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24 December 2012

**Market Announcements Office
ASX Limited**

via e-lodgement

CHANGE IN DIRECTOR'S INTEREST IN SECURITIES

**Mr M G Kerr
Mr M E Elliott**

Attached for release to the market are Appendix 3Y Notices (Change of Director's Interest) for Hawthorn Resources Limited directors, Messrs M G Kerr and M E Elliott .

**CONTACT:
Hawthorn Resources Limited
Mourice Garbutt, Company Secretary on +613 9605 5917**

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	17th February 2012 (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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	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 <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	REFER ANNEXURE "A"
No. of securities held after change	REFER ANNEXURE "A"

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>REFER ANNEXURE "A"</p>
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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.

<p>Detail of contract</p>	<p>REFER ANNEXURE "A"</p>
<p>Nature of interest</p>	
<p>Name of registered holder (if issued securities)</p>	
<p>Date of change</p>	
<p>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</p>	
<p>Interest acquired</p>	
<p>Interest disposed</p>	
<p>Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation</p>	
<p>Interest after change</p>	

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+ 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 Gregory KERR

Entitlements:	Present App 3Y Notice 24.12.2012		Previous App 3Y Notice 17.02.2012		MOVEMENTS 17.02.2012 to 24.12.2012	
	Shares	Options	Shares	Options	Shares	Options
Direct:						
Self	-	-	-	-	-	-
Total Direct Entitlements	-	-	-	-	-	-
Indirect Holdings:						
(A) Mark E Elliott						
(i) Decoland Holdings Pty Ltd C/- 189 Hotham Street, East Melbourne, Vic 3002	-	-	-	5,000,000	-	5,000,000
(ii) Decoland Holdings Pty Ltd <MEE Super Fund A/C> C/- 189 Hotham Street, East Melbourne, Vic 3002	21,500,000	-	21,500,000	-	-	-
Total Entitlement - Mark E Elliott	21,500,000	-	21,500,000	5,000,000	-	5,000,000
(B) Mark G Kerr						
(i) Mark & Linda Kerr <Lindmark Staff Super Fund A/C> C/- Level 2, 90 William Street, Melbourne, Vic 3000	26,990,833	-	26,990,833	-	-	-
(ii) Mark & Linda Kerr <Lindmark Staff Super Fund A/C> C/- Level 2, 90 William Street, Melbourne, Vic 3000	11,208,000	-	11,208,000	5,000,000	-	5,000,000
(iii) Lindmark Investments Pty Ltd <Staff Super Fund A/C> C/- Level 2, 90 William Street, Melbourne, Vic 3000	8,350,000	2,500,000	8,350,000	2,500,000	-	-
(iv) Berkeley Consultants Pty Ltd	6,638,739	6,928,000	6,638,739	6,928,000	-	-
Total Entitlement - Mark G Kerr	53,187,572	9,428,000	53,187,572	14,428,000	-	5,000,000
(C) Legacy Iron Ore Limited Level 5, Citibank House, 37 St Georges Terrace, Perth, WA 6000	-	-	251,500,000	-	251,500,000	-
(D) Feng Hua Mining Investment Holding (HK) Limited Room 1606 Westley Square, 48 Hoi Yuen Road Kwun Tong Kin, Hong Kong	320,616,224	-	-	-	320,616,224	-
Total Indirect Entitlements	395,303,796	9,428,000	326,187,572	19,428,000	69,116,224	10,000,000
Total Entitlements	395,303,796	9,428,000	326,187,572	19,428,000	69,116,224	10,000,000
Total Issued Securities	2,458,057,717	-	2,137,441,493	-	320,616,224	-
Percentage Entitlements	16.0820	-	15.2607	-	0.8213	-

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 no Hawthorn Resources Limited securities registered in his name.
2. Mr Kerr was a Party to co-operation deed dated 3 October 2010 with Legacy Iron Ore Limited ("Legacy") and Mark E Elliott under which Mr Kerr had a relevant interest in the ordinary Hawthorn Resources Limited shares in which both Legacy and Mr Elliott had a declared interest. This co-operation deed automatically lapsed in October 2013 on the expiration of the 2 year term
3. As announced to the ASX on the 31 August 2013 Mr Kerr is to be a Party to a proposed co-operation deed with Feng Hua Mining Investment Holding (HK) Limited ("Feng Hua") and Mr Mark E Elliott under which Mr Kerr will have a relevant interest in the ordinary Hawthorn Resources Limited shares in which both Feng Hua and Mr Elliott will have or has a declared interest. Feng Hua was issued with 320,616,224 shares on 30 October 2012. The co-operation deed will not be executed at all unless and until shareholder approval is obtained.

Unquoted Options: - Expiring 25 January 2018

5,000,000 10 cent options

By an Option Cancellation Deed between M & L Kerr <ATF Lindmark Investments Staff Super> and Hawthorn Resopurces Limited these options have been cancelled.

Movements in Entitlements:	
1. Mark E Elliott via Decoland Holdings Pty Ltd	As noted above Decoland Holdings Pty Ltd has by way of an Option Cancellation Deed dated 13 December 2013 agreed to the cancellation of the 5,000,000 - 25 January 2018 options.
2. Mark G Kerr via - (i) Mark & Linda Kerr <Lindmark Staff Super Fund A/C>	Mark & Linda Kerr <Lindmark Staff Super Fund A/C> have by way of an Option Cancellation Deed dated 13 December 2013 agreed to the cancellation of the 5,000,000 - 25 January 2018 options.
3. Legacy Iron Ore Limited	The co-operation deed dated 3 October 2010 automatically lapsed upon the expiration of the two year period of the deed in October 2012. As such Mr Kerr ceased to have a relevant interest in the shareholding entitlement of Legacy Iron Ore Limited.

4. Feng Hua Mining Investment Holding (HK) Limited	As announced on 31 August 2012 to the ASX Mr Kerr is to be a party to a proposed co-operation deed with Feng Hua and Mr Mark E Elliott. The deed itself will not be executed at all unless and until shareholder approval is obtained at the 2012 AGM which is to be held late January or early February 2013. Through the proposed deed and following the issue of 320,616,224 ordinary shares to Feng Hau on 30 October 2012 Mr Kerr has a substantial shareholding in the declared entitlements to the ordinary voting shares of Mark E Elliott and Feng Hua Mining Investment Holding (HK) Limited(A) & (D) above.
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Appendix 3Y

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Introduced 30/9/2001.

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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	17th February 2012 (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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	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"
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Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	REFER ANNEXURE "A"
No. of securities held after change	REFER ANNEXURE "A"

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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:	Present App 3Y Notice 24.12.2012		Previous App 3Y Notice 17.02.2012		MOVEMENTS 17.02.2012 to 24.12.2012	
	Shares	Options	Shares	Options	Shares	Options
Direct:						
Self	-	-	-	-	-	-
Total Direct Entitlements	-	-	-	-	-	-
Indirect Holdings:						
(A) Decoland Holdings Pty Ltd C/- 189 Hotham Street, East Melbourne, Vic 3002	-	-	-	5,000,000	-	5,000,000
(B) Decoland Holdings Pty Ltd <MEE Super Fund A/C> C/- 189 Hotham Street, East Melbourne, Vic 3002	21,500,000	-	21,500,000	-	-	-
(C) Mark G Kerr C/- Level 2, 90 William Street, Melbourne, Vic, 3000	53,187,572	9,428,000	53,187,572	14,428,000	-	5,000,000
(D) Legacy Iron Ore Limited Level 5, Citibank House, 37 St Georges Terrace, Perth, WA 6000	-	-	251,500,000	-	251,500,000	-
(E) Feng Hua Mining Investment Holding (HK) Limited Room 1606 Westley Square, 48 Hoi Yuen Road Kwun Tong Kln, Hong Kong	320,616,224	-	-	-	320,616,224	-
Total Indirect Entitlements	395,303,796	9,428,000	326,187,572	19,428,000	69,116,224	10,000,000
Total Entitlements	395,303,796	9,428,000	326,187,572	19,428,000	69,116,224	10,000,000
Total Issued Securities	2,458,057,717	-	2,137,441,493	-	320,616,224	-
Percentage Entitlements	16.0820	-	15.2607	-	0.8213	-

Comments:

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

- Self - Mr Elliott has no Hawthorn Resources Limited securities registered in his name.
- Mr Elliott is a director of and holds a prescribed interest in the share capital of Decoland Holdings Pty Ltd (A). Decoland Holdings Pty Ltd also acts as Trustee for the MEE SuperFund, referred to above in Indirect Entitlements (B), in which Mr Elliott may have an entitlement.
- Mr Elliott was a Party to co-operation deed dated 3 October 2010 with Legacy Iron Ore Limited ("Legacy:") and Mark G Kerr under which Mr Elliott had a relevant interest in the ordinary Hawthorn Resources Limited shares in which both Legacy and Mr Kerr had a declared interest. This co-operation deed automatically lapsed in October 2013 on the expiration of the 2 year term
- As announced to the ASX on the 31 August 2013 Mr Elliott is to be a Party to a proposed co-operation deed with Feng Hua Mining Investment Holding (HK) Limited ("Feng Hua") and Mr Mark G Kerr under which Mr Elliott will have a relevant interest in the ordinary Hawthorn Resources Limited shares in which both Feng Hua and Mr Kerr will have or has a declared interest. Feng Hua was issued with 320,616,224 shares on 30 October 2012. The co-operation deed will not be executed at all unless and until shareholder approval is obtained.

Unquoted Options:

Expiring 25 January 2018 , exercise price of 10 cents 5,000,000

By an Option Cancellation Deed between Decoland Holdings Pty Ltd and Hawthorn Resopurces Limited these options have been cancelled.

Movements in Entitlements:	
1. Decoland Holdings Pty Ltd	As noted above Decoland Holdings Pty Ltd has by way of an Option Cancellation Deed dated 13 December 2013 agreed to the cancellation of the 5,000,000 - 25 January 2018 options.
2. Mark G Kerr via - (i) Mark & Linda Kerr <Lindmark Staff Super Fund A/C>	Mark & Linda Kerr <Lindmark Staff Super Fund A/C> have by way of an Option Cancellation Deed dated 13 December 2013 agreed to the cancellation of the 5,000,000 - 25 January 2018 options.
3. Legacy Iron Ore Limited	The co-operation deed dated 3 October 2010 automatically lapsed upon the expiration of the two year period of the deed in October 2012. As such Mr Elliott ceased to have a relevant interest in the shareholding entitlement of Legacy Iron Ore Limited.

4. Feng Hua Mining Investment Holding (HK) Limited	As announced on 31 August 2012 to the ASX Mr Elliott is to be a party to a proposed co-operation deed with Feng Hua and Mr Mark E Elliott. The deed itself will not be executed at all unless and until shareholder approval is obtained at the 2012 AGM which is to be held late January or early February 2013. Through the proposed deed and following the issue of 320,616,224 ordinary shares to Feng Hau on 30 October 2012 Mr Elliott has a substantial shareholding in the declared entitlements to the ordinary voting shares of Mark G Kerr and Feng Hua Mining Investment Holding (HK) Limited(A) & (D) above.
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