

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme Hawthorn Resources Limited (*Hawthorn*)

ACN/ARSN 009 157 439

1. Details of substantial holder (1)

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

ACN (if applicable) N/A

This notice is also given by Feng Hua on behalf of each of the parties listed in Annexure "A".

There was a change in the interests of the substantial holder on: 17/05/2013

The previous notice was given to the company on 03/05/2013

The previous notice was dated 03/05/2013

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	1,362,515,223	39.78%	68,125,762 (post share consolidation)	39.78%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest or the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
17/05/2013	Guangdong Fenghua Advanced Technology (Holding) Co., Ltd. (<i>Guangdong Fenghua</i>)	1-for-20 share consolidation	Nil	Ordinary shares	No change
17/05/2013	Guangdong Rising Assets Management Co., Ltd	1-for-20 share consolidation	Nil	Ordinary shares	No change
17/05/2013	Guangdong Corporation of Geology and Mineral	1-for-20 share consolidation	Nil	Ordinary shares	No change
17/05/2013	Lite Smooth Investment Limited	1-for-20 share consolidation	Nil	Ordinary shares	No change
17/05/2013	Feng Hua	1-for-20 share consolidation	Nil	Ordinary shares	No change

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Guangdong Fenghua Advanced Technology (Holding) Co., Ltd. (<i>Guangdong Fenghua</i>)	Feng Hua	Feng Hua	Holding of relevant interest and deemed relevant interest in voting shares held by associates.	68,125,762 ordinary shares (post share consolidation)	68,125,762
Guangdong Rising Assets Management Co., Ltd	Feng Hua	Feng Hua	Holding of relevant interest and deemed relevant interest in voting shares held by associates.	68,125,762 ordinary shares (post share consolidation)	68,125,762
Guangdong Corporation of Geology and Mineral	Feng Hua	Feng Hua	Holding of relevant interest and deemed relevant interest in voting shares held by associates.	68,125,762 ordinary shares (post share consolidation)	68,125,762
Lite Smooth Investment Limited	Feng Hua	Feng Hua	Holding of relevant interest and deemed relevant interest in voting shares held by associates.	68,125,762 ordinary shares (post share consolidation)	68,125,762
Mark Edward Elliott	Mark Edward Elliott - 21,500,000 ordinary shares Feng Hua - 1,287,827,651 ordinary shares Mark Gregory Kerr - 53,187,572 ordinary shares	Mark Edward Elliott - 21,500,000 ordinary shares Feng Hua - 1,287,827,651 ordinary shares Mark Gregory Kerr - 53,187,572 ordinary shares	Holding of relevant interest and deemed relevant interest in voting shares held by associates.	68,125,762 ordinary shares (post share consolidation)	68,125,762
Mark Gregory Kerr	Mark Gregory Kerr - 53,187,572 ordinary shares Feng Hua - 1,287,827,651 ordinary shares Mark Edward Elliott - 21,500,000 ordinary shares	Mark Gregory Kerr - 53,187,572 ordinary shares Feng Hua - 1,287,827,651 ordinary shares Mark Edward Elliott - 21,500,000 ordinary shares	Holding of relevant interest and deemed relevant interest in voting shares held by associates.	68,125,762 ordinary shares (post share consolidation)	68,125,762

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN (if applicable)	Nature of association
N/A	N/A
N/A	N/A

6.

Addresses

The 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

print name Yongzhong Liao

capacity

Director

sign here

date

May 29th 2013

Directions

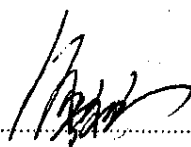
1. If there are a number of substantial shareholders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are 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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
6. Include details of:
 - (a) any relevant agreement or other circumstances by which the change in relevant interest occurred. 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.
7. 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.
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. Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE

This is Annexure "A" of 1 page referred to in Form 604 (Notice of change of interests of substantial holder)

SIGNED on behalf of Feng Hua



NAME: Yongzhong Liao

CAPACITY: Director

DATE: May 29th 2013

ENTITY	ADDRESS
Fenghua Advanced Technology (Hongkong) Co., Ltd	Room 1606, Westley Square, 48 Hoi Yuen Road, Kwun Tong Kln, Hongkong
Guangdong Fenghua Advanced Technology (Holding) Co., Ltd.	Industrial City, No 18 Fenghua Road, Zhaoqing City, Guangdong Province, 526020, China
Guangdong Rising Assets Management Co., Ltd	4th Floor, Ramada Pearl Hotel, 9 Mingyue Yi Road, Yue Xiu District, Guangzhou City, Guangdong Province, China
Guangdong Rising Mining Investment Co., Ltd	3rd Floor ,3rd building, Zhu Jiang Hotel, 2 Siyouyi Road, Yuexiu District, GuangZhou City, Guangdong Province China
Guangdong Corporation of Geology and Mineral	Rm. 1003, Dizhi Building, 739 DongfengDong Road, Guangzhou City, Guangdong Province, 510080, China
JiangMen Geological Construction Engineering Company	No. 39 ZhongSha, HeNan, JiangMen City, Guangdong Province, China
Lite Smooth Investment Limited	Flat/RM G, 10/F MG Tower, 133 Hoi Bun Road, Kwun Tong KL, Hong Kong
Tackwin Development Limited	Flat/RM G, 10/F MG Tower, 133 Hoi Bun Road, Kwun Tong KL, Hong Kong
Guangzhou Junhong Property Limited	Rm 2005, 753 DongfengDong Road, Guangzhou, Guangdong, P.R.C
Mr. Li Yijie	Rm301, 22 Huaxiao Street, Tianhe District, Guangzhou, Guangdong, P.R.C