



ABN 44 009 157 439

24 September 2009

Level 2, 90 William St
Melbourne Victoria 3000
Australia

**THE MANAGER
COMPANY ANNOUNCEMENTS OFFICE
ASX LIMITED**

Telephone: +61 3 9605 5950
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Website : www.hawthornresources.com

Dear Sir

re : Hawthorn Resources Limited

SHARE PURCHASE PLAN

On 14 August 2009 the Company announced an equity capital raising in conjunction with BBY Limited as Lead Manager comprising:

- 1 a Placement of shares at \$0.007 a share to raise \$400,000.00; and
- 2 a Share Purchase Plan ("SPP") offering to shareholders on the Register of Members as at the Record Date (14 August 2009) at a discounted price of \$0.0072 a share. The Plan was underwritten by BBY Limited to the extent of 116,567,168 shares.

The Board of Directors is pleased to advise that as at the Close of the Plan and following receipt of confirmation of cleared funds the SPP saw:

1	Valid Acceptances from :	420 shareholders
2	Number of Shares applied for :	310,386,210 shares
3	Equity Capital raised :	\$2,234,780.71

thereby increasing the number of ordinary fully paid shares on issue to 1,525,595,897 shares.

Arising from the Placement and the SPP the Company has raised new equity capital amounting to \$2,634,780.71.

Enclosed for release to the market is an Appendix 3B Notice covering the allotment today of the 310,826,210 new ordinary fully paid shares arising from shareholders participation in the SPP.

Yours faithfully
Hawthorn Resources Limited

per Mourice Garbutt
Company Secretary

h\asx\spp 24 09 09

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

HAWTHORN RESOURCES LIMITED ("HAW")

ABN

44 009 157 439

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | ORDINARY |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 310,386,210 new HAW SHARES. |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The above shares have been allotted under the Share Purchase Plan as announced on 14 August 2009 as part of the equity capital raising undertaken in conjunction with Lead Manager, BBY Limited who also underwrote the Plan to the extent of 116.5 million shares |

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>YES</p>										
5	Issue price or consideration	A\$0.0072 a share										
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Equity capital raising as announced on 14 August 2009 to fund exploration activities as set out in the announcement.</p>										
7	<p>Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>24 September 2009</p>										
8	<p>Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Number</th> <th style="text-align: center;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1,525,595,897</td> <td>ORDS (HAW)</td> </tr> <tr> <td style="text-align: center;">13,569,422</td> <td>OPTION (HAWO) - \$0.20 30.04.2012</td> </tr> <tr> <td style="text-align: center;">13,716,713</td> <td>OPTION (HAWOA) - \$1.25 22.09.2010</td> </tr> <tr> <td style="text-align: center;">165,084,231</td> <td>OPTION (HAWOB) - \$0.10 28.02.2013</td> </tr> </tbody> </table>	Number	+Class	1,525,595,897	ORDS (HAW)	13,569,422	OPTION (HAWO) - \$0.20 30.04.2012	13,716,713	OPTION (HAWOA) - \$1.25 22.09.2010	165,084,231	OPTION (HAWOB) - \$0.10 28.02.2013
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165,084,231	OPTION (HAWOB) - \$0.10 28.02.2013											

+ See chapter 19 for defined terms.

	Number	+Class
9	10,000,000	Options - (HAWAM) – 10 cents; 25.01.2018
	2,500,000	Options – (HAWAI) – 10 cents; 30.06.2018
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
	ALL SHARES RANK EQUALLY	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders
- 25 If the issue is contingent on +security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?

+ See chapter 19 for defined terms.

31 How do ⁺security holders sell *part* of their entitlements through a broker and accept for the balance?

32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?

33 ⁺Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000

⁺ See chapter 19 for defined terms.

100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

Quotation Agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

+ See chapter 19 for defined terms.

- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

Date: 24 September 2009

Company Secretary

Print name: Mourice Garbutt

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+ See chapter 19 for defined terms.