



**OVERLAND RESOURCES LIMITED**

ABN 92 114 187 978  
Suite 9, 5 Centro Avenue  
Subiaco 6008  
Western Australia

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9 January 2013

Jill Hewitt  
Senior Adviser, Listings Compliance  
ASX Compliance Pty Ltd  
2 The Esplanade  
PERTH WA 6000

By email: [jill.hewitt@asx.com.au](mailto:jill.hewitt@asx.com.au)

Dear Jill

We refer to your letter dated 7 January 2013, requesting that the Company make additional disclosure to the market about the extent to which the Company has followed or not followed each of the diversity recommendations of the ASX Corporate Governance Council.

We respond as follows:

1. The Company has not yet established a formal policy on diversity and has not established or reported measurable objectives for achieving gender diversity. The Company makes its appointment decisions based on merit, by assessing whether a person's skills and experience are appropriate for particular roles. It does not discriminate based on gender, age, ethnicity or cultural background.
2. Given the Company's size and stage of development, it does not believe that a formal diversity policy will provide any measurable benefit to the Company that is not already provided by its existing practices in this area. However, as the Company's operations develop, it will consider the adoption of a formal diversity policy and the setting of measurable objectives for achieving gender diversity.

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*If you have any queries, please contact the Managing Director, Hugh Bresser on 61 8 9226 5566 or email [info@overlandresources.com](mailto:info@overlandresources.com).*

*Additional information may also be viewed on Overland's website at [www.overlandresources.com](http://www.overlandresources.com).*



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3. The Company provides the following information regarding gender diversity as at 30 June 2012:

Category	Proportion of females
Whole organisation	40%
Senior Executives	20%
Board	nil

The Company will ensure that the Corporate Governance disclosures in its Annual Report address these matters in the future.

Yours sincerely

A handwritten signature in black ink that reads "B J Nichols".

**Beverley Nichols**  
**Company Secretary**

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7 January 2013

Ms B Nichols  
Company Secretary  
Overland Resources Limited  
Suite 9, 5 Centro Avenue  
SUBIACO WA 6008

By Email: [bnichols@mqbventures.com](mailto:bnichols@mqbventures.com)

Dear Beverley

**OVERLAND RESOURCES LIMITED (the "Company")**

We refer to the Company's annual report for the year ended 30 June 2012 ("Annual Report") released to the market on 26 October 2012 and in particular to the Company's disclosures about its corporate governance practices and in particular its diversity policy.

Listing rule 4.10.3 requires that an entity include in its annual report:

*"A statement disclosing the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed all of the recommendations the entity must identify those recommendations that have not been followed and give reasons for not following them. If a recommendation had been followed for only part of the period, the entity must state the period during which it had been followed."*

Principle 3 of the 2010 amendments to the 2<sup>nd</sup> edition of the ASX Corporate Governance Principles and Recommendations states that Companies should actively promote ethical and responsible decision-making and that:

*"Companies should publish their policy concerning diversity, or a summary of that policy, and disclose annually their measurable objectives for achieving gender diversity, their progress toward achieving those objectives and the proportion of women in the whole organisation, in senior management postings and on the board."*

More specifically the following recommendations set out in more detail the requirements:-

Recommendation 3.2

*"Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity and for the board to assess annually both the objectives and progress in achieving them."*

Recommendation 3.3

*"Companies should disclose in each annual report the measurable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress towards achieving them."*

Recommendation 3.4

*"Companies should disclose in each annual report the proportion of women employees in the whole organisation, women in senior executive positions and women on the board."*

Recommendation 3.5

*"Companies should provide the information indicated in the Guide to reporting on Principle 3."*

The Listed Entities Updates dated 1 October 2010 and 7 February 2012 reminded listed entities of their obligation to report under the 2010 amendments to the 2<sup>nd</sup> edition of the ASX Corporate Governance Principles and Recommendations as set out above in their annual report for their first financial year commencing on or after 1 January 2011.

ASX Listings (ASXL) has reviewed the diversity policy disclosures in the annual reports of all entities. Upon our review of the Company's Annual Report, ASXL could not identify a statement in the annual report confirming whether the (entity type) had followed or not followed the diversity recommendations of the Council.

ASXL attaches particular importance to encouraging a consistently high standard of listed entities' disclosures about the Council's corporate governance recommendations.

**In light of the Company's non-disclosure in respect of the diversity recommendations in its Annual Report, ASXL requires that the Company make additional disclosure to the market in compliance with listing rule 4.10.3 about the extent to which the Company has followed or not followed each of the diversity recommendations of the Council.**

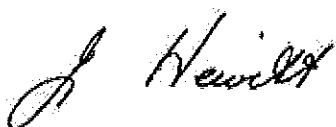
The additional disclosure should be sent to me by e-mail at [jill.hewitt@asx.com.au](mailto:jill.hewitt@asx.com.au) or by facsimile on facsimile number (08) 9221 2020. It should not be sent to ASX Market Announcements. This is requested as soon as possible and, in any event, not later than **9.30am WST on 21 January 2013**.

Under listing rule 18.7A, a copy of this letter and the additional disclosure will be released to the market, so your response should be presented in a suitable form.

Should the Company fail to do so, ASXL may consider suspending the Company's securities from quotation until the Company releases to the market a diversity policy that discloses the required information.

If you have any queries about this letter, or about the Council's recommendations and the Company's reporting obligations in relation to those recommendations, please contact me immediately.

Yours sincerely,



Jill Hewitt  
**Senior Adviser, Listings Compliance(Perth)**