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Report on

2012 Inspection of Davidson & Company LLP

(Headquartered in Vancouver, Canada)

Issued by the

Public Company Accounting Oversight Board

October 24, 2013

THIS IS A PUBLIC VERSION OF A PCAOB INSPECTION REPORT

PORTIONS OF THE COMPLETE REPORT ARE OMITTED FROM THIS DOCUMENT IN ORDER TO COMPLY WITH SECTIONS 104(g)(2) AND 105(b)(5)(A) OF THE SARBANES-OXLEY ACT OF 2002

PCAOB RELEASE NO. 104-2013-248

PCAOB
Public Company Accounting Oversight Board

Notes Concerning this Report

1. Portions of this report may describe deficiencies or potential deficiencies in the systems, policies, procedures, practices, or conduct of the firm that is the subject of this report. The express inclusion of certain deficiencies and potential deficiencies, however, should not be construed to support any negative inference that any other aspect of the firm's systems, policies, procedures, practices, or conduct is approved or condoned by the Board or judged by the Board to comply with laws, rules, and professional standards.

2. Any references in this report to violations or potential violations of law, rules, or professional standards are not a result of an adversarial adjudicative process and do not constitute conclusive findings of fact or of violations for purposes of imposing legal liability. Similarly, any description herein of a firm's cooperation in addressing issues constructively should not be construed, and is not construed by the Board, as an admission, for purposes of potential legal liability, of any violation.

3. Board inspections encompass, among other things, whether the firm has failed to identify financial statement misstatements, including failures to comply with Securities and Exchange Commission ("SEC" or "Commission") disclosure requirements, in its audits of financial statements. This report's descriptions of any such auditing failures necessarily involve descriptions of the apparent misstatements or disclosure departures. The Board, however, has no authority to prescribe the form or content of an issuer's financial statements. That authority, and the authority to make binding determinations concerning whether an issuer's financial statements are misstated or fail to comply with Commission disclosure requirements, rests with the Commission. Any description, in this report, of financial statement misstatements or failures to comply with Commission disclosure requirements should not be understood as an indication that the Commission has considered or made any determination regarding these issues unless otherwise expressly stated.

2012 INSPECTION OF DAVIDSON & COMPANY LLP

In 2012, the Public Company Accounting Oversight Board ("PCAOB" or "the Board") conducted an inspection of the registered public accounting firm Davidson & Company LLP ("the Firm"). The Board is issuing this report of that inspection in accordance with the requirements of the Sarbanes-Oxley Act of 2002 ("the Act").

The Board is making portions of the report publicly available. Specifically, the Board is releasing to the public Part I of the report and portions of Part IV of the report. Part IV of the report consists of the Firm's comments, if any, on a draft of the report.[1/]

The Board has elsewhere described in detail its approach to making inspection-related information publicly available consistent with legal restrictions.[2/] A substantial portion of the Board's criticisms of a firm (specifically criticisms of the firm's quality control system), and the Board's dialogue with the firm about those criticisms, occurs out of public view, unless the firm fails to make progress to the Board's satisfaction in addressing those criticisms. In addition, the Board generally does not disclose otherwise nonpublic information, learned through inspections, about the firm or its clients. Accordingly, information in those categories generally does not appear in the publicly available portion of an inspection report.

1/ 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 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 at all. 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.

2/ See Statement Concerning the Issuance of Inspection Reports, PCAOB Release No. 104-2004-001 (August 26, 2004).

PART I

INSPECTION PROCEDURES AND CERTAIN OBSERVATIONS

Members of the Board's inspection staff ("the inspection team") conducted primary procedures for the inspection from September 4, 2012 to September 14, 2012.[3/] These procedures were tailored to the nature of the Firm, certain aspects of which the inspection team understood at the outset of the inspection to be as follows:

Number of offices	1 (Vancouver, Canada)
Ownership structure	Limited liability partnership
Number of partners	9
Number of professional staff[4/]	77
Number of issuer audit clients[5/]	25

3/ The Board's inspection was conducted in cooperation with the Canadian Public Accountability Board.

4/ "Professional staff" includes all personnel of the Firm, except partners or shareholders and administrative support personnel. The number of partners and professional staff is provided here as an indication of the size of the Firm, and does not necessarily represent the number of the Firm's professionals who participate in audits of issuers or are "associated persons" (as defined in the Act) of the Firm.

5/ The number of issuer audit clients shown here is based on the Firm's self-reporting and the inspection team's review of certain information for inspection planning purposes. It does not reflect any Board determination concerning which, or how many, of the Firm's audit clients are "issuers" as defined in the Act. In some circumstances, a Board inspection may include a review of a firm's audit of financial statements and internal control over financial reporting ("ICFR") of an issuer that ceased to be an audit client before the inspection, and any such former clients are not included in the number shown here.

Board inspections are designed to identify and address weaknesses and deficiencies related to how a firm conducts audits.[6/] To achieve that goal, Board inspections include reviews of certain aspects of selected audits performed by the firm and reviews of other matters related to the firm's quality control system.

In the course of reviewing aspects of selected audits, an inspection may identify ways in which a particular audit is deficient, including failures by the firm to identify, or to address appropriately, respects in which an issuer's financial statements do not present fairly the financial position, results of operations, or cash flows of the issuer in conformity with U.S. Generally Accepted Accounting Principles ("GAAP"), or, as applicable, International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS").[7/] It is not the purpose of an inspection, however, to review all of a firm's audits or to identify every respect in which a reviewed audit is deficient. Accordingly, a Board inspection report should not be understood to provide any assurance that the firm's audits, or its issuer clients' financial statements or reporting on internal control, are free of any deficiencies not specifically described in an inspection report.

In addition, inclusion of a deficiency in an inspection report does not mean that the deficiency remained unaddressed after the inspection team brought it to the firm's attention. Under PCAOB standards, when audit deficiencies are discovered after the date of the audit report, a firm must take appropriate action to assess the importance of the deficiencies to the firm's present ability to support its previously expressed audit opinions.[8/] Depending upon the circumstances, compliance with these standards may

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[6/] This focus on weaknesses and deficiencies necessarily carries through to reports on inspections and, accordingly, Board inspection reports are not intended to serve as balanced report cards or overall rating tools.

[7/] When it comes to the Board's attention that an issuer's financial statements appear not to present fairly, in a material respect, the financial position, results of operations, or cash flows of the issuer in conformity with GAAP or IFRS, the Board's practice is to report that information to the SEC, which has jurisdiction to determine proper accounting in issuers' financial statements.

[8/] See AU 390, *Consideration of Omitted Procedures After the Report Date,* and AU 561, *Subsequent Discovery of Facts Existing at the Date of the Auditor's Report* (both included among the PCAOB's interim auditing standards, pursuant to PCAOB require the firm to perform additional audit procedures, or to inform a client of the need for changes to its financial statements or reporting on internal control, or to take steps to prevent reliance on previously expressed audit opinions. A Board inspection does not typically include review of a firm's actions to address deficiencies identified in that inspection, but the Board expects that firms are attempting to take appropriate action, and firms frequently represent that they have taken, are taking, or will take, action. If, through subsequent inspections or other processes, the Board determines that the firm failed to take appropriate action, that failure may be grounds for a Board disciplinary sanction.

A. Review of Audit Engagements

The inspection procedures included a review of aspects of the Firm's auditing of financial statements of five issuers. The scope of this review was determined according to the Board's criteria, and the Firm was not allowed an opportunity to limit or influence the scope.

The inspection team identified what it considered to be audit deficiencies. The deficiencies included failures by the Firm to perform, or to perform sufficiently, certain necessary audit procedures.

In some cases, an inspection team's observation that a firm failed to perform a procedure may be based on the absence of documentation and the absence of persuasive other evidence, even if a firm claims to have performed the procedure. PCAOB Auditing Standard No. 3, *Audit Documentation* ("AS No. 3"), provides that, in various circumstances including PCAOB inspections, a firm that has not adequately documented that it performed a procedure, obtained evidence, or reached an appropriate conclusion must demonstrate with persuasive other evidence that it did so, and that oral assertions and explanations alone do not constitute persuasive other evidence. See AS No. 3, paragraph 9 and Appendix A to AS No. 3, paragraph A28. For purposes of the inspection, an observation that the Firm did not perform a procedure, obtain evidence, or reach an appropriate conclusion may be based on the absence of such documentation and the absence of persuasive other evidence.

Rule 3200T), and PCAOB Auditing Standard No. 5, *An Audit of Internal Control Over Financial Reporting That Is Integrated with An Audit of Financial Statements* ("AS No. 5"), ¶ 98.

The deficiencies identified in one of the audits reviewed included deficiencies of such significance that it appeared to the inspection team that the Firm, at the time it issued its audit report, had not obtained sufficient appropriate audit evidence to support its opinion on the issuer's financial statements. Those deficiencies were –

(1) the failure to perform sufficient procedures to test mining revenue and related expenses; and

(2) the failure to perform sufficient procedures to test deferred revenue.

B. Review of Quality Control System

In addition to evaluating the quality of the audit work performed on specific audits, the inspection included review of certain of the Firm's practices, policies, and procedures related to audit quality. This review addressed practices, policies, and procedures concerning audit performance, training, compliance with independence standards, client acceptance and retention, and the establishment of policies and procedures. Any defects in, or criticisms of, the Firm's quality control system are discussed in the nonpublic portion of this report and will remain nonpublic unless the Firm fails to address them to the Board's satisfaction within 12 months of the date of this report.

END OF PART I

PARTS II AND III OF THIS REPORT ARE NONPUBLIC
AND ARE OMITTED FROM THIS PUBLIC DOCUMENT

PART IV

RESPONSE OF THE FIRM TO 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, minus any portion granted confidential treatment, is attached hereto and made part of this final inspection report.[9/]

[9/] In any version of an inspection report that the Board makes publicly available, any portions of a firm's response that address nonpublic portions of the report are omitted. In some cases, the result may be that none of a firm's response is made publicly available.

September 11, 2013

Ms. Helen A. Munter, Director
Division of Registration and Inspections
Public Company Accounting Oversight Board
1666 K Street, N.W.
Washington, DC 20006

Dear Ms. Munter:

Re: Response to Draft Report on 2012 Inspection of Davidson & Company LLP

We are pleased to provide our response to the Public Company Accounting Oversight Board's (the "PCAOB") Draft Report regarding the 2012 Inspection of our Firm (the "Draft Report").

Davidson & Company LLP is committed to the highest standards of audit quality. We continually monitor our policies, procedures and practices and seek every opportunity to make changes when areas for improvement that could enhance audit quality are identified.

Davidson & Company LLP has been subject to inspections by the PCAOB in 2005, 2009 and 2012. We view PCAOB inspections to be very helpful in our efforts to enhance firm audit quality.

We have carefully considered the comments described in the Draft Report and in particular, the matters identified in Part I – *Inspection Procedures and Certain Observations* and Part II – *Detailed Discussion of Inspection Results* of the Draft Report.

Review of Audit Engagements

The PCAOB inspection team's observations are based upon their judgments. We give each PCAOB comment careful and thoughtful consideration. While we may have differing views as to the nature and extent of necessary audit procedures, resulting conclusions and/or required audit documentation in specific circumstance, we recognize that judgments are involved in both the performance of an audit and the subsequent inspection process.

As stated in the Draft Report, the 2012 PCAOB inspection involved a review of five issuers. The two deficiencies identified in the Draft Report relates to one issuer under the 2012 PCAOB inspection.

(1) The failure to perform sufficient procedures to test mining revenue and related expenses

We disagree with the comment that insufficient procedures were performed to test mining revenue and related expenses. The PCAOB inspection team specifically indicated that the Firm failed to perform sufficient procedures to test the commencement date of commercial production at the mine. The issuer's accounting policy for mines prior to achieving commercial production is to recognize mining revenues and expenses as reductions or increases to the carrying values of the mining asset. Therefore, testing the commencement date of commercial production directly affects whether mining revenues and expenses are recognized in profit or loss or against the carrying values of the mining asset.

The audit file of the issuer included a working paper for assessing commercial production which takes into account several factors that support the commencement of commercial production. Factors taken into consideration in this working paper included reaching a predetermined percentage of design capacity and reaching mineral recoveries at or near the expected level of production. Another factor considered was the production covenant from a loan provided by an independent third party to fund the acquisition and development of the mine. The loan was subject to a production covenant of delivering certain ounces of gold representing commercial production. The working paper referenced that the issuer initially experienced difficulty in achieving the level of capacity or production as evidenced by delays in meeting the production covenant. The working paper also referenced that the production delay was rectified when the lender waived the production covenant indicating that the lender had acknowledged that the issuer had reached commercial production. The date the lender waived the production covenant is reasonably consistent with the commencement date of commercial production.

The audit file also included a working paper which documented audit procedures for testing the ounces of gold and silver produced and refined by the issuer over a period of time. The ounces of gold and silver produced were traced to the confirmation of transfers to the refiner. Based on the working paper, a significant increase in the amount of minerals produced over a specific period of time supports the date of commercial production of the mine. Subsequent to the auditors' report release date and the PCAOB inspection, we have added a memo to the audit file to summarize the results of our analysis and procedures already contained in our audit file. This memo supports that there were sufficient procedures performed to test the commencement date of commercial production and accordingly, there were sufficient procedures performed to test mining revenue and the related expenses.

(2) The failure to perform sufficient procedures to test deferred revenue

We disagree with the comment that insufficient procedures were performed to test deferred revenue. The deferred revenue consists of an upfront cash deposit received from another party for the right to purchase a fixed percentage of the future gold produced from the mine and shares of the other party's common stock as consideration for a completion guarantee provided by the issuer. The PCAOB inspection team specifically indicated that we did not perform procedures to test the data provided by the issuer to an outside specialist that was used to estimate the total amount of gold expected to be produced over the life of the mine.

We disagree with this comment as we believe that appropriate tests of data provided to the specialist were performed. The audit file included relevant audit information and audit procedures to test the data provided to the specialist. The audit file included relevant working papers including testing the total ounces of gold and silver produced, testing the total ounces of gold and silver to be recovered and testing the assumptions used by the specialist in the technical report. The technical report is a public report signed off by four independent "Qualified persons" as defined by a Canadian Securities Commission. The working paper included a comparison between the actual tonnes produced in comparison to the expected tonnes reported in the technical report and it was concluded that the data provided to the specialist was reasonable.

We appreciate this opportunity to formally respond to the PCAOB's 2012 Draft Inspection Report. We look forward to continually working cooperatively with you to implement any suggestions you have on our commitment to enhancing firm audit quality.

Yours very truly,

Davidson & Company LLP

DAVIDSON & COMPANY LLP
Chartered Accountants