FORM 604

Corporations Act 2001 Section 671B

NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER

To: Company Name/Scheme BTR - Blackthorn Resources Limited

ACN/ARSN 009 193 980

1. Details of Substantial Holder(1)

Name Acorn Capital Limited

ACN/ARSN (if applicable) 082 694 531

There was a change in the interests of the

substantial holder on

20/09/2013

The previous notice was given to the company on 17/08/2012

The previous notice was dated 17/08/2012

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities (4)	Previous notice		Present Notice		
	Person's votes	Voting power (5)	Person's votes	Voting power (5)	
Ordinary	13,157,717	8.01%	9,369,258	5.70%	

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
17-Aug-2012 to 20-Sep-2013	Acorn Capital Limited	Sold	\$1,854,835.10	4,188,459	4,188,459
		Purchase	\$179,076.83	400,000	400,000

4. Present relevant interests

Particulars of each relevant interests of the substantial holder in voting securities after the change are as follows:

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as	Nature of relevant interest	Class and Number of Securities	Person's Votes
Colonial Foundation	The Myer Family			67,327	67,327
Microcap Investment Trust 1	National Nominees	Ì		277,489	277,489
LUCRF Acorn Micro-Cap Equities	JP Morgan Chase			461,301	461,301
Health Super	JP Morgan Chase			492,354	492,354
Queensland Local Government Superannuation	JP Morgan Chase			654,741	654,741
Auscoal Superannuation Fund	JP Morgan Chase			659,628	659,628
UniSuper	National Nominees			687,478	687,478
Commonwealth Bank Officers' Superannuation Fund	Citicorp Nominees			808,923	808,923
Acorn Capital Microcap Trust	National Nominees			1,078,040	1,078,040
Commonwealth Super Corporation	HSBC Custody			1,093,677	1,093,677
Microcap Investment Trust 2	National Nominees			1,433,111	1,433,111
Sunsuper Fund	HSBC Custody			1,655,189	1,655,189

5. Changes in Associates

The persons who have become associates (2) of, ceased to be associates, or have change the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Name of Association
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6. Addresses

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

Name	Address
All Relevant Holders	C/O Acorn Capital Limited, Level 12, 90 Collins Street, Melbourne Victoria 3000

Print Name PAUL PALUMBO	Capacity	Portfolio Manager
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Sign Here Date 23/09/2013