

Form 603Corporations 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 **CONQUEST MINING LIMITED**ACN/ARSN (if applicable) **009 232 277**The holder became a substantial holder on **10/06/2008 (HOLDER BECAME AWARE ON 11/06/08)****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)
ORDINARY	65,600,000	65,600,000	5.66%

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
CONQUEST MINING LIMITED	LEGAL OWNER	65,600,000 ORD

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
CONQUEST MINING LIMITED	CONQUEST MINING LIMITED	N/A	65,600,000 ORD

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

7. Addresses

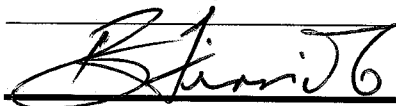
The addresses of persons named in this form are as follows:

Name	Address
CONQUEST MINING LIMITED	SUITE 4, 213 BALCATT A ROAD, BALCATT A WA 6021

Signature

print name BRUNO FIRRIOLO capacity COMPANY SECRETARY

sign here



date 13/06/2008

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 Conquest Mining Limited.

Conquest Mining Limited 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 percent 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 Conquest Mining Limited a total of 65,600,000 new shares.



Bruno Firriolo
Director/Company Secretary

13 June 2008