



ABN 44 009 157 439

Level 2, 90 William St  
Melbourne Victoria 3000  
Australia

Telephone: +61 3 9605 5950

Facsimile: +61 3 9605 5999

Email: [info@hawthornresources.com](mailto:info@hawthornresources.com)

28 April 2016

***Market Announcements Office  
ASX Limited***

***via e-lodgement***

## **CHANGE IN DIRECTORS INTEREST AND SUBSTANTIAL SHAREHOLDER INTEREST**

### **MR M G KERR AND MR M E ELLIOTT**

Hawthorn Resources Limited (ASX Code: HAW) Directors Messrs Mark Kerr and Mark Elliott have advised that there has been a change in their deemed interests in the issued voting shares of the Company arising from the expiry of the Co-Operation Deed which associated them with Feng Hua Mining Investment Holding (HK) Limited.

The Co-Operation Deed, as approved by shareholders at the 2012 Annual General Meeting held on 30 January 2013, expired at the close of business on 26 April 2016. Directors have determined that any renewal of the Co-Operation Deed should be put to shareholders for their consideration and it is the intention to put such a renewal to shareholders at the 2016 Annual General Meeting.

Attached for release to the market is a Form 605 Notice (Cessation of Substantial Shareholding) together with Appendix 3Y Notices (Change in Directors Interest) for each of Mr Kerr and Mr Elliott.

**END RELEASE**

#### **CONTACT:**

**Hawthorn Resources Limited**

**Mourice Garbutt, Company Secretary on +613 9605 5917**

**Form 605**  
Corporations Act 2001  
Section 671B

## Notice of ceasing to be a substantial holder

To Company Name HAWTHORN RESOURCES LIMITED

ACN/ARSN 44 009 157 439

### 1. Details of substantial holder (1)

Name MARK EDWARD ELLIOTT + MARK GREGORY KERR  
ACN/ARSN (if applicable) Not applicable

The holder ceased to be a  
substantial holder on 26/04/2016  
The previous notice was given to the company on 27/05/2013  
The previous notice was dated 27/05/2013

### 2. Changes in relevant interests - REFER ANNEXURE 'A'

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected

### 3. Changes in association – REFER ANNEXURE A

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

### 4. Addresses' - REFER ANNEXURE A

The addresses of persons named in this form are as follows:

Name	Address

## Signature

print name Mourice Garbutt - \* As agent for Mark E Elliott and Mark G Kerr capacity \*Company Secretary

sign here



date 28/04/2016

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

*This is page 1 of the Annexure marked "A" of 3 pages referred to in Form 605 (Cessation of Substantial Shareholder Interest) prepared and lodged in relation to the entitlement to the issued securities of Hawthorn Resources Limited for Messrs Mark Edward Elliott and Mark Gregory Kerr and signed the date of signing*



Mourice Garbutt, as agent for Mark E Elliott and Mark G Kerr

		Form 604 Notice 27 05 2013	Form 605 Notice 28 04 2016
		Shares	Shares
<b>ENTITLEMENTS:</b>			
<b><u>MARK E ELLIOTT</u> – held as follows:</b>			
(A)	Self		-
	c/- 189 Hotham Street, East Melbourne Vic 3002		
(B)	Decoland Holdings Pty Ltd		-
	c/- 189 Hotham Street, East Melbourne Vic 3002		
(C)	Decoland Holdings Pty Ltd (MEE Super Fund A/c)	1,075,000	1,075,000
	c/- 189 Hotham Street, East Melbourne Vic 3002		
<b>TOTAL ENTITLEMENT – MARK E ELLIOTT</b>		1,075,000	1,075,000
<b><u>MARK G KERR</u> – held as follows:</b>			
(A)	Self	-	-
	Level 2, 90 William Street, Melbourne Vic 3000		
(B)	Mark and Linda Kerr (Lindmark Staff Super Fund A/c)	1,349,542	1,349,542
	Level 2, 90 William Street, Melbourne Vic 3000		
(C)	Mark and Linda Kerr (Lindmark Staff Super Fund A/c)	560,400	560,400
	Level 2, 90 William Street, Melbourne Vic 3000		
(D)	Lindmark Investment Pty Ltd (Staff Super Fund A/c)	417,500	417,500
	Level 2, 90 William Street, Melbourne Vic 3000		
(E)	Berkeley Consultants Pty Ltd	331,937	331,937
	Level 2, 90 William Street, Melbourne Vic 3000		
<b>TOTAL ENTITLEMENT – MARK G KERR</b>		2,659,379	2,659,379
<b><u>FENG HUA MINING INVESTMENT HOLDING (HK) LIMITED</u></b>		64,391,383	-
	Room 1606 Westley Square, 48 Hoi Yuen Road Kwun Tong Kin, Hong Kong		
<b>Total Direct Entitlements</b>		64,391,383	-
<b>Total Entitlements</b>		68,125,762	3,734,379
<b>Total Issued Securities</b>		171,263,644	171,263,644
<b>Percentage Entitlements</b>		39.7783	2.1805

***This is page 2 of the Annexure marked "A" of 3 pages referred to in Form 605 (Cessation of Substantial Shareholder Interest) prepared and lodged in relation to the entitlement to the issued securities of Hawthorn Resources Limited for Messrs Mark Edward Elliott and Mark Gregory Kerr and signed the date of signing***

**COMMENTS:**

**MARK E ELLIOTT**

Mr M E Elliott has an entitlement to a relevant interest in the abovementioned 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 (B). Decoland Holdings Pty Ltd also acts as Trustee for the MEE Super Fund, referred to above in Indirect Entitlements (C) in which Mr Elliott may have entitlement.

**MARK G KERR**

Mr M G Kerr has an entitlement to or a relevant interest in the abovementioned securities for the following reasons:

- 1 Self – Mr Kerr has no Hawthorn Resources Limited securities registered in his name. He holds a relevant shareholding interest in Lindmark Investments and Berkeley Consultants and with Mrs L Kerr has legal ownership of shares as trustees of a superannuation fund.
- 2 He holds a relevant shareholding interest in Lindmark Investments and Berkley Consultants and with Mrs L Kerr has legal ownership of shares as trustees of a superannuation fund.

**FENG HUA MINING INVESTMENTS HOLDING (HK) LIMITED ("FENG HUA")**

Feng Hua is the legal and beneficial owner of the ashes registered in its name.

**Associates : Messrs M E Elliott and M G Kerr and Feng Hua Mining Investment Holding (HK) Limited**

By virtue of an executed Co-Operation Deed as announced to the ASX on 31 August 2012 as approved by shareholders at the 2012 AGM, as held on 30 January 2013, each of Feng Hua, Mr Kerr and Mr Elliott were deemed to be associates of each other in relation to a total of 68,125,762 ordinary fully paid shares in the issued shares of Hawthorn Resources limited.

The Deed, following the completion of conditions subsequent, was executed as of 26 April 2013 for a three year period which ended on 26 April 2016.

**Accordingly, with the expiry of the Co-Operation Deed, Mr Kerr and Mr Elliott have ceased to have a relevant interest in the 64,391,383 shares of Feng Hua Mining Investment Holding (HK) Limited and, as such, they have automatically ceased to be substantial shareholders with a combined percentage interest of less than 5 per cent.**

***This is page 3 of the Annexure marked "A" of 3 pages referred to in Form 605 (Cessation of Substantial Shareholder Interest) prepared and lodged in relation to the entitlement to the issued securities of Hawthorn Resources Limited for Messrs Mark Edward Elliott and Mark Gregory Kerr and signed the date of signing***

**Movements in Entitlements:**

- 1      Mark E Elliott**      By virtue of the expiry of the Co-Operation Deed between Mr Elliott, Feng Hua and Mr Kerr, **Mr Elliott no longer** has an interest in the declared entitlements to the ordinary voting shares of Feng Hua Mining Investment Holding (HK) Limited.
  
- 2      Mark G Kerr**      By virtue of the expiry of the Co-Operation Deed between Mr Elliott, Feng Hua and Mr Kerr, **Mr Kerr no longer** has an interest in the declared entitlements to the ordinary voting shares of Feng Hua Mining Investment Holding (HK) Limited.

h\asx\605 mgk-mee 28 04 16 annexure

# 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	<b>HAWTHORN RESOURCES LIMITED (ASX Code: HAW)</b>
ABN	<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.

Name of Director	KERR, Mark Gregory
Date of last notice	24 May 2013 (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	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 <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	Refer Annexure “A”
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	

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

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	No – the change being solely due to the expiry on 26 April 2016 of a Co-Operation Deed between Messrs M Kerr and M Elliott and Feng Hua Mining Investment Holding (HK) Limited
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

---

<sup>+</sup> See chapter 19 for defined terms.



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

*This is the Annexure marked "A" of 2 pages 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**

		Previous Appendix 3Y Notice 24 05 2013	Present Appendix 3Y Notice 28 04 2016
		Shares	Shares
<b>ENTITLEMENTS:</b>			
<b>Direct:</b>			
<b>Self:</b>		-	-
<b>Total Direct Entitlements:</b>		-	-
<b>Indirect Holdings:</b>			
<b>(A) Mark E Elliott</b>			-
(i)	Decoland Holdings Pty Ltd c/- 189 Hotham Street, East Melbourne Vic 3002		-
(ii)	Decoland Holdings Pty Ltd (MEE Super Fund A/c) c/- 189 Hotham Street, East Melbourne Vic 3002	1,075,000	<b>1,075,000</b>
<b>TOTAL ENTITLEMENT – MARK E ELLIOTT</b>		1,075,000	<b>1,075,000</b>
<b>(B) Mark G Kerr</b>			-
(i)	Mark and Linda Kerr (Lindmark Staff Super Fund A/c) Level 2, 90 William Street, Melbourne Vic 3000	1,349,542	<b>1,349,542</b>
(ii)	Mark and Linda Kerr (Lindmark Staff Super Fund A/c) Level 2, 90 William Street, Melbourne Vic 3000	560,400	<b>560,400</b>
(iii)	Lindmark Investments Pty Ltd (Staff Super Fund A/c) Level 2, 90 William Street, Melbourne Vic 3000	417,500	<b>417,500</b>
(iv)	Berkeley Consultants Pty Ltd	331,937	<b>331,937</b>
<b>TOTAL ENTITLEMENT – MARK G KERR</b>		2,659,379	<b>2,659,379</b>
<b>(C) Feng Hua Mining Investment Holding (HK) Limited</b>		64,391,383	-
	Room 1606 Westley Square, 48 Hoi Yuen Road Kwun Tong Kin, Hong Kong		
<b>Total Direct Entitlements</b>		64,391,383	-
<b>Total Entitlements</b>		68,125,762	<b>3,734,379</b>
<b>Total Issued Securities</b>		171,263,644	<b>171,263,644</b>
<b>Percentage Entitlements</b>		39.7783	<b>2.18048</b>

+ See chapter 19 for defined terms.

**COMMENTS:**

Mr Mark G Kerr has an entitlement to or a relevant interest in the abovementioned securities for the following reasons:

- 1 Self – Mr Kerr has no Hawthorn Resources Limited securities registered in his name.
- 2 Item B (i) (ii) and (iii) above – Mr Kerr is a Trustee for the Staff Super Fund Accounts. Item B (iv) above - Mr Kerr is a director and shareholder of Berkeley Consultants Pty Ltd.
- 3 As announced to the ASX on 31 August 2013 Mr Kerr was to be a Party to a proposed Co-Operation Deed with Feng Hua Mining Investment Holding (HK) Limited ("Feng Hua") and Mr Mark E Elliott under which Mr Kerr *"... will have an interest in the ordinary Hawthorn Resources Limited shares in which both Feng Hua and Mr Elliott will have or has a declared interest ..."*.

The Co-Operation Deed was approved by shareholders at the 2012 AGM, held on 30 January 2013, and executed by all three parties to the Deed effective as of 26 April 2013 for a three year period which expired 26 April 2016.

Accordingly, with the expiry Deed, Mr Kerr has ceased to have an interest in the shares in the Company held by Feng Hua Mining Investment Holding (HK) Limited.

**Movements in Entitlements:**

- 1 **Mark G Kerr** By virtue of the expiry of the Co-Operation Deed between Mr Elliott, Feng Hua and Mr Kerr, **Mr Kerr no longer** has an interest in the declared entitlements to the ordinary voting shares of Feng Hua Mining Investment Holding (HK) Limited.

h\asx\3y mk 28 04 16 annexure

---

+ See chapter 19 for defined terms.

## 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	<b>HAWTHORN RESOURCES LIMITED (ASX Code: HAW)</b>
ABN	<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.

Name of Director	ELLIOTT, Mark Edward
Date of last notice	24 May 2013 (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	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 <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	Refer Annexure “A”
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	

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

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	No – the change being solely due to the expiry on 26 April 2016 of a Co-Operation Deed between Messrs M Elliott and M Kerr and Feng Hua Mining Investment Holding (HK) Limited
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

---

<sup>+</sup> See chapter 19 for defined terms.

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

---

*This is the Annexure marked "A" of 2 pages 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**

		Previous Appendix 3Y Notice 24 05 2013	Present Appendix 3Y Notice 28 04 2016
		Shares	Shares
<b>ENTITLEMENTS:</b>			
<b>Direct:</b>			
<b>Self:</b>		-	-
<b>Total Direct Entitlements:</b>		-	-
<b>Indirect Holdings:</b>			
<b>(A) Mark E Elliott</b>			
	Decoland Holdings Pty Ltd	1,075,000	<b>1,075,000</b>
	c/- 189 Hotham Street, East Melbourne Vic 3002		
<b>TOTAL DIRECT ENTITLEMENT – MARK E ELLIOTT</b>		1,075,000	<b>1,075,000</b>
<b>(B) Mark G Kerr</b>		2,659,379	<b>2,659,379</b>
	Level 2, 90 William Street, Melbourne Vic 3000		
<b>TOTAL ENTITLEMENT – MARK G KERR</b>		2,659,379	<b>2,659,379</b>
<b>(C) Feng Hua Mining Investment Holding (HK) Limited</b>		64,391,383	-
	Room 1606 Westley Square, 48 Hoi Yuen Road		
	Kwun Tong Kin, Hong Kong		
<b>Total Indirect Entitlements</b>		<b>64,391,383</b>	-
<b>Total Entitlements</b>		<b>68,125,762</b>	<b>3,734,379</b>
<b>Total Issued Securities</b>		<b>171,263,644</b>	<b>171,263,644</b>
<b>Percentage Entitlements</b>		<b>39.7783</b>	<b>2.18048</b>

---

+ See chapter 19 for defined terms.

**COMMENTS:**

Mr M E Elliott has an entitlement to or a relevant interest in the abovementioned 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)**

Decoland Holdings Pty Ltd also acts as Trustee for the MEE Super Fund, referred to above in Indirect Entitlements **(B)** in which Mr Elliott may have an entitlement.

- 3 As announced to the ASX on 31 August 2013 Mr Elliott was to be a Party to a proposed Co-Operation Deed with Feng Hua Mining Investment Holding (HK) Limited ("Feng Hua") and Mr Mark G Kerr under which Mr Elliott *"... will have an interest in the ordinary Hawthorn Resources Limited shares in which both Feng Hua and Mr Elliott will have or has a declared interest ..."*

The Co-Operation Deed was approved by shareholders at the 2012 AGM, held on 30 January 2013, and executed by all three parties to the Deed effective as of 26 April 2013 for a three year period which expired 26 April 2016.

Accordingly, with the expiry Deed, Mr Elliott has ceased to have an interest in the shares in the Company held by Feng Hua Mining Investment Holding (HK) Limited.

**Movements in Entitlements:**

- 1 **Mark E Elliott** By virtue of the expiry of the Co-Operation Deed between Mr Elliott, Feng Hua and Mr Kerr, **Mr Elliott no longer** has an interest in the declared entitlements to the ordinary voting shares of Feng Hua Mining Investment Holding (HK) Limited.

h\asx\3y mee 28 04 16 annexure

---

+ See chapter 19 for defined terms.