

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:

GreenBank Capital Inc ("GreenBank")

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

Not Applicable. GreenBank 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:

1,078,000 Common Shares ("Common Shares") in the capital of the Issuer

Distribution

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

500,000 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

Warning

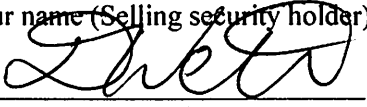
It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.

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: **October 3, 2014**

GreenBank Capital Inc
Your name (Selling security holder)

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