

# LEATT CORPORATION

24842 Avenue Rockefeller  
Valencia, CA 91355

NOTICE: LEATT CORPORATION IS NOT SUBJECT TO THE REPORTING  
REQUIREMENTS OF THE SECURITIES AND EXCHANGE ACT OF 1934, INCLUDING  
REGULATION 14A, AND IS NOT AN SEC REPORTING COMPANY

July 23, 2009

Dear Holders of the Leatt Corporation Common Stock, \$0.001 par value:

We are pleased to inform you of the date, time and agenda for our 2009 Annual Meeting of the holders of the Common Stock, \$0.001 par value per share, of Leatt Corporation, a Nevada corporation, ("Company"). The annual meeting ("Meeting") will be held on September 1, 2009, at 10:00 am, Washington, D.C., USA time, at the Law offices of Pillsbury Winthrop Shaw Pittman LLP, 2300 N Street, N.W., Washington, DC 20037-1122 (202-663-8000). The Meeting will also be held simultaneously at 4:00 pm, Cape Town, South African time, at our SA offices, 50 Kiepersol Crescent, Atlas Gardens, Durbanville 7550. The meeting will use a video conference bridge between the two meeting facilities. A notice of meeting, proxy statement and proxy card are enclosed for your consideration and use.

Shareholders of record as of July 16, 2009 have the right to notice of and to vote at the Meeting. Prior to the Meeting, you may vote by: (a) fax until 8:00 a.m., EDT, on September 1, 2009, by faxing your completed and signed proxy card to: Cato Gordon & Co. CPA, Fax: (703) 536-7715, or (b) mailing the completed and signed proxy card to: Leatt Corp. Annual Meeting, Cato Gordon & Co. CPA, 100 N. Washington St., Suite 204, Falls Church, Virginia 22046, for delivery on or before August 31, 2009. Deadline to fax the proxy: September 1, 2009, 8:00 am, US EDT. The Shareholders will be asked to vote for, against or abstain on the following proposals:

- A. Elect Christopher Leatt, Jeffrey Guzy and Ria van der Merwe as directors for a one year term – each being a current director; and
- B. Ratify Fitzgerald & Co. CPAs, P.C. as auditors for fiscal year 2009.

Please read the enclosed proxy statement carefully and complete, sign and fax promptly the proxy card contained with this letter to assure that your vote will be counted. You may vote at the Annual Meeting and change your vote at the Annual Meeting by timely submitting a properly signed and dated proxy card. If you have questions about the Meeting or voting, please contact Paul Richter, at (804) 644-2182 or email: [prosage@comcast.net](mailto:prosage@comcast.net).

Leatt Corporation appreciates your investment and support.

Very truly yours,  
/s/ Jeffrey Guzy  
Jeffrey Guzy  
President  
24842 Avenue Rockefeller  
Valencia, CA 91355

LEATT CORPORATION  
24842 Avenue Rockefeller  
Valencia, CA 91355

Notice of Annual Meeting

An annual meeting (“Meeting”) of holders of the Common Stock, \$0.001 par value per share, (“Shareholders”) of Leatt Corporation, a Nevada corporation, (“Company”) will be held on September 1, 2009, at 10:00 am, Washington, D.C., USA time, at the Law offices of Pillsbury Winthrop Shaw Pittman LLP, 2300 N Street, N.W., Washington, DC 20037-1122. The Meeting will also be held simultaneously, using a video conference bridge, at 4:00 pm, Cape Town, South African time at our SA offices, 50 Kiepersol Crescent, Atlas Gardens, Durbanville 7550. If you have questions about the Meeting or voting, please contact Paul Richter, at (804) 644-2182 or email: prosage@comcast.net.

At the meeting you will be asked to consider and act upon the following:

1. To elect 3 directors of the Company to serve until the expiration of their terms and thereafter until their successors have been duly elected and qualified; and
2. To ratify Fitzgerald & Co. CPAs, P.C. as the Company’s auditors for fiscal year 2009.
3. To conduct any other business that is appropriate for the Annual Meeting.

You may participate in the Meeting by attending either of the meeting places as the Meeting will be conducted via video conference between the two meeting facilities. Please remember that you must submit a signed proxy prior to the closing of the polls at the Meeting to vote on a proposal or to revoke a previously submitted proxy. You may vote by: (a) fax until 8:00 a.m., EDT, on September 1, 2009, by faxing your completed and signed proxy card to: Cato Gordon & Co. CPA, Fax: (703) 536-7715, or (b) mailing the completed and signed proxy card to: Leatt Corp. Annual Meeting, Cato Gordon & Co. CPA, 100 N. Washington St., Suite 204, Falls Church, Virginia 22046, for delivery on or before August 31, 2009. If we do not receive your proxy by facsimile transmission prior to the closing of the polls, then, regardless of the reason for such failure, your faxed proxy will not be counted in the vote or will not revoke any previously submitted proxy.

Only stockholders of record at the close of business on July 16, 2009, are entitled to notice of, and to vote at, the Meeting. You are invited to attend the Meeting in person. Whether or not you plan to attend in person, you are urged to sign and return immediately the enclosed proxy. The proxy is revocable and will not affect your right to vote in person at the Meeting if you are a shareholder of record as of July 16, 2009, and attend the Meeting. You can revoke your faxed or mailed proxy by timely submitting a new, signed proxy at the Meeting.

By Order of the Board of Directors,

/s/  
Lara Jane Pretorius  
Secretary  
July 23, 2009

50 Kiepersol Crescent  
Atlas Gardens  
Durbanville 7550  
South Africa

**Please complete, sign and date the enclosed proxy and fax or mail it as promptly as possible. If you attend the Meeting and vote in person, the proxy will not be used.**

Leatt Corporation  
24842 Avenue Rockefeller  
Valencia, CA 91355

PROXY STATEMENT

The board of directors of Leatt Corporation, a Nevada corporation (the "Company", "Leatt", "we", "us" or "our") is soliciting your vote by proxy for use at the 2009 Annual Meeting ("Meeting") of holders of the Company Common Stock, \$0.001 par value per share, ("Shareholders") to be held on September 1, 2009, at 10:00 am, Washington, D.C., USA time, at the Law offices of Pillsbury Winthrop Shaw Pittman LLP, 2300 N Street, N.W., Washington, DC 20037-1122; 202-663-8000 (the Meeting will also be held simultaneously, via a video conference bridge, at 4pm, Cape Town, South African time at our SA offices, 50 Kiepersol Crescent, Atlas Gardens, Durbanville 7550.) and for use at any adjournments thereof. This proxy statement and the enclosed form of proxy are first being sent to stockholders on or about July 23, 2009.

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## **QUESTIONS AND ANSWERS**

### **1. VOTING PROCEDURES AND QUESTIONS AND ANSWERS REGARDING THIS PROXY**

A form of proxy is enclosed designating persons named therein as proxies to vote shares at the Meeting. Each proxy in the form properly signed and received prior to the Meeting will be voted as specified in the proxy or if not specified, FOR the election as directors of those nominees named in this Proxy Statement and FOR other proposals put forth by the Board of Directors as stated herein, if any. Should any nominee for director named in this Proxy Statement become unavailable for election, which is not anticipated, it is intended that the persons acting under the proxies will vote for the election in his or her stead of such other person as may be nominated by the Board of Directors.

At the time this Proxy Statement was mailed to shareholders, management was not aware that any matter other than the matters described above would be presented for action at the Meeting. If other matters properly come before the Meeting, it is intended that the shares represented by proxies will be voted with respect to those matters in accordance with the best judgment of the persons voting them.

Any shareholder who returns a proxy on the enclosed form has the right to revoke that proxy at any time before it is voted. Any shareholder who submitted a proxy by fax or mail may change their vote or revoke their proxy by (a) filing with the Secretary of the Company a written notice of revocation or (b) timely delivering a valid, later-dated proxy. Attendance at the Meeting will not by itself have the effect of revoking a proxy unless the shareholder gives written notice of revocation to the Secretary of the Meeting before the proxy is exercised or such shareholder votes by written ballot at the Annual Meeting.

The presence in person or by properly executed proxy of the holders of a majority of the outstanding shares of Common Stock is necessary to constitute a quorum at the Meeting. The votes of stockholders present in person or represented by proxy at the Meeting will be tabulated by an inspector of election appointed by the Company. The inspector of election will treat shares represented by proxies that reflect abstentions as shares that are present and entitled to vote for purposes of determining the presence of a quorum. Abstentions, however, do not technically constitute a vote "for" or "against" any matter and thus will be disregarded in the calculation of votes cast. The inspectors of election will treat shares referred to as "broker non-votes" (shares held by brokers or nominees as to which instructions have not been received from the beneficial owners or persons entitled to vote and that the broker or nominee does not have discretionary power to vote on a particular matter) as shares that are present and entitled to vote for purposes of determining the presence of a quorum. Assuming a quorum is present, the nominees for director receiving a plurality of votes cast at the Meeting will be elected directors, and other matters shall be approved for which the number of shares of Common Stock voted in favor of the proposal exceeds the number of shares of Common Stock voted against it. A proxy that has properly abstained with respect to any proposal will not be voted with respect to the nominee or nominees indicated, although it will be counted for the purposes of determining whether there is a quorum.

The cost of soliciting the proxies to which this Proxy Statement relates shall be borne by the Company. In following up the original solicitation of proxies by mail, the Company will make arrangements with brokerage houses and other custodians, nominees and fiduciaries to send

proxies and proxy material to the beneficial owners of the Common Stock and will reimburse them for their expenses. In addition to the use of the mail, and without additional compensation therefore, proxies may be solicited in person or by telephone, facsimile or telegram by officers and regular employees of the Company.

The following questions and answers are intended as a summary explanation as to voting procedures and other general matters discussed in this Proxy Statement.

***What Is the Purpose of the Annual Meeting?***

At the Meeting, shareholders will vote on the matters outlined in the accompanying notice of Meeting. Our management will report on our performance during fiscal 2008 and First Half of 2009 and respond to questions from shareholders.

***Who Is Entitled to Vote?***

Only shareholders of record at the close of business on the record date, July 16, 2009, are entitled to receive notice of the Meeting and to vote the shares of common stock they held on that date at the meeting, or any postponement or adjournment of the meeting. Each outstanding share of our common stock entitles its holder to cast one vote on each matter to be voted upon.

***What Constitutes a Quorum?***

For purposes of voting on all matters, the presence at the meeting, in person or by proxy, of the holders of a majority of the shares of Common Stock outstanding on the record date will constitute a quorum. As of July 16, 2009, 133,589,002 shares of our Common Stock were outstanding. Proxies received but marked as abstentions will be included in the calculation of the number of shares considered to be present at the meeting.

***How Do I Vote?***

You may vote by: (a) fax until 8:00 a.m., EDT, on September 1, 2009, by faxing your completed and signed proxy card to: Cato Gordon & Co. CPA, Fax: (703) 536-7715, or (b) mailing the completed and signed proxy card to: Leatt Corp. Annual Meeting, Cato Gordon & Co. CPA, 100 N. Washington St., Suite 204, Falls Church, Virginia 22046, for delivery on or before August 31, 2009. If you complete and properly sign the accompanying proxy card and return the card to us the proxy card will be voted as you direct. If you are a registered shareholder and attend the Meeting, you may deliver your completed proxy card in person to the Secretary of the Meeting. "Street name" shareholders who wish to vote at the Meeting will need to obtain a proxy form from the institution that holds their shares. Alternatively, you may vote as instructed by your broker or bank.

***Can I Change My Vote After I Return My Proxy Card?***

Yes. You can revoke your proxy at any time before it is exercised (closing of polls) in any of three ways:

- by submitting written notice of revocation to the Secretary of the Company;
- by submitting another proxy that is later dated and properly signed; or
- by voting in person at the meeting.

### ***What Are the Board's Recommendations?***

Unless you give other instructions on your proxy card, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of the Board of Directors. The Board of Directors' recommendation is to vote FOR election of each of the nominated directors and FOR the ratification of Fitzgerald & Co. CPAs, P.C. as auditors for fiscal year 2009. With respect to any other matter that properly comes before the Meeting, the proxy holders will vote as recommended by the Board of Directors or, if no recommendation is given, in their own discretion.

### ***What Vote Is Required to Approve Each Proposal?***

***Election of Directors.*** The affirmative vote of a plurality of the votes cast by the shareholders entitled to vote at the Meeting is required for the election of directors. A properly executed proxy marked "ABSTAIN" with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted in determining whether there is a quorum. Therefore, so long as a quorum is present, abstaining will have no effect on whether one or more directors are elected.

### ***How Do I Vote My Shares If They Are Held in the Name of My Broker (Street Name)?***

If your shares are held by your broker, often referred to as being held in "street name," you will receive a form from your broker seeking instruction as to how your shares should be voted. If you do not issue instructions to your broker, your broker is permitted to vote, in the broker's discretion, on routine matters without receiving instructions from the client, but is not permitted to vote without instructions on non-routine matters. A broker non-vote occurs when the broker returns a proxy card without a vote on the non-routine matter. Your broker may or may not be permitted to exercise voting discretion with respect to any matter not listed above that properly comes before the meeting. Shares represented by broker non-votes will not be counted as votes for or against any director nominee, but they will be counted in determining whether there is a quorum for purposes of these proposals.

### ***What Happens If I Do Not Vote on One or More Proposals?***

If you do not vote with regard to one or more proposals, as opposed to marking "ABSTAIN" with regard to those proposals, your shares will be voted FOR such proposal.

## **SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information regarding the beneficial ownership of the Common Stock as of July 16, 2009, by (i) each person who is known by the Company to be the beneficial owner of more than 5% of either the outstanding Common Stock; (ii) each of the Company's directors and executive officers; and (iii) all of the Company's directors and executive officers as a group. Unless otherwise specified, the address of each of the persons set forth below is in care of Leatt Corporation, 24842 Avenue Rockefeller, Valencia, CA 91355. In determining the number and percentage of shares beneficially owned by each person, shares that may be acquired by such person under options or warrants exercisable within 60 days of July 16, 2009, are deemed beneficially owned by such person and are deemed outstanding for purposes of determining the total number of outstanding shares for such person and are not deemed outstanding for such purpose for all other stockholders.

**STOCK OWNERSHIP OF LEATT CORPORATION MANAGEMENT AND 10%+  
BENEFICIAL OWNERS OF COMMON STOCK**

Title of Class	Name of Beneficial Owner	Number of Shares	Percentage of Outstanding Shares in Class
<u>Preferred Stock:</u>			
5% Holders:			
Directors and Officers	Christopher Leatt, CEO/Director	2,400,000	80.00%
	Jean-Pierre De Villiers	600,000	20.00%
	Directors/Officers as a Group	3,000,000	100.00%
 <u>Common Stock:</u>			
Directors and Officers:	Christopher Leatt	47,146,149	35.29%
	Jean-Pierre De Villiers	13,753,071	10.30%
	Ria van der Merwe	1,101,216	0.82%
	Jeffrey Guzy	1,000,000	0.75%
	Directors and Officers as a Group	63,000,436	47.16%

**CORPORATE GOVERNANCE**

The Company has adopted a code of ethics, which may be viewed at the Company's Web Site at <http://www.leatt-corp.com>. There are no board committees as of the date hereof. Additional copies are available to any person without charge upon written request to: Paul Richter, Investor Relations for Leatt Corp., 3901 Dominion Townes Circle, Richmond, VA 23223.

**PROPOSAL ONE:  
ELECTION OF DIRECTORS**

Three directors are to be elected at the 2009 Annual Meeting for one-year terms expiring in 2010. There is no cumulative voting. The Board's nominees, each of whom currently is a member of the Board, are Dr. Christopher Leatt, Jeffrey Guzy, and Ria van der Merwe.

The information provided below with respect to each of the nominees includes (1) name and age (as of July 16, 2009), (2) principal occupation and business experience during the past five years and (3) the year in which he became a director of the Company or its subsidiary. See "Principal Stockholders" above for information regarding the number and percentage of shares of Common Stock of the Company beneficially owned by each nominee as of July 16, 2009. This information has been furnished by the directors.

Name and Age	Principal Occupation and Business Experience	Year Became Director of the Company
Dr. Christopher Leatt Age: 41	Inventor, Founder and Chief Executive	2005
Jeffrey Guzy Age: 58	International Business Development Executive	2007
Ria van der Merwe Age: 60	Business Management Consultant and Executive	2007

**Dr. Leatt** (MB ChB) studied medicine at the University of Cape Town and completed his internship in the United Kingdom before returning to South Africa to pursue his career in medicine. He held positions in General Surgery and General Medicine, Geriatrics, Gastroenterology before becoming a General Medical Practitioner and Chairman of ERIPO (Eerste River Independent Practitioners Association), an organization formed to look after both the Medical and Business interests of forty Independent Practitioners. Dr. Leatt then worked in casualty/trauma at various hospitals before becoming a surgical medical officer. A brief stint as an Orthopedic registrar at Groote Schuur Hospital preceded his post as Neurosurgery Registrar at the Department of Neurosurgery, Tygerberg Academic Hospital. Dr. Leatt's duties as a surgical registrar in this discipline included ward work, High-Care duties, evaluation of referrals, outpatient consultations, emergency and elective surgery, logbook of all surgical procedures completed. He resigned from his post in Neurosurgery in order to develop and study the benefits and viability of a neck protection system (the Leatt-Brace®) for helmet clad sport and recreational users in an attempt to reduce devastating neck injuries. Dr. Leatt has actively participated in competitive cross-country motorcycle endurance races as well as Super Sport track racing. When not racing, he was often involved in medical coverage of events.

**Mr. Guzy** has spent the last several years funding and developing operational wireless networks. Mr. Guzy was General Manager at Loral Space Systems. Before Loral, Mr. Guzy was a co-founder of FaciliCom International (FCI), a \$500,000,000 annual, international telecom carrier, with facilities and service. He was instrumental in building the company's service in 10 countries, across Europe and North America. Mr. Guzy has had key executive positions at several large international carriers, including Comsat International, Sprint International and Bell Atlantic. He has held program and project start-up responsibilities along with senior business development positions. He has an MBA from the Wharton School of Finance,

University of PA, and an MS in Systems Engineering from the University of PA. He has a BS in Electrical Engineering from Penn State University and an Associate Degree of Theology from Georgetown University.

**Ms. van der Merwe** was founder of DIMS (Developing Innovative Management Solutions), a management consultancy company with national / international clients, in a few industries; was built up by, and is owned by Ria. For more than a decade, Ria has been active at an executive / board level in HR and Change Management in several industries. Her multi-disciplinary team consults across the full spectrum of specialist and general disciplines in management. Her inspiration and business input have also gone beyond purely business, to charity / non-Government organizations (NGO's). Ria has a proven track record in top level management, and insight into the requirement of day-to-day executive management. She has abilities in order to maximize synergy and utilize the teams' momentum.

**The Board of Directors unanimously recommends voting FOR  
its nominees as directors.**

#### **BOARD OF DIRECTORS AND ITS COMMITTEES; DIRECTOR COMPENSATION**

The Company is incorporated under the laws of the State of Nevada. The interests of stockholders of the Company are represented by the Board of Directors, which oversees the business and management of the Company. This solicitation of proxies is intended to give all stockholders the opportunity to vote for the persons who are to be their representatives, as directors, in the governance of the Company.

The Board currently consists of 3 members, each of whom has been nominated for a term of one year. For the year 2008, each board member received \$1,800 per quarter in cash compensation. For 2009, the same cash compensation is planned.

Our Board of Directors conducted 8 meetings during calendar year 2008. During 2008, no director currently on the Company's Board of Directors attended less than 75% of the Board and committee meetings that he was required to attend.

The Board of Directors has established a procedure that enables stockholders to communicate in writing with members of the Board. Any such communication should be addressed to Paul Richter at 3901 Dominion Townes Circle, Richmond, VA 23223, Fax: (804) 644-2181; email: prosage@comcast.net. Any such communication must state, in a conspicuous manner, that it is intended for distribution to the entire Board of Directors. Under the procedures established by the Board, upon the Chairman of the Board's receipt of such communication, the Company's Secretary will send a copy of such communication to each member of the Board, identifying it as a communication received from a shareholder. Absent unusual circumstances, at the next regularly scheduled meeting of the Board held more than two days after such communication has been distributed, the Board will consider the substance of any such communication.

Board members are encouraged, but not required by any specific Board policy, to attend the Company's Meeting.

## **BOARD COMMITTEES**

None.

## **COMPENSATION OF OUTSIDE DIRECTORS**

The Company has no outside directors.

## **PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The following table provides information regarding the fees billed to us by Fitzgerald & Co. CPAs, P.C. for fiscal year ended December 31, 2008 and by J.H. Cohn for the fiscal year ended December 31, 2007. Also included are related audit fees. All fees described below were approved by the Board of Directors. Other fees for 2007 include valuation services.

	<b>YE 2008</b>	<b>YE 2007</b>
Audit Fees	\$ 110,000	\$ 200,000
Audit-related Fees	\$ 0	\$ 0
Tax Fees	\$ 15,500	\$ 27,568
All Other Fees	\$ 23,750	\$ 153,671
Total Fees	\$ 125,730	\$ 381,239

### **PROPOSAL TWO: RATIFICATION OF AUDITOR FOR FISCAL YEAR 2009.**

Fitzgerald & Co. CPAs, P.C. performed the Company audit for Fiscal Year 2008 and is scheduled to do the Company audit for Fiscal Year 2009. The Board of Directors recommends that shareholders vote FOR this proposal.

Fitzgerald & Co. CPAs, P.C. is a regional CPA firm located in Tyson's Corner, Virginia. The firm is a member of the CPA Associates International, Inc (CPAAI) which consists of over 150 member firms located throughout the United States and around the world. The firm has been in existence for over twenty years and provides accounting, tax and consulting services to clients in a wide range of industries.

## **CONSIDERATION OF OTHER MATTERS**

### **OTHER MATTERS TO BE PRESENTED**

Our Board of Directors does not know of any matters, other than those referred to in the accompanying notice of the Meeting, to be presented at the annual meeting for action by stockholders. However, if any other matters are properly brought before the Annual Meeting or any adjournment thereof, it is intended that votes will be cast with respect to those matters, pursuant to the proxies, in accordance with the best judgment of the persons acting under the proxies.

## EXECUTIVE OFFICERS

The following table identifies our named executive officers, his or her age as of July 16, 2009, and his current position. Each listed person has the same positions with the Company.

Name	Age	Position
Christopher Leatt	41	Chairman of the Board and Chief Executive Officer (CEO)
Jeffrey Guzy	58	President and Board Director
Ria van der Merwe	60	Chief Operating Officer (COO) / Managing Director and Board Director

## CASH COMPENSATION

The following table sets forth the total cash and non-cash compensation that we paid or accrued during the year ended December 31, 2008 with respect to each executive who, during 2008, received salary and bonus in excess of \$100,000.

The principal components of these individuals' current cash compensation are the annual base salary and bonus included in the Summary Compensation Table. We have also described below other compensation these individuals received under employment agreements. We refer to the persons identified in the table below as the "named executive officers".

### SUMMARY COMPENSATION TABLE

The following table provides the compensation awarded to or paid to, or earned by our chief executive officer and two other most highly paid executives for the year ended December 31, 2008. Based on Company research of customary salary ranges for senior officers of companies in comparable business lines as the Company and of comparable revenues and profits as the Company, the Company believes that the senior officers' salaries are within such range.

Name and Principal Position	Year	Salary	Bonus	Stock Awards	Option Awards	All Other Compensation
Christopher Leatt, CEO	2008	\$408,000 Note 1	\$40,639	0	0	Note 5
Jeffrey Guzy, President	2008	\$240,000	\$0	1,000,000 shares Note 2	0	Note 5
Ria van der Merwe, COO / Managing Director	2008	\$180,000 Note 3	\$15,000	1,000,000 Shares Note 4	0	Note 5

Note 1 – Christopher Leatt received a salary increase of 18% on May 28, 2009

Note 2 – The president is granted 1,000,000 shares of common stock which vest over the three year period. Effective January 1, 2009, the President is entitled to receive 333,333 shares.

Note 3 – Effective March 1, 2009, the COO / Managing Director received an annual compensation of \$252,000, plus a cash discretionary bonus based on performance.

Note 4 – The COO / Managing Director is entitled to receive an aggregate of 1,000,000 shares of the Company's common stock and pursuant to the vesting schedule providing for three equal tranches over the three year period.

Note 5 – For the year 2008, each Board member received \$1,800 per quarter in cash compensation. For 2009, the same compensation is planned.

## **RELATED PARTY TRANSACTIONS**

As of December 31, 2008, Xceed Holdings, a company that is controlled by the Chief Executive Officer of the Company, was paid \$925,551 in royalties. Royalties are based on 5% of the net sales of braces worldwide. The licensing agreement's term is for the duration of any and all patents or similar registrations or applications for the intellectual property underlying the licensing agreement and the production of products based on that intellectual property rights. In the event that all the patents and similar registrations and applications for the intellectual property expire or are rejected, then Dr. Leatt is entitled to receive 4% of sales revenues billed and received by the Company for the duration of the manufacture and sale of any products using the intellectual property covered by the licensing agreement.

The payroll service provider that the Company utilizes for its South African employees is partially owned and controlled by the COO / Managing Director. The Company paid the payroll service provider \$24,155 for the year ended December 31, 2008. The payroll service provider has also provided full-time staff for the Company.

## **STOCK OPTION AND INCENTIVE COMPENSATION**

The Company has not adopted or implemented a stock option plan or incentive compensation plan to date.

## **COSTS**

We will pay the costs of soliciting proxies. In addition to solicitation by mail, proxies may be solicited personally or by telephone or telegraph by regular employees of our subsidiaries. Brokerage houses and other custodians, nominees and fiduciaries will be requested to forward soliciting material to their principals, and our company will, upon request, reimburse them for the reasonable expense of doing so.

## **SHAREHOLDER PROPOSALS**

None.

## **WHERE YOU CAN FIND ADDITIONAL INFORMATION ABOUT THE COMPANY**

We are not a reporting company under the federal securities laws.

You may obtain information about our Company from our Web Site at <http://www.leatt-corp.com>.

You may obtain our product information from our Web Site at <http://www.leatt-brace.com>.

**PROXY - LEATT CORPORATION**

**(To be returned via FAX to (703) 536-7715 by 8:00 a.m., EDT, on September 1, 2009 or mailed to: Leatt Corp. Annual Meeting, Cato Gordon & Co. CPA, 100 N. Washington St., Suite 204, Falls Church, Virginia 22046, for delivery on or before August 31, 2009)**

The undersigned hereby appoints Jeffrey Guzy and Christopher Leatt, and each of them, with full power of substitution, to vote for and on behalf of the undersigned at the annual meeting of stockholders of Leatt Corporation to be held on September 1, 2009, and any adjournment thereof, upon matters properly coming before the meeting, as set forth in the related Notice of Meeting and Proxy Statement, both of which have been received by the undersigned. Without otherwise limiting the general authorization given hereby, said attorneys and proxies are instructed to vote on the following issues as follows:

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED BY THE UNDERSIGNED SHAREHOLDER. IF THIS PROXY IS EXECUTED BUT NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" EACH OF THE MATTERS DESCRIBED BELOW.**

**ANNUAL MEETING OF STOCKHOLDERS OF LEATT CORPORATION  
September 1, 2009**

**PLEASE SIGN, DATE AND RETURN PROMPTLY BY FAX TO (703) 536-7715.  
PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE |X|**

**1. Nominees for directors:**

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b># SHARES VOTED</b>
Christopher Leatt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____
Jeffrey Guzy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____
Ria van der Merwe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____

**2. Ratify Fitzgerald & Co. CPAs, PC as public auditors, Fiscal Year 2009:**

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b># SHARES VOTED</b>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____

**WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, YOU ARE URGED TO EXECUTE AND RETURN THIS PROXY, WHICH MAY BE REVOKED AT ANY TIME PRIOR TO ITS USE.**

Signature of Shareholder: \_\_\_\_\_ Date: \_\_\_\_\_

Signature of Shareholder: \_\_\_\_\_ Date: \_\_\_\_\_

NOTE: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Please print Change of Address in the box provided below: