



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

22nd Floor
20 Queen Street West
Toronto ON M5H 3S8

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20, rue queen ouest
Toronto ON M5H 3S8

**IN THE MATTER OF
TREVOR ROSBOROUGH, TAYLOR CARR and DMITRI GRAHAM**

M. Cecilia Williams, Commissioner and Chair of the Panel

File No. 2020-33

August 25, 2021

ORDER

(Sections 127 and 127.1 of the
Securities Act, RSO 1990, c S.5)

WHEREAS on August 25, 2021, the Ontario Securities Commission (the **Commission**) held a hearing by videoconference to consider the request made jointly by Trevor Rosborough (**Rosborough**) and Staff of the Commission (**Staff**) for approval of a settlement agreement dated July 28, 2021 (the **Settlement Agreement**);

AND WHEREAS pursuant to the Settlement Agreement, Rosborough has given an undertaking in the form attached as Annex I to this Order (the **Undertaking**);

ON READING the Joint Application for Settlement Hearing, including the Amended Statement of Allegations dated January 22, 2021, the Settlement Agreement and the Undertaking, and on hearing the submissions of the representatives of Rosborough and Staff, and on being advised by Staff that Staff have received payment from Rosborough in the amount of \$20,746.16;

IT IS ORDERED THAT:

1. the Settlement Agreement is approved;
2. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities or derivatives by Rosborough is prohibited for a period of eight years commencing on the date of this Order;
3. pursuant to paragraph 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Rosborough is prohibited for a period of eight years commencing on the date of this Order;
4. pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Rosborough for a period of eight years commencing on the date of this Order;
5. pursuant to paragraph 6 of subsection 127(1) of the Act, Rosborough is reprimanded;
6. pursuant to paragraph 7 of subsection 127(1) of the Act, Rosborough shall immediately resign any position that he holds as a director or officer of an issuer;

7. pursuant to paragraph 8 of subsection 127(1) of the Act, Rosborough is prohibited from becoming or acting as a director or officer of any issuer for a period of eight years commencing on the date of this Order;
8. pursuant to paragraph 8.1 of subsection 127(1) of the Act, Rosborough shall immediately resign any position that he holds as a director or officer of a registrant;
9. pursuant to paragraph 8.2 of subsection 127(1) of the Act, Rosborough is prohibited from becoming or acting as a director or officer of any registrant for a period of eight years commencing on the date of this Order;
10. pursuant to paragraph 8.5 of subsection 127(1) of the Act, Rosborough is prohibited from becoming or acting as a registrant or a promoter for a period of eight years commencing on the date of this Order;
11. pursuant to paragraph 9 of subsection 127(1) of the Act, Rosborough shall pay an administrative penalty in the amount of \$35,000.00, which amount shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act;
12. pursuant to paragraph 10 of subsection 127(1) of the Act, Rosborough shall disgorge to the Commission the profit of \$492.32, which amount shall be designated for allocation or use by the Commission in accordance with subsection 3.4(2)(b) of the Act;
13. pursuant to section 127.1 of the Act, Rosborough shall pay costs in the amount of \$5,000.00;
14. Rosborough shall pay the outstanding amounts referred to in paragraphs 11, 12 and 13 totaling \$19,746.16 by September 15, 2021; and
15. notwithstanding any other provisions contained in the Order, after the payments set out in paragraphs 11, 12 and 13 are made in full, Rosborough is permitted to trade and/or acquire the following securities in any registered retirement savings plan, registered education savings plan, registered retirement income fund, and/or tax-free savings account (as defined in the *Income Tax Act*, RSC 1985, c 1 (5th Supp.)) in which Rosborough has sole legal and beneficial ownership, solely through a registered dealer, to whom Rosborough must have given a copy of this Order:
 - (a) mutual fund, exchange-traded fund or index fund securities;
 - (b) government bonds; and
 - (c) guaranteed investment certificates.

"M. Cecilia Williams"

M. Cecilia Williams

Annex I



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TREVOR ROSBOROUGH, TAYLOR CARR and DMITRI GRAHAM**

UNDERTAKING

1. This Undertaking is given in connection with the settlement agreement dated July 28, 2021 (the **Settlement Agreement**) between Trevor Rosborough (the **Respondent**) and Staff of the Ontario Securities Commission (**Staff**). All terms shall have the same meanings in this Undertaking as in the Settlement Agreement.
2. The Respondent undertakes to provide full cooperation to Staff, including, if required, testifying as a witness for Staff in any proceeding commenced by Staff relating to the matters set out in the Settlement Agreement or the Statement of Allegations, and meeting with Staff in advance of any such proceeding to prepare for that testimony.

DATED at Strathroy, Ontario, this 28th day of July, 2021.

“Michelle Linker”

Witness (print name) Michelle Linker

“Trevor Rosborough”

TREVOR ROSBOROUGH