

**CONSENT RESOLUTIONS OF DIRECTORS  
OF**

**LEO RESOURCES INC.  
(the "Company")**

We, the undersigned, being all of the Directors of the Company, hereby consent to and adopt in writing the following resolutions:

**SHARE CONSOLIDATION**

**RESOLVED** that the Company undertake a consolidation of its current issued and outstanding common shares on the basis of one post consolidated common share for every five pre-consolidated common shares, effective on May 23, 2014, and that any fractional common shares resulting from the consolidation shall be dealt with in accordance with the provisions of Section 83 of the Business Corporations Act (British Columbia).

**MISCELLANEOUS**

**RESOLVED** that this resolution may be signed by the directors in as many counterparts as may be necessary, each of which when signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and, notwithstanding the date of execution, shall be deemed to bear the effective date set forth below.

Dated as at May 11, 2014

  
\_\_\_\_\_  
**DANIEL WETTREICH**

\_\_\_\_\_  
**MARK WETTREICH**

  
\_\_\_\_\_  
**PETER WANNER**

\_\_\_\_\_  
**PAUL CULLINGHAM**

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