
OVERLAND RESOURCES LIMITED

ACN 114 187 978

NOTICE OF GENERAL MEETING

TIME: 10.00am (WST)

DATE: 26 February 2013

PLACE: Holiday Inn
Sandalwood/Sheoak Room
778-788 Hay Street
Perth WA 6000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9226 5566.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00am (WST) on 26 February 2013 at:

Holiday Inn
Sandalwood/Sheoak Room
778-788 Hay Street
Perth WA 6000

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10.00am (WST) on 24 February 2013.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – GIBSON PIERCE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of section 250V(1)(c) of the Corporations Act, clause 11.7 of the Constitution and for all other purposes, Gibson Pierce, a Director who shall otherwise cease to hold office immediately before the end of the Meeting in accordance with section 250V(1)(b) of the Corporations Act, is re-elected as a Director.”

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – SIAS ELS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of section 250V(1)(c) of the Corporations Act, clause 11.7 of the Constitution and for all other purposes, Sias Els, a Director who shall otherwise cease to hold office immediately before the end of the Meeting in accordance with section 250V(1)(b) of the Corporations Act, is re-elected as a Director.”

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MICHAEL HAYNES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of section 250V(1)(c) of the Corporations Act, clause 11.7 of the Constitution and for all other purposes, Michael Haynes, a Director who shall otherwise cease to hold office immediately before the end of the Meeting in accordance with section 250V(1)(b) of the Corporations Act, is re-elected as a Director.”

DATED: 25 JANUARY 2013

BY ORDER OF THE BOARD

**BEVERLEY NICHOLS
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. BACKGROUND

1.1 Spill resolution

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

1.2 Spill meeting

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting unless within that time period none of the company's directors who are prescribed to cease to hold office remain as directors of the company.

All of the directors of the company who were in office when the directors' report as included in the company's annual financial report for the previous financial year was approved, other than the managing director of the company (**Vacating Directors**), will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

The business of the Spill Meeting will be to put to vote resolutions to appoint persons to offices vacated by the Vacating Directors.

1.3 Determination of directors

Following the Spill Meeting those persons whose re-election or election as directors of the company is approved will be the directors of the company and commence to hold office at the end of the Spill Meeting.

The Corporations Act includes provisions (section 250X) to ensure a company will have at least 3 directors after the Spill Meeting in the event insufficient resolutions are passed by the requisite majority and would otherwise result in a company having fewer than 3 directors following the Spill Meeting.

The persons taken to have been appointed are those with the highest percentage of votes favouring their appointment cast at the Spill Meeting on the resolution for their appointment.

If 2 or more persons have the same percentage of votes favouring their appointment, the director or directors who hold office apart from the operation of section 250X of the Corporations Act may choose the person taken to be appointed and such person is deemed to have a higher percentage of votes. A person taken to have been appointed because of such a choice must have their appointment confirmed at the company's next annual general meeting

and if the appointment is not confirmed the persons ceases to be a director of the company at the end of that annual general meeting.

1.4 Term of office

For the purposes of determining the length of time in office for future retirements by rotation, a Vacating Director who is re-elected at a Spill Meeting is considered to have been in office from the time of their previous election (i.e. his or her term of office runs as if the cessation and appointment at the Spill Meeting had not happened).

2. APPLICATION TO THE COMPANY

At the Company's previous two annual general meetings, held on 23 November 2011 and 28 November 2012, at least 25% of the votes cast on the remuneration report resolution were voted against adoption of the remuneration report.

A Spill Resolution was put to vote at the second of those annual general meetings and more than 50% of votes cast were in favour of the Spill Resolution.

Consequently, the Company is required to convene a Spill Meeting on or before 26 February 2013 unless within that time period none of the Vacating Directors remain as directors of the Company.

The Vacating Directors are Michael Haynes, Sias Els and Gibson Pierce and as at the date of this Notice each remains in office.

The Vacating Directors will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

The business of the Meeting is to put to vote resolutions to appoint persons to offices vacated by the Vacating Directors.

3. RESOLUTIONS 1, 2 AND 3 – RE-ELECTION OF DIRECTORS

Resolutions 1, 2 and 3 concern the re-election of the Vacating Directors.

The background and qualifications of each Vacating Director has previously been disclosed in the directors' report as included in the Company's annual financial report for the financial year ended 30 June 2012.

GLOSSARY

ASX means ASX Limited.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Overland Resources Limited (ACN 114 187 978).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

APPOINTMENT OF PROXY
OVERLAND RESOURCES LIMITED
ACN 114 187 978

GENERAL MEETING

I/We

of

being a Shareholder entitled to attend and vote at the Meeting, hereby

appoint

Name of proxy

OR

the Chair as my/our proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10.00am (WST), on 26 February 2013 at Holiday Inn, Sandalwood/Sheoak Room, 778-788 Hay Street, Perth WA and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on business of the Meeting

Resolution 1 – Re-election of Director – Gibson Pierce
Resolution 2 – Re-election of Director – Sias Els
Resolution 3 – Re-election of Director – Michael Haynes

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Shareholder(s):

Date: _____

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Overland Resources Limited, Suite 9, 5 Centro Avenue, Subiaco, WA, 6008; or
 - (b) facsimile to the Company on facsimile number +61 8 9226 2027,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.