



ABN 44 009 157 439

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28 September 2009

**THE MANAGER
COMPANY ANNOUNCEMENTS OFFICE
ASX LIMITED**

Dear Sir/Madam

re : **Hawthorn Resources Limited**

CHANGES IN DIRECTORS' INTERESTS

Arising from the participation in the Company's Share Purchase Plan ("SPP") the interests of Directors Mr M G Kerr and Mr M E Elliott to the shares of Hawthorn Resources Limited have been increased.

Attached for release to the market is an Appendix 3Y Notice for each of Mr Kerr and Mr Elliott giving notice of the participation in the SPP.

Yours faithfully
Hawthorn Resource Limited

per 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.

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	1st 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	Thursday 24 September 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

Total Indirect Entitlements

Total Entitlements

Total Issued Securities

Percentage Entitlements

	Present App 3Y Notice 28.09.2009		Previous App 3Y Notice 01.05.2009		MOVEMENTS 01.05 - 28.09, 2009	
	Shares	Options	Shares	Options	Shares	Options
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	25,490,833		23,407,500		2,083,333	-
(B) Mark & Linda Kerr <Lindmark Staff Super Fund A/C> C/- Level 2, 90 William Street, Melbourne, Vic 3000	11,208,000	5,000,000	11,208,000	5,000,000	-	-
(C) Lindmark Investments Pty Ltd <Staff Super Fund A/C> C/- Level 2, 90 William Street, Melbourne, Vic 3000	8,350,000	2,500,000	8,350,000	2,500,000	-	-
(D) Berkeley Consultants Pty Ltd C/- Level 2, 90 William Street, Melbourne, Vic 3000	5,138,739	6,928,000	3,055,406	6,928,000	2,083,333	-
Total Indirect Entitlements	50,187,572	14,428,000	46,020,906	14,428,000	4,166,666	-
Total Entitlements	50,187,572	14,428,000	46,020,906	14,428,000	4,166,666	-
Total Issued Securities	1,525,595,897		1,158,066,830		367,529,067	
Percentage Entitlements	3.290		3.974		0.684	

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)

Options:

Expiring 28 February 2013 , exercise price of 10 cents
Expiring 25 January 2018 , exercise price of 10 cents

(Quoted HAWOB) 9,428,000 No change
(Unquoted HAWAM) 5,000,000 No change

Total Entitlement to Options

14,428,000 No change

Movements in Entitlements:

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

The Super Fund, as a registered shareholder as at the Record Date of 14 August 2009, participated in the Hawthorn Resources Limited Share Purchase Plan offering to shareholders up to the permitted maximum amount of \$15,000.00 and was allotted a total of 2,083,333 new shares at \$0.0072 a share on Thursday 24

(D) Berkeley Consultants Pty Ltd

The company, as a registered shareholder as at the Record Date of 14 August 2009, participated in the Hawthorn Resources Limited Share Purchase Plan offering to shareholders up to the permitted maximum amount of \$15,000.00 and was allotted a total of 2,083,333 new shares at \$0.0072 a share on Thursday 24

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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	8th 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	Thursday 24th September 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"

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Date of change	
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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:

	Previous App 3Y Notice 08.05.2009		Present App 3Y Notice 28.09.2009		MOVEMENTS	
	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	-	5,000,000	-	-
(B) Decoland Holdings Pty Ltd <MEE Super Fund A/C> C/- 189 Hotham Street, East Melbourne, Vic 3002	10,000,000		12,083,333		2,083,333	-
Total Indirect Entitlements	10,000,000	5,000,000	12,083,333	5,000,000	2,083,333	-
Total Entitlements	10,000,000	5,000,000	12,083,333	5,000,000	2,083,333	-
Total Issued Securities	1,158,066,830		1,525,595,897		367,529,067	
Percentage Entitlements	0.864		0.792		-	0.0715

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

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, as a registered shareholder as at the Record Date of 14 August 2009, participated in the Hawthorn Resources Limited Share Purchase Plan offering to shareholders up to the permitted maximum amount of \$15,000.00 and was allotted a total of 2,083,333 new shares at \$0.0072 a share on Thursday 24 September 2009