
OVERLAND RESOURCES LIMITED
ACN 114 187 978
(COMPANY)

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

The Company hereby gives notice to shareholders of the Company (**Shareholders**) that, in relation to the Notice of Annual General Meeting released to ASX on 28 October 2014 (**Notice of Meeting**) in respect of an annual general meeting of Shareholders to be held at 10:00am (WST) on 28 November 2014 at Home Base Function Room, 55 Salvado Road, Subiaco, Western Australia (**Meeting**), the Directors have determined to amend the items of business to be considered by Shareholders at the Meeting as a result of the resignation of Mr Gibson Pierce who was due to retire by rotation at the Meeting and seek re-election pursuant to Resolution 2, as set out below and to amend and supplement the information contained in the Explanatory Statement provided to Shareholders in relation to the matters set out in this Addendum to the Notice of Meeting.

Definitions in the Notice of Meeting have the same meaning in this Addendum to the Notice of Meeting unless otherwise updated in this Addendum to the Notice of Meeting.

Annexed to this Addendum to the Notice of Meeting is a replacement Proxy Form. To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, completed Proxy Forms annexed to the Notice of Meeting will not be accepted by the Company in relation to the Resolutions to be voted on by Shareholders at the Meeting.

To attend the Meeting and vote on the remaining Resolutions by proxy **PLEASE COMPLETE AND RETURN THE REPLACEMENT PROXY FORM** annexed to this Addendum to the Notice of Meeting.

Proxy Forms annexed to the original Notice of Meeting, whether duly completed or not, **WILL NOT** be accepted by the Company or counted in relation to the Resolutions to be heard at the Meeting.

AGENDA

Resolution 2 is deleted and replaced with the following:

3. RESOLUTION 2 – 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 purposes of clause 11.3 of the Constitution, ASX Listing Rule 14.4 and all other purposes, Michael Haynes, a Director, retires by rotation, and being eligible, is re-elected as a Director."

EXPLANATORY STATEMENT

Section 3 of the Explanatory Statement is deleted and replaced with the following:

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MICHAEL HAYNES

3.1 Legal requirements

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer.

Clause 11.3 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third and any other Director not in such one-third who has held office for 3 years or more (except the Managing Director) must retire from office.

Clause 11.5 of the Constitution provides that the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire must (unless they otherwise agree among themselves) be determined by lots.

A Director who retires by rotation under clause 11.3 of the Constitution is eligible for re-election.

The Company currently has 3 Directors (including the Managing Director) accordingly 1 must retire.

Michael Haynes and Michael Haynes were both most recently elected by Shareholders on 27 November 2013. Michael Haynes has agreed to be the Director to retire by rotation at this Meeting and being eligible seeks re-election from Shareholders.

3.2 Michael Haynes

Mr. Haynes has more than 20 years experience in the mining industry. Mr. Haynes graduated from the University of Western Australia with an honours degree in geology and geophysics. He has been intimately involved in the exploration and development of resource projects, targeting a wide variety of commodities,

throughout Australia and extensively in Southeast and Central Asia, Africa, North and South America, and Europe.

Mr. Haynes has held technical positions with both BHP Minerals Limited and Billiton plc. He ran his own successful consulting business for a number of years providing professional geophysical and exploration services to both junior and major resource companies. He has worked extensively on project generation and acquisition throughout his career. Over the past ten years he has been intimately involved in the incorporation and initial public offerings of numerous resources companies, and in the ongoing financing and management of these companies.

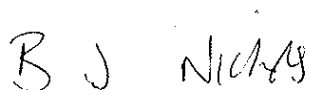
Mr. Haynes is a Director of Black Range Minerals Limited (appointed 27 June 2005) and Coventry Resources Inc. (re appointed 20 May 2014).

3.3 Board recommendation

The Board (other than Michael Haynes) recommends Shareholders vote in favour of Resolution 2. Michael Haynes declines to make a recommendation to Shareholders in relation to Resolution 2 due to his material personal interest in the outcome of the Resolution.

DATED: 5 NOVEMBER 2014

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "B J Nichols".

**BEVERLEY NICHOLS
COMPANY SECRETARY**

Enquiries: Shareholders are required to contact the Company Secretary on + 61 8 9226 5566 if they have any queries in respect of the matters set out in this Addendum to the Notice of Meeting.

PROXY FORM

APPOINTMENT OF PROXY
OVERLAND RESOURCES LIMITED
ACN 114 187 978

ANNUAL 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 28 November 2014 at Home Base Function Room, 55 Salvado Road, Subiaco, Western Australia and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting

Resolution 1 – Adoption of Remuneration Report
Resolution 2 – Re-election of Director – Michael Haynes
Resolution 3 – Approval for 10% Placement Capacity
Resolution 4 – Ratification of Prior Issue of Shares

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"/>
<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):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact phone
(daytime):

E-mail address:

Consent for contact by e-mail
in relation to this Proxy Form:

YES ☐ NO ☐

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;
 - (b) email to the Company on info@overlandresources.com; or
 - (c) 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.