



# **Overland Resources Limited**

ABN 92 114 187 978

## **Financial Report**

for the half year ended 31 December 2011

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## **CORPORATE DIRECTORY**

### **Directors**

Mr. Michael Haynes (Chairman)  
Mr. Hugh Bresser (Managing Director)  
Mr. Anthony Polglase (Non Executive Director)  
Mr. Gibson Pierce (Non Executive Director)  
Mr. Sias Els (Non Executive Director)

### **Company Secretary**

Mr. Nicholas Day

### **Registered Office and Principal Place of Business**

Suite 9  
5 Centro Avenue  
Subiaco WA 6008  
Australia  
Telephone: (+61 8) 9226 5566  
Facsimile: (+61 8) 9226 2027

### **Share Register**

Computershare Investor Services Pty Ltd  
Level 2, Reserve Bank Building  
45 St Georges Terrace  
Perth WA 6000 Australia  
Telephone: 1300 557 010  
International: (61 8) 9323 2000  
Facsimile: (61 8) 9323 2033

### **Stock Exchange Listing**

Overland Resources Limited shares  
are listed on the Australian Securities  
Exchange, the home branch being Perth.  
ASX Code: OVR

### **Auditors**

Ernst and Young  
11 Mounts Bay Road  
Perth WA 6000

## Directors' Report

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The Directors of Overland Resources Limited submit their report for the half-year ended 31 December 2011.

### Directors

The names of the company's directors in office during the half-year and until the date of this report are set out below. Directors were in office for this entire period unless otherwise stated.

Mr. Michael Haynes	Chairman
Mr. Hugh Bresser	Managing Director
Mr. Anthony Polglase	Non Executive Director – resigned 29 February 2012
Mr. Gibson Pierce	Non Executive Director
Mr. Sias Els	Non Executive Director

### Results of Operations

The Group's net loss after taxation attributable to the members of Overland Resources Limited for the half-year ended 31 December 2011 was \$1,065,649 (2009: \$493,238).

### Review of Operations

#### Yukon Base Metal Project

Overland Resources Limited ("Overland" or "Company") significantly increased its land holding at the Yukon Base Metal Project in the highly prospective and under explored central Selwyn Basin of the Yukon Territory, Canada during the period. The Company now has title to 1,550 quartz mining claims covering a total area of approximately 300km<sup>2</sup> including the shallow, high grade Andrew, Darcy and Darin Zinc Deposits plus the road access route.

As part of the Company's ongoing exploration and development programme a total of 74 diamond drill holes (10,437m) were completed in the six months to December 2011 at the Yukon Base Metal Project.

A total of 45 holes were drilled to test for resource continuity and to expand resources at the Andrew and Darcy Zinc Deposits in both a vertical and lateral direction, plus explore the Project to delineate new mineralisation. Results from this drilling were utilised to revise the JORC Code compliant resource for the project which now stands at:

**13.7 Mt at 5.3% zinc and 0.8% lead<sup>1</sup>, or  
13.7 Mt at 6.2% zinc equivalent<sup>2</sup>**

**Table 1. JORC Code compliant resource estimate for the Yukon Base Metal Project (2% zinc cut off)**

Deposit	Measured			Indicated			Inferred			Total		
	Tonnes	Zinc (%)	Lead (%)	Tonnes	Zinc (%)	Lead (%)	Tonnes	Zinc (%)	Lead (%)	Tonnes	Zinc (%)	Lead (%)
Andrew	1,769,000	5.3	1.6	5,437,000	6.1	1.4	556,000	4.2	0.6	7,762,000	5.8	1.4
Darcy				1,670,000	4.8	0.0	3,880,000	4.7	0.0	5,550,000	4.7	0.0
Darin							360,000	4.0	0.2	360,000	4.0	0.2
<b>Total</b>	<b>1,769,000</b>	<b>5.3</b>	<b>1.6</b>	<b>7,107,000</b>	<b>5.8</b>	<b>1.1</b>	<b>4,796,000</b>	<b>4.6</b>	<b>0.1</b>	<b>13,672,000</b>	<b>5.3</b>	<b>0.8</b>

<sup>1</sup> Lower cut off of 2% zinc applied

<sup>2</sup> February 29th spot LME metal prices applied: US\$0.9505/lb zinc and US\$0.9684/lb lead

## Directors' Report

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A total of 29 drill holes were completed to provide geotechnical and hydrological information to support open pit designs and mine development plans. Geotechnical and hydrological information collected from these drill holes will be combined with this revised JORC Code compliant resource estimate to establish new open pit designs, mine schedules and development plans. This information, combined with environmental base line data, heritage survey information and socio-economic information collected during the period will be utilised to prepare and submit a mine permit application in 2012.

In July 2011 the Company entered into an exclusive option to acquire a 100% interest in the Anyox Copper Project in British Columbia, Canada. Due diligence on the Anyox Copper Project and negotiation of the definitive agreement for the property continued throughout the period.

### Auditor's Declaration

Section 307C of the Corporations Act 2001 requires our auditors, Ernst & Young, to provide the directors of the company with an Independence Declaration in relation to the review of the half-year financial report. This Independence Declaration is set out on page 4 and forms part of this directors' report for the half-year ended 31 December 2011.

Signed in accordance with a resolution of the Board of Directors.



### Hugh Bresser

Managing Director

15 March 2012

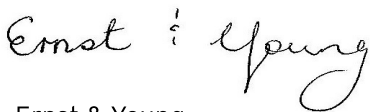
### Competent Person Statement

*The information in this report that relates to Mineral Resources is based on information compiled by Mr Peter Ball who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Peter Ball is the Manager of Data Geo. Mr Peter Ball has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Peter Ball consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.*

*The information in this report that relates to exploration results is based on information compiled by Mr Hugh Alan Bresser who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Hugh Alan Bresser is a Director of Overland Resources Limited, He has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Hugh Alan Bresser consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.*

## Auditor's Independence Declaration to the Directors of Overland Resources Limited

In relation to our review of the financial report of Overland Resources Limited for the half-year ended 31 December 2011, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.

A handwritten signature in cursive script that reads 'Ernst & Young'.

Ernst & Young

A handwritten signature in cursive script that reads 'F Drummond'.

F Drummond  
Partner  
Perth  
15 March 2012

**Consolidated Statement of Comprehensive Income for the half-year ended 31 December 2011**

	Notes	Consolidated	
		31/12/2011	31/12/2010
		\$	\$
<b>Continuing operations</b>			
<b>Revenue</b>			
Interest revenue		50,628	38,897
		<b>50,628</b>	<b>38,897</b>
<b>Expenses</b>			
Listing and share registry fees		(31,899)	(33,828)
Accounting and audit fees		(87,645)	(70,664)
Legal fees		(56,644)	(4,334)
Consultants and Directors fees		(491,310)	(233,769)
Depreciation		(5,823)	(3,774)
Other expenditure	3	(338,850)	(185,766)
Evaluation expenditure write-off	8	(104,106)	-
<b>Loss from continuing operations before income tax</b>		<b>(1,065,649)</b>	<b>(493,238)</b>
Income tax expense		-	-
<b>Net Loss from continuing operations after income tax</b>		<b>(1,065,649)</b>	<b>(493,238)</b>
<b>Other comprehensive income</b>			
Exchange difference on translation of foreign operations	10	(89,366)	(3,124,804)
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD</b>		<b>(1,155,015)</b>	<b>(3,618,042)</b>
<b>Loss per share from continuing operations attributable to the ordinary equity holders of the parent</b>			
Basic loss per share (cents per share)		(0.55)	(0.34)
Diluted loss per share (cents per share)		(0.55)	(0.34)

Consolidated Statement of Financial Position as at 31 December 2011

	Notes	Consolidated	
		31/12/2011	30/06/2011
		\$	\$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents		4,523,746	9,850,377
Trade and other receivables		332,761	486,414
<b>Total current assets</b>		<b>4,856,507</b>	<b>10,336,791</b>
<b>Non-current assets</b>			
Property, plant and equipment		349,632	321,695
Other assets		38,963	38,963
Exploration and evaluation expenditure	8	29,892,733	25,774,590
<b>Total non-current assets</b>		<b>30,281,328</b>	<b>26,135,248</b>
<b>TOTAL ASSETS</b>		<b>35,137,835</b>	<b>36,472,039</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables		517,693	956,369
<b>Total current liabilities</b>		<b>517,693</b>	<b>956,369</b>
<b>TOTAL LIABILITIES</b>		<b>517,693</b>	<b>956,369</b>
<b>NET ASSETS</b>		<b>34,620,142</b>	<b>35,515,670</b>
<b>EQUITY</b>			
Contributed equity	9	39,893,994	39,888,450
Reserves	10	113,518	(51,059)
Accumulated losses		(5,387,370)	(4,321,721)
<b>TOTAL EQUITY</b>		<b>34,620,142</b>	<b>35,515,670</b>



Consolidated Statement of Changes in Equity for the half year ended 31 December 2011

	Contributed Equity	Accumulated Losses	Share Based Payment Reserves	Foreign Currency Translation Reserves	Total
Consolidated	\$	\$	\$	\$	\$
At 1 July 2010	28,972,840	(3,085,173)	3,207,493	591,825	29,686,985
Loss for the period	-	(493,238)	-	-	(493,238)
Other comprehensive loss	-	-	-	(3,124,804)	(3,124,804)
<b>Total comprehensive loss for the period</b>	-	(493,238)	-	(3,124,804)	(3,618,042)
<b>Transactions with owners in their capacity as owners</b>					
Share based payment	-	-	3,412	-	3,412
<b>Balance at 31 December 2010</b>	<b>28,972,840</b>	<b>(3,578,411)</b>	<b>3,210,905</b>	<b>(2,532,979)</b>	<b>26,072,355</b>
At 1 July 2011	39,888,450	(4,321,721)	3,259,219	(3,310,278)	35,515,670
Loss for the period	-	(1,065,649)	-	-	(1,065,649)
Other comprehensive loss	-	-	-	(89,366)	(89,366)
<b>Total comprehensive loss for the period</b>	-	(1,065,649)	-	(89,366)	(1,155,015)
<b>Transactions with owners in their capacity as owners</b>					
Transaction costs on share issue	5,544	-	-	-	5,544
Share based payment	-	-	253,943	-	253,943
<b>Balance at 31 December 2011</b>	<b>39,893,994</b>	<b>(5,387,370)</b>	<b>3,513,162</b>	<b>(3,399,644)</b>	<b>34,620,142</b>

**Consolidated Statement of Cash Flows for the half-year ended 31 December 2011**

	Notes	Consolidated	
		31/12/2011	31/12/2010
		\$	\$
<b>Cash flows from operating activities</b>			
Payments to suppliers and employees		(778,416)	(579,296)
Interest received		50,628	61,140
<b>Net cash flows used in operating activities</b>		<u>(727,788)</u>	<u>(518,156)</u>
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment		(51,934)	(3,797)
Payments for expenditure on exploration		(4,552,453)	(2,481,372)
<b>Net cash flows used in investing activities</b>		<u>(4,604,387)</u>	<u>(2,485,169)</u>
<b>Cash flows from financing activities</b>			
Transaction costs of issue of shares		5,544	-
<b>Net cash flows from financing activities</b>		<u>5,544</u>	<u>-</u>
Net decrease in cash and cash equivalents		(5,326,631)	(3,003,325)
Cash and cash equivalents at beginning of period		9,850,377	5,980,788
Foreign Exchanges Variances on Cash		-	(129,570)
<b>Cash and cash equivalents at end of period</b>		<u><b>4,523,746</b></u>	<u><b>2,847,893</b></u>

## **Overland Resources Limited**

### **Notes to the financial statements for the half-year ended 31 December 2011**

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#### **1. Corporate Information**

The financial report of Overland Resources Limited (“Overland” or “the Company”) for the half-year ended 31 December 2011 was authorised for issue in accordance with a resolution of the directors on 15 March 2012.

Overland Resources Limited is a public Company limited by shares incorporated and domiciled in Australia whose shares are publicly traded on the Australian Securities Exchange.

During the half year ended 31 December 2011, the principal activity was mineral exploration. The Group currently holds a base metals project in Canada.

#### **2. Basis of Preparation and Accounting Policies**

##### **Basis of Preparation**

This general purpose condensed financial report for the half-year ended 31 December 2011 has been prepared in accordance with AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*.

The half-year financial report does not include all notes of the type normally included within the annual financial report and therefore cannot be expected to provide as full an understanding of the financial performance, financial position and financing and investing activities of the consolidated entity as the full financial report.

It is recommended that the half-year financial report be read in conjunction with the annual report for the year ended 30 June 2011 and considered together with any public announcements made by Overland Resources Limited during the half-year ended 31 December 2011 in accordance with the continuous disclosure obligations of the ASX listing rules.

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period.

##### **New Accounting Standards and Interpretations**

From 1 July 2011 The Group has adopted all Accounting Standards and Interpretations, mandatory for annual periods beginning on or after 1 July 2011.

Adoption of the new Accounting Standards and Interpretations had no impact on the financial position or performance of the Company.

The Company has not elected to early adopt any new Standards or Interpretations.

## Overland Resources Limited

Notes to the financial statements for the half-year ended 31 December 2011

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	Consolidated	
	31/12/2011	31/12/2010
	\$	\$
<b>3. Other Expenditure</b>		
Advertising and promotions	27,361	7,400
Bank fees	1,709	904
Conferences and seminars	4,369	1,418
General office expenses	24,380	4,259
Insurance	27,449	11,344
Printing and stationery	8,323	4,452
Rent and outgoings	102,430	77,072
Telephone	20,634	20,957
Travel and accommodation	85,668	37,085
Other	36,527	20,875
Total other expenditure	<u>338,850</u>	<u>185,766</u>

### 4. Dividends

No dividends have been paid or provided for during the half-year (2010: \$Nil).

### 5. Segment Reporting

For management purposes, the Company is organised into one main operating segment, which involves exploration for zinc and other minerals. All of the Company's activities are interrelated, and discrete financial information is reported to the Board (Chief Operating Decision Makers) as a single segment. Accordingly, all significant operating decisions are based upon analysis of the Company as one segment. The financial results from this segment are equivalent to the financial statements of the Company as a whole.

### 6. Commitments and Contingencies

There has been no change to the commitments and contingencies disclosed in the most recent annual financial report.

### 7. Events after the Reporting Date

On 29 February 2012, the Company announced the resignation of Non-Executive Director, Mr Anthony Polglase.

On 12 March 2012, the Company announced a 60% increase in resources at the Darcy Zinc Deposit. The JORC Code compliant mineral resource estimate for the Darcy zinc deposit increased by 60% to:

**5.6 Mt at 4.7% zinc<sup>1</sup>**

Total JORC Code compliant mineral resource estimate for the Yukon Base Metal Project increased 24.5% to:

**13.7 Mt at 5.3% zinc and 0.9% lead<sup>1</sup> or,  
13.7 Mt at 6.2% zinc equivalent<sup>2</sup>**

<sup>1</sup> Lower cut off of 2% zinc applied

<sup>2</sup> February 29<sup>th</sup> spot LME metal prices applied: US\$0.9505/lb zinc and US\$0.9684/lb lead

Refer to Review of Operations on page 2 for more information.

## Overland Resources Limited

Notes to the financial statements for the half-year ended 31 December 2011

### 8. Deferred Exploration and Evaluation Expenditure

	<b>Consolidated</b>	
	31/12/2011	30/06/2011
	\$	\$
<b>Exploration and evaluation</b>		
At cost	30,276,470	26,158,541
Accumulated impairment	(383,737)	(383,951)
Total exploration and evaluation	<b>29,892,733</b>	<b>25,774,590</b>
Carrying amount at beginning of the period	25,774,590	23,077,029
Exploration expenditure during the year	4,187,710	5,739,999
Net exchange differences on translation	(69,567)	(3,042,438)
<b>Carrying amount at end of period</b>	<b>29,892,733</b>	<b>25,774,590</b>

The recoverability of the carrying amount of the deferred exploration and evaluation expenditure is dependent on the successful development and commercial exploitation, or alternatively the sale, of the respective areas of interest.

During the period, the Company entered into an exclusive option to acquire a 100% interest in the Anyox Copper Project in British Columbia, Canada. Due diligence on the Anyox Copper Project and negotiation of the definitive agreement for the property continued throughout the period. All costs incurred to date have been expensed.

	<b>Consolidated</b>			
	31/12/2011		30/06/2011	
	\$		\$	
<b>9. Contributed Equity</b>				
<b>(a) Issued and paid up capital</b>				
Ordinary shares fully paid	<b>39,893,994</b>		<b>39,888,450</b>	
<b>(b) Movements in ordinary shares on issue</b>				
	31/12/2011		30/06/2011	
	<b>Number of shares</b>		<b>Number of shares</b>	
		\$		\$
Balance at beginning of period	194,064,725	39,888,450	146,564,725	28,972,840
Share Placement at \$0.25	-	-	47,500,000	11,875,000
Transaction costs on share issue	-	5,544	-	(959,390)
	<b>194,064,725</b>	<b>39,893,994</b>	<b>194,064,725</b>	<b>39,888,450</b>

## Overland Resources Limited

Notes to the financial statements for the half-year ended 31 December 2011

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	Consolidated	
	31/12/2011	30/06/2011
	\$	\$
<b>10. Reserves</b>		
Share based payments reserve	3,513,162	3,259,219
Foreign currency translation reserve	<u>(3,399,644)</u>	<u>(3,310,278)</u>
	<b>113,518</b>	<b>(51,059)</b>
<b>Movement in reserves:</b>		
<i>Share based payments reserve</i>		
Balance at beginning of period	3,259,219	3,207,493
Equity benefits expense	<u>253,943</u>	<u>51,726</u>
Balance at end of period	<u>3,513,162</u>	<u>3,259,219</u>

The Share based payments reserve is used to record the value of equity benefits provided to individuals acting as employees and directors as part of their remuneration, Initial Public Offer underwriting agreement and for the exercising of the option to purchase the Yukon Base Metal Project.

	Consolidated	
	31/12/2011	30/06/2011
	\$	\$
<i>Foreign currency translation reserve</i>		
Balance at beginning of period	(3,310,278)	591,825
Foreign currency translation	<u>(89,366)</u>	<u>(3,902,103)</u>
Balance at end of period	<u>(3,399,644)</u>	<u>(3,310,278)</u>

The foreign currency translation reserve is used to record currency differences arising from the translation of the financial statements of foreign operations.

## 11. Share Based Payment Plans

### (a) Recognised share based payment expenses

Total expenses arising from share based payment transactions recognised during the period as part of share based payment expense were as follows:

	Consolidated	
	31 Dec 2011	30 Jun 2011
	\$	\$
<i>Operating expenditure</i>		
Options issued under employee option plan	<u>253,943</u>	<u>51,726</u>

### (b) Employee share based payment plan

The Group has established employee and contractor share option plans (ESOP's). The objective of the ESOP's are to assist in the recruitment, reward, retention and motivation of employees and long standing contractors of the Company. Under the ESOP's, the Directors may invite individuals acting in a manner similar to employees to participate in the ESOP's and receive options. An individual may receive the options or nominate a relative or associate to receive the options. The plans are open to executive officers, nominated consultants and employees of the Company and its subsidiaries.

## Overland Resources Limited

### Notes to the financial statements for the half-year ended 31 December 2011

Grant Date	Expiry date	Exercise price	Balance at start of the period Number	Granted during the period Number	Lapsed during the period Number	Expired during the period Number	Balance at end of the period Number	Exercisable at end of the period Number
13/01/2011	14/01/2014	\$0.30	700,000 <sup>1</sup>	-	-	-	700,000	700,000
30/09/2008	21/08/2013	\$0.40	275,000 <sup>2</sup>	-	-	-	275,000	275,000
24/12/2007	19/11/2012	\$0.64	100,000 <sup>3</sup>	-	-	-	100,000	100,000
23/12/2011	01/12/2016	\$0.25	-	9,700,000 <sup>4</sup>	-	-	9,700,000	4,850,000
			1,075,000	9,700,000	-	-	10,775,000	5,925,000
Weighted average exercise price			\$0.46	-	-	-	\$0.26	\$0.27
Weighted remaining contractual life (years)			2.94				4.61	4.36

<sup>1</sup> 100% options vest immediately.

<sup>2</sup> 50% to vest on 30 September 2009 and remainder to vest 30 September 2010.

<sup>3</sup> 50% to vest on 24 December 2008 and remainder to vest 24 December 2009.

<sup>4</sup> 50% to vest immediately and 50% to vest 12 months from date of issue after 12 months continuous service.

During the period, 9,700,000 employee and consultant incentive options were issued. The fair value at grant date of options granted in the previous and current reporting period was determined using the Black Scholes option pricing model that takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share and the risk free interest rate for the term of the option.

The model inputs for the options granted during the half year ended 31 December 2011 included:

- options were issued with an exercise price of \$0.25;
- expected life of options had a range of 4.95 years;
- share price at grant date was \$0.08;
- expected volatility of 137.38%, based on the history of the company's share price for the expected life of the options;
- expected dividend yield of nil; and
- a risk free interest rate range of 3.32%.

## Overland Resources Limited

### DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Overland Resources Limited, I state that:

In the opinion of the directors:

1. The financial statements and notes of the consolidated entity are in accordance with the *Corporations Act 2001*, including;
  - (a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2011 and of its performance for the half-year ended on that date; and
  - (b) complying with Australian Accounting Standards AASB 134: Interim Financial Reporting and the *Corporations Regulations 2001*;
2. In the directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

On behalf of the Board



Hugh Bresser  
Director  
15 March 2012



To the members of Overland Resources Limited

## Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Overland Resources Limited, which comprises the statement of financial position as at 31 December 2011, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

### Directors' Responsibility for the Half-Year Financial Report

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal controls as the directors determine are necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2011 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Overland Resources Limited and the entities it controlled during the half-year, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

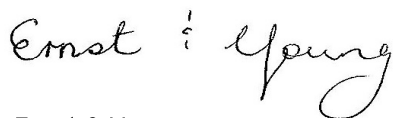
### Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We have given to the directors of the company a written Auditor's Independence Declaration a copy of which is included in the Directors' Report.

## Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Overland Resources Limited is not in accordance with the *Corporations Act 2001*, including:

- a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2011 and of its performance for the half-year ended on that date; and
- b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A handwritten signature in cursive script that reads 'Ernst & Young'.

Ernst & Young

A handwritten signature in cursive script that reads 'F Drummond'.

F Drummond  
Partner  
Perth  
15 March 2012