How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and application payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Entitlement and Acceptance Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Hawthorn Resources Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

or

Hand Delivery

Hawthorn Resources Limited
C/- Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and application payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (Melbourne Time) on 15 September 2009. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Hawthorn Resources Limited reserves the right not to process any Acceptance Slips and application payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Hawthorn Resources Limited SPP Offer Information Line on 1300 665 385 if calling within Australia or +61 2 8280 7607 if calling from outside of Australia.



Hawthorn Resources Limited

(ABN 44 009 157 439)

SHARE PURCHASE PLAN 2009

Terms and Conditions

1 INTRODUCTION

Eligible holders have the opportunity to participate in the Hawthorn Resources Limited ("HAW") Share Purchase Plan ("Plan") by subscribing for up to A\$15,000 of new fully paid ordinary shares ("New Shares") in HAW without incurring brokerage, commission, stamp duty or other transaction cost.

The Plan is established pursuant to the Australian Securities & Investments Commission Class Order 09/425 and the ASX Listing Rules. That instrument grants relief from the requirement to prepare a prospectus for the offer of New Shares under the Plan.

Participation in the Plan is optional and is subject to the terms and conditions set out below. By accepting the offer to purchase New Shares under the Plan, each holder agrees to be bound by the terms and condition below and HAW constitution.

The Plan is underwritten by BBY Limited to the extent of 116.5 million shares and is capped at a maximum amount of 30 per cent of the Company's issued capital. Should applications exceed the cap of 30 per cent of the Company's issued capital a scale back, as describe below, will apply.

The Plan is governed by the law in force in Victoria. By accepting the offer under the Plan, a holder submits to the non exclusive jurisdiction of the courts of Victoria.

All references to amounts in the Plan are to Australian dollars.

2 ELIGIBLE HOLDERS

Participation in the Plan is open for acceptance only by persons who, as at 7.00 pm (Melbourne time) on Friday 14 August 2009 ("Record Date"), were registered as a holder of fully paid ordinary shares in HAW, except those holders whose registered address is outside Australia; New Zealand or United Kingdom of Great Britain.

The board of directors of HAW ("Board") has determined that it is unlawful or impractical for it to make offers under the Plan to the extremely small number of holders involved who reside or, whose addresses are, outside those jurisdictions.

3 ELIGIBILITY FOR PARTICIPATION

Offers made under the Plan are non-renounceable. This means that a holder cannot transfer their right to purchase New Shares under the Plan to anyone else. New Shares will be issued only to the registered holder to whom they are offered.

Each offer is made on the same terms and conditions. All eligible holders receive the same offer, irrespective of the number of shares which they hold on the Record Date.

The maximum value of New Shares for which each eligible holder may subscribe under each offer is A\$15,000 (subject to scale back described further below). The following rules apply to participation by eligible holders:

Sole Holders

Unless a holder is a Custodian (defined below), each sole holder is entitled to apply for up to a maximum amount of A\$15,000 New Shares (irrespective of whether the sole holder receives multiple offers under the Plan, for example, due to multiple registered holdings), subject to the sole holder certifying that the total of the application price for the following does not exceed A\$15,000:

- (a) the New Shares the subject of the application; and
- (b) any other fully paid ordinary HAW shares:
 - (i) issued to the sole holder; and
 - (ii) which the sole holder has instructed a custodian to acquire on their behalf; and
 - (iii) issued to a custodian as a result of an instruction given by the sole holder to the custodian to apply for shares on their behalf,

under the Plan or any similar arrangement in the 12 months before the application (HAW has not conducted a share purchase plan or similar Plan in the prior 12 months).

By completing and submitting the personalised acceptance form (referred to below) which accompanies the Plan, a sole holder certifies the above.

Joint Holders

Unless a holder is a Custodian (defined below), if a holder is recorded with one or more other persons as the joint holder of HAW shares, the joint holding is considered a single registered holding for the purpose of the Plan. Joint holders are entitled to participate in respect of that single holding and may apply for up to a maximum amount of A\$15,000 New Shares (irrespective of whether the holder and the other person or persons receive multiple offers under the Plan, for example, due to multiple identical registered holdings), subject to the joint certifying that the total of the application price for the following does not exceed A\$15,000:

- (a) the New Shares the subject of the application; and
- (b) any other fully paid ordinary HAW shares:
 - (i) issued to the joint holder; and
 - (ii) which the joint holder has instructed a custodian to acquire on their behalf; and
 - (iii) issued to a custodian as a result of an instruction given by the joint holder to the custodian to apply for shares on their behalf,

under the Plan or any similar arrangement in the 12 months before the application (HAW has not conducted a share purchase plan or similar Plan in the prior 12 months).

By completing and submitting the personalised acceptance form (referred to below) which accompanies the Plan, a joint holder certifies the above.

Custodians and Nominees

Eligible holders who hold HAW shares as custodian or nominee ("Custodian") for one or more persons on the Record Date ("Beneficiaries") may apply for up to a maximum amount of A\$15,000 New Shares in respect of each Beneficiary subject to the Custodian:

- (a) certifying to HAW that the Custodian is an eligible holder of HAW shares on behalf of one or more Beneficiaries and, provides the following details:
 - (i) the number of Beneficiaries instructing the Custodian to participate;
 - (ii) the name and address of each participating Beneficiary;

- (iii) in respect of each participating Beneficiary:
 - (A) the number of fully paid ordinary HAW shares that the Custodian holds on their behalf; and
 - (B) the number or the dollar amount of New Shares they instructed the Custodian to apply for on their behalf;
- (b) undertaking not to, in respect of the Plan or other similar plan, accept on behalf of any Beneficiary, in any consecutive 12 month period, HAW shares with an aggregate application price which exceeds A\$15,000.

By completing and submitting the personalised acceptance form (referred to below) which accompanies this offer, a Custodian certifies the above. If a Custodian requires more than one personalised acceptance form to provide the above information, the Custodian should contact HAW and make that request.

It is at the discretion of the Custodian whether to extend the offer to their Beneficiaries.

4 HOW TO APPLY FOR NEW SHARES

The offer to participate in the Plan opens on Monday 24 August 2009.

An offer to participate in the Plan may be accepted by a registered holder only by completing and returning the personalised acceptance form provided by HAW, together with the appropriate payment for the amount to which the acceptance relates, by no later than the offer closing date, Tuesday 15 September 2009 ("Closing Date"). Acceptances received after that time will not be accepted.

Payment may be made only by cheque in Australian dollars drawn on an Australian bank made payable to HAW or by *B pay* as described on the customised Offer / Acceptance form.

If one or more acceptance forms are received from a registered holder in relation to shares with a value greater than A\$15,000, the holder will be issued with the maximum number of shares permitted by the Plan. The difference between the subscription moneys received from such holder, and the number of New Shares allocated to the holder multiplied by the offer price, will be refunded to the holder by cheque, without payment of any interest, as soon as possible following allotment.

If a registered holder subscribes for an amount which is not exactly divisible by the issue price for the shares, in calculating the number of shares to be issued, all fractional entitlements will be rounded down to the nearest whole number. HAW will not refund any resulting small excess in subscription monies which will be deemed to form part of the aggregate subscription price of the shares.

Notwithstanding any other provision of these terms and conditions, the Board may, in its sole discretion, reject any application form which is received from ineligible holders and otherwise which:

- (a) is incomplete, incorrectly filled out or accompanied by a cheque which is not paid in full on first presentation;
- (b) the Board believes is completed by:
 - (i) a U.S. Person (as defined in the U.S. Securities Act of 1933) ("U.S. Person") or a person acting for the account or benefit of a U.S. Person; or
 - (ii) a person within the United States or a person acting for the account or benefit of a person within the United States;
 (collectively, "Prohibited Persons"); or
- (c) the Board believes is completed by a person within, or a person acting for the account or benefit of a person within, another jurisdiction where, in the reasonable opinion of the Board, it would be unlawful or impractical for HAW to issue the New Shares.

If a cheque does not clear, the holder's application will not be accepted and the holder will be deemed to agree to be responsible for any dishonour fees or other costs incurred. In relation to the dishonoured cheque, the cheque will not be re-presented.

Once submitted, applications for New Shares under the Plan cannot be withdrawn or amended.

Shareholders should consult their taxation or investment advisers to clarify the financial and taxation implications for them of subscribing for shares under the Plan.

5 ISSUE PRICE

New Shares will be issued under the Plan at a discount to the average market price of ordinary shares in HAW traded during the ordinary course of trading on the ASX Limited ("ASX") during the five days on which shares were traded immediately preceding the Announcement day of the offer on Friday 14 August 2009, less a discount of 20%. On this basis the issue price will be A\$0.0072 a share. In calculating the number of New Shares to be issued at this price, HAW will round-down to the next whole share.

As HAW share price may increase or decrease between the date the offer is made under the Plan and the date when the shares are allotted and issued to the holder under the Plan; the price paid by a holder for the shares may be higher or lower than the HAW share price at the time of the offer or at the time the new shares are issued and allotted to the holder.

The current trading price of HAW can be monitored via the ASX website, www.asx.com.au, by entering the share code "HAW". A table of closing market prices for the Company's shares since 1 July 2009 is shown on Annexure "A".

6 SCALE BACK

The Board has determined that the aggregate maximum number of ordinary fully paid HAW shares that will be issued under the Plan will not exceed 30 per cent of the Company's issued capital.

Should applications from eligible holders for participation in the Plan in aggregate exceed that limit, the Board will scale back applications on a pro rata basis, to the extent that the Board sees fit.

The difference between the subscription moneys received from each registered holder, and the number of New Shares allocated to each holder multiplied by the offer price, will be refunded to each holder by cheque, without payment of any interest, as soon as possible following allotment.

7 ISSUE OF SHARES

HAW will issue New Shares pursuant to an offer under the Plan as soon as reasonably practicable after the Closing Date and will promptly apply for those shares to be quoted on the ASX.

HAW will, within the period required by the ASX Listing Rules, send each participant a holding statement in respect of any shares issued under the Plan.

Shares issued under the Plan will rank equally with all other ordinary shares in HAW and will therefore carry the same voting rights, dividend rights and other entitlements as those shares from the date of issue.

8 AMENDMENT OF THE PLAN

The Board may, in its discretion, amend, suspend or terminate the Plan at any time (including, without limitation, by extending the Closing Date). HAW will notify ASX of any amendment, suspension or termination of the Plan, but failure to do so will not invalidate the amendment, suspension or termination.

HAW may issue to any person fewer shares than subscribed for under the Plan (or none at all) if HAW believes that the issue of those shares would contravene any law or the ASX Listing Rules.

9 ADMINISTRATION AND DISPUTE RESOLUTION

HAW principal objective in administering the Plan is to facilitate maximum participation consistent with compliance with ASIC Class Order CO 09/425 and all applicable laws and efficient administrative practices.

HAW may adopt any administrative procedures it thinks appropriate in relation to the Plan.

HAW may settle, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise under or in connection with the operation of the Plan, whether generally or in relation to any participant or class of participants, offer, acceptance or shares, and the decision of HAW will be conclusive and binding on all participants and other persons to whom the determination relates.

HAW reserves the right to waive compliance with any provision of these terms and conditions.

10 NOTICES

Notices and statements to participating shareholders may be given in any manner determined by HAW.

11 PRIVACY ACT

Chapter 2C of the *Corporations Act 2001* (Cth) (the **Act**) requires information about shareholders (including name, address and details of the shares held) to be included in HAW' public register. If a shareholder ceases to be a shareholder, Chapter 2C of the Act requires this information to be retained in HAW' public register. These statutory obligations are not altered by the *Privacy Act 1988* (Cth) as amended. Information is collected to administer shareholders' security holdings.



HAWTHORN RESOURCES LIMITED

SHARE PURCHASE PLAN

TABLE OF DAILY CLOSING MARKET PRICES

Date			Daily Market Close Price
1	Jul	2009	0.009
2	Jul	2009	0.008
3	Jul	2009	0.008
6	Jul	2009	0.008
7	Jul	2009	0.008
8	Jul	2009	0.008
9	Jul	2009	0.008
10	Jul	2009	0.008
13	Jul	2009	0.007
14	Jul	2009	0.008
15	Jul	2009	0.009
16	Jul	2009	0.009
17	Jul	2009	0.008
20	Jul	2009	0.011
21	Jul	2009	0.010
22	Jul	2009	0.010
23	Jul	2009	0.008
24	Jul	2009	0.009
27	Jul	2009	0.010
28	Jul	2009	0.010
29	Jul	2009	0.010
30	Jul	2009	0.010
31	Jul	2009	0.009
3	Aug	2009	0.009
4	Aug	2009	0.010
5	Aug	2009	0.010
6	Aug	2009	0.010
7	Aug	2009	0.009
10	Aug	2009	0.009
11	Aug	2009	0.009
12	Aug	2009	0.009
13	Aug	2009	0.009
14	Aug	2009	0.008
17	Aug	2009	0.009
18	Aug	2009	0.008
19	Aug	2009	0.009
20	Aug	2009	0.008