



ASX Release
28 April 2017

ABN 92 114 187 978

ASX Code: OVR

ISSUED CAPITAL

Shares: 502.6 million
Options: 10.0 million

CORPORATE DIRECTORY

Chairman:

Michael Haynes

Non-Executive Directors:

Hugh Bresser

Scott Robertson

Chief Executive Officer:

Ben Vallerine

CFO and Company Secretary:

Beverley Nichols

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MARCH 2017 QUARTERLY ACTIVITIES REPORT

HIGHLIGHTS

- Conducted maiden drilling program at the Trojan Gold Project:
 - 32 holes completed for a total of 2,597m. Final assay results are expected early May.
 - Economics of developing the Yukon Base Metal Project dramatically enhanced
 - Canadian dollar zinc and lead prices have appreciated 200% and 157% respectively since the last economic evaluation in 2012
 - Development CAPEX could be substantially reduced by several means, including:
 - Smaller processing facility
 - Re-engineered tailings storage facility
 - Onsite beneficiation and use of an existing processing facility
 - Further exploration and/or acquisition success could also have a very positive impact on the development economics
 - Considerable financial benefits also evident if the YBMP is integrated with other mining infrastructure and/or existing resources in the district
 - Acquisition of the McCleery Copper-Cobalt Project in the Yukon Territory, Canada
 - Previous exploration focused on copper mineralisation, with rock samples assaying up to 15.6% Cu and 420 g/t Ag
 - Historic reports indicate only one sample from the Project has ever been assayed for cobalt - returning 0.76% Co and 14 g/t Ag
 - Multiple occurrences of cobalt bloom (secondary cobalt) and cobaltite (cobalt sulphide) are reported; separated by approximately 1,000m of prospective strike
 - Raised \$AUD1.2M via a fully underwritten, non-renounceable rights issue
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During the March quarter Overland Resources Limited (ASX: OVR; “Overland” and the “Company”) conducted its maiden drilling program at the Trojan Gold Project near Kalgoorlie. A total of 32 holes were completed for 2,597m. Final assay results are expected in early May.

During the quarter the Company also continued to advance its re-assessment of the optimal development strategy for the Yukon Base Metal Project (“YBMP”), where JORC compliant Measured, Indicated and Inferred resources currently comprise **12.6 Mt at 5.3% zinc and 0.9% lead** (see Table 1). Multiple areas where the economics of developing the YBMP can be enhanced have been identified (see below).

Also during the quarter the Company acquired a 100% interest in the McCleery Copper-Cobalt Project (“McCleery”) in the Yukon Territory, Canada. The Company identified the opportunity during a recent review of all historic cobalt occurrences within the Yukon Territory. The ground was open; hence Overland was able to secure a 100% interest in McCleery at minimal cost by staking new claims. Significant copper and cobalt assays have been reported from previous exploration including values up to 15.6% Cu and 420 g/t Ag. The only recorded sample ever assayed for cobalt returned 0.76% Co and 14 g/t Ag.

Deposit	Measured			Indicated			Inferred			Total		
	Tonnes	Zn (%)	Pb (%)	Tonnes	Zn (%)	Pb (%)	Tonnes	Zn (%)	Pb (%)	Tonnes	Zn (%)	Pb (%)
Andrew	1,730,000	5.3	1.7	4,730,000	6.0	1.6	190,000	4.9	1.6	6,650,000	5.8	1.6
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
Total	1,730,000	5.3	1.7	6,400,000	5.8	1.1	4,430,000	4.6	0.1	12,560,000	5.3	0.9

Table 1. JORC 2012 compliant resource estimate for the Yukon Base Metal Project (lower cut off of 2% zinc and above 1000mRL applied).

THE TROJAN GOLD PROJECT

During the quarter the Company acquired all the requisite permits to commence drilling at the Trojan Gold Project and then engaged a drilling contractor and conducted its maiden drilling program. The program consisted of 32 holes for 2,569m at four main target areas, namely Transfind, Transfind North, Echo and Trojan North. Final results are expected in early May.

The Trojan Gold Project contains Indicated and Inferred JORC compliant resources of 2.8Mt at 1.61 g/t gold for 144,800oz of gold using a 0.7g/t cut off, as summarised in Table 2 below:

Classification	Tonnes	Grade (Au g/t)	Ounces of Gold
Indicated	1,679,908	1.72	93,117
Inferred	1,114,431	1.44	51,696
Total	2,794,339	1.61	144,814

Table 2. JORC compliant resources at the Trojan Gold Project, using a 0.70 g/t Au cut off.

YUKON BASE METAL PROJECT

An independent North American engineering consultancy has completed a review of the economics of developing the Company's 90%-owned Yukon Base Metal Project in Canada ("YBMP"). The JORC compliant Measured, Indicated and Inferred Resources currently comprise **12.6Mt @ 5.3% Zn and 0.9% Pb** (see Table 1). This was the first detailed review of the YBMP's economics since 2012.

Very significantly, the review has highlighted that increased Canadian dollar commodity prices alone have a very significant impact on the economics of the YBMP. Also very importantly, numerous opportunities to substantially further enhance the economics of developing the YBMP have been identified in the review. These include:

- Numerous alternatives to substantially reduce the upfront CAPEX
- Considerable financial benefits if the YBMP is integrated with other mining infrastructure and/or existing resources in the region
- Potential to add considerable value to the Project if additional resources can be secured by discovery and/or acquisition

EFFECT OF INCREASED CANADIAN DOLLAR COMMODITY PRICES

The Company's last detailed assessment of the economics of developing the YBMP was completed in June 2012. At that time zinc and lead prices were circa US\$1,760/t and US\$1,870/t and the Canadian dollar was close to parity with the US dollar (0.99:1). Zinc and lead prices have since increased to circa US\$2,600/t and US\$2,180/t respectively and the Canadian to US dollar exchange rate has increased to 1.36:1. Therefore, today, the Canadian dollar zinc and lead prices are circa CAD\$3,540/t and CAD\$2,965/t up from circa CAD\$1,778/t and CAD\$1,889/t in mid-2012; increases of circa 200% and 157% respectively.

When utilising the CAPEX and OPEX estimates applied in the Company's 2012 mining study, as well as the same mining schedule, but current commodity prices, the economic potential of the YBMP is dramatically enhanced. This is without implementing any other potential cost savings that have been identified during the recent economic review. Numerous areas where substantial CAPEX and OPEX improvements may be realized have been identified (see below).

REDUCTION OF UPFRONT CAPEX

Three major areas where upfront CAPEX could be substantially reduced were identified in the recent review. These comprise:

SMALLER PROCESSING FACILITY

Reducing the size of the processing facility could significantly reduce the upfront capital development cost. In 2012 the Company contemplated the development of a 3,400 tpd mining operation (1.2Mtpa).

Potential CAPEX savings of as much as CAD\$47 million have been identified if a smaller, circa 2,000 tpd, processing facility is constructed. It is noted however that such an approach would likely negatively impact the Project's ongoing operating costs. Accordingly further optimisation, while concurrently considering several other major cost-benefit initiatives (see below), is warranted.

TAILINGS STORAGE FACILITY

Potential capital savings of up to CAD\$18 million have been identified if the processing facility and conventional tailings storage facility are relocated to slightly lower elevations where topography works in favour of construction. Further evaluation of utilising a dry-stack tailings storage facility has also been recommended.

ONSITE BENEFICIATION AND USE OF EXISTING PROCESSING FACILITY

As a result of reserve depletion in recent years, as well as mine closures during recent prolonged periods of low commodity prices, several existing processing facilities in the district are currently underutilised.

Previous metallurgical testwork on samples from the YBMP returned very positive results from low-cost beneficiation by way of dense media separation (DMS). Accordingly during the current review, the economics of beneficiating on-site with DMS then transporting an upgraded product to an existing processing facility for further concentration was contemplated. Such an approach would substantially reduce the capital cost of developing the YBMP as a considerably smaller and simpler processing plant, with a smaller tailings storage facility, would be required onsite.

The recent economic assessment of this approach has been very promising, so further evaluation of this alternative is being pursued. Such an approach would, however, be contingent upon negotiating rights to utilise an existing processing facility.

INCREASING THE MINEABLE RESOURCES

It is considered likely that additional ore supply could ultimately be secured through exploration success at the YBMP itself and/or by securing material from other “stranded” base metal deposits in the vicinity. Accordingly, to help ascertain the potential value of exploration (and/or acquisition) success, during the recent review consideration was given to the financial impact of potentially increasing the mineable resources at the YBMP.

The review demonstrated that considerable additional value can potentially be realised by exploration and/or acquisition success.

Accordingly the Company remains determined to continue to conduct further exploration at the Project, including drill testing the very high-priority, un-drilled targets at the Junction Prospect, where four extensive zinc-in-soil anomalies are present, each of which exceeds 2,000m in length, and from where assays up to 0.45% Zn and 6.1 g/t Ag have been returned. The size and grade of these anomalies is comparable to the zinc-in-soil anomalies previously delineated over the Andrew, Darcy and Darin Deposits (see Figure 1) that now host the existing JORC compliant resources at the YBMP that comprise 12.6Mt @ 5.3% Zn and 0.9% Pb (see Table 1).

Additionally the Company has established a deliberate strategy to pursue other opportunities in the district with a view to securing additional material to process through an on-site facility.

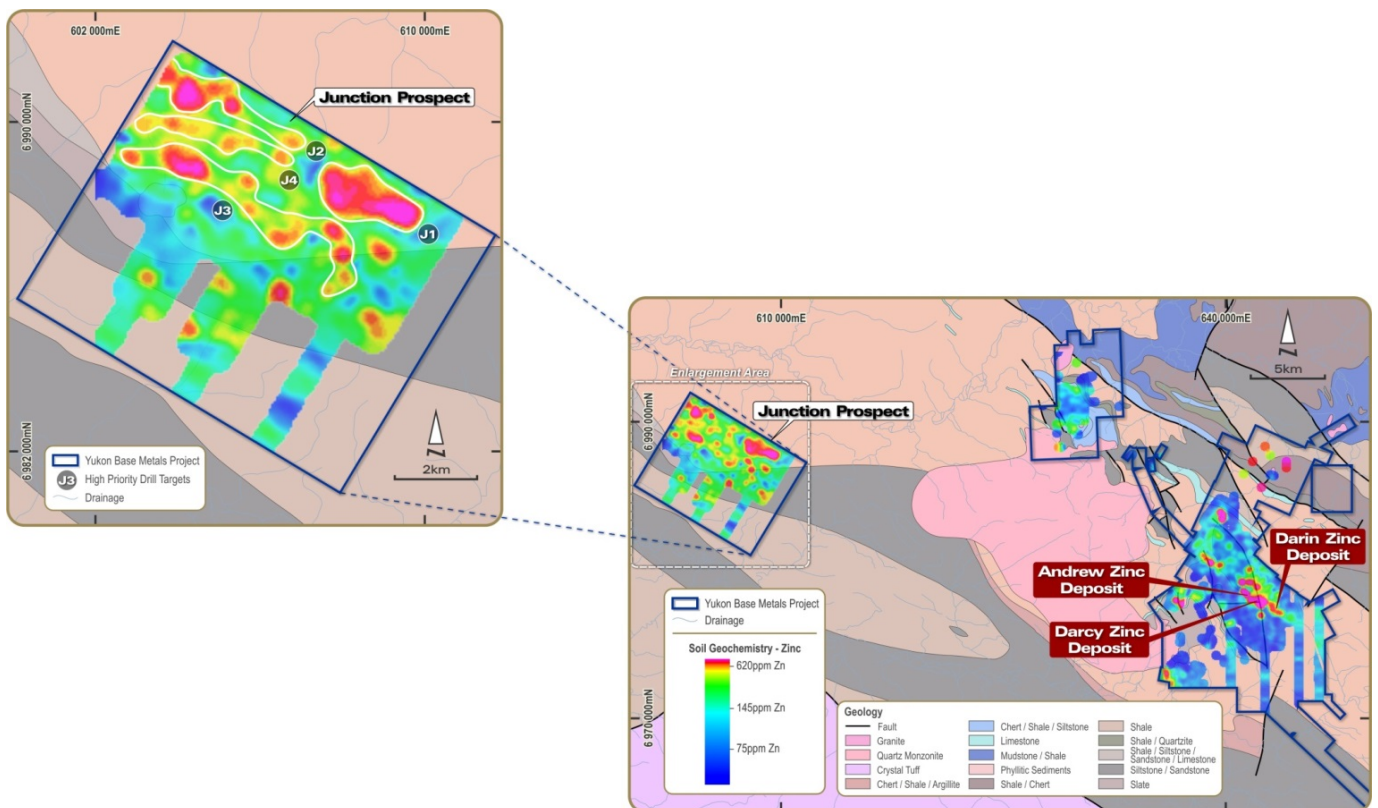


Figure 1. Zinc in soil anomalism at the Junction prospect, including four high priority drill targets.

MT MCCLEERY COPPER-COBALT PROJECT

Overland acquired 100% of the Mt McCleery Copper-Cobalt Project ("McCleery") by staking 42 new claims covering ~9km² in the Yukon Territory, Canada. McCleery is located 170 km south-east of the Yukon's capital, Whitehorse, and 40km north-east of the community of Teslin in south-central Yukon. A tractor trail/winter road provides access from the Alaska Highway to within 10km of the Project.

Minimal exploration has been undertaken at McCleery previously; with the most recent work having been undertaken in 1983. The first recorded exploration in the area was by Atlas Explorations Limited in 1970. Geological mapping was conducted, with two copper showings and a cobalt showing identified in skarns. No assays are reported.

In 1975 United Keno Hill Mines Ltd ("UKHM") conducted mapping and soil sampling. 1,026 soil samples were assayed for copper, with three significant coherent copper-in-soil anomalies delineated, with assays up to 820ppm Cu. UKHM attributed the high tenor anomalism to "structural effects, topographic effects and mapped mineralisation" but did not follow up with any drilling.

In 1982 and 1983 J.C Stephen Exploration Ltd identified tin mineralization in the Project area, with rock samples assaying up to 950 ppm tin and 375 ppm tungsten. In 1982 they carried out mapping and submitted 35 rock samples for analysis, only one of which was assayed for cobalt. This returned:

- **0.76% Co and 14 g/t Ag**

Only 14 of the 35 samples were assayed for copper, with over half returning values greater than 1.0% Cu. Some exceptional results were returned, including:

- **15.6% Cu and 420 g/t Ag**
- **11.7% Cu and 354 g/t Ag, and**
- **5.0% Cu and 174 g/t Ag**

Several other showings in the area were reported to host cobalt minerals, including cobalt bloom, a secondary cobalt mineral known as erythrite and cobaltite (cobalt sulphide). The more significant reported cobalt occurrences are separated by about 1km, with favourable lithologies present between them (see Figure 2).

A ground magnetic survey was completed, with a magnetic anomaly found to be coincident with the copper-in-soil anomalies. But no further work was recommended.

Overland has not located any records of drilling being undertaken at McCleery. And it appears that no work has been completed there since 1983.

Overland has commenced planning for a work program to be undertaken during the summer of 2017. This will initially comprise reconnaissance mapping, rock and soil sampling and targeted follow-up of the known cobalt and copper mineralisation. Geophysical surveys may be conducted to help generate high priority drill targets

CORPORATE

During the quarter the Company announced a fully underwritten, non-renounceable 1:3 rights issue at \$0.01 to raise \$1.26M. The rights issue closed on 7 April 2017 with eligible shareholders taking up 53.5% of the shares on offer. DJ Carmichael Limited subsequently placed the shortfall.

As of 24 April 2017 there are 502,581,477 shares on issue.

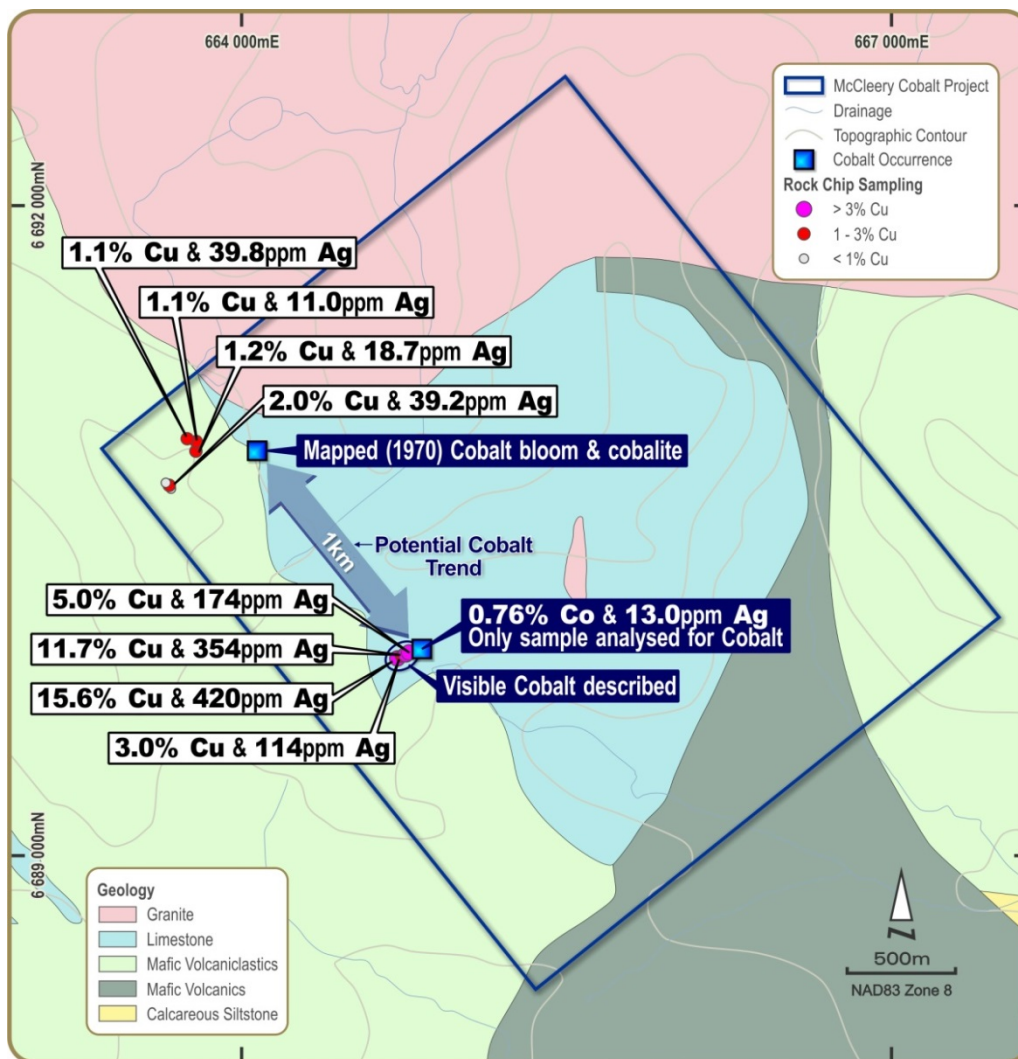


Figure 2. Geology and sample locations at the McCleery Copper-Cobalt Project, Yukon Territory, Canada

For and on behalf of the Board

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Chief Executive Officer

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Canadian Project	Claim Names	Numbers	Expiry Date
Yukon Base Metal Project	A	1-8, 57-104	15/02/2026
	AMB	1-12, 17, 18, 25, 81-84, 149-150	15/02/2031
		13-16, 19-24, 26-48, 51-80, 85-104	15/02/2032
		49-50, 105-112	15/02/2030
		115-116, 123-148	15/02/2029
	AMBfr	117	15/02/2030
		118-122, 151-162	15/02/2029
	Andrew	1-2	15/02/2030
		3-10	15/02/2033
	Atlas	1-6	31/07/2019
	B	53, 55, 57, 59, 61, 63, 65-74, 79-100, 105-126	15/02/2024
		127-194	15/02/2021
	Bridge	1-8, 11-16, 19-32	15/02/2029
	Clear	1-25	15/02/2021
	Dasha	1-6	15/02/2027
	Data	1-320	15/02/2021
	Link	1-231	15/02/2021
	Myschka	1-12, 21-32, 41-48, 57-70, 77-90	15/02/2025
		13-16, 19, 20, 33-40, 47, 49-56, 71-76, 91-96	15/02/2026
		17	15/02/2027
	Ozzie	1-32	15/02/2029
	Riddell	1-80	01/02/2021
	Scott	1-2, 35-36	15/02/2024
		3-34	15/02/2028
Shack	1-5	15/02/2021	
Sophia	1-4	15/02/2023	
TA	1-2	14/07/2021	
	3-332	15/02/2021	
Australian Project	Name	Description	Expiry Date
Trojan Gold Project	M25/104	Mining Lease	18/11/2017
	Location 41	Private Lease	02/12/2017

Table 3 Mining Claims / Tenements held at 31 March 2017

COMPETENT PERSONS STATEMENT

The information in this report that relates to Exploration Results at the Yukon Base Metal Project is based on information compiled by Mr Hugh Alan Bresser who is a Member of the Australasian Institute of Mining and Metallurgy. Mr 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 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Bresser 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 Mineral Resources at the Yukon Base Metal Project is based on information compiled by Mr Peter Ball who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Ball is the Manager of Data Geo. Mr 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 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr 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 announcement that relates to exploration results for the Trojan Gold Project and McCleery Copper-Cobalt Project is based on information compiled by Mr Ben Vallerine, who is a consultant to the Company. Mr Vallerine is a Member of the Australian Institute of Geoscientists. Mr Vallerine has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and the activity he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results (JORC Code). Mr Vallerine consents to the inclusion in the report of the matters based on the information in the form and context in which it appears.

The information in this report that relates to Mineral Resources at the Trojan Gold Project is based on information reviewed and compiled by Mr Jake Russell who is a Member of the Australasian Institute of Geoscientists. Mr Russell is the Group Chief Geologist at Westgold Resources Limited who own the underlying tenure at the Trojan Gold Project and was the Competent Person when Metals X Limited (now Westgold Resources Limited) originally published the Resource Statement. Mr Russell 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 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Russell consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

CAUTION REGARDING FORWARD LOOKING STATEMENTS

This announcement contains forward looking statements which involve a number of risks and uncertainties. These forward looking statements are expressed in good faith and believed to have a reasonable basis. These statements reflect current expectations, intentions or strategies regarding the future and assumptions based on currently available information. Should one or more risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary from the expectations, intentions and strategies described in this announcement. The forward looking statements are made as at the date of this announcement and the Company disclaims any intent or obligation to update publicly such forward looking statements, whether as the result of new information, future events or results or otherwise

PREVIOUSLY REPORTED RESULTS

There is information in this announcement relating to previous Exploration Results. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement(s), and that all material assumptions and technical parameters have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.