

# 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 30/09/01 Amended 01/01/11

<b>Name of entity</b>	HAWTHORN RESOURCES LIMITED
<b>ABN</b>	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.

<b>Name of Director</b>	KERR, Mark Gregory
<b>Date of last notice</b>	25 September 2017 (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

"Refer Annexure "A"

<b>Direct or indirect interest</b>	Refer Annexure "A"
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Refer Annexure "A"
<b>Date of change</b>	Refer Annexure "A"
<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> Note: If consideration is non-cash, provide details and estimated valuation	Refer Annexure "A"
<b>No. of securities held after change</b>	Refer Annexure "A"
<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	Refer Annexure "A"

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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.

<b>Detail of contract</b>	Refer Annexure "A"
<b>Nature of interest</b>	Refer Annexure "A"
<b>Name of registered holder (if issued securities)</b>	Refer Annexure "A"
<b>Date of change</b>	10 October 2018
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Refer Annexure "A"
<b>Interest acquired</b>	Refer Annexure "A"
<b>Interest disposed</b>	Not applicable
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Refer Annexure "A"
<b>Interest after change</b>	Refer Annexure "A"

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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**ANNEXURE "A"**  
**[of 3 pages]**  
**16 October 2018**

**Schedule of Director's Interest**  
**DIRECTOR: KERR, Mark Gregory**

	<b>PRESENT APPENDIX 3Y 16 10 18 ASX Code : HAW</b>	<b>PREVIOUS APPENDIX 3Y 25 09 17 ASX Code : HAW</b>	<b>CHANGES</b>	
<b>Director's interest in issued securities of Hawthorn Resources Limited held in name of:</b>				
<b>Quoted Securities - Ordinary Fully Paid Shares</b>				
<b>1</b>	<b>DIRECT</b>	nil	nil	nil
<b>2</b>	<b>INDIRECT</b>			
	(i) Mark Gregory and Linda Marie Kerr <Lindmark Staff S/F A/C>	2,531,529	2,531,529	nil
	(ii) Mark Gregory and Linda Marie Kerr <Lindmark Staff Super Fund A/C>	1,051,222	1,051,222	nil
	(iii) Lindmark Investments Pty Ltd <Staff Super Fund A/C>	783,164	783,164	nil
	(iv) Berkeley Consultants Pty Ltd	622,662	622,662	nil
	(v) Paradyce Pty Ltd	2,600,000	3,511,879	-911,879
	(vi) Mark Gregory Kerr <Lindmark Staff Super A/C>	3,511,879	nil	3,511,879
<b>3</b>	<b>TOTAL DIRECTOR'S INTEREST</b>	<b>11,100,456</b>	<b>8,500,456</b>	<b>2,600,000</b>
<b>4</b>	Hawthorn Resources Limited – Number of Shares on Issue	<b>326,615,613</b>	<b>321,265,613</b>	<b>5,350,000</b>
<b>5</b>	<b>TOTAL DIRECTORS INTEREST IN SHARES AS A PERCENT</b>	<b>3.398%</b>	<b>2.646%</b>	<b>0.752%</b>
<b>Non-Quoted Securities – Performance Rights</b>				
<b>1</b>	<b>DIRECT</b>	nil	nil	nil
<b>2</b>	<b>INDIRECT</b>			
	(i) Paradyce Pty Ltd Non-Vested Performance Rights	4,400,000	nil	4,400,000
<i>All holdings are recorded in the Register of Members with an address at: Level 2, 90 William Street, Melbourne, Vic., 3000.</i>				

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**COMMENTS:**

Mr Kerr has an interest in the above Hawthorn Resources Limited issued securities for the following reasons:

**1 DIRECT**

Mr Kerr has no direct entitlement to the above noted securities of Hawthorn Resources Limited

**2 INDIRECT**

In Items 2 (i); (ii); (iii) and (vi) above Mr Kerr is a Trustee for the Staff Super Fund Accounts. In Item 2 (iv) and (v) above Mr Kerr is a director and shareholder of both Berkeley Consultants Pty Ltd (iv) and Paradyce Pty Ltd (v). As such has a relevant interest in those capacities in the above stated 8,500,456 fully paid ordinary shares

**MOVEMENTS IN ENTITLEMENTS**

**Quoted Securities - Ordinary fully paid shares**

**2 INDIRECT**

**(i) Mark Gregory and Linda Marie Kerr <Lindmark Staff S/F>**

Balance, per Appendix 3Y, 25 September 2017 2,531,529

**Movement – No Change**

Balance, per Appendix 3Y, 16 October 2018 2,531,529

**(ii) Mark Gregory and Linda Marie Kerr < Lindmark Staff Super Fund A/C>**

Balance, per Appendix 3Y, 25 September 2017 1,051,222

**Movement – No Change**

Balance, per Appendix 3Y, 16 October 2018 1,051,222

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

Balance, per Appendix 3Y, 25 September 2017 783,164

**Movement – No Change**

Balance, per Appendix 3Y, 16 October 2018 783,164

**(iv) Berkeley Consultants Pty Ltd**

Balance, per Appendix 3Y, 25 September 2017 622,662

**Movement – No Change**

Balance, per Appendix 3Y, 16 October 2018 622,662

**(v) Paradyce Pty Ltd**

Balance, per Appendix 3Y, 25 September 2017 3,511,879

**Movements –**

(i) Transferred to Mark Gregory Kerr <Lindmark Staff Super A/C> (-3,511,879)

Sub-total nil

(ii) Exercise of fully vested Performance Rights 16 October 2018 2,600,000

Balance, per Appendix 3Y, 16 October 2018 2,600,000

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**(vi) Mark Gregory Kerr <Lindmark Staff Super A/C>**

Balance, per Appendix 3Y, 25 September 2017	<u>nil</u>
<b>Movements</b> – Transferred from Paradyce Pty Ltd	<u>3,511,879</u>
<b>Balance</b> , per Appendix 3Y, 16 October 2018	<u>3,355,879</u>

**Non-Quoted Securities – Performance Rights**

**6. INDIRECT**

**(i) Paradyce Pty Ltd**

<b>Balance</b> , per Appendix 3Y, 25 September 2017	nil
<b>Movements</b>	
<b>(A) Acquisitions:</b> on 10 October 2018	
At the 2017 Annual General Meeting of Hawthorn Resources Limited shareholders held in November 2017 approval was given for the grant of, in aggregate, a total of seven million Performance Rights to Managing Director, Mr M G Kerr, subject to the achievement of the milestone/vesting events as set out in the Notice of Meeting:	
<b>(a) VESTED</b> - of these milestone/vesting events a total of 2,600,000 Rights related to the \$6 m new equity Capital raising in September 2017 and the first delivery/sale of gold ore have been achieved and are fully vested	<u>2,600,000</u>
<b>(b) NON-VESTED</b> – of the remaining Rights	
(i) 2,400,000 Rights are related to achievement of Operational targets associated with the Anglo Saxon Gold Project	2,400,000
(ii) 2,000,000 Rights are related to the future discovery of up to an aggregate of a further 370,000 ounces of JORC compliant gold reserves	<u>2,000,000</u>
(iii) Total of Non-Vested conditional Rights	<u>4,400,000</u>
<b>(c) TOTAL</b> Performance Rights as approved by Shareholders [(a) + (b)]	7,000,000
<b>(B) Disposals</b>	
Following to issue of the above noted Rights Paradyce Pty Ltd has given Notice of the exercise of the fully vested Rights on 16 October 2018	<u>(2,600,000)</u>
<b>Balance</b> , per Appendix 3Y, 16 October 2018 – Non-vested Rights	<u>4,400,000</u>