

12 March 2018

COMPANY UPDATE

HIGHLIGHTS

- Tranche 1 has been completed with funds of \$1.46M received and 132,702,115 shares issued by the Company
- Drilling tender and contractor selection process is well underway
- 25,000m Aircore drilling program scheduled to begin in early Q2

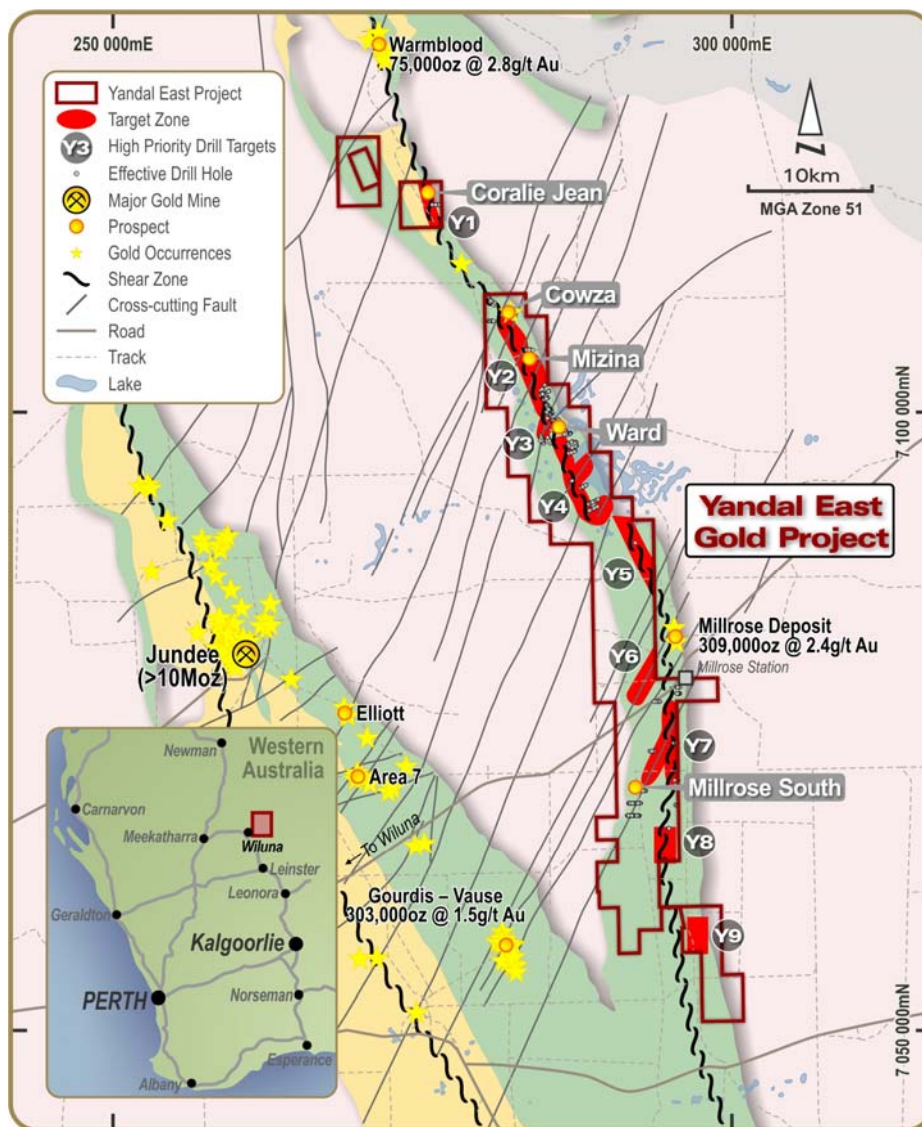


Figure 1. Regional geology and structural setting of the Yandal East Gold Project with drill targets Y1 to Y9

Overland Resources Limited (ASX:OVR; the **Company** or **Overland**) is pleased to advise that it has completed Tranche 1 of its recently announced, successful \$2M placement. Tranche 1 funds comprising \$1.46M have been received and 132,702,115 shares have been issued. The balance of the \$2M placement or Tranche 2 will be completed on receipt of shareholder approval at an upcoming General Meeting.

The Company is now well advanced in the planning for its upcoming 25,000m Aircore drilling program, with drilling tenders received and the drilling contractor selection process underway. The program is scheduled to commence in early Q2 upon receipt of all required government approvals. The program will initially focus on the high grade Coralie Jean prospect where rock chips have returned values up to 175.6 g/t gold in sub-cropping quartz veins, the high grade corridor extends for 400m with 55 samples averaging 17.3 g/t gold along this corridor, parallel to the Celia Shear¹. Approximately 30% of the drilling is planned along the 3.8km Coralie Jean target.

The majority of the program (+50%) will be focused in the central portion of the Yandal East project along the Ward and Cowza trend (Y2 – Y4) where over 20km of high priority drill targets have been identified. Significant mineralisation has already been discovered along the Celia Shear at Cowza and Ward including a best hit of 12m @ 9.7g/t Au at Cowza and 13m @ 3.1 g/t Au at Ward².

The remaining 20% of the program will focus on the Southern Targets that occur immediately along strike from the Millrose Deposit that contains 309,000 oz @ 2.4 g/t gold and is held by Bowlane Nominees (WA) Limited.

For and on behalf of the Board

Ben Vallerine

Chief Executive Officer

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¹The information in this announcement relating to exploration results at Coralie Jean is extracted from Overland's announcements made to the ASX on 23 October 2017 entitled "Amended Rock Chips Assay up to 24.8 g/t Gold at Coralie Jean".

²The information in this announcement relating to exploration drilling results is extracted from Overland's announcement made to the ASX on 5 September 2017 entitled "Option to Acquire 75% of Yandal East Gold Project".

Overland confirms that it is not aware of any new information or data that materially affects the information included in these original market announcements and, in the case of the exploration results all the material assumptions and technical parameters underpinning the results in the relevant market announcements continue to apply and have not materially changed

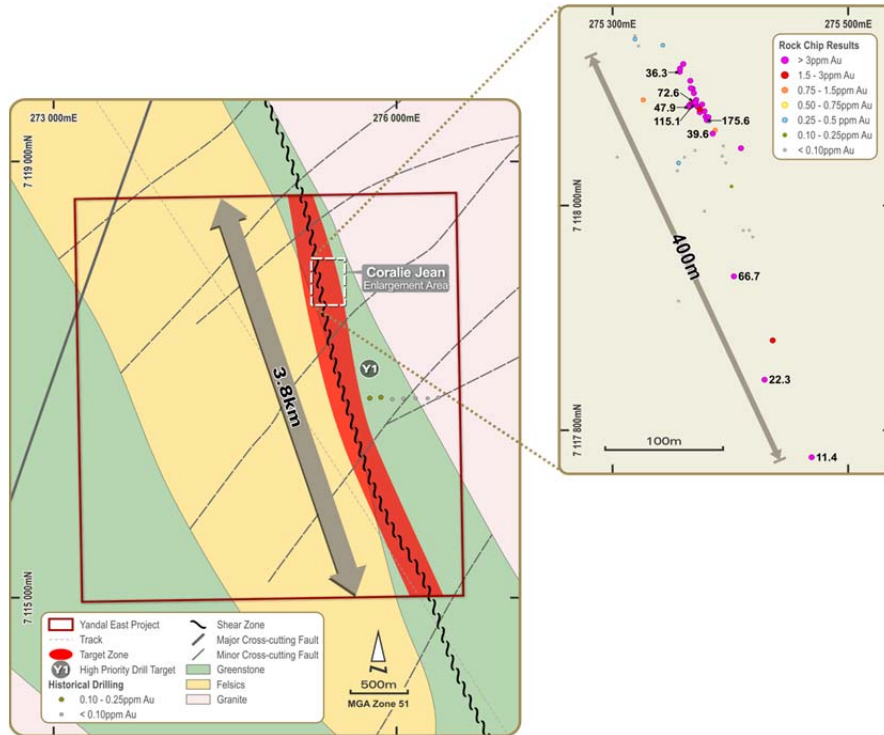


Figure 2. Geology and structural setting at the Coralie Jean prospect and the 3.8km high priority drill target

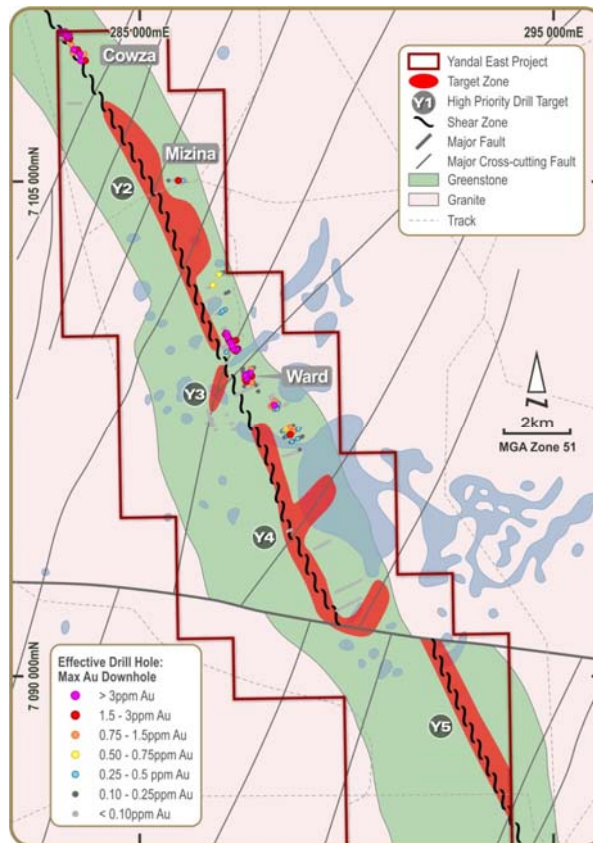


Figure 3. Geology and structural setting of the Cowza-Mizina-Ward trend and high priority drill targets



12 March 2018

Australian Stock Exchange Limited

Via e-lodgement

SECTION 708A(5) CLEANSING NOTICE

Overland Resources Limited (ASX:OVR, **Overland** or the **Company**) today issued 132,702,115 shares at an issue price of \$0.011 per share (the **Securities**) to institutional and sophisticated investors to raise \$1,459,723 pursuant to the Tranche 1 of the Placement announced on 5 March 2018. The Company intends to use the funds to continue exploration at the Yandal East Gold Project and for general working capital purposes.

Notice Under Section 708A(5)(e)

The Corporations Act 2001 (the "Act") restricts the on-sale of securities issued without disclosure unless the sale is exempt under sections 708 or 708A. By the Company giving this notice, a sale of the Securities noted above will fall within the exemption in section 708A(5)(e) of the Act.

The Company hereby notifies ASX under paragraph 708A(5)(e) of the Act that:

1. the Company will issue the Securities without disclosure to the investor under Part 6D.2 of the Act;
2. as at the date of this notice, the Company has complied with:
 - a. the provisions of Chapter 2M of the Act as they apply to the Company;
 - b. section 674 of the Act; and
3. except as may be set out in this notice, as at the date of this notice there is no other information that is "excluded information" which is required to be set out in this notice under Section 708A(6)(e) of the Act.

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.

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

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Overland Resources Limited

ABN

92 114 187 978

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|----------------------------|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 132,702,115 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Yes
5	Issue price or consideration	\$0.011 per share (\$1,459,723)
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Pursuant to Tranche 1 of the placement announced 5 March 2018. The intended use of the funds is to continue exploration at the Yandal East Gold Project and for general working capital purposes
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	24 November 2017
6c	Number of +securities issued without security holder approval under rule 7.1	79,621,269 fully paid ordinary shares
6d	Number of +securities issued with security holder approval under rule 7.1A	53,080,846 fully paid ordinary shares

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil				
6f	Number of +securities issued under an exception in rule 7.2	Nil				
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Yes, the issue price of the shares is \$0.011 as announced on 5 March 2018. Argonaut Limited provided the calculation of the 15 trading day VWAP which is \$0.010929 up to and including 28 February 2018, which is the last trading day prior to the capital raising. 75% of this price is \$0.008197				
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1 capacity: Nil 7.1A capacity: Nil				
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	12 March 2018				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>663,510,576</td><td>Ordinary Shares</td></tr></table>	Number	+Class	663,510,576	Ordinary Shares
Number	+Class					
663,510,576	Ordinary Shares					

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

	Number	+Class
9	10,000,000	Unlisted options, exercisable at \$0.007, expiring. 20/04/2019
	16,568,498	Unlisted options exercisable at \$0.00754, expiring 19/01/2020
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
	N/A	

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A

+ See chapter 19 for defined terms.

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 ⁺Issue date N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
- 1 - 1,000
 - 1,001 - 5,000
 - 5,001 - 10,000
 - 10,001 - 100,000
 - 100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A				
39	+Class of +securities for which quotation is sought	N/A				
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A				
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A				
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: center;">Number</th> <th style="width: 50%; text-align: center;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center; vertical-align: top;">N/A</td> <td></td> </tr> </tbody> </table>	Number	+Class	N/A	
Number	+Class					
N/A						

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:


.....
(Company Secretary)

Date: 12 March 2018

Print name: Paige Exley

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	366,936,108
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12-month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12-month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12-month period <p>Note:</p> <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	125,645,369 38,226,984
Subtract the number of fully paid +ordinary securities cancelled during that 12-month period	Nil
“A”	530,808,461

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	79,621,269
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of ⁺equity securities issued or agreed to be issued in that 12-month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	79,621,269
“C”	79,621,269
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	79,621,269
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	79,621,269
Total [“A” x 0.15] – “C”	<p>Nil</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	530,808,461
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	53,080,846
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12-month period under rule 7.1A Notes: <ul style="list-style-type: none"> This applies to equity securities – not just ordinary securities Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained It may be useful to set out issues of securities on different dates as separate line items 	53,080,846
“E”	53,080,846

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	53,080,846
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	53,080,846
Total [“A” x 0.10] – “E”	Nil <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.