

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

1. Company Name/Scheme Hawthorn Resources Limited (*Hawthorn*)2. ASICRN 009 157 439

3. Details of substantial holder (1)

Name Feng Hua Mining Investment Holding (HK) Limited (*Feng Hua*)

4. ASICRN (if applicable)

N/A

This notice is also given by Feng Hua on behalf of each of the parties listed in Annexure "A"5. Holder became a substantial holder on 30/10/2012.

6. Details of voting power

7. The number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or its associate has 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	Persons' votes (5)	Voting power (6)
Ordinary shares	320,616,224	320,616,224	13.04%

8. Details of relevant interests

9. Details 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
Guangdong Fenghua Advanced Technology (Holding) Co., Ltd (<i>Guangdong Fenghua</i>)	Guangdong Fenghua controls Feng Hua and by the operation of s608(3) of the Corporations Act, holds a relevant interest in the Hawthorn shares in which Feng Hua has a relevant interest.	320,616,224 ordinary shares
Guangdong Rising Assets Management Co., Ltd (<i>GRAM</i>)	Guangdong Rising Assets Management Co., Ltd holds more than 20% of the shares in Guangdong Fenghua and by the operation of s608(3) of the Corporations Act, holds a relevant interest in the Hawthorn shares in which Guangdong Fenghua has a relevant interest.	320,616,224 ordinary shares
Guangdong Corporation of Ecology and Mineral	Holding of relevant interest and deemed relevant interest in voting shares held by associates.	320,616,224 ordinary shares
Life Smooth Investment Limited	Holding of relevant interest and deemed relevant interest in voting shares held by associates.	320,616,224 ordinary shares

4. Details of present registered holders

5. Details of the 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
Guangdong Fenghua	Feng Hua	Feng Hua	320,616,224 ordinary

FRAM	Feng Hua	Feng Hua	shares
			320,616,224 ordinary shares
Guangdong Corporation of Geology and Mineral	Feng Hua	Feng Hua	320,616,224 ordinary shares
Feng Smooth Investment Limited	Feng Hua	Feng Hua	320,616,224 ordinary shares

Consideration

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:

Name of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Persons listed in section 3 above	30 October 2012	\$0.013 per share	N/A	320,616,224 ordinary shares

Associates

Names of the persons named in Annexure "A" are associates of the substantial holders in paragraph 3 above are as follows:

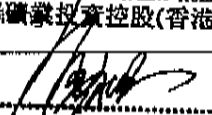
Associates by virtue of s12(2)(a) of the Corporations Act.

Addresses

Addresses of persons named in this form are as follows:

Name	Address
Feng Hua	Room 1606 Westley Square, 48 Hoi Yuen Road, Kwun Tong Kln, Hong Kong
Each of the parties listed in Annexure "A"	Refer to Annexure "A"

Signature

For and on behalf of
FENG HUA MINING INVESTMENT HOLDING (HK) LIMITED
 鳳華礦業投資控股(香港)有限公司
 Liao Y... Capacity Director
 sign here  date 31/10/2012
 Authorized Signature(s)

DIRECTIONS

- 1. Where 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. The definition of "associate" in section 9 of the Corporations Act 2001.
- 3. The definition of "relevant interest" in sections 608 and 609 of the Corporations Act.
- 4. 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 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. Complete details of:
- 8. 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
- 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)
- the definition of "relevant agreement" in section 9 of the Corporations Act 2001
- a substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "none"
- of the consideration must include any and all benefits, money and other that any person from whom a relevant interest was acquired may become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisition, even if they are not paid directly to the person from whom the relevant interest was acquired

Annexure A

	Address
Fenghua Advanced Technology Co., Ltd	Industrial City, No. 18 Fenghua Road, Zhaoqing, Guangdong, 526020, China
Guangdong Rising Assets Management Co., Ltd	4 th Floor, Ramada Pearl Hotel, 9 Mingyue Yi Road, Yue Xiu District, Guangzhou, Guangdong, P.R.C
Guangdong Corporation of Geology and Mineral	Rm. 1003, Dizhi Building, 739 DongfengDong Road, Guangzhou, Guangdong, P.R.C. 510080
Hui Sunooh Investment Limited	33 RM 41, 10/F MG Tower, 133 Hoi Bun Road, Kwun Tong K1, Hong Kong

Direct the Group entities