

Form 45-102F1

**Notice of Intention to Distribute Securities under Section 2.8 of
NI 45-102 *Resale of Securities***

Reporting issuer

1. Name of reporting issuer:

Leo Resources Inc. (the "Issuer")

Selling security holder

2. Your name:

Winston Resources Inc ("Winston")

3. The offices or positions you hold in the reporting issuer:

Not Applicable. Winston is deemed to be a control shareholder.

4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer?

No

5. Number and class of securities of the reporting issuer you beneficially own:

879,410 Common Shares ("Common Shares") in the capital of the Issuer

Distribution

6. Number and class of securities you propose to sell:

300,000 Common Shares

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name.

The securities may be sold privately, or on the Frankfurt Exchange, or on the Canadian Securities Exchange

Warning

It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I certify that:

- (1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
- (2) the information given in this form is true and complete.

Date: January 15, 2015

Winston Resources Inc

Your name (Selling security holder)

/s/ Daniel Wettreich

Your signature (or if a company, the signature of your authorized signatory)

Daniel Wettreich, CEO

Name of your authorized signatory

INSTRUCTION:

File this form electronically through SEDAR with the securities regulatory authority or regulator in each jurisdiction where you sell securities and with the Canadian exchange on which the securities are listed. If the securities are being sold on an exchange, the form should be filed in every jurisdiction across Canada.

Notice to selling security holders - collection and use of personal information

The personal information required in this form is collected for and used by the listed securities regulatory authorities or regulators to administer and enforce securities legislation in their jurisdictions. This form is publicly available by authority of National Instrument 45-102 and the securities legislation in each of the jurisdictions. The personal information collected will not be used or disclosed other than for the stated purposes without first obtaining your consent. Corporate filers should seek the consent of any individuals whose personal information appears in this form before filing this form

If you have questions about the collection and use of your personal information, or the personal information of your authorized signatory, contact any of the securities regulatory authorities or regulators listed below.

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, BC V7Y 1L2

Attention: Assistant Manager, Financial Reporting

Telephone: (604) 899-6805 or (800) 373-6393 (in B.C.)

Facsimile: (604) 899-6506

Alberta Securities Commission

4th Floor, 300 - 5th Avenue SW
Calgary, AB T2P 3C4
Attention: Information Officer
Telephone: (403) 297-6454
Facsimile: (403) 297-6156

**Saskatchewan Financial Services Commission
Securities Division**

601 - 1919 Saskatchewan Drive
Regina, SK S4P 4H2
Attention: Deputy Director, Legal/Registration
Telephone: (306) 787-5879
Facsimile: (306) 787-5899

Ontario Securities Commission

Suite 1903, Box 55
20 Queen Street West
Toronto, ON M5H 3S8
Attention: Administrative Support Clerk
Telephone: (416) 593-3684
Toll free in Canada: 1-877-785-1555
Facsimile: (416) 593-8122

Autorité des marchés financiers

Tour de la Bourse
800 square Victoria
C.P. 246, 22e étage
Montréal, Québec H4Z 1G3
Attention: Responsable de l'accès à l'information
Telephone: (514) 395-0337
Toll free: 1-877-525-0337
Facsimile: (514) 873-6155 (For filing purposes only)
Facsimile: (514) 864-6381 (For privacy requests only)
www.lautorite.qc.ca

New Brunswick Securities Commission

85 Charlotte Street, Suite 300
Saint John, New Brunswick E2L 2J2
Telephone: (506) 658-3060
Toll Free in New Brunswick 1-866-933-2222
Facsimile: (506) 658-3059

Nova Scotia Securities Commission

2nd Floor, Joseph Howe Building
1690 Hollis Street
Halifax, NS B3J 3J9
Attention: Corporate Finance
Telephone: (902) 424-7768
Facsimile: (902) 424-4625

Prince Edward Island Securities Office

95 Rochford Street, 4th Floor Shaw Building

P.O. Box 2000

Charlottetown, Prince Edward Island C1A 7N8

Telephone: (902) 368-4569

Facsimile: (902) 368-5283

Government of Newfoundland and Labrador

Financial Services Regulation Division

P.O. Box 8700

Confederation Building

2nd Floor, West Block

Prince Philip Drive

St. John's, NFLD A1B 4J6

Attention: Director of Securities

Telephone: (709) 729-4189

Facsimile: (709) 729-6187

Government of Yukon

Department of Community Services

Law Centre, 3rd Floor

2130 Second Avenue

Whitehorse, YT Y1A 5H6

Telephone: (867) 667-5314

Facsimile: (867) 393-6251

Government of Northwest Territories

Office of the Superintendent of Securities

Deputy Superintendent, Legal & Enforcement

PO Box 1320

Yellowknife, NT X1A 2L9

Tel: (867) 920-8984

Fax: (867) 873-0243

Department of Justice, Nunavut

Legal Registries Division

P.O. Box 1000, Station 570

1st Floor, Brown Building

Iqaluit, NT X0A 0H0

Attention: Director, Legal Registries Division

Telephone: (867) 975-6590

Facsimile: (867) 975-6594