

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

| | |
|-----------------------|-----------------------------------|
| Name of entity | Overland Resources Limited |
| ABN | 92 114 187 978 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|-------------------------------|
| Name of Director | Michael John Alexander Haynes |
| Date of last notice | 21 April 2016 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---|---|
| Direct or indirect interest | Direct and Indirect |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Bullseye Geoservices Pty Ltd <Haynes Family A/C> - Trustee and Beneficiary Melissa Haynes – Spouse Olivia Haynes – Dependant |
| Date of change | 13 April 2017 |
| No. of securities held prior to change | Bullseye Geoservices Pty Ltd <Haynes Family A/C> - 6,489,705 Ordinary Shares Melissa Haynes – 60,000 Ordinary Shares Olivia Haynes – 15,000 Ordinary Shares Michael John Alexander Haynes – 150,002 Ordinary Shares; and 1,925,000 \$0.25 unlisted options expiry 1 December 2016 |

+ See chapter 19 for defined terms.

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| | |
|---|---|
| Class | Ordinary Shares |
| Number acquired | Bullseye Geoservices Pty Ltd <Haynes Family A/C> - 2,138,235 Ordinary Shares Mr Michael John Haynes and Mrs Melissa Maree Haynes <M & M Haynes Super Fund> - 2,000,000 Ordinary Shares (off market transfer) |
| Number disposed | 1,925,000 \$0.25 unlisted options (expired 1 December 2016 unexercised) 2,000,000 Ordinary Shares disposed by Bullseye Geoservices Pty Ltd <Haynes Family A/C> (off market transfer to Mr Michael John Haynes and Mrs Melissa Maree Haynes <M & M Haynes Super Fund>) |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Acquired: \$21,382.35 Disposed: \$Nil |
| No. of securities held after change | Bullseye Geoservices Pty Ltd <Haynes Family A/C> - 6,627,940 Ordinary Shares Mr Michael John Haynes and Mrs Melissa Maree Haynes <M & M Haynes Super Fund> - 2,000,000 Ordinary Shares Melissa Haynes – 60,000 Ordinary Shares Olivia Haynes – 15,000 Ordinary Shares Michael John Alexander Haynes – 150,002 Ordinary Shares |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Entitlement Issue and Expiry of Unlisted Options |

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

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|---|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| Date of change | N/A |
| No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | N/A |
| Interest after change | N/A |

Part 3 – ⁺Closed period

| | |
|---|-----|
| Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required? | No |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | N/A |
| If prior written clearance was provided, on what date was this provided? | N/A |

⁺ See chapter 19 for defined terms.