

Auditors' Report

To the Management of Less Emissions Inc.:

We have audited the following assertions made by management of Less Emissions Inc. ("the Company") as at December 31, 2016 that:

Sale of Gold Standard Certified Emission Reductions (CERs) and VER+ Verified Emission Reductions

1. The Company acquired sufficient carbon offsets to satisfy its carbon offset sales to its customers including events during the twelve month period ended December 31, 2016.
2. The carbon offsets sold during the twelve month period ended December 31, 2016 were acquired from emission reduction projects certified by the United Nations' Clean Development Mechanism, which produce CERs, and certified as Gold Standard as defined by the Gold Standard Foundation or projects certified under the VER+ certification standard.
3. Carbon offsets acquired by the Company to meet its sales included the rights to the environmental benefits associated with the reduction of certain tonnes of CO₂e, and the producers, pursuant to their obligations to the Company and under the United Nations CDM Registration and Issuance Unit criteria or the VER+ certification standard, have retained no claims or assertion of rights to such environmental benefits.
4. The carbon offsets acquired by the Company to meet its sales commitments are serialized and have been permanently retired on the Swiss National Emissions Trading Registry established pursuant to the United Nations Framework Convention on Climate Change or on the BlueRegistry established for VER+ emission reductions.

The Company's management is responsible for its assertions and for ensuring product compliance with the Gold Standard as defined by the Gold Standard Foundation or the VER+ certification standard. Our responsibility is to express an opinion on management's assertion based on our audit.

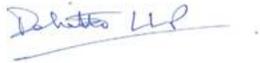
Our audit was performed in accordance with standards for assurance engagements established by CPA Canada, which are set out in the *CPA Canada Handbook – Assurance (section 5025)*. Those standards require that we plan and perform our audit to obtain reasonable assurance as a basis for our opinion that management's assertion is not materially misstated. Our audit included:

1. Obtaining an understanding of the Company's policies, procedures and controls established to meet Regulations;
2. Testing and evaluating evidence to support management's assertions; and,
3. Performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion.

In our opinion, management's assertions as at December 31, 2016 and as set forth in the preceding paragraphs are fairly stated in all material respects.

This report is intended solely for use by the Management of Less Emissions Inc. and its customers and should not be used for any other purpose.

A handwritten signature in blue ink, appearing to read "DeWitt LLP", is written over a horizontal line.

Chartered Professional Accountants
Toronto, Ontario

April 26, 2017