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ABN 44 009 157 439

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Melbourne Victoria 3000
Australia

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Email: info@hawthornresources.com
Website : 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

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	KERR, Mark Gregory
Date of last notice	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"

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	Refer Annexure "A"
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Refer Annexure "A"
Interest acquired	Refer Annexure "A"
Interest disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	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 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**
Director's interest in issued securities of Hawthorn Resources Limited held in name of:				
Quoted Securities - Ordinary Fully Paid Shares				
1	**DIRECT**	nil	**nil**	nil
2	**INDIRECT**			
	(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	**nil**	(622,662)
	(v) Paradyce Pty Ltd	2,600,000	**5,622,662**	3,022,662
	(vi) Mark Gregory Kerr <Lindmark Staff Super A/C>	3,511,879	**3,511,879**	nil
3	**TOTAL DIRECTOR'S INTEREST**	11,100,456	**13,500,456**	2,400,000
4	Hawthorn Resources Limited – Number of Shares on Issue	326,615,613	**333,515,613**	6,900,000
5	**TOTAL DIRECTORS INTEREST IN SHARES AS A PERCENT**	3.398%	4.048%	0.65%
	Non-Quoted Securities – Performance Rights			
1	**DIRECT**	nil	**nil**	nil
2	**INDIRECT** (i) Paradyce Pty Ltd Non-Vested Performance Rights	4,400,000	nil	(4,400,000)

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

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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 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

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(v) Paradyce Pty Ltd

Balance, per Appendix 3Y, 16 October 2018	2,600,000
Movements – Acquisitions: (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.	622,662
Balance, per Appendix 3Y, 3 July 2020	5,622,662

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

Balance, per Appendix 3Y, 16 October 2018	3,511,879
Movements – No change	
Balance, Appendix 3Y, 3 July 2020	3,511,879

Non-Quoted Securities – Performance Rights

6. INDIRECT

(i) Paradyce Pty Ltd

Balance, per Appendix 3Y, 16 October 2018	4,400,000
Movements	
(A) VESTED - ESOP Performance Rights – 22 June 2020 2,400,000 ESOP Performance Rights vested upon the achievement of Operational targets associated with the **Trouser Legs Gold Mine** open-pit Project now formally exercised and new shares allotted; and	(2,400,000)
(B) CANCELLED – ESOP Performance Rights 2,000,000 Performance Rights which were related to the **Yundamindera Projec**t 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	(2,000,000)
(C) TOTAL VESTED/CANCELLED CONDITIONAL PERFORMANCE RIGHTS	(4,400,000)
	Nil
Balance, per Appendix 3Y, 3 July 2020	

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	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

"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"
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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	Refer Appendix "A"
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Refer Annexure "A"
Interest acquired	Refer Annexure "A"
Interest disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	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
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**
Quoted Securities - HAW Ordinary Fully Paid Shares			
Direct Interest:	100,000	600,000	500,000
Total Direct Interest.	100,000	600,000	500,000
Number of HAW Ordinary Shares on Issue	326,615,613	333,515,613.	6,900,000
Total Directors Percentage Interest in Shares.	0.046 %.	0.179 %.	0.133 %
Non-Quoted Securities – Performance Rights			
Direct Interest	1,000,000	nil.	(1,000,000)

MOVEMENTS IN ENTITLEMENTS TO SECURITIES

Quoted Securities – Ordinary Fully Paid Shares – Code HAW	
Balance, Appendix 3Y, 8 May 2019.	100,000
Plus: New shares issued on exercise of vested Performance Rights. – refer vesting note below (*).	500,000
Balance, Appendix 3Y, 3 July 2020.	600,000

Non-Quoted Securities – Performance Rights – Code HAWAA	
Balance, Appendix 3Y, 8 May 2019.	1,000,000
Less	
(A) VESTED - ESOP Performance Rights – 22 June 2020 (*)	
600,000 ESOP Performance Rights vested upon the achievement of Operational targets associated with the **Trouser Legs Gold Mine** open-pit Project now formally exercised and new shares allotted.	(500,000)
(**B) CANCELLED – ESOP Performance Rights**	
600,000 Performance Rights which were related to the **Yundamindera Projec**t 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.	(500,000)
Balance, Appendix 3Y, 3 July 2020.	nil

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