

Due Diligence Questions re Critical Audit Matters

Management Due Diligence Questions

1. Has the Company discussed critical audit matters (“CAMs”) with the auditors?
2. Have the Company’s MD&A disclosures regarding the areas that may be (or that are) CAMs been updated or enhanced?

Auditor Due Diligence Questions

1. **Audit Committee.**
 - a. Describe the Audit Committee’s involvement in the review or discussion of CAMs.
 - b. Describe whether there have been any changes to the Company’s disclosure controls or to the internal control process in connection with the CAMs discussions.
2. **Accounting Policies.**
 - a. Comment on the policies and procedures that the Company has put in place to support and monitor CAM requirements.
 - b. Has the Company conducted any “dry-runs” of CAMs? Please discuss.
 - c. Discuss the CAM identified in your 202[●] audit report included in the Company’s 202[●] Form 10-K. Is this CAM common in other companies in the Company’s industry?

OR

- c. Will this year’s auditor report include CAMs? If so, how many? Have these been finalized? Can you share the areas to be covered by the CAMs? Are these CAMs common to other companies in the Company’s industry?