



ABN 44 009 157 439

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8th May 2009

**THE MANAGER  
COMPANY ANNOUNCEMENTS OFFICE  
ASX LIMITED**

Dear Sir

**re : HAWTHORN RESOURCES LIMITED**

**Appendix 3Y: MARK E ELLIOTT**

Enclosed for release to the market is an Appendix 3Y Notice for Mr Elliott advising of the changes in his interests in the securities of Hawthorn Resources Limited since the Appendix 3Y Notice lodged on 4 May 2009.

Yours faithfully  
HAWTHORN RESOURCES LIMITED

Mourice Garbutt  
Company Secretary

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# 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.

<b>Name of entity</b>	<b>HAWTHORN RESOURCES LIMITED</b>
<b>ABN</b>	<b>44 009 157 439</b>

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.

<b>Name of Director</b>	Mark Edward ELLIOTT
<b>Date of last notice</b>	4th 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.

<b>Direct or indirect interest</b>	REFER ANNEXURE "A"
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	REFER ANNEXURE "A"
<b>Date of change</b>	4th May 2009
<b>No. of securities held prior to change</b>	REFER ANNEXURE "A"
<b>Class</b>	REFER ANNEXURE "A"
<b>Number acquired</b>	REFER ANNEXURE "A"
<b>Number disposed</b>	REFER ANNEXURE "A"
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	REFER ANNEXURE "A"
<b>No. of securities held after change</b>	REFER ANNEXURE "A"

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>REFER ANNEXURE "A"</p>
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**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.

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

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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:**

**Direct:**

Self

**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**

	Present App 3Y Notice 08.05.2009		Previous App 3Y Notice 04.05.2009		MOVEMENTS May 04 - May 08	
	Shares	Options	Shares	Options	Shares	Options
Self	-	-	-	-	-	-
<b>Total Direct Entitlements</b>	-	-	-	-	-	-
(A) Decoland Holdings Pty Ltd C/- 189 Hotham Street, East Melbourne, Vic 3002	-	5,000,000	-	5,000,000	-	-
(B) Decoland Holdings Pty Ltd <MEE Super Fund A/C> C/- 189 Hotham Street, East Melbourne, Vic 3002	10,000,000	-	20,044,185	-	10,044,185	-
(C) 895 Mooroduc Highway Pty Ltd C/- 189 Hotham Street, East Melbourne, Vic 3002	-	-	-	-	-	-
<b>Total Indirect Entitlements</b>	10,000,000	5,000,000	20,044,185	5,000,000	10,044,185	-
<b>Total Entitlements</b>	10,000,000	5,000,000	20,044,185	5,000,000	10,044,185	-
<b>Total Issued Securities</b>	1,158,066,830		1,158,066,830		1,158,066,830	
<b>Percentage Entitlements</b>	0.864		1.731		0.867	

**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 a legal and beneficial entitlement to any 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
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

No change

2. Decoland Holdings Pty Ltd

No change

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 on the official lists of the ASX Limited:

Date	Unit price A\$ / share	Volume of Shares	Total Sold
2009.05.04	0.0108	4,000,000	
2009.05.05	0.0107	6,044,185	10,044,185

4. 895 Mooroduc Highway Pty Ltd

No change