
2019 Inspection MNP LLP

(Headquartered in Calgary, Canada)

September 30, 2021

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2019 Inspection

During the Public Company Accounting Oversight Board (“PCAOB”)’s 2019 inspection of MNP LLP, we assessed the firm’s compliance with laws, rules, and professional standards applicable to the audits of public companies. Our inspection was conducted in cooperation with the Canadian Public Accountability Board.

We selected for review three audits of issuers with fiscal years ending in 2018. For each issuer audit selected, we reviewed a portion of the audit. We also evaluated elements of the firm’s system of quality control.

2019 Inspection Approach

In selecting issuer audits for review, we use a risk-based method of selection. We make selections based on (1) our internal evaluation of audits we believe have a heightened risk of material misstatement, including those with challenging audit areas, and (2) other risk-based characteristics, including issuer and firm considerations. In certain situations we may select all of the firm’s issuer audits for review.

When we review an audit, we do not review every aspect of the audit. Rather, we generally focus our attention on audit areas we believe to be of greater complexity, areas of greater significance or with a heightened risk of material misstatement to the issuer’s financial statements, and areas of recurring deficiencies. We may also select some audit areas for review in a manner designed to incorporate unpredictability.

Our selection of audits for review does not constitute a representative sample of the firm’s total population of issuer audits. Additionally, our inspection findings are specific to the particular portions of the issuer audits reviewed. They are not an assessment of all of the firm’s audit work nor of all of the audit procedures performed for the audits reviewed.

View the details on the [scope of our inspections and our inspections procedures](#).

Overview of the 2019 Inspection and Historical Data by Inspection Year

The following information provides an overview of our inspection in 2019 of the firm's issuer audits as well as data from the previous inspection. We use a risk-based method to select audits for review and to identify areas on which we focus our review. Because our inspection process evolves over time, it can, and often does, focus on a different mix of audits and audit areas from inspection to inspection and firm to firm. Further, a firm's business, the applicable auditing standards, or other factors can change from the time of one inspection to the next. As a result of these variations, we caution that our inspection results are not necessarily comparable over time or among firms.

Firm Data and Audits Reviewed

	2019	2016
Firm Data		
Total issuer audit clients for which the firm was the principal auditor at the outset of the inspection procedures	32	29
Total issuer audits in which the firm was not the principal auditor	0	0
Total engagement partners on issuer audit work¹	15	13
Audits Reviewed		
Total audits reviewed²	3	3
Audits in which the firm was the principal auditor	3	3
Integrated audits of financial statements and internal control over financial reporting ("ICFR")	0	0
Audits with Part I.A deficiencies	2	0

¹ The number of engagement partners on issuer audit work represents the total number of firm personnel (not necessarily limited to personnel with an ownership interest) who had primary responsibility for an issuer audit (as defined in AS 1201) or for the firm's role in an issuer audit during the twelve-month period preceding the outset of the inspection.

² The population of issuer audits from which audits are selected for review may differ from the issuer audits at the outset of the inspection procedures due to variations such as new issuer audit clients for which the firm has not yet issued an opinion or issuer audit clients lost prior to the outset of the inspection.

If a deficiency is included in Part I.A of our report, it does not necessarily mean that the firm has not addressed the deficiency. In many cases, the firm has performed remedial actions after the issue was identified. Depending on the circumstances, remedial actions may include performing additional audit procedures, informing management of the issuer of the need for changes to the financial statements or reporting on ICFR, or taking steps to prevent reliance on prior audit reports. Our inspection may include a review, on a sample basis, of the adequacy of a firm's remedial actions, either with respect to previously identified deficiencies or deficiencies identified during the current inspection. If a firm does not take appropriate actions to address deficiencies, we may criticize its system of quality control or pursue a disciplinary action.

The fact that we have included a deficiency in our report — other than those deficiencies for audits with incorrect opinions on the financial statements and/or ICFR — does not necessarily mean that the issuer's financial statements are materially misstated or that undisclosed material weaknesses in ICFR exist. It is often not possible for us to reach a conclusion on those points based on our inspection procedures and related findings because, for example, we have only the information that the auditor retained and the issuer's public disclosures. We do not have direct access to the issuer's management, underlying books and records, and other information.

Audit Areas Most Frequently Reviewed

This table reflects the audit areas we have selected most frequently for review in the 2019 inspection and the previous inspection. For the issuer audits selected for review, we selected these areas because they were generally significant to the issuer's financial statements, may have included complex issues for auditors, and/or involved complex judgments in (1) estimating and auditing the reported value of related accounts and disclosures and (2) implementing and auditing the related controls.

2019		2016	
Audit area	Audits reviewed	Audit area	Audits reviewed
Revenue and related accounts	3	Revenue and related accounts	3
Cash and cash equivalents	3	Cash and cash equivalents	3
Business combinations	2	Business combinations	1
Investment securities	1	Inventory	1
A significant estimate	1	Goodwill and intangible assets	1

Part I: Inspection Observations

Part I.A of our report discusses deficiencies, if any, that were of such significance that we believe the firm, at the time it issued its audit report(s), had not obtained sufficient appropriate audit evidence to support its opinion on the issuer's financial statements and/or ICFR. Part I.B discusses deficiencies, if any, that do not relate directly to the sufficiency or appropriateness of evidence the firm obtained to support its opinion(s) but nevertheless relate to instances of non-compliance with PCAOB standards or rules. Consistent with the Sarbanes-Oxley Act ("the Act"), it is the Board's assessment that nothing in Part I of this report deals with a criticism of or potential defect in the firm's quality control system. Any such criticisms or potential defects are discussed in Part II. Further, you should not infer from any Part I deficiency or combination of deficiencies that a quality control finding is identified in Part II. Section 104(g)(2) of the Act restricts us from publicly disclosing Part II deficiencies unless the firm does not address the criticisms or potential defects to the Board's satisfaction no later than 12 months after the issuance of this report.

Classification of Audits with Part I.A Deficiencies

Within Part I.A of this report, we classify each issuer audit in one of the categories discussed below based on the Part I.A deficiency or deficiencies identified in our review.

The sole purpose of this classification system is to group and present issuer audits by the number of Part I.A deficiencies we identified within the audit as well as to highlight audits with an incorrect opinion on the financial statements and/or ICFR.

Audits with an Incorrect Opinion on the Financial Statements and/or ICFR

This classification includes instances where a deficiency was identified in connection with our inspection and, as a result, an issuer's financial statements were determined to be materially misstated, and the issuer restated its financial statements. It also includes instances where a deficiency was identified in connection with our inspection and, as a result, an issuer's ICFR was determined to be ineffective, or there were additional material weaknesses that the firm did not identify, and the firm withdrew its opinion, or modified its report, on ICFR. This classification does not include instances where, unrelated to our review, an issuer restated its financial statements and/or an issuer's ICFR was determined to be ineffective. Any deficiencies identified in connection with our reviews of these audits would be included in the audits with multiple deficiencies or audits with a single deficiency classification below.

Audits with Multiple Deficiencies

This classification includes instances where multiple deficiencies were identified that related to a combination of one or more financial statement accounts, disclosures, and/or important controls in an ICFR audit.

Audits with a Single Deficiency

This classification includes instances where a single deficiency was identified that related to a financial statement account or disclosure or to an important control in an ICFR audit.

Part I.A: Audits with Unsupported Opinions

This section of our report discusses the deficiencies identified, by specific issuer audit reviewed, in the audit work supporting the firm's opinion on the issuer's financial statements.

We identify each issuer by a letter (e.g., Issuer A). Each deficiency could relate to several auditing standards, but we reference the PCAOB standard(s) that most directly relates to the requirement with which the firm did not comply.

Issuer audits are presented below within their respective deficiency classifications (as discussed previously). Within the classifications, we generally present the audits based on our assessment as to the relative significance of the identified deficiencies taking into account the significance of the financial statement accounts and/or disclosures affected, and/or the nature or extent of the deficiencies.

Audits with an Incorrect Opinion on the Financial Statements and/or ICFR

None

Audits with Multiple Deficiencies

Issuer A

Type of audit and related areas affected

In our review, we identified deficiencies in the financial statement audit related to **Investment Securities** and a **Business Combination**.

Description of the deficiencies identified

With respect to **Investment Securities**:

The issuer engaged an external specialist to estimate the fair value of certain investment securities. The securities had a publicly available quoted price on the last business day prior to year end. The firm did not evaluate the difference between the estimated fair value of the securities determined by the external specialist and the publicly quoted price. (CAS³ 500.11; CAS 540.15 and 18)

With respect to a **Business Combination**:

The issuer engaged an external specialist to determine the fair value of intangible assets acquired in a business combination. The firm did not sufficiently evaluate the financial projections used to value the acquired intangible assets because it limited its procedures to (1) inquiring of management, (2) comparing projected sales prices to current sales prices without performing procedures to evaluate whether the current sales prices represented a reasonable expectation of future sales prices, and (3) comparing the projected sales quantities to certain industry information without performing procedures to evaluate the relevance and reliability of that industry information. (CAS 500.07 and 08; CAS 540.15 and 18)

³ Under its multijurisdictional disclosure system, the Securities and Exchange Commission ("Commission") allows eligible Canadian issuers to satisfy their reporting requirements under the Exchange Act by use of documents prepared largely in accordance with Canadian requirements, including audits conducted in accordance with Canadian Auditing Standards (CAS).

Issuer B

Type of audit and related areas affected

In our review, we identified deficiencies in the financial statement audit related to **Revenue and Related Accounts** and a **Significant Estimate**.

Description of the deficiencies identified

With respect to **Revenue and Related Accounts**:

For revenue from certain services, the firm's testing of revenue consisted primarily of vouching cash receipts. The firm, however, did not evaluate whether revenue was appropriately recognized under IFRS 15, *Revenue from Contracts with Customers*. (AS 2301.08; AS 2810.30)

The issuer had a contract dispute with a vendor who provided certain services to the issuer's customers on behalf of the issuer. The firm did not perform procedures to (1) understand and evaluate the nature of the dispute, and (2) obtain evidence to support the issuer's conclusion on recognizing revenue based on its assessment that the vendor continued to provide the underlying service to the issuer's customers even though the issuer had stopped paying the vendor for such services due to the dispute. (AS 2301.08)

With respect to a **Significant Estimate**:

The firm's approach for substantively testing the estimate was to review and test management's process. The firm did not sufficiently evaluate the reasonableness of the estimate because the firm did not perform procedures to test the assumptions related to forecasts of future economic conditions used by the issuer to determine the estimate. Further, the firm did not evaluate the issuer's omission of recent information from the assumptions beyond obtaining representation from management that the activity from that period was not representative of conditions at year end. (AS 2501.09, .10, and .11)

Audits with a Single Deficiency

None

Part I.B: Other Instances of Non-Compliance with PCAOB Standards or Rules

This section of our report discusses any deficiencies we identified that do not relate directly to the sufficiency or appropriateness of evidence the firm obtained to support its opinion(s) but nevertheless relate to instances of non-compliance with PCAOB standards or rules. When we review an audit, we do not review every aspect of the audit. As a result, the area below was not necessarily reviewed on every audit. In some cases, we assess the firm's compliance with specific PCAOB standards or rules on other audits that were not otherwise selected for review and may include instances of non-compliance below.

We identified the following deficiencies:

- In one of three audits reviewed, the firm did not file its report on Form AP by the relevant deadline. In this instance, the firm was non-compliant with PCAOB Rule 3211, *Auditor Reporting of Certain Audit Participants*.
- In one of two audits reviewed where one or more other accounting firms participated in the firm's audit, the firm's report on Form AP omitted information related to the participation in the audit by one other accounting firm. In the other audit reviewed where one or more other accounting firms participated in the firm's audit, the firm incorrectly computed total audit hours. In these instances, the firm was non-compliant with PCAOB Rule 3211, *Auditor Reporting of Certain Audit Participants*.

Part II: Observations Related To Quality Control

Part II of our report discusses criticisms of, and potential defects in, the firm's system of quality control.

Deficiencies are included in Part II if an analysis of the inspection results, including the results of the reviews of individual audits, indicates that the firm's system of quality control does not provide reasonable assurance that firm personnel will comply with applicable professional standards and requirements. Generally, the report's description of quality control criticisms is based on observations from our inspection procedures.

Any changes or improvements to its system of quality control that the firm may have brought to the Board's attention may not be reflected in this report, but are taken into account during the Board's assessment of whether the firm has satisfactorily addressed the quality control criticisms or defects no later than 12 months after the issuance of this report.

Criticisms of, and potential defects in, the firm's system of quality control, to the extent any are identified, are nonpublic when the reports are issued. If a firm does not address to the Board's satisfaction any criticism of, or potential defect in, the firm's system of quality control within 12 months after the issuance of our report, any such deficiency will be made public.

Appendix A: Firm's Response to the Draft Inspection Report

Pursuant to section 104(f) of the Act, 15 U.S.C. § 7214(f), and PCAOB Rule 4007(a), the firm provided a written response to a draft of this report. Pursuant to section 104(f) of the Act and PCAOB Rule 4007(b), the firm's response, excluding any portion granted confidential treatment, is attached hereto and made part of this final inspection report.

The Board does not make public any of a firm's comments that address a nonpublic portion of the report unless a firm specifically requests otherwise. In some cases, the result may be that none of a firm's response is made publicly available.

In addition, pursuant to section 104(f) of the Act, 15 U.S.C. § 7214(f), and PCAOB Rule 4007(b), if a firm requests, and the Board grants, confidential treatment for any of the firm's comments on a draft report, the Board does not include those comments in the final report. The Board routinely grants confidential treatment, if requested, for any portion of a firm's response that addresses any point in the draft that the Board omits from, or any inaccurate statement in the draft that the Board corrects in, the final report.



August 23, 2021

Mr. George Botic
Director
Division of Registration and Inspections
Public Company Accounting Oversight Board
1666 K Street NW
Washington, DC 20006 USA

Re: MNP LLP Response to PCAOB Draft Report of Inspection

Dear Mr. Botic,

We appreciate the opportunity to provide the following response to the Public Company Accounting Oversight Board's (PCAOB) draft report of the 2019 inspection of MNP LLP (the firm).

We have assessed all matters outlined in Part I of the draft report, *Inspection Observations*, and have taken appropriate actions to ensure compliance with PCAOB Standards and Canadian Auditing Standards.

Redacted pursuant to Section 104(f) and/or (g)(2) of the Sarbanes-Oxley Act.

The firm is committed to continuous improvement to ensure high quality audits and compliance with professional standards, as well as our internal policies. We are in the process of implementing Canadian Standards on Quality Management (which are fully converged with the International Standards on Quality Management 1 and 2), which will entail evaluating our policies, procedures and training, and enhancing them as required.

We appreciate and respect the role played by regulators in protecting the public interest and are confident that our continued investment in resources, including human, technological and intellectual, and in our system of quality control will support our commitment to audit quality.

Sincerely,

MNP LLP

Jason Tufts, CPA, CA
Chief Executive Officer



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