

# 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

<b>Name of entity</b>	HAWTHORN RESOURCES LIMITED
<b>ABN</b>	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.

<b>Name of Director</b>	KERR, Mark Gregory
<b>Date of last notice</b>	28 April 2016 (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"

<b>Direct or indirect interest</b>	Refer Annexure "A"
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Refer Annexure "A"
<b>Date of change</b>	Refer Annexure "A"
<b>No. of securities held prior to change</b>	Refer Annexure "A"
<b>Class</b>	Refer Annexure "A"
<b>Number acquired</b>	Refer Annexure "A"
<b>Number disposed</b>	Refer Annexure "A"
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Refer Annexure "A"
<b>No. of securities held after change</b>	Refer Annexure "A"
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Refer Annexure "A"

## 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.

<b>Detail of contract</b>	Paradyce Pty Ltd, a company in which Mr M G Kerr is sole Director/Company Secretary and shareholder, is a co-underwriter to the Accelerated Pro Rata Non-Negotiable Rights Issue ("NRRI") as announced to the ASX on 24 August 2017
<b>Nature of interest</b>	Refer Part 2 – Detail of Contract. N.B. As announced Mr Kerr through Paradyce Pty Ltd has opted to not receive an underwriting commission in his support of the NRRI
<b>Name of registered holder (if issued securities)</b>	Paradyce Pty Ltd - Subject to completion of the NRRI
<b>Date of change</b>	Subject to completion of the NRRI
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Fully paid ordinary shares – number of shares is subject to completion of the NRRI
<b>Interest acquired</b>	Subject to completion of the NRRI
<b>Interest disposed</b>	Not applicable
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Any shares acquired as co-underwriter of the NRRI will be at a cost of \$0.04 share.
<b>Interest after change</b>	Subject to completion of the NRRI

## Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

**Appendix 3Y**  
**Change of Director's Interest Notice**

**ANNEXURE "A"**

**5 September 2017**

**Schedule of Director's Interest**  
**DIRECTOR: KERR, Mark Gregory**

	<b>PRESENT APPENDIX 3Y 05 09 17 ASX Code : TNK</b>	<b>PREVIOUS APPENDIX 3Y 28 04 16 ASX Code : TNK</b>	<b>CHANGES</b>
<b>Director's interest in issued securities of Think Childcare Limited held in name of:</b>			
<b>Quoted Ordinary Shares</b>			
1	DIRECT	nil	nil
2	INDIRECT: –		
	(i) Mark Gregory and Linda Marie Kerr < Lindmark Staff S/F A/C>	2,531,529	1,349,542
	(ii) Mark Gregory and Linda Marie Kerr < Lindmark Staff Super Fund A/C>	1,051,222	560,400
	(iii) Lindmark Investments Pty Ltd <Staff Super Fund A/C>	783,164	417,500
	(iv) Berkeley Consultants Pty Ltd	622,662	331,937
<i>All holdings are recorded in the Register of Members with an address at: Level 2, 90 William Street, Melbourne, Vic., 3000.</i>			
3	<b>TOTAL DIRECTOR'S INTEREST</b>	<b>4,988,577</b>	<b>2,659,379</b>
4	Hawthorn Resources Limited – Number of Shares on Issue	<b>210,920,630</b>	<b>171,263,644</b>
5	<b>TOTAL DIRECTORS INTEREST IN SHARES AS A PERCENTAGE</b>	<b>2.365%</b>	<b>1.553%</b>

**COMMENT:**

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) and (iii) above Mr Kerr is a Trustee for the Staff Super Fund Accounts. In Item 2 (iv) above Mr Kerr is a director and shareholder of Berkeley Consultants Pty Ltd. As such has a relevant interest in those capacities in the above stated 4,988,577 fully paid ordinary shares.
- 3 INDIRECT**  
Mr Kerr as a Director and sole shareholder of Paradyce Pty Ltd has a relevant interest in the fully paid ordinary shares that Paradyce Pty Ltd may receive as co-underwriter of the Hawthorn Resources Limited NRRI

**MOVEMENTS IN ENTITLEMENTS –**

<b>(Ordinary fully paid shares)</b>
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**2. INDIRECT**

**(i) Mark Gregory and Linda Marie Kerr <Lindmark Staff S/F>**

Balance, per Appendix 3Y, 28 April 2016	1,349,542
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Plus – 31 August 2017 shares allotted in the Hawthorn Resources Limited NRRRI – Institutional Entitlement Offer at \$0.04 a share	<u>1,181,987</u>
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Balance, per Appendix 3Y, 5 September 2017	<u>2,531,529</u>
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**(ii) Mark Gregory and Linda Marie Kerr < Lindmark Staff Super Fund A/C>**

Balance, per Appendix 3Y, 28 April 2016	560,400
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Plus – 31 August 2017 shares allotted in the Hawthorn Resources Limited NRRRI – Institutional Entitlement Offer at \$0.04 a share	<u>490,822</u>
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Balance, per Appendix 3Y, 5 September 2017	<u>1,051,222</u>
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**(iii) Lindmark Investments Pty Ltd <Staff Super Fund A/C>**

Balance, per Appendix 3Y, 28 April 2016	417,500
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Plus – 31 August 2017 shares allotted in the Hawthorn Resources Limited NRRRI – Institutional Entitlement Offer at \$0.04 a share	<u>365,664</u>
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Balance, per Appendix 3Y, 5 September 2017	<u>783,164</u>
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**(iv) Berkeley Consultants Pty Ltd**

Balance, per Appendix 3Y, 28 April 2016	331,937
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Plus – 31 August 2017 shares allotted in the Hawthorn Resources Limited NRRRI – Institutional Entitlement Offer at \$0.04 a share	<u>290,725</u>
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Balance, per Appendix 3Y, 5 September 2017	<u>622,662</u>
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