

**FACSIMILE TRANSMITTAL SHEET**

To:	ASX	From:	Officium Capital
Fax:	1300 135 638	Pages:	7 (including cover sheet)
Phone:		Date:	01-03-2010
Re:	Form 604	cc:	

Urgent For Review Please Comment Please Reply

● Comments:

To Whom It May Concern,

Please find enclosed form 604: Notice of change of interests of substantial holder

This form has been mailed to the relating entity.

Regards.

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Overland Resources LtdACN/ARSN 114 187 978**1. Details of substantial holder(1)**Name Officium Capital LtdACN/ARSN (if applicable) ACN 108 747 637There was a change in the interests of the
substantial holder on 22 / 1 / 2010The previous notice was given to the company on 5 / 1 / 2010The previous notice was dated 5 / 1 / 2010**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (6)	Person's votes	Voting power (6)
Ordinary Shares	11,954,607	14.05%	22,351,077	15.25%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (8)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure A					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (9)	Nature of relevant interest (8)	Class and number of securities	Person's votes
See Annexure B					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with the substantial holder in relation to voting interests in the company or scheme are as follows:

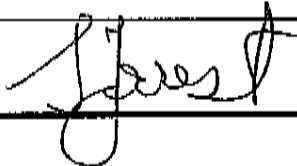
Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See annexure C	

Signature

print name **Steven Forrest** capacity **Director**
 sign here  date **1:3:10**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 609 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature This form must be signed by either a director or a secretary of the substantial holder.

Lodging period Nil

Lodging Fee Nil

Other forms to be completed Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
- (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

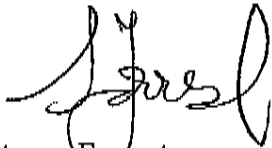
- To make any annexure conform to the regulations, you must
- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
 - 2 show the corporation name and ACN or ARBN
 - 3 number the pages consecutively
 - 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
 - 5 identify the annexure with a mark such as A, B, C, etc
 - 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
 - 7 sign and date the annexure
The annexure must be signed by the same person(s) who signed the form.

Annexure A

Overland Resources Ltd

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
22/01/2010	Officium Capital Ltd as responsible entity of the Emerging Resources Company Share Fund ARSN 118 630 541	Purchase of fully paid ordinary shares	14,999.95	176,470	176,470
5/02/2010			845,750.00	9,950,000	9,950,000
19/02/2010			801.32	10,000	10,000
22/02/2010			22,136.47	260,000	260,000

This is Annexure A referred to in Form 603 – Notice of change of interests of substantial holder signed and dated 1 March 2010.



Steven Forrest


Director

Annexure B

Overland Resources Ltd

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Officium Capital Ltd	Bond Street Custodians Limited as Custodian of the Emerging Resources Company Share Fund ARSN 118 630 541	n/a	Officium Capital Ltd as responsible entity of Emerging Resources Company Share Fund ARSN 118 630 541	Ordinary shares	22,351,077

This is Annexure B referred to in Form 603 – Notice of change of interests of substantial holder signed and dated 1 March 2010



Steven Forrest

Director

Annexure C

Overland Resources Ltd

Name	Address
Officium Capital Ltd	3/249 Coronation Drive, Milton, Qld, 4064
Bond Street Custodians Limited	Level 22, 20 Bond Street, Sydney, NSW 2000

This is Annexure C referred to in Form 603 – Notice of change of interests of substantial holder signed and dated 1 March 2010



Steven Forrest

Director