

Form 604Corporations 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 Limited
ACN/ARSN (if applicable) 81 006 490 259There was a change in the interests of the
substantial holder on 02 /03 /12
The previous notice was given to the company on 12 /12 /11
The previous notice was dated 09 /12 /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 | 23,669,962 | 12.20% | 25,739,035 | 13.26% |
| | | | | |

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 6 ' 3 ' 2012

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 |
|-----------------------|---|--|---|--|--------------------------------|
| 09/12/2011 | SFG Australia Limited controls Mosaic Portfolio Advisers Limited (the responsible entity of the Emerging Resources Company Share Fund ARSN 118 630 541) | Purchase of fully paid ordinary shares | 52,286.13 | 23,669,962 | 12.20% |
| 14/12/2011 | | | 0.09 | 23,669,963 | 12.20% |
| 11/01/2012 | | | 15,906.20 | 23,869,963 | 12.30% |
| 27/01/2012 | | | 63,103.95 | 24,869,963 | 12.82% |
| 31/01/2012 | | | 3,455.70 | 24,919,963 | 12.84% |
| 01/02/2012 | | | 3,801.26 | 24,974,963 | 12.87% |
| 02/02/2012 | | | 24,189.85 | 25,324,963 | 13.05% |
| 28/02/2012 | | | 2,798.51 | 25,359,035 | 13.07% |
| 29/02/2012 | | | 18,029.70 | 25,559,035 | 13.17% |
| 02/03/2012 | | | 16,226.73 | 25,739,035 | 13.26% |

This is Annexure A referred to in Form 604 – Notice of change of interests of substantial holder signed and dated 6/03/2012.

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 of the Emerging Resources Company Share Fund ARSN 118 630 541 | SFG Australia Limited controls Mosaic Portfolio Advisers Limited (the responsible entity of Emerging Resources Company Share Fund ARSN 118 630 541) | Ordinary Shares | 25,739,035 |

This is Annexure B referred to in Form 604 – Notice of change of interests of substantial holder signed and dated 06/03/2012.

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 of 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 06/03/2012.

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% the owner of Mosaic Portfolio Advisers Limited Level 12, 6 O'Connell Street, Sydney, NSW, 2000 Suite 1, 118 50 Bridge St, Sydney, NSW 2000 <i>D</i> |
| Mosaic Portfolio Advisers Limited ACN 108 747 637 | Responsible Entity of the Emerging Resources Company Share Fund ARSN 118 630 541 Suite 1, 118 50 Bridge St, Sydney, NSW 2000 <i>D</i> 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 06/03/2012.