

Level 2, 90 William St, Melbourne
Victoria 3000, Australia

Telephone: +61 3 9605 5950
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13 June 2008

**THE MANAGER
COMPANY ANNOUNCEMENTS OFFICE
ASX LIMITED**

Dear Sir/ Madam,

re : HAWTHORN RESOURCES LIMITED ("HAW")

Substantial Shareholder Notices & Appendix 3Y Notices

The Company has received the attached Form 603 Notices (Initial Substantial Shareholder) from Mr M G Kerr and Mr M E Elliott declaring their respective entitlements to the issued voting shares of Hawthorn Resources Limited and which are now lodged on their behalf with the Exchange for release to the market.

In addition, the Company, arising from the advices provided by Mr Kerr and Mr Elliott, each of whom is a director of the Company, has prepared for release to the market the attached Appendix 3Y Notices (Change of Director's Interest).

Yours sincerely
HAWTHORN RESOURCES LIMITED



per Mourice Garbutt
Company Secretary
haw/asx/603, 3y me mk 13 06 08

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme HAWTHORN RESOURCES LIMITED

ACN/ARSN 009 157 439

1. Details of substantial holder (1)

Name MARK GREGORY KERR

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 10 / 06 / 2008

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
REFER ANNEXURE "A"			

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
REFER ANNEXURE "A"		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
REFER ANNEXURE "A"			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
REFER ANNEXURE "A"				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
REFER ANNEXURE "A"	

7. Addresses

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

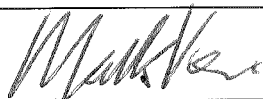
Name	Address
REFER ANNEXURE "A"	

Signature

print name MARK GREGORY KERR

capacity SELF

sign here



date 12 / 06 / 2008

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 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money 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.

This is the Annexure marked "A" referred to in the Form 603 Notice (Notification of Substantial Shareholding) by Mark Gregory KERR signed and dated the date of signing *M Kerr*

Mark Gregory KERR

Entitlements:

Total Entitlements - Mark Gregory KERR

Registered in the following holdings:

Direct:

Self

C/- Level 2, 90 William Street, Melbourne, Vic 3000

Total Direct Entitlements

Indirect Holdings:

(A) Mark & Linda Kerr <Lindmark Staff Super Fund A/C>

C/- Level 2, 90 William Street, Melbourne, Vic 3000

(B) Mark & Linda Kerr <Lindmark Investment Staff Super Fund A/C>

C/- Level 2, 90 William Street, Melbourne, Vic 3000

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

C/- Level 2, 90 William Street, Melbourne, Vic 3000

(D) Berkeley Consultants Pty Ltd

C/- Level 2, 90 William Street, Melbourne, Vic 3000

(E) 895 Mooroduc Highway Pty Ltd

C/- 189 Hotham Street, East Melbourne, Vic 3002

Total Indirect Entitlements

Total Entitlements

Total Issued Securities

Percentage Entitlements

Form 603 12.06.2008		Scheme Shares issued on 10.06.2008
Shares	Options	
109,300,906	14,428,000	93,855,406
-	-	-
-	-	-
83,407,500		78,720,000
11,208,000	5,000,000	8,800,000
8,350,000	2,500,000	-
3,055,406	6,928,000	3,055,406
3,280,000		3,280,000
109,300,906	14,428,000	93,855,406
109,300,906	14,428,000	93,855,406
1,158,066,830		1,158,066,830
9.438		8.104

Comments:

Mr Kerr became a 'substantial shareholder' in the issued voting shares of Hawthorn Resources Limited on 10 June 2008 by being a person entitled to or having a relevant interest in five (5) or more per cent of the issued voting shares of Hawthorn Resources Limited upon the issue by that company of the Hawthorn Resources New Shares issued to the share and option holders of Ellendale Resources NL pursuant to and arising from the Orders of the Federal Court of Australia in confirming the merger of Hawthorn Resources Limited and Ellendale Resources NL pursuant to the Scheme of Arrangement Booklet dated 8 April 2008. On 10 June 2008 Hawthorn Resources Limited allotted to the parties associated with Mr Kerr, as noted above in the column headed "Scheme Shares", a total of 93,855,406 new shares.

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

1. Self - Mr Kerr has a beneficial and legal entitlement to the Hawthorn Resources Limited securities registered in his name.
2. Mr Kerr is a Trustee for each of the Funds referred to above in Indirect Entitlements (A); (B) & (C) and may have an entitlement under such Trusts.
3. Mr Kerr is a director of Berkeley Consultants Pty Ltd and holds a prescribed interest in its share capital - Indirect Entitlements (D)
4. Mr Kerr holds a prescribed interest in the share capital of 895 Mooroduc Highway Pty Ltd - Indirect Entitlements (E)

Options:

Expiring 28 February 2013, exercise price of 10 cents

Expiring 25 January 2018, exercise price of 10 cents

Total Entitlement to Options

(Quoted HAWOB)	9,428,000
(Unquoted HAWAM)	5,000,000
	<u>14,428,000</u>

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme HAWTHORN RESOURCES LIMITEDACN/ARSN 009 157 439**1. Details of substantial holder (1)**Name MARK EDWARD ELLIOTT

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 10 / 06 / 2008**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
REFER ANNEXURE "A"			

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
REFER ANNEXURE "A"		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
REFER ANNEXURE "A"			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
REFER ANNEXURE "A"				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
REFER ANNEXURE "A"	

7. Addresses

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

Name	Address
REFER ANNEXURE "A"	

Signature

print name MARK EDWARD ELLIOTT capacity SELF
 sign here *per M Carbutt as appointed agent* date 12 / 06 / 2008

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 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money 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.

This is the Annexure marked "A" referred to in the Form 603 Notice (Notification of Substantial Shareholding) by Mark Edward ELLIOTT signed and dated the date of signing

DIRECTOR:

Mark Edward ELLIOTT

Entitlements:

Total Entitlements - Mark Edward ELLIOTT

Registered in the following holdings:

Direct:

Self

C/- 189 Hotham Street, East Melbourne, Vic 3002

Total Direct Entitlements

Indirect Holdings:

(A) Decoland Holdings Pty Ltd

C/- 189 Hotham Street, East Melbourne, Vic 3002

(B) Decoland Holdings Pty Ltd <MEE Super Fund A/C>

C/- 189 Hotham Street, East Melbourne, Vic 3002

(C) 895 Mooroduc Highway Pty Ltd

C/- 189 Hotham Street, East Melbourne, Vic 3002

Total Indirect Entitlements

Total Entitlements

Total Issued Securities

Percentage Entitlements

Form 603 12.06.2008		Scheme Shares issued on 10.06.2008
Shares	Options	
93,855,406	5,000,000	-
-	-	-
-	-	-
44,589,806	5,000,000	44,589,806
45,985,600		45,985,600
3,280,000		3,280,000
93,855,406	5,000,000	93,855,406
93,855,406	5,000,000	93,855,406
1,158,066,830		1,158,066,830
8.104		8.104

Comments:

Mr Elliott became a 'substantial shareholder' in the issued voting shares of Hawthorn Resources Limited on 10 June 2008 by being a person entitled to or having a relevant interest in five (5) or more per cent of the issued voting shares of Hawthorn Resources Limited upon the issue by that company of the Hawthorn Resources New Shares issued to the share and option holders of Ellendale Resources NL pursuant to and arising from the Orders of the Federal Court of Australia in confirming the merger of Hawthorn Resources Limited and Ellendale Resources NL pursuant to the Scheme of Arrangement Booklet dated 8 April 2008. On 10 June 2008 Hawthorn Resources Limited allotted to the parties associated with Mr Elliott, as noted above in the column headed "Scheme Shares", a total of 93,855,406 new shares.

Mr M E Elliott has an entitlement to or a relevant interest in the above mentioned securities for the following reasons:

1. Self - Mr Elliott has a beneficial and legal entitlement to the 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 and is a trustee for the Fund referred to above in Indirect Entitlements (B) and may have an entitlement under such Trust.
3. Mr Elliott is a director of and holds a prescribed interest in the share capital of 895 Mooroduc Highway Pty Ltd - Indirect Entitlements (C)

Options:

Expiring 25 January 2018 , exercise price of 10 cents (Unquoted HAWAM) 5,000,000

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 30/9/2001.

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	Mark Gregory KERR
Date of last notice	7 February 2008 (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) Note: Provide details of the circumstances giving rise to the relevant interest.	REFER ANNEXURE "A"
Date of change	10 JUNE 2008
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"

+ 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	
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 Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

haw\asx\3y mk 12 06 08

This is the Annexure marked "A" 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

Entitlements:

Direct:

Self
C/- Level 2, 90 William Street, Melbourne, Vic 3000
Total Direct Entitlements

Indirect Holdings:

(A) Mark & Linda Kerr <Lindmark Staff Super Fund A/C>
C/- Level 2, 90 William Street, Melbourne, Vic 3000

(B) Mark & Linda Kerr <Lindmark Investment Staff Super Fund A/C>
C/- Level 2, 90 William Street, Melbourne, Vic 3000

(C) Lindmark Investments Pty Ltd <Staff Super Fund A/C>
C/- Level 2, 90 William Street, Melbourne, Vic 3000

(D) Berkeley Consultants Pty Ltd
C/- Level 2, 90 William Street, Melbourne, Vic 3000

(E) 895 Mooroduc Highway Pty Ltd
C/- 189 Hotham Street, East Melbourne, Vic 3002

Total Indirect Entitlements

Total Entitlements

Total Issued Securities

Percentage Entitlements

Present App 3Y Notice 12.06.2008		Previous App 3Y Notice 06.02.2008		MOVEMENTS June 08 less Feb 08	
Shares	Options	Shares	Options	Shares	Options
-	-	-	-	-	-
-	-	-	-	-	-
83,407,500		4,687,500		78,720,000	-
11,208,000	5,000,000	2,408,000	5,000,000	8,800,000	-
8,350,000	2,500,000	8,350,000	2,500,000	-	-
3,055,406	6,928,000		6,928,000	3,055,406	-
3,280,000				3,280,000	-
109,300,906	14,428,000	15,445,500	14,428,000	93,855,406	-
109,300,906	14,428,000	15,445,500	14,428,000	93,855,406	-
1,158,066,830		503,931,086			
9.438		3.065			

Comments:

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

1. Self - Mr Kerr has a beneficial and legal entitlement to the Hawthorn Resources Limited securities registered in his name.
2. Mr Kerr is a Trustee for each of the Funds referred to above in Indirect Entitlements (A); (B) & (C) and may have an entitlement under such Trusts.
3. Mr Kerr is a director of Berkeley Consultants Pty Ltd and holds a prescribed interest in its share capital - Indirect Entitlements (D)
4. Mr Kerr holds a prescribed interest in the share capital of 895 Mooroduc Highway Pty Ltd - Indirect Entitlements (E)

Movements in Entitlements:

The entitlement to the issued securities of Hawthorn Resources Limited in the period 6 February 2008 to 10 June 2008 increased by an aggregate of 93,855,406 ordinary shares as issued by Hawthorn Resources Limited on 10 June 2008 and arising from the Court approved merger of Hawthorn Resources Limited and Ellendale Resources NL pursuant to the Scheme of Arrangement Booklet dated 8 April 2008.

Options:

Expiring 28 February 2013 , exercise price of 10 cents
Expiring 25 January 2018 , exercise price of 10 cents

(Quoted HAWOB) 9,428,000
(Unquoted HAWAM) 5,000,000

Total Entitlement to Options

14,428,000

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 30/9/2001.

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	Mark Edward ELLIOTT
Date of last notice	7 February 2008 (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) Note: Provide details of the circumstances giving rise to the relevant interest.	REFER ANNEXURE "A"
Date of change	10 JUNE 2008
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"

+ 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	
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 Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

hawlasx\3y me 12 06 08

+ See chapter 19 for defined terms.

This is the Annexure marked "A" 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

Entitlements:

Direct:

Self

Total Direct Entitlements

Indirect Holdings:

(A) Decoland Holdings Pty Ltd
C/- 189 Hotham Street, East Melbourne, Vic 3002

(B) Decoland Holdings Pty Ltd <MEE Super Fund A/C>
C/- 189 Hotham Street, East Melbourne, Vic 3002

(C) 895 Mooroduc Highway Pty Ltd
C/- 189 Hotham Street, East Melbourne, Vic 3002

Total Indirect Entitlements

Total Entitlements

Total Issued Securities

Percentage Entitlements

Present App 3Y Notice 12.06.2008		Previous App 3Y Notice 06.02.2008		MOVEMENTS June 08 less Feb 08	
Shares	Options	Shares	Options	Shares	Options
-	-	-	-	-	-
-	-	-	-	-	-
44,589,806	5,000,000		5,000,000	44,589,806	-
45,985,600				45,985,600	-
3,280,000				3,280,000	-
93,855,406	5,000,000	-	5,000,000	93,855,406	-
93,855,406	5,000,000	-	5,000,000	93,855,406	-
1,158,066,830		503,931,086			
8.104		-			

Comments:

Mr M E Elliott has an entitlement to or a relevant interest in the above mentioned securities for the following reasons:

1. Self - Mr Elliott has a beneficial and legal entitlement to the 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 and is a Trustee for the Fund referred to above in Indirect Entitlements (B) and may have an entitlement under such Trust.
4. Mr Elliott is a director of and holds a prescribed interest in the share capital of 895 Mooroduc Highway Pty Ltd - Indirect Entitlements (C)

Movements in Entitlements:

The entitlement to the issued securities of Hawthorn Resources Limited in the period 6 February 2008 to 10 June 2008 increased by an aggregate of 93,855,406 ordinary shares as issued by Hawthorn Resources Limited on 10 June 2008 and arising from the Court approved merger of Hawthorn Resources Limited and Ellendale Resources NL pursuant to the Scheme of Arrangement Booklet dated 8 April 2008.

Options:

Expiring 25 January 2018 , exercise price of 10 cents

5,000,000