



ABN 44 009 157 439

Level 2, 90 William Street  
Melbourne Victoria 3000  
Australia

Telephone: +61 3 9605 5950

Email: [info@hawthornresources.com](mailto:info@hawthornresources.com)  
Website : [www.hawthornresources.com](http://www.hawthornresources.com)

3 July 2020

ASX Limited

Market Announcement

**Hawthorn Resources Limited (ASX Code: "HAW")**

**Appendix 3Y - Notice of change in director's interest**

Attached for release to the Market are Appendix 3Y Notices advising of changes in the interest of Directors in the issued securities of the Company:

Mr M G Kerr – arising from the off-market transfer of shares between entities in which Mr Kerr has a relevant interest; and

Mr M G Kerr and Dr D S Tyrwhitt - arising from the issue of shares pursuant to the exercise of vested Performance Rights \* (*\*as granted by shareholders at the 2017 Annual General Meeting*) related to the achievement milestone events following the completion of mining of the Trouser Legs open-pit gold mine.

**END**

For further information: please contact:

Mourice Garbutt

Company Secretary

T +6 3 9605-5917

E [mgarbutt@krcc.com.au](mailto:mgarbutt@krcc.com.au)

# 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>	16 October 2018 (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"

## 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>	Refer Annexure "A"
<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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**Appendix 3Y**  
**Change of Director's Interest Notice**

**ANNEXURE "A"**  
**[of 3 pages]**  
**3 July 2020**

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

		PREVIOUS APPENDIX 3Y 16 10 18 ASX Code: HAW	PRESENT APPENDIX 3Y 03 07 20 ASX Code: HAW	CHANGES
<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	<b>2,531,529</b>	nil
	(ii) Mark Gregory and Linda Marie Kerr <Lindmark Staff Super Fund A/C>	1,051,222	<b>1,051,222</b>	nil
	(iii) Lindmark Investments Pty Ltd <Staff Super Fund A/C>	783,164	<b>783,164</b>	nil
	(iv) Berkeley Consultants Pty Ltd	622,662	nil	(622,662)
	(v) Paradyce Pty Ltd	2,600,000	<b>5,622,662</b>	3,022,662
	(vi) Mark Gregory Kerr <Lindmark Staff Super A/C>	3,511,879	<b>3,511,879</b>	nil
<b>3</b>	<b>TOTAL DIRECTOR'S INTEREST</b>	11,100,456	<b>13,500,456</b>	2,400,000
<b>4</b>	Hawthorn Resources Limited – Number of Shares on Issue	326,615,613	<b>333,515,613</b>	6,900,000
<b>5</b>	<b>TOTAL DIRECTORS INTEREST IN SHARES AS A PERCENT</b>	3.398%	4.048%	0.65%
<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	<u>4,400,000</u>	nil	<u>(4,400,000)</u>

***All holdings are recorded in the Register of Members with an address at:  
Level 2, 90 William Street, Melbourne, Vic., 3000.***

## Appendix 3Y

### Change of Director's Interest Notice

#### 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 13,500,456 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, 16 October 2018 2,531,529

Movement – No Change

Balance, per Appendix 3Y, 3 July 2020 2,531,529

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

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

Movement – No Change

Balance, per Appendix 3Y, 3 July 2020 1,051,222

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

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

Movement – No Change

Balance, per Appendix 3Y, 3 July 2020 783,164

**(iv) Berkeley Consultants Pty Ltd**

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

Movement – Disposal

By off-market transfer of shares to Paradyce Pty Ltd at  
\$0.14 a share on 30 June 2020 (622,662)

Balance, per Appendix 3Y, 3 July 2020 nil

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

**(v) Paradyce Pty Ltd**

<b>Balance</b> , per Appendix 3Y, 16 October 2018	<u>2,600,000</u>
<b>Movements – Acquisitions:</b>	
(A) Fully vested ESOP Performance Rights arising from the achievement of milestone event related to the operational results from the Trouser Legs Gold Mine open-pit operations now exercised and shares issued – 22 June 2020	2,400,000
(B) By off-market transfer of shares from Paradyce Pty Ltd at \$0.14 a share on 30 June 2020.	<u>622,662</u>
<b>Balance</b> , per Appendix 3Y, 3 July 2020	<u>5,622,662</u>

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

<b>Balance</b> , per Appendix 3Y, 16 October 2018	<u>3,511,879</u>
<b>Movements – No change</b>	
<b>Balance</b> , Appendix 3Y, 3 July 2020	<u>3,511,879</u>

**Non-Quoted Securities – Performance Rights**

**6. INDIRECT**

**(i) Paradyce Pty Ltd**

<b>Balance</b> , per Appendix 3Y, 16 October 2018	<u>4,400,000</u>
<b>Movements</b>	
<b>(A) VESTED - ESOP Performance Rights – 22 June 2020</b>	
2,400,000 ESOP Performance Rights vested upon the achievement of Operational targets associated with the <b>Trouser Legs Gold Mine</b> open-pit Project now formally exercised and new shares allotted; and	(2,400,000)
<b>(B) CANCELLED – ESOP Performance Rights</b>	
2,000,000 Performance Rights which were related to the <b>Yundamindera Project</b> future discovery of up to an aggregate of a further 370,000 ounces of JORC compliant gold reserves have now been formally cancelled following the sale of the underlying tenements in June 2019	<u>(2,000,000)</u>
<b>(C) TOTAL VESTED/CANCELLED CONDITIONAL PERFORMANCE RIGHTS</b>	<u>(4,400,000)</u>
	<u>Nil</u>
<b>Balance</b> , per Appendix 3Y, 3 July 2020	

# Appendix 3Y

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<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>	TYRWHITT, David Stuart
<b>Date of last notice</b>	8 May 2019 (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

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<b>Interest after change</b>	Refer Annexure "A"

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

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<b>If prior written clearance was provided, on what date was this provided?</b>	



ANNEXURE "A" of  
one page  
3 July 2020

**SCHEDULE OF DIRECTOR'S INTEREST**

**DIRECTOR: David Stuart TYRWHITT**

120 Barry Street, Romsey, Victoria, 3434

	PREVIOUS Appendix 3Y 8 May 2019	PRESENT Appendix 3Y 3 July 2020	CHANGES
<b>Quoted Securities - HAW Ordinary Fully Paid Shares</b>			
Direct Interest:	<u>100,000</u>	<u>600,000</u>	<u>500,000</u>
Total Direct Interest.	<u>100,000</u>	<u>600,000</u>	<u>500,000</u>
Number of HAW Ordinary Shares on Issue	<u>326,615,613</u>	<u>333,515,613.</u>	<u>6,900,000</u>
Total Directors Percentage Interest in Shares.	<u>0.046 %.</u>	<u>0.179 %.</u>	<u>0.133 %</u>

**Non-Quoted Securities – Performance Rights**

Direct Interest	<u>1,000,000</u>	<u>nil.</u>	<u>(1,000,000)</u>
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**MOVEMENTS IN ENTITLEMENTS TO SECURITIES**

**Quoted Securities – Ordinary Fully Paid Shares – Code HAW**

Balance, Appendix 3Y, 8 May 2019.	<u>100,000</u>
<b>Plus:</b> New shares issued on exercise of vested Performance Rights. – refer vesting note below (*).	<u>500,000</u>
Balance, Appendix 3Y, 3 July 2020.	<u>600,000</u>

**Non-Quoted Securities – Performance Rights – Code HAWAA**

Balance, Appendix 3Y, 8 May 2019.	<u>1,000,000</u>
Less	
<b>(A) VESTED - ESOP Performance Rights – 22 June 2020 (*)</b>	
600,000 ESOP Performance Rights vested upon the achievement of Operational targets associated with the <b>Trouser Legs Gold Mine</b> open-pit Project now formally exercised and new shares allotted.	<u>(500,000)</u>
<b>(B) CANCELLED – ESOP Performance Rights</b>	
600,000 Performance Rights which were related to the <b>Yundamindera Project</b> future discovery of up to an aggregate of a further 370,000 ounces of JORC compliant gold reserves have now been formally cancelled following the sale of the underlying tenements in June 2019.	<u>(500,000)</u>
Balance, Appendix 3Y, 3 July 2020.	<u>nil</u>