

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

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	TYRWHITT, David Stuart
Date of last notice	2 January 2002 (Appendix 3X)

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"

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

Detail of contract	Refer Annexure "A"
Nature of interest	Refer Annexure "A"
Name of registered holder (if issued securities)	Refer Annexure "A"
Date of change	10 October 2018
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>	Refer Annexure "A"
Interest acquired	Refer Annexure "A"
Interest disposed	Not applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Refer Annexure "A"
Interest after change	Refer Annexure "A"

Part 3 – ⁺Closed period

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

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ANNEXURE "A"
[of 2 pages]
16 October 2018

Schedule of Director's Interest
DIRECTOR: TYRWHITT, DAVID STUART

		PRESENT APPENDIX 3Y 16 10 18 ASX Code : HAW	PREVIOUS APPENDIX 3X 02 01 2002 ASX Code : HAW	CHANGES
Director's interest in issued securities of Hawthorn Resources Limited held in name of (Dr) David S Tyrwhitt 120 Barry Street, ROMSEY VIC Australia 3434				
(A) Quoted Securities – Ordinary fully paid shares				
1	DIRECT	<u>250,000</u>	nil	<u>250,000</u>
2	TOTAL DIRECTOR'S INTEREST IN SHARES	<u>250,000</u>	nil	<u>250,000</u>
3	Hawthorn Resources Limited – Number of Shares on Issue	<u>326,615,613</u>	n.a.	n.a.
4	TOTAL DIRECTORS INTEREST IN SHARES AS A PERCENT	<u>0.076%</u>	nil	<u>.....0.076%</u>

(B) Non-Quoted Securities – Performance Rights

1	DIRECT (Dr) David S Tyrwhitt Non-Vested Rights	<u>1,000,000</u>	nil	<u>1,000,000</u>
	TOTAL DIRECTORS INTEREST IN PERFORMANCE RIGHTS	<u>1,000,000</u>	nil	<u>1,000,000</u>

COMMENTS:

Dr Tyrwhitt has an interest in the above Hawthorn Resources Limited issued securities for the following reasons:

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| 1 | DIRECT
Dr Tyrwhitt has direct beneficial entitlement to the above noted securities of Hawthorn Resources Limited |
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MOVEMENTS IN ENTITLEMENTS

(A) Quoted Securities – Ordinary fully paid shares

Direct	
Balance , per Appendix 3X, 02 January 2002	nil
(A) Acquisitions	
Exercise of fully vested Performance Rights 16 October 2018	<u>250,000</u>
Balance , per Appendix 3Y, 16 October 2018	<u>250,000</u>

(B) Non-Quoted Securities – Performance Rights

Direct

Balance, per Appendix 3X, 02 January 2002	nil
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Movements

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 1.25 million Performance Rights to Director, Dr D S Tyrwhitt, subject to the achievement of the milestone/vesting events as set out in the Notice of Meeting:

(A) Acquisitions on 10 October 2018

(a) VESTED - of these milestone/vesting events a total of 250,000 Rights related to the first delivery/sale of gold ore have been achieved and are fully vested	<u>250,000</u>
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(b) NON-VESTED – of the remaining Rights

(i) 500,000 Rights are related to achievement of Operational targets associated with the Anglo Saxon Gold Project;	500,000
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(ii) 500,000 Rights are related to the future discovery of up to an aggregate of a further 370,000 ounces of JORC compliant gold reserves.	<u>500,000</u>
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(iii) Total of Non-Vested conditional Rights	<u>1,000,000</u>
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(c) TOTAL Performance Rights as approved by Shareholders [(a) + (b)]	<u>1,250,000</u>
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(B) Disposals

Following to issue of the above noted Rights Dr Tyrwhitt has given notice of the exercise of the fully vested Rights on 16 October 2018	<u>(250,000)</u>
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Balance, per Appendix 3Y, 16 October 2018 Non-vested Rights	<u>1,000,000</u>
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