



ASX Release

27 October 2017

ABN 92 114 187 978

ASX Code: OVR

ISSUED CAPITAL

Shares: 530.8 million

Options: 10.0 million

CORPORATE DIRECTORY

Chairman:

Robert Kirtlan

Non-Executive Directors:

Hugh Bresser

Mark Wallace

Chief Executive Officer:

Ben Vallerine

CFO and Company Secretary:

Lloyd Flint

CONTACT DETAILS

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SEPTEMBER 2017 QUARTERLY ACTIVITIES REPORT

HIGHLIGHTS

- Option secured to acquire 75% of the Yandal East Gold Project (Yandal East) 70km NE of Wiluna, Western Australia.
- Yandal East comprises 256km² of granted tenure and a further 71km² under application and covers 70 strike-kilometres of under-explored, prospective greenstones within the world-class Yandal Greenstone Belt with past production of +15Moz.
- Yandal East is located 25km east of Northern Star's Jundee operation which has produced 7Moz Au, with remaining reserves and resources of 1.4Moz and 3.2Moz respectively.
- Sampling by Overland at the Coralie Jean Prospect during the quarter returned values up to 24.8 g/t Au, with 5 of the 12 samples exceeding 10 g/t.
- Initial rock chip sampling from surface and small trenches excavated during 2016 returned assays including;
 - 175.6 g/t Au
 - 115.1 g/t Au
 - 72.6 g/t Au
- A total of 81 samples have now been taken over 1,000m of strike length, 55 of these samples occur over a 400m, very high-grade corridor averaging 17.3 g/t Au
- Of the 55 samples over the high grade corridor, 17 returned values greater than 20 g/t Au with 25 of them over 10 g/t Au.

During the September quarter Overland Resources Limited (ASX: OVR; Overland and the Company) secured an option to acquire 75% of the Yandal East Gold Project and immediately commenced work compiling all of the historic data at Yandal East.

The Company completed a reconnaissance trip to Yandal East and collected 12 samples at the Coralie Jean prospect assaying up to 24.8 g/t Au. Five of the 12 samples collected assayed in excess of 10 g/t Au whilst previous samples at Coralie Jean have returned values up to 175.6 g/t. A total of 55 samples have been taken over a 400m high grade corridor at Coralie Jean with 17 returning values greater than 20 g/t Au and 25 of them over 10 g/t Au.

The Company is continuing with its camp-scale approach to exploration at Yandal East and has engaged a specialist geophysics contractor to conduct a gravity survey that will be completed during the December quarter. The Company has also commenced the reprocessing of all of the existing and available geophysics data which will be completed in the coming weeks. A comprehensive drill hole and geochemistry database has been created. The database is a compilation of all historic data obtained

from previous operators and a comprehensive review of the WAMEX (WA Department of Mines and Petroleum) report database and covers the majority of the eastern limb of the Yandal Greenstone Belt.

Once the final data acquisition and compilation is completed the Company will be in a position to finalise its structural and geological interpretations and generate a series of priority targets for drill testing.

YANDAL EAST GOLD PROJECT

LOCATION AND ACCESS

The Project is located 70km northeast of Wiluna and 25km east of the Jundee operation. Access to the Project is via well maintained country roads to the Millrose Station which is located immediately east of the Project. Further access throughout the Project is via a network of station tracks (see Figure 1). Accommodation and earthworks services are available at Millrose Station.

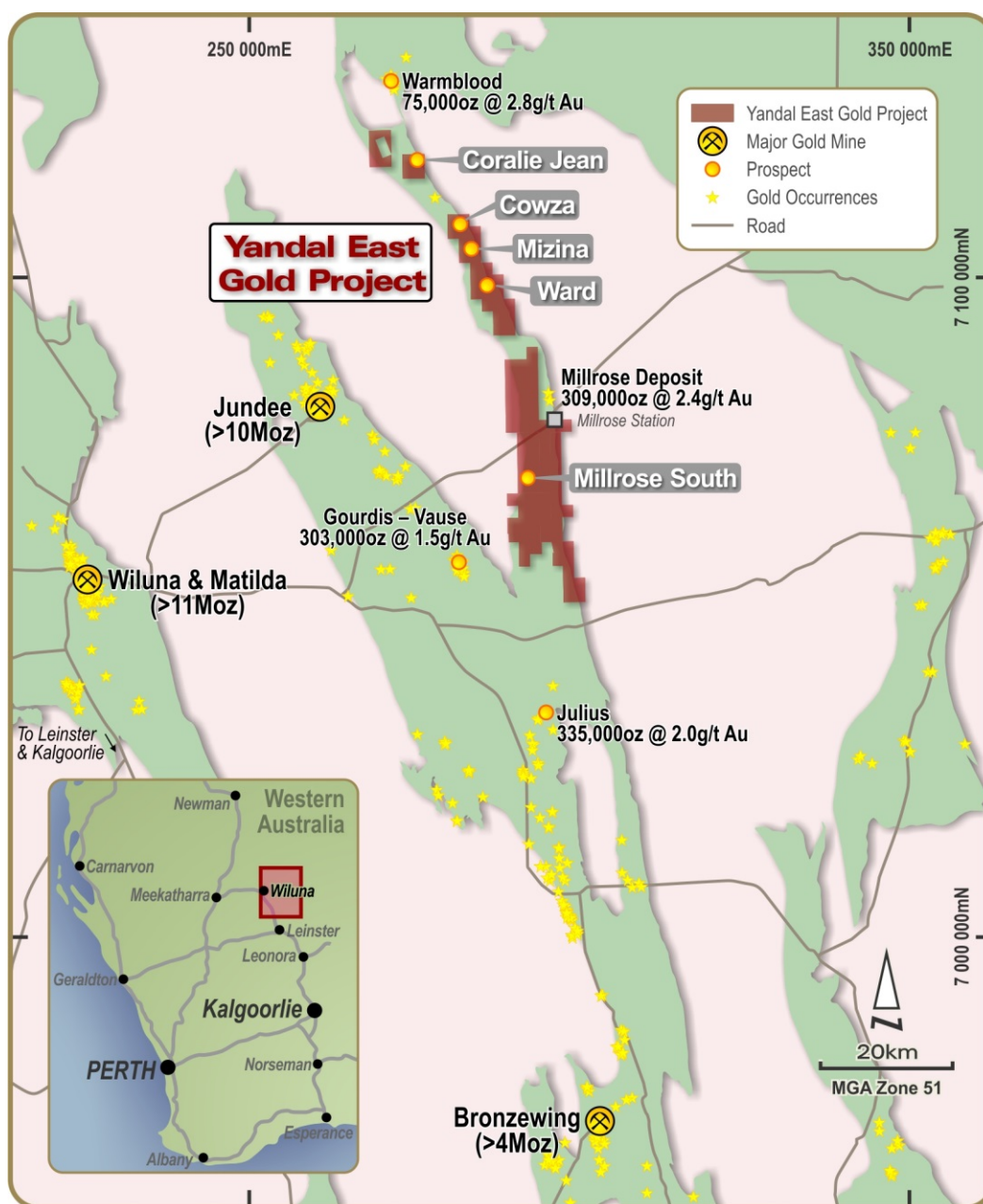


Figure 1 Regional location and basement geology of the Yandal East Gold Project

CORALIE JEAN PROSPECT

The Company visited the Coralie Jean Prospect as part of a reconnaissance trip to Yandal East during late September. The Coralie Jean Prospect was discovered in late 2016 when a reconnaissance sampling program across the northern part of the Yandal East tenements was conducted by Zebina Minerals. A single rock chip returned in excess of 60 g/t Au. On further inspection, outcropping and sub-cropping quartz veins were discovered in a highly sheared and contorted mafic volcanic. The quartz vein at Coralie Jean sits in the ideal structural and stratigraphic position, being directly on the interpreted regional shear and approximately 200m west of the granite-greenstone contact, the same structural and stratigraphic location that hosts the Millrose Deposit that contains 309,000oz of gold @ 2.4 g/t. A total of 81 rock chip samples have been collected returning exceptional results. The 81 samples were taken over a 1,000m strike length, with 55 samples over the inner 400m high grade zone averaging 17.3 g/t Au (see Figure 2). Of these 55 samples 17 returned values in excess of 20 g/t Au and 25 returned values in excess of 10 g/t Au.

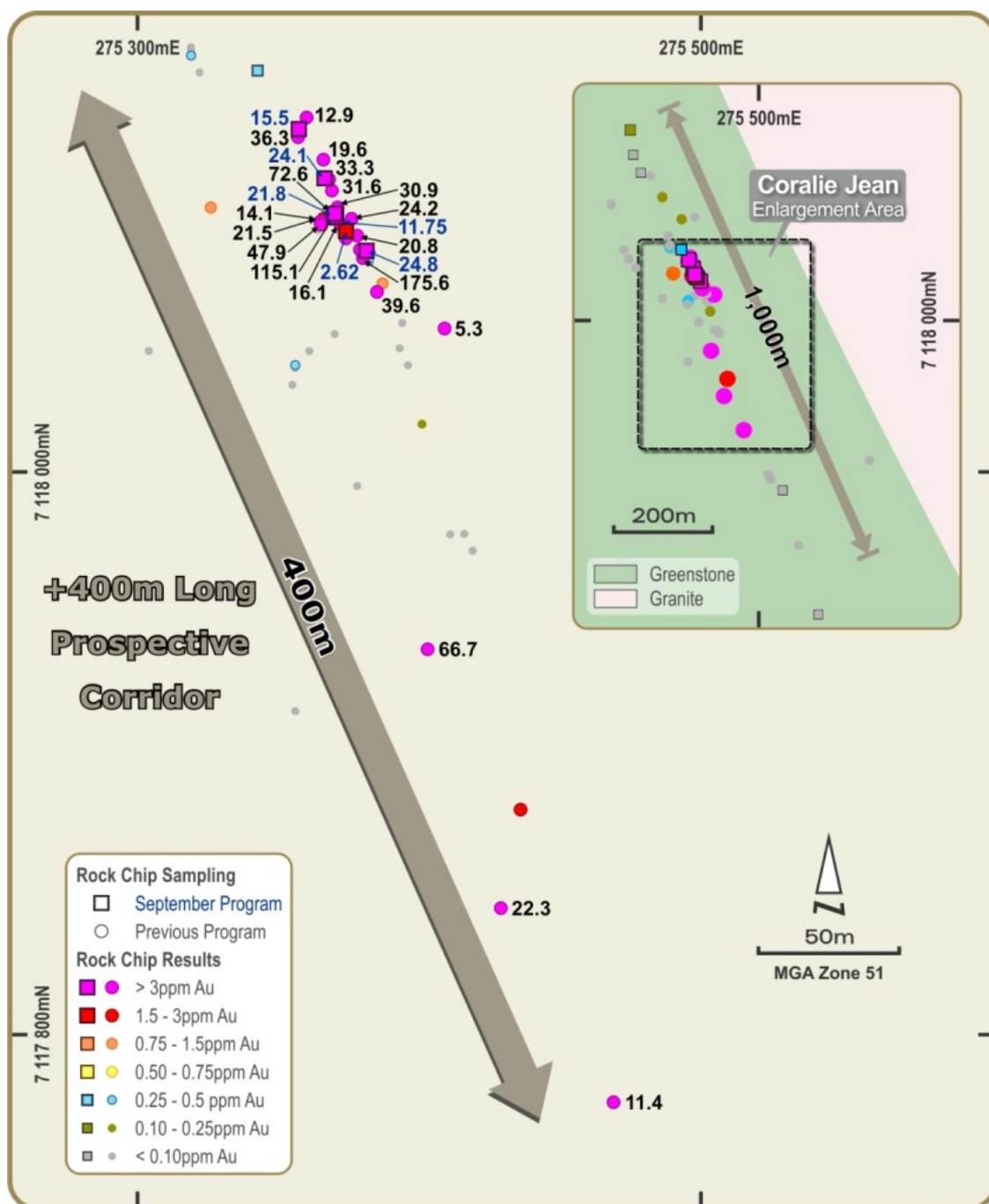


Figure 2. Plan showing the distribution of high grade rock chips at Coralie Jean

WARD PROSPECT

Ward is the most advanced prospect within the Project area and contains mineralisation that extends for over 5.5km of strike length (Figure 3). Thick mineralisation is present with intersections including 13m @ 3.1 g/t Au from 61m and higher grade intercepts including 2m @ 5.7 g/t Au from 44m. The area is flanked by dry salt lakes and the mineralisation is concealed by transported cover making initial drill targeting difficult. The geology and mineralised lodes at Ward are sub-vertical and initial drilling had limited effect at outlining the existing mineralisation. Later drill programs addressed this issue but it is anticipated that future, targeted drilling programs along the 5.5km mineralised trend at Ward could be very successful.

WARD SOUTH PROSPECT

Ward South is simply the extension of the mineralising structure that controls the mineralisation at Ward further to the southeast where the structures are totally concealed under a salt lake (Figure 3). The combination of these mineralising structures and some disturbances in the magnetic trend represents a very favourable drill target. The perceived difficulty in drilling on the salt lake has left the entire 4.5km mineralised structure undrilled, an excellent opportunity for the discovery of new gold mineralisation. Drilling on salt lakes requires care but is easily achievable today, as demonstrated by Breaker Resources Limited (ASX:BRB) who are currently drilling in a more difficult setting at it's very successful Lake Roe Project.

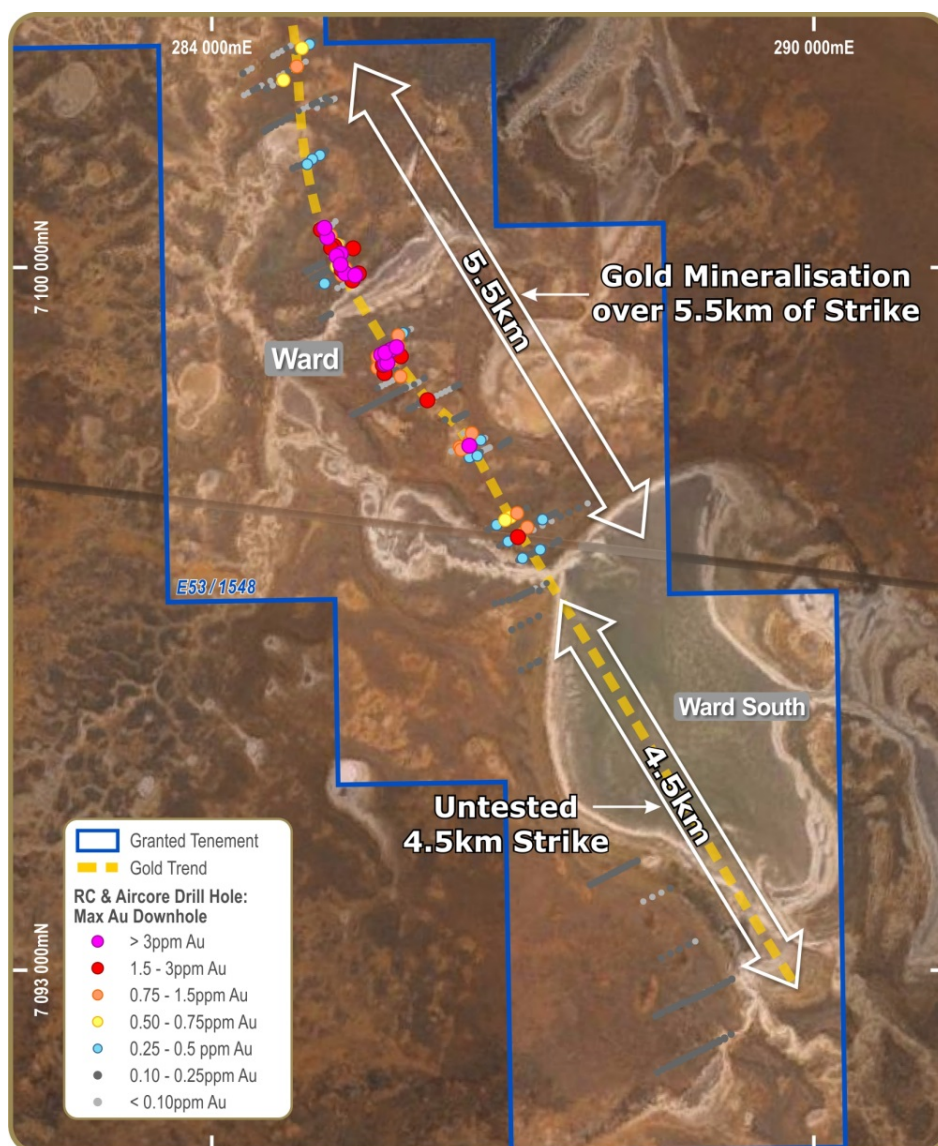


Figure 3 . Plan illustrating the RC and Aircore drilling at Ward and the undrilled Ward South under the dry lake

COWZA PROSPECT

Mineralisation at Cowza was first discovered by Eagle Mining in 1997 in joint venture with Normandy. The mineralisation at Cowza was identified in deep vertical aircore drilling spaced 100m along sections. Later follow up drilling would be drilled at 60 degrees to more effectively test the sub-vertical lodes (see Figure 4). The best intercept at Cowza is 12m @ 9.7 g/t from 28m. Eight holes were completed in 2014 identifying thick primary mineralisation including 16m @ 1.4 g/t Au from 84m. The known mineralisation at Cowza approaches the tenement boundary in the north but is open along strike to the south and at depth. Further drilling is warranted to define the limits of the mineralised system. Cowza and Ward are separated by approximately 7km with the area between the two known as the Mizina prospect (see Figure 5).

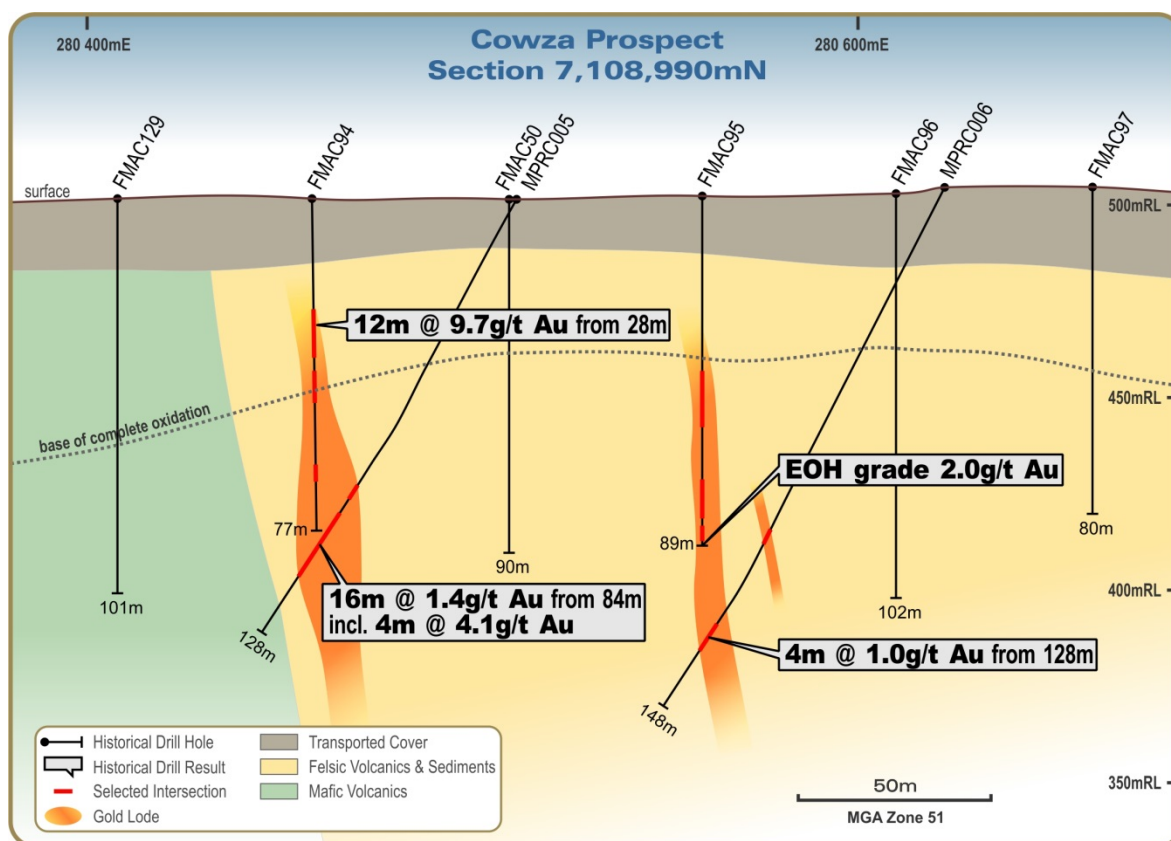


Figure 4. Cross section 7,108,990mN of the Cowza Prospect, section location shown on Figure 5

MIZINA PROSPECT

The Mizina prospect contains 7km of the potentially mineralised structure between the Ward and Cowza prospects, the same structure that also hosts the Millrose Deposit further to the south. The 7km of strike length has little to no outcrop with geochemistry and shallow RAB ineffective, the prospect was drilled in 2006 but only one drill line was completed and the best intercept, 4m @ 2.5 g/t has never been followed up. The prospect also contains a truncated magnetic high, indicating some structural complications and other subtle magnetic responses that could be the result of alteration associated with mineralising fluids moving along interpreted structures.

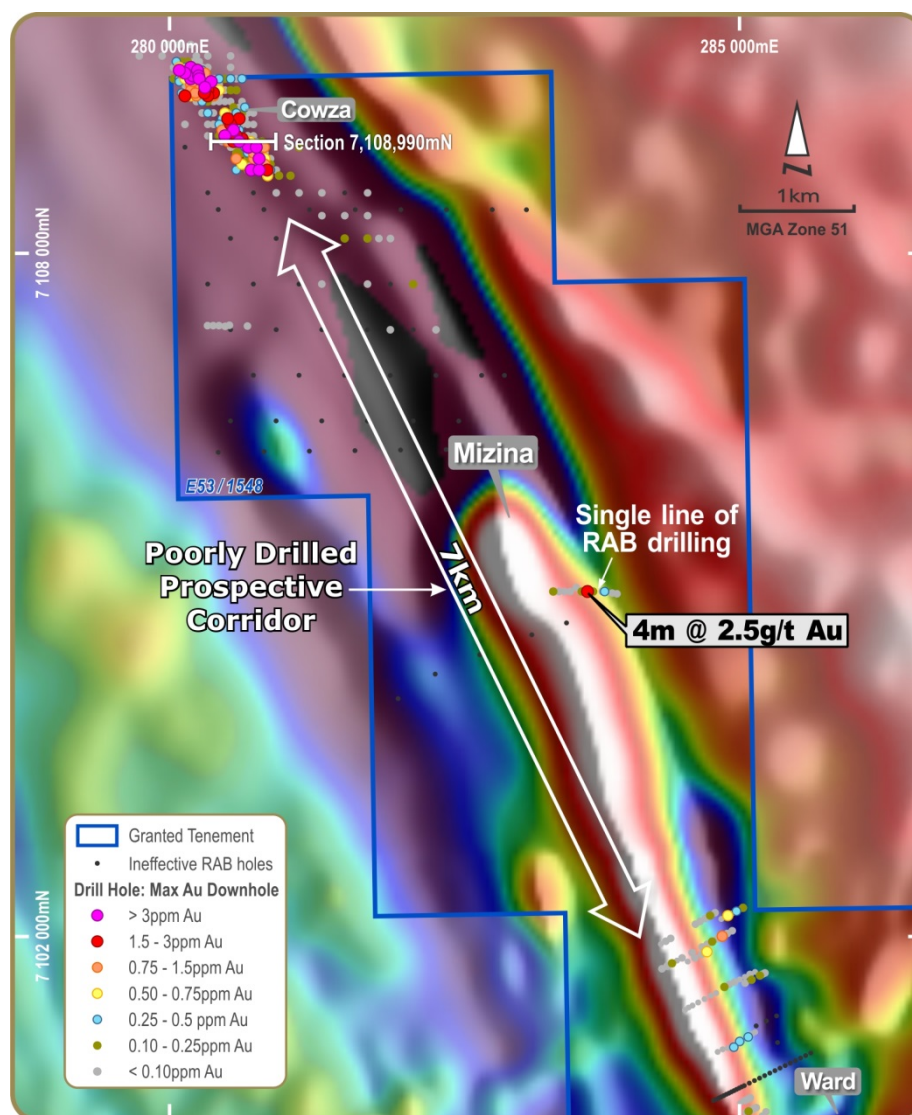


Figure 5. Aeromagnetic image of the Mizina Prospect, showing a lack of drilling over 7km of strike.

TENURE

The Project consists of five tenements with four granted exploration licences covering over 256 km² and one exploration licence under application covering an additional 71km².

Tenement	Type	Status	Area (Sq km)	Blocks
E53/1547	Exploration Licence	Granted	26.37	10
E53/1548	Exploration Licence	Granted	76.41	26
E53/1726	Exploration Licence	Granted	73.96	40
E53/1835	Exploration Licence	Granted	80	26
E53/1970	Exploration Licence	Application	70.7	23
Total			327.44	125

Table 1. List of Tenement's that comprise the Yandal East Gold Project

ACQUISITION TERMS

During the quarter Overland executed a binding agreement with Zebina Minerals Pty Ltd (Vendor) whereby Overland has an option to acquire 75% of the Project within 18 months of execution. The terms option are as follows:

Earn-in Phase:

1. Overland has issued The Vendor 16,568,498 shares (Option Shares) in Overland which are escrowed for 12 months.
2. Overland will also seek approval at the AGM to issue the Vendor 16,568,498 unlisted options (Options) to acquire Overland shares. The Options will have an exercise price of \$0.00754 and will expire on the date 24 months after their issue. If approval is not granted Overland will pay the Vendor \$100,000 in cash. The Options are subject to the same escrow period as the Option Shares.
3. Overland is required to undertake A\$350,000 worth of expenditure on the Project within the 18 month option period

Execution Phase:

4. Upon issuance of its notice of intent to exercise the option, Overland will issue the Vendor an additional A\$400,000 of OVR scrip, at a 10% discount to the 20-day VWAP prior to notice of intent. 50% of the shares will be escrowed for 6 months with the balance escrowed for 12 months.

Upon exercise of the Option, Overland and the Vendor will enter into an incorporated exploration joint venture whereby:

1. The Vendor retains a 25% free-carried interest, whilst Overland as the JV operator will continue to fund any exploration and pre-development activities.
2. Once a decision to mine is made over a defined area or resource, this area will be excised from the exploration JV and a mining JV created over the mining area at the same ratio. The Vendor will be required to contribute to the development expenditure on a pro-rated basis. The exploration JV will remain active over the remainder of the Project.
3. Should The Vendor choose not to contribute to the mining JV their interest will be diluted, should they dilute to less than 5% the JV interest shall automatically convert to a 1% royalty.

YUKON PROJECT'S

During the quarter the Company had a crew onsite at the Yukon Base Metal Project to inspect the camp and complete minor maintenance and reclamation as requested by the Department of Energy, Mines and Resources of the Yukon Government.

No work was completed at the McCleery Copper-Cobalt Project during the quarter.

During the quarter the Company continued their strategic review of all aspects of its business, including the two Yukon Projects. The Company is exploring a number of avenues to unlock the value of these Projects.

TROJAN GOLD PROJECT

Subsequent to the end of the quarter, the Company advised it had terminated its option-to-acquire the Trojan Gold Project from Westgold Resources Limited (ASX:WGX) and its subsidiaries.

CORPORATE

As of 30 September 2017 there were 502,581,477 shares on issue and \$1,019,000 at bank.

During the quarter the Company entered into an agreement to secure an option-to-acquire 75% of the Yandal East Gold Project as described above. In connection with this acquisition the Company issued 16,568,498 shares to the Vendor on October 9, therefore at the time of reporting there were 530,808,461 shares on issue.

For and on behalf of the Board

Ben Vallerine
Chief Executive Officer

For more information please contact:-

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Chief Executive Officer
P: +61 8 9388 6020
E: info@overlandresources.com

Australian Projects	Tenement Number	Tenement Type	Type of Interest	Interest at Start Quarter	Interest at End Quarter
Yandal East Gold Project	E53/1547	Exploration Licence	Option to acquire	Nil	75%
	E53/1548	Exploration Licence	Option to acquire	Nil	75%
	E53/1726	Exploration Licence	Option to acquire	Nil	75%
	E53/1835	Exploration Licence	Option to acquire	Nil	75%
	E53/1930	Exploration Licence Application	Option to acquire	Nil	75%
Trojan Gold Project	M25/104	Exploration Licence	Option to acquire	100%	Nil
	Location 41	Private Lease	Lease	100%	Nil
Canadian Projects	Claim Names	Claim Numbers	Type of Interest	Interest at Start Quarter	Interest at End Quarter
Yukon Base Metal Project	A	1-8, 57-104	Claim owner	90%	90%
	AMB	1-112, 115-116, 123-150	Claim owner	90%	90%
	AMBfr	117-122, 151-162	Claim owner	90%	90%
	Andrew	1-10	Claim owner	90%	90%
	Atlas	1-6	Claim owner	90%	90%
	B	53, 55, 57, 59, 61, 63, 65-74, 79-100, 105-126	Claim owner	90%	90%
	B	127-194	Claim owner	100%	100%
	Bridge	1-8, 11-16, 19-32	Claim owner	90%	90%
	Clear	1-25	Claim owner	100%	100%
	Dasha	1-6	Claim owner	90%	90%
	Data	1-320	Claim owner	100%	100%
	Link	1-231	Claim owner	100%	100%
	Myschka	1-96	Claim owner	90%	90%
	Ozzie	1-32	Claim owner	90%	90%
	Riddell	1-80	Claim owner	100%	100%
	Scott	1-36	Claim owner	90%	90%
	Shack	1-5	Claim owner	100%	100%
	Sophia	1-4	Claim owner	90%	90%
	TA	1-332	Claim owner	100%	100%
McCleery Copper Cobalt Project	MM	1-41	Claim owner	100%	100%

Table 2 Mining Claims / Tenements held at 30 June 2017

COMPETENT PERSONS STATEMENT

The information in this announcement that relates to exploration results for the Yandal East Gold Project, Trojan Gold Project, Yukon Base Metal 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 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.

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.

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/13, 01/09/16

Name of entity

OVERLAND RESOURCES LIMITED

ABN

92 114 187 978

Quarter ended ("current quarter")

30 SEPTEMBER 2017

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (3 months) \$A'000
1.	Cash flows from operating activities		
1.1	Receipts from customers	-	-
1.2	Payments for		
	(a) exploration & evaluation	(41)	(41)
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	-	-
	(e) administration and corporate costs	(70)	(70)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	2	2
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Research and development refunds	-	-
1.8	Other (provide details if material)	-	-
1.9	Net cash from / (used in) operating activities	(109)	(109)

2.	Cash flows from investing activities		
2.1	Payments to acquire:		
	(a) property, plant and equipment	-	-
	(b) tenements (see item 10)	-	-
	(c) investments	-	-
	(d) other non-current assets	-	-

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (3 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) property, plant and equipment	-	-
	(b) tenements (see item 10)	-	-
	(c) investments	-	-
	(d) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	-	-

3.	Cash flows from financing activities		
3.1	Proceeds from issues of shares	-	-
3.2	Proceeds from issue of convertible notes	-	-
3.3	Proceeds from exercise of share options	-	-
3.4	Transaction costs related to issues of shares, convertible notes or options	-	-
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	Net cash from / (used in) financing activities	-	-

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	1,128	1,128
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(109)	(109)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	-	-
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	-
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	1,019	1,019

5. Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1 Bank balances	1,019	1,128
5.2 Call deposits	-	-
5.3 Bank overdrafts	-	-
5.4 Other (provide details)	-	-
5.5 Cash and cash equivalents at end of quarter (should equal item 4.6 above)	1,019	1,128

6. Payments to directors of the entity and their associates

- 6.1 Aggregate amount of payments to these parties included in item 1.2
- 6.2 Aggregate amount of cash flow from loans to these parties included in item 2.3
- 6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2

Current quarter \$A'000
21
-

Payments for rent and use of serviced office at cost - \$11,000
Payments for Directors consulting fees and Directors fees - \$10,450

7. Payments to related entities of the entity and their associates

- 7.1 Aggregate amount of payments to these parties included in item 1.2
- 7.2 Aggregate amount of cash flow from loans to these parties included in item 2.3
- 7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2

Current quarter \$A'000
-
-

8. Financing facilities available <i>Add notes as necessary for an understanding of the position</i>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
8.1 Loan facilities	-	-
8.2 Credit standby arrangements	-	-
8.3 Other (please specify)	-	-
8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.		

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9. Estimated cash outflows for next quarter	\$A'000
9.1 Exploration and evaluation	75
9.2 Development	-
9.3 Production	-
9.4 Staff costs	-
9.5 Administration and corporate costs	60
9.6 Other (provide details if material)	-
9.7 Total estimated cash outflows	135

10. Changes in tenements (items 2.1(b) and 2.2(b) above)	Tenement reference and location	Nature of interest	Interest at beginning of quarter	Interest at end of quarter
10.1 Interests in mining tenements and petroleum tenements lapsed, relinquished or reduced		Please refer to the 30 September 2017 Quarterly Activities report		
10.2 Interests in mining tenements and petroleum tenements acquired or increased		Please refer to the 30 September 2017 Quarterly Activities report		

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Sign here:

Company Secretary

Date: 27 October 2017

Print name: Lloyd Flint

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.