



OVERLAND RESOURCES LIMITED

ABN 92 114 187 978
Suite 5, Level 1, 12-20 Railway Road
Subiaco 6008
Western Australia

4 December 2017

Australian Stock Exchange Limited
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

Unmarketable Parcel Share Sale Facility

Overland Resources Limited (ASX:OVR, **Overland** or the **Company**), is pleased to announce that it has instituted the sale of ordinary securities for holders of unmarketable parcels of the Company's shares.

The ASX Listing Rules define an unmarketable parcel as those with a market value of less than A\$500. As at 5pm (WST) on 29 November 2017 (**Record Date**), an unmarketable parcel of shares is any shareholding of 45,454 shares or less, based on the closing price of A\$0.011 on the Record Date. This represents 4,596,884 ordinary shares, held by 404 shareholders (**Minority Members**).

The Company is offering this sale to assist holders of unmarketable parcels to sell shares without having to use a broker or pay brokerage. The Company will sell the unmarketable parcel shares at a price of \$0.01 per share, which is the 30-day Volume Weighted Average Price (**VWAP**) of the Company's securities as at the Record Date. The Company will pay for all costs of the sale for shareholders who use this facility, excluding tax consequences from the sale which remains the shareholder responsibility.

The Company values all of its shareholders; however, it incurs significant administration costs maintaining such a large number of unmarketable parcels. By facilitating this sale, the Company expects to reduce the administrative costs associated with maintaining a large number of very small holdings.

If Minority Members wish to sell their shares through this facility, they do not need to take any action. If Minority Members **do not wish** to sell shares through this facility, they **must** complete and return the Share Retention Form to the Company's share registry, Computershare Investor Services Limited, by 5pm (WST) on Monday 22 January 2018 (**Retention Date**).

Upon the sale of the unmarketable parcel shares, proceeds shall be forwarded to eligible shareholders as soon as possible.

If you have any queries, please contact the Chairman, Robert Kirtlan, or the Company Secretary, Paige Exley, on 61 8 9388 6020 or email info@overlandresources.com.

Additional information may also be viewed on Overland's website at www.overlandresources.com.



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Attached is a copy of the letter and the Share Retention Form that is currently being mailed to shareholders that are holding an unmarketable parcel in Overland Resources Limited on the Record Date.

Yours faithfully

Paige Exley
Company Secretary

If you have any queries, please contact the Chairman, Robert Kirtlan, or the Company Secretary, Paige Exley, on 61 8 9388 6020 or email info@overlandresources.com.

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OVR

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

4 December 2017

Dear Shareholder

IMPORTANT NOTICE

Share Sale Facility for Unmarketable Parcels of Overland Resources Limited Shares

I am writing to advise you that Overland Resources Limited (**Overland** or the **Company**) has established a share sale facility (**Facility**) for holders of shares valued at less than \$500 as at close of trade on Wednesday 29 November 2017 (**Unmarketable Parcel**). The Facility is being established in accordance with the Company's Constitution and the ASX listing rules.

Overland is offering the Facility to assist holders of Unmarketable Parcels to sell their shares. Holders of Unmarketable Parcels who take advantage of the facility will have their shares sold without having to act through a broker or pay brokerage. The Company will arrange payment of other costs associated with the sale and the proceeds of the sale to be sent to you (although any tax consequences from the sale of your shares will be your responsibility).

Our records show that you held an Unmarketable Parcel based on the Overland share price of \$0.011 as at close of trade on Wednesday 29 November 2017 (**Record Date**). Unless you advise the Company that you do NOT wish to sell your shares within six (6) weeks from when this letter was sent, Overland intends to sell your shares through the Facility in accordance with Clause 5.3 of the Company's Constitution and the Australian Securities Exchange Listing Rules. Payment will be sent to you following settlement of the sale or otherwise as soon as is practicable. The shares will be sold at a price of \$0.01 per share, which is the 30-day Volume Weighted Average Price (**VWAP**) of the Company's securities as at the Record Date.

What should you do?

If you do NOT wish to sell your shares through the Facility, you must complete and return the attached form to the address on the form so that it is received by 5pm (Perth time) on Monday 22 January 2018 (**Share Retention Form**). Please read the instructions on your personalised Share Retention Form carefully before completing it.

If you have any queries, please contact the Company Secretary, Paige Exley, on 61 8 9388 6020 or email info@overlandresources.com.

Additional information may also be viewed on Overland's website at www.overlandresources.com.

If you want to sell your shares through the Facility, you do not need to take any action.

By refraining from taking any action, after the expiration of the time prescribed in the ASX Listing Rules and the Company's Constitution, you will be deemed to have irrevocably appointed the Company as your agent:

- (a) to sell all of your shares at a price of \$0.01 per share; and
- (b) to deal with the proceeds of the sale as set out in the attached information pack.

Important Information

The Company will determine whether a shareholder has an Unmarketable Parcel as at the Record Date. If you have an Unmarketable Parcel as at the Record Date, then unless you complete and return the attached Share Retention Form, Overland will be entitled to sell your shares under this Facility.

Overland does not make any recommendation or provide any advice to you regarding whether to buy, sell or hold your shares, nor that this facility is the best way to sell your shares.

If you need help deciding what to do, or if you require information regarding the financial, legal or tax consequences of participating in the Facility you should consult your legal, financial or taxation adviser.

The attached information pack sets out further details of the Facility, which you should read before making any decision. You can also contact the Company Secretary on +61 9388 6020 or Computershare on 1300 850 505 if you have any queries about lodging your form or the practical operation of the Facility.

Yours sincerely

Paige Exley

Company Secretary
On behalf of the Board
Overland Resources Limited

If you have any queries, please contact the Company Secretary, Paige Exley, on 61 8 9388 6020 or email info@overlandresources.com.

Additional information may also be viewed on Overland's website at www.overlandresources.com.



Unmarketable Parcel Information Pack

1. What is an Unmarketable Parcel of share?

An unmarketable parcel of Shares is a holding of Overland Resources shares valued at less than A\$500 as at the close of trade on the Record Date. The Record Date for the purposes of establishing holders of unmarketable parcels has been set at the close of trade on Wednesday 29 November 2017. Based on the price of Overland shares at the Record Date, this is a holding of 45,454 shares or less.

2. What price will I receive for shares sold through the Facility?

The shares will be sold at \$0.01 per share being the price per share of the Overland securities equal to the 30-Day Volume Weighted Average Price (**VWAP**) of the last sales prices of Overland on ASX for each of the 30 trading days immediately preceding the date of the offer received by the Company. Overland directors may sell your shares on market or in any other way they consider reasonable in the circumstances. You will not have control over the time at which your shares are sold, the price you receive may be different from the price appearing in the newspaper or quoted by ASX on any day, may not be the highest price on the day that your shares are sold and may be an average price per share based on the price obtained for all the shares sold under the Facility.

3. What is the price for Overland shares?

The latest sale price of Overland shares on Wednesday 29 November 2017 was \$0.011. The share price changes frequently and more recent prices are available in the newspapers and from the ASX website (www.asx.com.au) under the ASX code OVR.

4. When will the proceeds from the sale of shares be sent to me?

Payment will be sent to you following the settlement of the sale or otherwise as soon as practicable. Payment will be sent in Australian dollars by cheque. You will be notified by way of a transaction confirmation statement of the number of your shares sold, and the price and total sale proceeds. The cheque will be sent by post to your address as shown in the share register at the time the share sale payment is run.

5. If I buy more shares, will I retain my holding?

Overland will treat any purchase of additional shares which increases the value of an Overland shareholding to more than A\$500 as at the close date of the facility as an indication that you do not want your shares to be sold through the Facility. **For a purchase to be an effective notification that you wish to retain your shares, any additional shares must be registered by 5:00pm (WST) on Monday 22 January 2018 under the same name and address and with the same holder number (SRN or HIN) as set out in this letter.**

6. What if my shares are held in a CHESS holding?

If your Shares remain in a CHESS holding at 5:00pm (WST) on Monday 22 January 2018, the Company may move those Shares to an issue sponsored holding and the Shares will be

If you have any queries, please contact the Company Secretary, Paige Exley, on 61 8 9388 6020 or email info@overlandresources.com.

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sold through the Facility.

7. Where can I get further information?

If you have any questions concerning your shareholding or how the facility will work, please contact the Company's share registry, Computershare on 1300 850 505 between the hours of 9:00am and 5:00pm WST Monday to Friday.

8. Important notes

Overland reserves the right to vary, delay or terminate this sale facility by notice to the ASX.

Overland is not bound to sell any or all of the shares that may be available for it to sell under this Facility, and there is no guarantee that Overland will be able to sell your shares. In addition, the sale proceeds may differ from the market value of your shares on the Record Date, depending on movements in the market price of the shares and on the appointed brokers' ability to procure purchasers.

Please note that the Company will not sell your shares, in the event that a third party announces a takeover offer for the Company. Consistent with its continuous disclosure obligations, the Company will release the ASX information that may be material to a shareholder's decision as to whether they wish to retain their shares. This information will, if released, be available on the ASX website www.asx.com.au (ASX Code: OVR) and on the Company's website www.overlandresources.com.

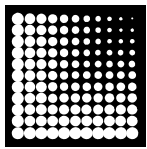
Overland reserves the right to change any of the dates referred to in this letter by notice to the ASX. If you are in any doubt about what to do, you should consult your legal, financial or taxation adviser.

NOTE:

If you currently have more than one holding on the OVR share register, you may wish to consider amalgamating them. This may result in your amalgamated holding no longer being an Unmarketable Parcel. Under these circumstances your shares will not be sold as part of this facility. Any such amalgamation needs to be effected on the register by Monday 22 January 2018.

If you have any queries, please contact the Company Secretary, Paige Exley, on 61 8 9388 6020 or email info@overlandresources.com.

Additional information may also be viewed on Overland's website at www.overlandresources.com.



OVERLAND

RESOURCES

Overland Resources Limited
ABN 92 114 187 978

OVR

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Return your Form to the Company's share registry:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

For all enquiries:

Phone:



(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Share Retention Form



If you wish to retain your shares, your form must be received by 5.00pm (WST) on Monday, 22 January 2018

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Shareholding Details

Use this form if you wish to retain your shares in Overland Resources Limited. If you have recently bought or sold shares your shareholding may differ from that shown. If you have already sold all your shares in Overland Resources Limited, do not complete or return this form. If you have more than one shareholding on Overland Resources Limited's register and you do not wish to sell your shares under the Unmarketable Parcel Share Sale Facility, you should consider consolidating them. For further advice on how to do this, contact Computershare Investor Services Pty Limited (CIS) on the number above.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored shareholding, please contact your Controlling Participant to notify a change of address.

Step 2: Signing Instructions

Individual: Where the shareholding is in one name, the shareholder must sign.

Joint Shareholding: Where the shareholding is in more than one name, all of the shareholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the shareholding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the shareholding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: Where the shareholding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be found by searching "deceased estates" on our website www.computershare.com or by calling Computershare Investor Services Pty Limited on 1300 850 505 or +61 3 9415 4000. If the shareholding is in more than one name the surviving shareholder may sign the form and return it together with a certified copy of the death certificate of the other joint shareholder.

Step 3: Contact Details

Entering contact details is not compulsory, but will assist us if we need to contact you.


Turn over to complete the form ➔

Share Retention Form



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I ND

STEP 1**Shareholding Details** For your security keep your SRN/
HIN confidential.

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001



Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Shares held as at 7.00pm, 29 November 2017:

2000**STEP 2****Signature of Shareholder(s)***This section must be completed.*

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we understand that my/our **SHARES WILL NOT BE SOLD** under the Unmarketable Parcel Share Sale Facility.

Individual or Shareholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Shareholder 2

Director

Shareholder 3

Director/Company Secretary
(cross out titles as applicable)

STEP 3**Contact Details**Contact
NameContact
Daytime
Telephone

Date / /

Email

Address

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

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