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**OVERLAND RESOURCES LIMITED**

**ABN 92 114 187 978**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 2:30pm (WDST)

**DATE:** 26 November 2008

**PLACE:** The Sutherland Room  
City West Function Centre  
City West Centre  
45 Plaistowe Mews  
West Perth WA 6005

*This Notice of Annual General Meeting is an important document and requires your immediate attention. Please read it carefully. If you are in doubt as to what you should do, please consult your professional adviser.*

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### VENUE

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The Annual General Meeting of the Shareholders of Overland Resources Limited which this Notice of Meeting relates to will be held at 2:30pm (WDST) on Wednesday 26 November 2008 at:

The Sutherland Room  
City West Function Centre  
City West Centre  
45 Plaistowe Mews  
West Perth WA 6005

### YOUR VOTE IS IMPORTANT

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

### VOTING IN PERSON

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

### VOTING BY PROXY

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To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) deliver the proxy form by hand to the Company's registered office at Level 2, 675 Murray Street, West Perth, Western Australia;
- (b) send the proxy form by post to Overland Resources Limited, PO Box 457, West Perth, WA, 6872; or
- (c) send the proxy form by facsimile to the Company on facsimile number (08) 9226 2027,

so that it is received not later than 2:30pm (WDST) on 24 November 2008.

**Proxy forms received later than this time will be invalid.**

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of Overland Resources Limited will be held at The Sutherland Room, City West Function Centre, City West Centre, 45 Plaistowe Mews, West Perth, Western Australia at 2:30pm (WDST) on 26 November 2008.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at the close of business on 24 November 2008.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

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## AGENDA

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### BUSINESS

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered at the Meeting.

### ORDINARY BUSINESS

#### Reports and Accounts

To receive and consider the financial statements of the Company for the year ended 30 June 2008 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

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#### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*“That for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2008.”*

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#### 2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR MICHAEL HAYNES

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

*“That, Michael Haynes, being a Director of the Company who retires by rotation in accordance with clause 11.3 of the Constitution and, being eligible for re-election, is re-elected as a Director of the Company.”*

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**3. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR – MR ANTHONY POLGLASE**

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

*“That, for the purposes of clauses 11.11 and 11.12 of the Constitution and for all other purposes, Anthony Polglase, a Director who was appointed on 17 January 2008, retires and, being eligible for re-election, is re-elected as a Director of the Company.*

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**4. RESOLUTION 4 – RE-ELECTION OF A DIRECTOR – MR GIBSON PIERCE**

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

*“That, for the purposes of clauses 11.11 and 11.12 of the Constitution and for all other purposes, Gibson Pierce, a Director who was appointed on 3 October 2008, retires and, being eligible for re-election, is re-elected as a Director of the Company.*

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**DATED: 22 October 2008**

**BY ORDER OF THE BOARD**

**SCOTT FUNSTON  
COMPANY SECRETARY  
OVERLAND RESOURCES LIMITED**

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## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at The Sutherland Room, City West Function Centre, City West Centre, 45 Plaistowe Mews, West Perth, Western Australia on 26 November 2008 at 2:30pm (WDST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the resolutions in the Notice of Meeting.

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### **1. FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2008 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

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### **1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

Section 250R(2) of the Corporations Act requires that a resolution to adopt the remuneration report be put to the vote of the Company at the Annual General Meeting. However, Shareholders should note that the vote on Resolution 1 is advisory only and is not binding on the Company or its Directors.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Director's report contained in the annual financial report of the Company for the financial year ending 30 June 2008. It is also available on the Company's website at [www.overlandresources.com](http://www.overlandresources.com).

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

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### **2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR MICHAEL HAYNES**

Clause 11.3 of the Constitution of the Company provides that at each annual general meeting of the Company one third of the Directors, or if their number is not a multiple of three, then the number nearest to but not more than one third of the Directors must retire from office. Clause 11.4 of the Constitution provides that a retiring Director is eligible for re-election.

Mr Michael Haynes retires in accordance with clause 11.3 of the Constitution and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

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### **3. RESOLUTIONS 3 & 4 – RE-ELECTION OF DIRECTORS – MR ANTHONY POLGLASE & MR GIBSON PIERCE**

Clauses 11.11 and 11.12 of the Constitution of the Company provide that the Directors may at any time appoint a person to be a Director as an addition to the existing Directors. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election, but shall

not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Mr Anthony Polglase and Mr Gibson Pierce retire in accordance with the Constitution and, being eligible for re-election, offer themselves for re-election at the Annual General Meeting.

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**4. ENQUIRIES**

Shareholders may contact the Company Secretary on (+61) 8 9226 5566 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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**Annual General Meeting** means the meeting convened by the Notice of Meeting.

**ASIC** means Australian Securities & Investments Commission.

**ASX** means ASX Limited.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

**Board** means the Board of Directors.

**Company** or **Overland** means Overland Resources Limited (ABN 92 114 187 978).

**Constitution** means the constitution of the Company.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means a director of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**Notice of Meeting** means the notice of Annual General Meeting including the Explanatory Statement.

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

**Shareholder** means a shareholder of the Company.

**WDST** means Western Daylight Savings Time.

## PROXY FORM

**APPOINTMENT OF PROXY  
OVERLAND RESOURCES LIMITED  
ABN 92 114 187 978**

### ANNUAL GENERAL MEETING

I/We

of

being a member of Overland Resources Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 2.30 pm (WDST), on 26 November 2008 at The Sutherland Room, City West Function Centre, City West Centre, 45 Plaistowe Mews, West Perth, Western Australia, and at any adjournment thereof.

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#### Voting on Business of the Annual General Meeting

|   | FOR                      | AGAINST                  | ABSTAIN                  |
|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 – Adoption of Remuneration Report            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 – Re-election of Director – Michael Haynes   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 – Re-election of Director – Anthony Polglase | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 – Re-election of Director – Gibson Pierce    | <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 to be counted in computing the required majority on a poll.

**OR**

If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of the resolution and that votes cast by the Chair of the Annual General Meeting other than as proxy holder will be disregarded because of that interest. If no directions are given, the Chair will vote in favour of all the resolutions.

Signature of Member(s): \_\_\_\_\_

Date: \_\_\_\_\_

|                                 |          |                            |
|---------------------------------|----------|----------------------------|
| Individual or Member 1          | Member 2 | Member 3                   |
|                                 |          |                            |
| Sole Director/Company Secretary | Director | Director/Company Secretary |

Contact Name: \_\_\_\_\_ Contact Ph (daytime): \_\_\_\_\_

**OVERLAND RESOURCES LIMITED**  
**ABN 92 114 187 978**

**Instructions for Completing 'Appointment of Proxy' Form**

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. 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 member must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the members must 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 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.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General 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, PO Box 457, West Perth, WA, 6872; or
  - (b) facsimile to the Company on facsimile number (08) 9226 2027,so that it is received not later than 2.30pm (WDST) on 24 November 2008.

**Proxy forms received later than this time will be invalid.**