BETWEEN:

ONTARIO SECURITIES COMMISSION

(Applicant)

– and –

MAURICE AZIZ

(Respondent)

APPLICATION FOR ENFORCEMENT PROCEEDING

(Subsection 127(1) and section 127.1 of the *Securities Act*, RSO 1990 c S.5).

A. OVERVIEW

1. In response to breaches of Ontario securities law, the Capital Markets Tribunal (the **Tribunal**) may impose restrictions on respondents to protect Ontario investors and capital markets. These restrictions often include bans from acting as directors or officers of issuers. It is critical to fostering fair and efficient capital markets and confidence in capital markets that persons and companies comply with all terms and conditions of the Tribunal's orders, including these bans.

2. Maurice Aziz contravened Ontario securities law by failing to comply with a director and officer ban imposed in a Tribunal order dated June 22, 2023 (the **June 2023 Order**). The June 2023 Order required Aziz to resign from any positions he held as a director or officer of any issuer and permanently prohibited him from becoming an officer or director of any issuer. Aziz remained a director and/or officer of seven non-reporting issuers in contravention of the director and officer ban. A prohibition from acting as a director or officer of an issuer applies to any issuer, not just reporting issuers.

3. This is a serious breach of Ontario securities law. When persons disregard the restrictions imposed on them by orders of the Tribunal, this undermines investor confidence and the fairness and efficiency of the capital markets.

B. GROUNDS

The Ontario Securities Commission (the **Commission**) makes the following allegations of fact:

4. Aziz is a resident of Toronto, Ontario.

5. Aziz was a respondent in *First Global Data Limited (Re),* 2023 ONCMT 25. On June 22, 2023, the Tribunal made the June 2023 Order. Among other things, the June 2023 Order required Aziz to resign from any positions he held as a director or officer of an issuer and permanently prohibited him from becoming or acting as a director or officer of any issuer (**D&O Ban**).

6. Aziz became a director and officer of Springbok Developments Ltd. (**Springbok**) on April 2, 2012, incorporated in Ontario on the same date. Aziz remained a director and officer of Springbok after the June 2023 Order.

7. Aziz became a director of 1684093 Ontario Inc. (**168 Ontario**) on January 4, 2006, incorporated in Ontario on the same date. Aziz became an officer of 168 Ontario on January 5, 2006. Aziz remained a director and officer of 168 Ontario after the June 2023 Order.

8. Aziz became a director and officer of AMP Marketing Inc. (**AMP Marketing**) on April 30, 2019, incorporated in Ontario on January 10, 2019. Aziz remained a director and officer of AMP Marketing after the June 2023 Order.

9. Aziz became a director of Liberty Prime Financial Services Inc. (**Liberty Prime**) on December 21, 2020, incorporated in Ontario on January 30, 2020. Aziz remained a director of Liberty Prime after the June 2023 Order.

10. Aziz became a director of Mad Move Corp. (**Mad Move**) on November 28, 2017, incorporated in Ontario on the same date. Aziz remained a director of Mad Move after the June 2023 Order.

11. Aziz became a director of Simple Estate Planning Canadian Corporation (**Simple Estate**) on September 9, 2011, incorporated in Ontario on the same date. Aziz remained a director of Simple Estate after the June 2023 Order.

12. Aziz became an officer of Memberscanada.com Ltd. (**Memberscanada**) on October 22, 2014, incorporated in Ontario on the same date. Aziz remained an officer of Memberscanada after the June 2023 Order.

13. The seven corporations are issuers within the meaning of the *Securities Act*, R.S.O. 1990, c. S.5 (the **Act**).

14. Aziz has failed to comply with the D&O Ban for over two years.

15. On December 20, 2024, the Commission requested Aziz to provide any evidence of his compliance with the D&O Ban.

16. Following the Commission's request, Aziz resigned as a director and/or officer of Springbok, 168 Ontario, AMP Marketing, Liberty Prime, Mad Move, and Simple Estate, but did not resign as an officer of Memberscanada.

C. BREACH OF ONTARIO SECURITIES LAW

The Commission alleges the following breach of Ontario securities law:

17. By remaining a director and/or officer of the seven issuers after the June 2023 Order, Aziz breached the D&O Ban and acted contrary to the Order and did, thereby, contravene Ontario securities law and section 122(1)(c) of the Act, and it is in the public interest to issue an order pursuant to section 127 of the Act.

D. ORDER SOUGHT

18. The Commission requests that the Tribunal make the following orders:

    (a) Aziz shall resign any positions that he holds as a director or officer of any issuer, pursuant to paragraph 7 of subsection 127(1) of the Act;

    (b) Aziz shall pay an administrative penalty of not more than $5 million for failure to comply with Ontario securities law, pursuant to paragraph 9 of subsection 127(1) of the Act;

    (c) Aziz shall disgorge to the Commission any amounts obtained as a result of non-compliance with Ontario securities law, pursuant to paragraph 10 of subsection 127(1) of the Act;

    (d) Aziz shall pay costs of the Commission's investigation and the hearing, pursuant to section 127.1 of the Act; and

    (e) such other order as the Tribunal considers appropriate in the public interest.

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