

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To, Company Name/Scheme OVERLAND RESOURCES LIMITED (ASX:OVR)ACN/ARSN 114 187 978**1. Details of substantial holder(1)**Name SFG Australia LimitedACN/ARSN (if applicable) 81 006 490 259There was a change in the interests of the  
substantial holder on 09/12/11The previous notice was given to the company on 26/07/11The previous notice was dated 26/07/11**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	21,693,348	11.18%	23,669,962	12.20 %

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of 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
See					
Annexure					
A					

**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
See					
Annexure					
B					

**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/ARSN (if applicable)	Nature of association
See Annexure C	See Annexure C

**6. Addresses**

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

Name	Address
See Annexure D	See Annexure D

**Signature**

print name LINDA FOX capacity COMPANY SECRETARY  
 sign here  date 12/12/2011

**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 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 because of 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 A

Overland Resources Limited (ASX:OVR)

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change (\$)	Class and number of securities affected	Person's votes affected
22/07/2011	SFG Australia Limited controls Mosaic Portfolio Advisers Limited (the responsible entity for the Emerging Resources Company Share Fund ARSN 118 630 541)	Purchase of fully paid ordinary shares	35,934.19	21,693,348	11.18%
05/08/2011			7,088.43	21,749,962	11.21%
09/08/2011			23,037.95	21,949,962	11.32%
19/08/2011			25,241.58	22,129,962	11.40%
25/08/2011			13,732.63	22,229,962	11.45%
14/09/2011			25,041.25	22,429,962	11.56%
28/09/2011			74,122.10	23,169,962	11.94%
09/12/2011			52,286.13	23,669,962	12.20%

This is Annexure A referred to in Form 604 – Notice of change of interests of substantial holder signed and dated 12/12/2011.

Annexure B

Overland Resources Limited (ASX:OVR)

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
SFG Australia Limited	Bond Street Custodians Limited as Custodian of the Emerging Resources Company Share Fund ARSN 118 630 541	Mosaic Portfolio Advisers Limited as Responsible Entity for Emerging Resources Company Share Fund ARSN 118 630 541	SFG Australia Limited controls Mosaic Portfolio Advisers Limited (the responsible entity for Emerging Resources Company Share Fund ARSN 118 630 541)	Ordinary Shares	23,669,962

This is Annexure B referred to in Form 604 – Notice of change of interests of substantial holder signed and dated 12/12/2011.

Annexure C

Overland Resources Limited (ASX:OVR)

Name	Nature of Association
SFG Australia Limited ACN 006 490 259 and its controlled entities	SFG Australia Limited acquired Mosaic Portfolio Advisers Limited (the Responsible Entity for the Emerging Resources Company Share Fund ARSN 118 630 541) on 17 March 2010.

This is Annexure C referred to in Form 604 – Notice of change of interests of substantial holder signed and dated 12/12/2011.

Annexure D

Overland Resources Limited (ASX:OVR)

Name and ACN/ARSN (if applicable)	Nature of Association and Address
SFG Australia Limited ACN 006 490 259 and its controlled entities	100% owner of Mosaic Portfolio Advisers Limited Level 17, 100 Pacific Highway, North Sydney, NSW 2060
Mosaic Portfolio Advisers Limited ACN 108 747 637	Responsible Entity for the Emerging Resources Company Share Fund ARSN 118 630 541 Terrace House 3, 249 Coronation Drive, Milton, QLD, 4064
Bond Street Custodians Limited ACN 008 607 065	Custodian for the Emerging Resources Company Share Fund ARSN 118 630 541 Level 20, 1 Martin Place, Sydney, NSW, 2000

This is Annexure D referred to in Form 604 – Notice of change of interests of substantial holder signed and dated 12/12/2011.