



KPMG LLP
Chartered Accountants
Bay Adelaide Centre
333 Bay Street, Suite 4600
Toronto, Ontario M5H 2S5
Canada

Telephone (416) 777-8500
Fax (416) 777-8818
Internet www.kpmg.ca

**REPORT ON APPLYING AGREED-UPON PROCEDURES CARRIED OUT ON THE
SALES AND PURCHASES OF CARBON OFFSET CREDITS**

To LivClean Corp.

As specifically agreed, we have performed the procedures described in Appendix A, in relation to the sales and purchases of carbon offset credits by LivClean Corp. during the year ended March 31, 2010.

This engagement to apply agreed-upon procedures was performed in accordance with standards established by the Canadian Institute of Chartered Accountants. The sufficiency of the procedures is solely the responsibility of the users of the report. Consequently, we make no representation regarding the sufficiency of the procedures described in Appendix A either for the purpose for which this report has been requested or for any other purpose.

The results of our procedures are documented in Appendix A. The procedures in Appendix A do not constitute an audit and, therefore, we express no opinion on the information in Appendix A for the year ended March 31, 2010.

This letter is intended solely for the use of the management of LivClean Corp. and its customers.

A handwritten signature in black ink that reads 'KPMG LLP' in a cursive, slanted font. A horizontal line is drawn underneath the signature.

Chartered Accountants, Licensed Public Accountants
Toronto, Canada

May 21, 2010

APPENDIX A - AGREED-UPON PROCEDURES ON THE SALES AND PURCHASES OF CARBON OFFSET CREDITS

Procedures

- Obtain from management a report listing all sales and purchases (including inventoried purchases as at March 31, 2009) of carbon offset credits (in metric tonnes) during the year ended March 31, 2010 ("Carbon Offset Credits Purchases and Sales Reports" or the "Report") and note whether the total number of carbon offset credits purchased exceeds the total number of carbon offset credits sold during the year ended March 31, 2010 as reflected in the report.
- From the population (as listed on the Report) of carbon offset credits purchased during the year ended March 31, 2010, compare all purchases to a corresponding supplier invoice or purchase contract in order to note any exceptions relating to the number of carbon offset credits purchased.
- From the population (as listed on the Report) of carbon offset credits sold during the year ended March 31, 2010, compare all sales transactions to a corresponding sales invoice or sales contract in order to note any exceptions relating to the number of carbon offset credits sold.

Results of our procedures

- We obtained from management the Carbon Offset Credits Purchases and Sales Reports and noted that the total number of carbon offset credits purchased (including inventoried purchases as at March 31, 2009) exceeded the total number of carbon offset credits sold during the year ended March 31, 2010.
- From the population (as listed on the Report) of carbon offset credits purchased during the year ended March 31, 2010, we compared all purchases to a corresponding supplier invoice or purchase contract to note any exceptions relating to the number of carbon offset credits purchased. No exceptions were noted.
- From the population (as listed on the Report) of carbon offset credits sold during the year ended March 31, 2010, we compared all sales transactions to a corresponding sales invoice or sales contract in order to note any exceptions relating to the number of carbon offset credits sold. No exceptions were noted.