

Hawthorn
RESOURCES

ABN 44 009 157 439

Level 2, 90 William St
Melbourne Victoria 3000
Australia

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Email: info@hawthornresources.com
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1 May 2009

**THE MANAGER
COMPANY ANNOUNCEMENTS OFFICE
ASX LIMITED**

Dear Sir

re : **HAWTHORN RESOURCES LIMITED**

**APPENDIX 3Y AND FORM 604
APPENDIX 3Y AND FORM 605**

**M E ELLIOTT
M G KERR**

Enclosed for release to the market are Substantial Shareholding Notices as lodged with the Company by Mr M E Elliott (Form 604) and Mr M G Kerr (Form 605) advising of the disposal on-market of shares in the normal course of trading of the Exchange.

Also enclosed are Appendix 3Y Notices for both Mr Elliott and Mr Kerr advising of the changes in their respective interests in the securities of Hawthorn Resources Limited.

Yours faithfully
HAWTHORN RESOURCES LIMITED

Mourice Garbutt
Company Secretary
haw\asx\3Ys me and mk 01 05 09

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo Company Name/Scheme Hawthorn Resources LimitedACN/ARSN 44 009 157 439**1. Details of substantial holder (1)**Name Mark Edward ELLIOTT

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on

REFER/ANNEXURE/"A"

The previous notice was given to the company on

REFER/ANNEXURE/"A"

The previous notice was dated

12/06/2008**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
REFER ANNEXURE "A"				

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
		REFER ANNEXURE "A"			

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
		REFER ANNEXURE "A"			

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
	REFER ANNEXURE "A"


6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
	REFER ANNEXURE "A"

Signature

print name Mark E Elliott capacity SELF
 per M Garbutt as his agent

sign here  date 01/05/2009

DIRECTIONS

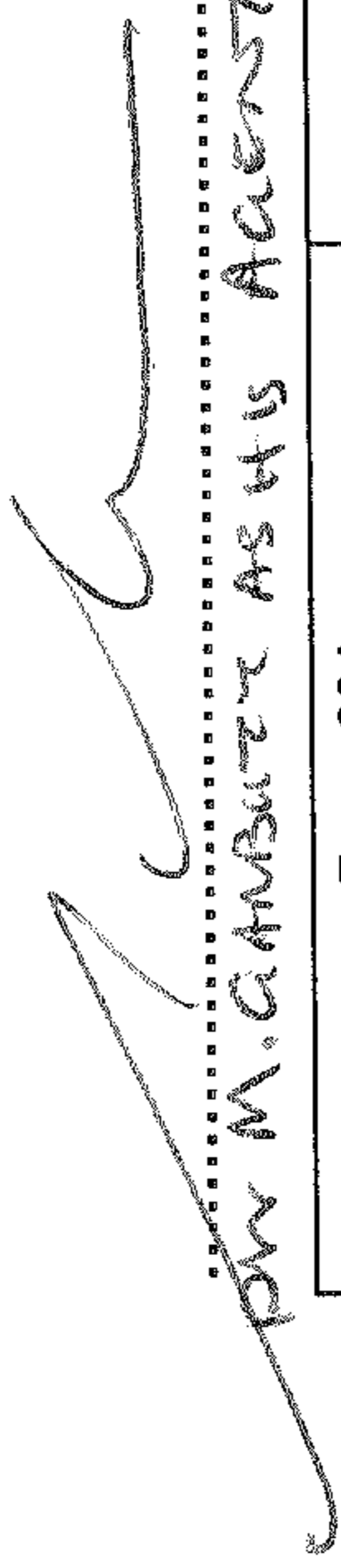
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is the Annexure marked "A" of two pages referred to in the Form 604 Notice (Notification of Substantial Shareholding) by Mark Edward ELLIOTT signed and dated the date of signing

DIRECTOR:

Mark Edward ELLIOTT


 Director
 M. GAMBUTZ AS HIS AGENT

Entitlements:

	Form 604 01.05.2009		Form 603 12.06.2008		Movement Shares
	Shares	Options	Shares	Options	
	62,434,591	5,000,000	93,899,591	5,000,000	-
Total Entitlements - Mark Edward ELLIOTT					
Registered in the following holdings:					
Direct:					
Self	-	-	-	-	-
C/- 189 Hotham Street, East Melbourne, Vic 3002	-	-	-	-	-
Total Direct Entitlements					
Indirect Holdings:					
(A) Decoland Holdings Pty Ltd	26,448,991	5,000,000	44,633,991	5,000,000	18,185,000
C/- 189 Hotham Street, East Melbourne, Vic 3002					
(B) Decoland Holdings Pty Ltd <MEE Super Fund A/C>	35,985,600		45,985,600		10,000,000
C/- 189 Hotham Street, East Melbourne, Vic 3002					
(C) 895 Mooroduc Highway Pty Ltd	-		3,280,000		3,280,000
C/- 189 Hotham Street, East Melbourne, Vic 3002					
Total Indirect Entitlements	62,434,591	5,000,000	93,899,591	5,000,000	31,465,000
Total Entitlements	62,434,591	5,000,000	93,899,591	5,000,000	31,465,000
Total Issued Securities	1,158,066,830		1,158,066,830		1,158,066,830
Percentage Entitlements	5.391		8.108		2.717

Total Entitlements - Mark Edward ELLIOTT

Registered in the following holdings:

Direct:

Self

C/- 189 Hotham Street, East Melbourne, Vic 3002

Total Direct Entitlements

Indirect Holdings:

(A) Decoland Holdings Pty Ltd

C/- 189 Hotham Street, East Melbourne, Vic 3002

(B) Decoland Holdings Pty Ltd <MEE Super Fund A/C>

C/- 189 Hotham Street, East Melbourne, Vic 3002

(C) 895 Mooroduc Highway Pty Ltd

C/- 189 Hotham Street, East Melbourne, Vic 3002

Total Indirect Entitlements

Total Entitlements

Total Issued Securities

Percentage Entitlements

Comments:

Mr M E Elliott has an entitlement to or a relevant interest in the above mentioned securities for the following reasons:

1. Self -Mr Elliott has no Hawthorn Resources Limited securities registered in his name.
2. Mr Elliott is a director of and holds a prescribed interest in the share capital of Decoland Holdings Pty Ltd (A) and is a trustee for the Fund referred to above in Indirect Entitlements (B) and may have an entitlement under such Trust.
3. Mr Elliott is a director of and holds a prescribed interest in the share capital of 895 Mooroduc Highway Pty Ltd - Indirect Entitlements (C)

Options:

Expiring 25 January 2018 , exercise price of 10 cents (Unquoted HAWAM) 5,000,000

Movements in Entitlements:

1. Self
No movement
2. Decoland Holdings Pty Ltd
The company made the following on-market sales of shares in the normal course of trading of the official lists of the ASX Limited:

Date	Unit price A\$ / share	Volume of Shares	Total Sold
2009.04.28	0.0103	6,404,005	
2009.04.29	0.0100	2,595,995	
2009.04.30	0.0124	1,000,000	10,000,000

3. Decoland Holdings Pty Ltd <MEE Super Fund A/C>

The company made the following on-market sales of shares in the normal course of trading of the official lists of the ASX Limited:

Date	Unit price A\$ / share	Volume of Shares	Total Sold
2009.04.30	0.0126	12,000,000	
2009.04.30	0.0145	4,000,000	
2009.04.30	0.0124	2,185,000	18,185,000

4. 895 Mooroduc Highway Pty Ltd

The company made the following on-market sales of shares in the normal course of trading of the official lists of the ASX Limited:

Date	Unit price A\$ / share	Volume of Shares	Total Sold
2009.04.30	0.0130	280,000	
2009.04.30	0.0130	3,000,000	3,280,000

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**

To Company Name/Scheme Hawthorn Resources Limited
 ACN/ARSN 44 009 157 439

1. Details of substantial holder (1)

Name Mark Gregory Kerr
 ACN/ARSN (if applicable) _____

The holder ceased to be a substantial holder on 01/05/2009
 The previous notice was given to the company on 12/06/2008
 The previous notice was dated 12/16/2008

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
		See Annexure "A"			

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
	See Annexure "A"

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
	See Annexure "A"

Signature

print name Mark G Kerr capacity Self
per M Garbutt as his agent
 sign here  date 01/05/2009

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is the Annexure marked "A" of two pages referred to in the Form 605 Notice (Notification of Cessation of Substantial Shareholding) by Mark Gregory KERR signed and dated the date of signing

Mark Gregory KERR



per M Garbutt as his agent

Entitlements:

Total Entitlements - Mark Gregory KERR

Registered in the following holdings:

Direct:

Self

C/- Level 2, 90 William Street, Melbourne, Vic 3000

Total Direct Entitlements

Indirect Holdings:

(A) Mark & Linda Kerr <Lindmark Staff Super Fund A/C>

C/- Level 2, 90 William Street, Melbourne, Vic 3000

(B) Mark & Linda Kerr <Lindmark Investment Staff Super Fund A/C>

C/- Level 2, 90 William Street, Melbourne, Vic 3000

(C) Lindmark Investments Pty Ltd <Staff Super Fund A/C>

C/- Level 2, 90 William Street, Melbourne, Vic 3000

(D) Berkeley Consultants Pty Ltd

C/- Level 2, 90 William Street, Melbourne, Vic 3000

(E) 895 Mooroduc Highway Pty Ltd

C/- 189 Hotham Street, East Melbourne, Vic 3002

Total Indirect Entitlements

Total Entitlements

Total Issued Securities

Percentage Entitlements

	Form 605 01.05.2008		Form 603 12.06.2008		Movement in Shares
	Shares	Options	Shares	Options	
Total Entitlements - Mark Gregory KERR	46,020,906	14,428,000	109,300,906	14,428,000	63,280,000
Registered in the following holdings:					
Direct:					
Self	-	-	-	-	-
C/- Level 2, 90 William Street, Melbourne, Vic 3000					
Total Direct Entitlements	-	-	-	-	-
Indirect Holdings:					
(A) Mark & Linda Kerr <Lindmark Staff Super Fund A/C>	23,407,500		83,407,500		60,000,000
C/- Level 2, 90 William Street, Melbourne, Vic 3000					
(B) Mark & Linda Kerr <Lindmark Investment Staff Super Fund A/C>	11,208,000	5,000,000	11,208,000	5,000,000	-
C/- Level 2, 90 William Street, Melbourne, Vic 3000					
(C) Lindmark Investments Pty Ltd <Staff Super Fund A/C>	8,350,000	2,500,000	8,350,000	2,500,000	-
C/- Level 2, 90 William Street, Melbourne, Vic 3000					
(D) Berkeley Consultants Pty Ltd	3,055,406	6,928,000	3,055,406	6,928,000	-
C/- Level 2, 90 William Street, Melbourne, Vic 3000					
(E) 895 Mooroduc Highway Pty Ltd	-		3,280,000		3,280,000
C/- 189 Hotham Street, East Melbourne, Vic 3002					
Total Indirect Entitlements	46,020,906	14,428,000	109,300,906	14,428,000	63,280,000
Total Entitlements	46,020,906	14,428,000	109,300,906	14,428,000	63,280,000
Total Issued Securities	1,158,066,830		1,158,066,830		1,158,066,830
Percentage Entitlements	3.974		9.438		5.464

Comments:

Mr M G Kerr has an entitlement to or a relevant interest in the above mentioned securities for the following reasons:

1. Self -Mr Kerr has **no** Hawthorn Resources Limited securities registered in his name.
2. Mr Kerr is a Trustee for each of the Funds referred to above in Indirect Entitlements (A); (B) & (C) and may have an entitlement under such Trusts.
3. Mr Kerr is a director of Berkeley Consultants Pty Ltd and holds a prescribed interest in its share capital - Indirect Entitlements (D)
4. Mr Kerr holds a prescribed interest in the share capital of 895 Mooroduc Highway Pty Ltd - Indirect Entitlements (E)

Options:

Expiring 28 February 2013 , exercise price of 10 cents
 Expiring 25 January 2018 , exercise price of 10 cents
 Total Entitlement to Options

(Quoted HAWOB)	9,428,000
(Unquoted HAWAM)	<u>5,000,000</u>
	<u><u>14,428,000</u></u>

Movements in Entitlements:**(A) Mark & Linda Kerr <Lindmark Staff Super Fund A/C>**

The company made the following on-market sales of shares in the normal course of trading of the official lists of the ASX Limited:

Date	Unit price A\$ / share	Volume of Shares	Total Sold
2009.04.30	0.0118	20,000,000	60,000,000
2009.05.01	0.0095	20,000,000	
2009.05.01	0.0090	20,000,000	

(E) 895 Mooroduc Highway Pty Ltd

The company made the following on-market sales of shares in the normal course of trading of the official lists of the ASX Limited:

	Unit price A\$ / share	Volume of Shares	Total Sold
2009.04.30	0.0130	280,000	3,280,000
2009.04.30	0.0130	3,000,000	

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	HAWTHORN RESOURCES LIMITED
ABN	44 009 157 439

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Mark Edward ELLIOTT
Date of last notice	12 June 2008 (Appendix 3Y)

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	REFER ANNEXURE "A"
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	REFER ANNEXURE "A"
Date of change	28 APRIL 2009
No. of securities held prior to change	REFER ANNEXURE "A"
Class	REFER ANNEXURE "A"
Number acquired	REFER ANNEXURE "A"
Number disposed	REFER ANNEXURE "A"
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	REFER ANNEXURE "A"
No. of securities held after change	REFER ANNEXURE "A"
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	REFER ANNEXURE "A"

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

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+ See chapter 19 for defined terms.

This is the Annexure marked "A" referred to in The Appendix 3Y Notice (Change of Director's Interest) prepared and lodged in relation to the entitlement to the issued securities of Hawthorn Resources Limited for:

DIRECTOR:

Mark Edward ELLIOTT

Entitlements:

	Present App 3Y Notice 01.05.2009		Previous App 3Y Notice 12.06.2008		MOVEMENTS May 09 less June 08	
	Shares	Options	Shares	Options	Shares	Options
Direct:						
Self	-	-	-	-	-	-
Total Direct Entitlements	-	-	-	-	-	-
Indirect Holdings:						
(A) Decoland Holdings Pty Ltd C/- 189 Hotham Street, East Melbourne, Vic 3002	26,448,991	5,000,000	44,633,991	5,000,000	18,185,000	-
(B) Decoland Holdings Pty Ltd <MEE Super Fund A/C> C/- 189 Hotham Street, East Melbourne, Vic 3002	35,985,600		45,985,600		10,000,000	-
(C) 895 Mooroduc Highway Pty Ltd C/- 189 Hotham Street, East Melbourne, Vic 3002	-		3,280,000		3,280,000	-
Total Indirect Entitlements	62,434,591	5,000,000	93,899,591	5,000,000	31,465,000	-
Total Entitlements	62,434,591	5,000,000	93,899,591	5,000,000	31,465,000	-
Total Issued Securities	1,158,066,830		1,158,066,830		1,158,066,830	
Percentage Entitlements	5.391		8.108		-	2.717

Comments:

Mr M E Elliott has an entitlement to or a relevant interest in the above mentioned securities for the following reasons:

1. Self - Mr Elliott has no Hawthorn Resources Limited securities registered in his name (A).
2. Mr Elliott is a director of and holds a prescribed interest in the share capital of Decoland Holdings Pty Ltd and is a Trustee for the Fund referred to above in Indirect Entitlements (B) and may have an entitlement under such Trust.
4. Mr Elliott is a director of and holds a prescribed interest in the share capital of 895 Mooroduc Highway Pty Ltd - Indirect Entitlements (C)

Movements in Entitlements:

1. Self
2. Decoland Holdings Pty Ltd

No movement

The company made the following on-market sales of shares in the normal course of trading of the official lists of the ASX Limited:

Date	Unit price A\$ / share	Volume of Shares	Total Sold
2009.04.28	0.0103	6,404,005	
2009.04.29	0.0100	2,595,995	
2009.04.30	0.0124	1,000,000	10,000,000

3. Decoland Holdings Pty Ltd <MEE Super Fund A/C>

The company made the following on-market sales of shares in the normal course of trading of the official lists of the ASX Limited:

Date	Unit price A\$ / share	Volume of Shares	Total Sold
2009.04.30	0.0126	12,000,000	
2009.04.30	0.0145	4,000,000	
2009.04.30	0.0124	2,185,000	18,185,000

4. 895 Mooroduc Highway Pty Ltd

The company made the following on-market sales of shares in the normal course of trading of the official lists of the ASX Limited:

Date	Unit price A\$ / share	Volume of Shares	Total Sold
2009.04.30	0.0130	280,000	
2009.04.30	0.0130	3,000,000	3,280,000

Options:

Expiring 25 January 2018 , exercise price of 10 cents

5,000,000

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	HAWTHORN RESOURCES LIMITED
ABN	44 009 157 439

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Mark Gregory KERR
Date of last notice	12 June 2008 (Appendix 3Y)

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	REFER ANNEXURE "A"
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	REFER ANNEXURE "A"
Date of change	30 APRIL 2009
No. of securities held prior to change	REFER ANNEXURE "A"
Class	REFER ANNEXURE "A"
Number acquired	REFER ANNEXURE "A"
Number disposed	REFER ANNEXURE "A"
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	REFER ANNEXURE "A"
No. of securities held after change	REFER ANNEXURE "A"
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	REFER ANNEXURE "A"

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

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+ See chapter 19 for defined terms.

This is the Annexure marked "A" referred to in the Appendix 3Y Notice (Change of Director's Interest) prepared and lodged in relation to the entitlement to the issued securities of Hawthorn Resources Limited for:

DIRECTOR:
Mark Gregory KERR

Entitlements:

Direct:

Self
C/- Level 2, 90 William Street, Melbourne, Vic 3000
Total Direct Entitlements

Indirect Holdings:

(A) Mark & Linda Kerr <Lindmark Staff Super Fund A/C>
C/- Level 2, 90 William Street, Melbourne, Vic 3000

(B) Mark & Linda Kerr <Lindmark Staff Super Fund A/C>
C/- Level 2, 90 William Street, Melbourne, Vic 3000

(C) Lindmark Investments Pty Ltd <Staff Super Fund A/C>
C/- Level 2, 90 William Street, Melbourne, Vic 3000

(D) Berkeley Consultants Pty Ltd
C/- Level 2, 90 William Street, Melbourne, Vic 3000

(E) 895 Mooroduc Highway Pty Ltd
C/- 189 Hotham Street, East Melbourne, Vic 3002

Total Indirect Entitlements

Total Entitlements

Total Issued Securities

Percentage Entitlements

Present App 3Y Notice 01.05.2009		Previous App 3Y Notice 12.06.2008		MOVEMENTS May 09 - June 08	
Shares	Options	Shares	Options	Shares	Options
-	-	-	-	-	-
-	-	-	-	-	-
23,407,500		83,407,500	-	60,000,000	-
11,208,000	5,000,000	11,208,000	5,000,000	-	-
8,350,000	2,500,000	8,350,000	2,500,000	-	-
3,055,406	6,928,000	3,055,406	6,928,000	-	-
-		3,280,000	-	3,280,000	-
46,020,906	14,428,000	109,300,906	14,428,000	63,280,000	-
46,020,906	14,428,000	109,300,906	14,428,000	63,280,000	-
1,158,066,830		1,158,066,830			
3.974		9.438			

Comments:

Mr M G Kerr has an entitlement to or a relevant interest in the above mentioned securities for the following reasons:

1. Self -Mr Kerr has **no** Hawthorn Resources Limited securities registered in his name.
2. Mr Kerr is a Trustee for each of the Funds referred to above in Indirect Entitlements (A); (B) & (C) and may have an entitlement under such Trusts.
3. Mr Kerr is a director of Berkeley Consultants Pty Ltd and holds a prescribed interest in its share capital - Indirect Entitlements (D)
4. Mr Kerr holds a prescribed interest in the share capital of 895 Mooroduc Highway Pty Ltd - Indirect Entitlements (E)

Options:

Expiring 28 February 2013 , exercise price of 10 cents	(Quoted HAWOB)	9,428,000
Expiring 25 January 2018 , exercise price of 10 cents	(Unquoted HAWAM)	5,000,000

Total Entitlement to Options		14,428,000
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Movements in Entitlements:**(A) Mark & Linda Kerr <Lindmark Staff Super Fund A/C>**

The company made the following on-market sales of shares in the normal course of trading of the official lists of the ASX Limited:

Date	Unit price A\$ / share	Volume of Shares	Total Sold
2009.04.30	0.0118	20,000,000	
2009.05.01	0.0095	20,000,000	
2009.05.01	0.0090	20,000,000	60,000,000

(E) 895 Mooroduc Highway Pty Ltd

The company made the following on-market sales of shares in the normal course of trading of the official lists of the ASX Limited:

Date	Unit price A\$ / share	Volume of Shares	Total Sold
2009.04.30	0.0130	280,000	
2009.04.30	0.0130	3,000,000	3,280,000