

**Hawthorn
RESOURCES**

ABN 44 009 157 439

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4 May 2009

**THE MANAGER
COMPANY ANNOUNCEMENTS OFFICE
ASX LIMITED**

Dear Sir

re : **HAWTHORN RESOURCES LIMITED**

Appendix 3Y and Form 605: MARK E ELLIOTT

Enclosed for release to the market is a Form 605 Cessation of Substantial Shareholding Notice as lodged with the Company by Mr M E Elliott advising of the disposal on-market of shares in the normal course of trading of the Exchange on May 1 and 4, 2009.

Also enclosed is an Appendix 3Y Notice for Mr Elliott advising of the changes in his interests in the securities of Hawthorn Resources Limited.

Yours faithfully
HAWTHORN RESOURCES LIMITED

Mourice Garbutt
Company Secretary

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

The holder ceased to be a substantial holder on 01/05/2009The previous notice was given to the company on 01/05/2009The previous notice was dated 01/05/2009**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 04/05/2009

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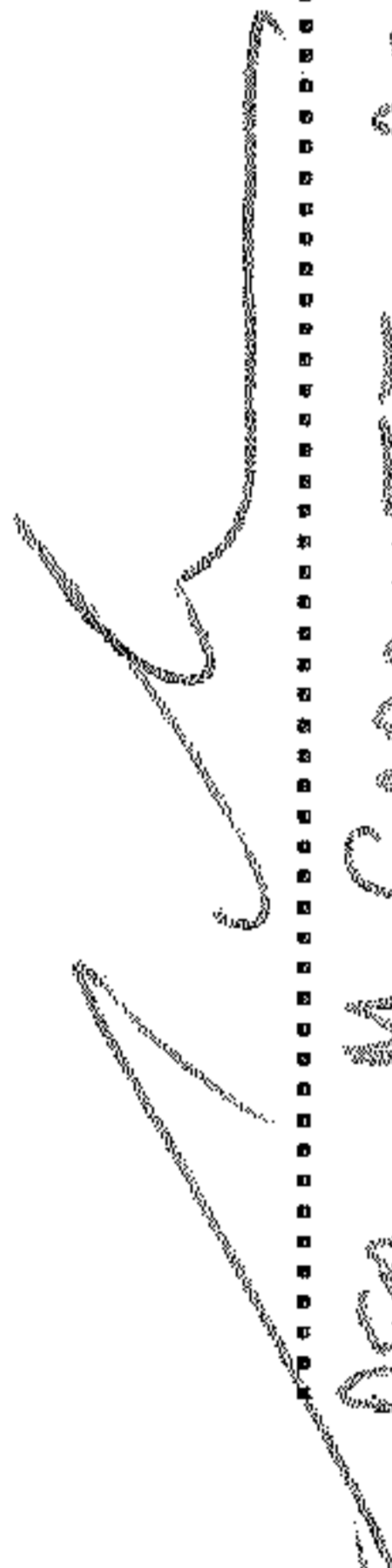
This is the Annexure marked "A" of two pages referred to in the Form 605 Notice (Cessation of Substantial Shareholding) by Mark Edward ELLIOTT signed and dated the date of signing

DIRECTOR:

Mark Edward ELLIOTT

Entitlements:

	Form 605 04.05.2009		Form 604 01.05.2009		Movement Shares
	Shares	Options	Shares	Options	
Total Entitlements - Mark Edward ELLIOTT	20,044,185	5,000,000	62,434,591	5,000,000	42,390,406
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	-	5,000,000	26,448,991	5,000,000	26,448,991
C/- 189 Hotham Street, East Melbourne, Vic 3002	-	-	-	-	-
(B) Decoland Holdings Pty Ltd <MEE Super Fund A/C>	20,044,185	-	35,985,600	-	15,941,415
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	20,044,185	5,000,000	62,434,591	5,000,000	42,390,406
Total Entitlements	20,044,185	5,000,000	62,434,591	5,000,000	42,390,406
Total Issued Securities	1,158,066,830		1,158,066,830		1,158,066,830
Percentage Entitlements	1.731		5.391		3.660


 PER M. GARRETT AS HIS AGENT

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)
4. The on-market sales of Hawthorn Resources Limited shares on Friday 1 May 2009 reduced Mr Elliott's percentage entitlement to the issued voting shares in Hawthorn Resources Limited to below five (5) per cent and as such Mr Elliott ceased to hold a substantial shareholding entitlement to the issued shares of Hawthorn Resources Limited on 1 May 2009.

Options:

Expiring 25 January 2018 , exercise price of 10 cents (Unquoted HAWAM) 5,000,000 no change

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
2009.05.01	0.0100	26,448,991	26,448,991

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
2009.05.01	0.0100	8,315,000	
2009.05.01	0.0100	6,340,084	
2009.05.04	0.0100	1,286,331	15,941,415

No movement

4. 895 Mooroduc Highway Pty Ltd

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	1 May 2009 (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	1 May 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 01.05.2009		MOVEMENTS May 04 - May 01	
	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	-	5,000,000	26,448,991	5,000,000	26,448,991	-
(B) Decoland Holdings Pty Ltd <MEE Super Fund A/C> C/- 189 Hotham Street, East Melbourne, Vic 3002	20,044,185	-	35,985,600	-	15,941,415	-
(C) 895 Mooroduc Highway Pty Ltd C/- 189 Hotham Street, East Melbourne, Vic 3002	-	-	-	-	-	-
Total Indirect Entitlements	20,044,185	5,000,000	62,434,591	5,000,000	42,390,406	-
Total Entitlements	20,044,185	5,000,000	62,434,591	5,000,000	42,390,406	-
Total Issued Securities	1,158,066,830		1,158,066,830		1,158,066,830	
Percentage Entitlements	1.731		5.391		3.660	

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)

Options:

Expiring 25 January 2018 , exercise price of 10 cents

5,000,000 no change

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
2009.05.01	0.0100	26,448,991	26,448,991

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
2009.05.01	0.0100	8,315,000	
2009.05.01	0.0100	6,340,084	
2009.05.04	0.0100	1,286,331	15,941,415

No movement

4. 895 Mooroduc Highway Pty Ltd