

**BETWEEN:**

**ONTARIO SECURITIES COMMISSION**

**(Applicant)**

**– and –**

**TAYLOR CARR**

**(Respondent)**

**APPLICATION FOR ENFORCEMENT PROCEEDING**

(Subsection 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. Taylor Carr contravened Ontario securities law by failing to comply with a director and officer ban imposed in a Tribunal order dated January 10, 2023 (the **January 2023 Order**). The January 2023 Order required Carr to resign from any positions he held as a director or officer of an issuer and prohibited him from becoming an officer or director of any issuer for three years. Carr became a director of two non-reporting issuers in contravention of the director and officer ban and remained in contravention for approximately two years. A prohibition from acting as a director or officer of an issuer applies to any issuer, not just reporting issuers.
3. Compliance with Tribunal orders is essential to maintaining the integrity of Ontario's capital markets. 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. Carr is a resident of Port Stanley, Ontario.
5. Carr was a respondent in *Rosborough (Re)*, file number 2020-33. On January 10, 2023, the Tribunal made the January 2023 Order. Among other things, the January 2023 Order required Carr to resign any positions that he held as a director or officer of any issuer and prohibited him from becoming or acting as a director or officer of any issuer for a period of three years (**D&O Ban**).
6. Following the January 2023 Order, Carr became a director of 15333750 Canada Inc. (**153 Canada**) on September 5, 2023, federally incorporated on the same date.
7. Subsequently, Carr became a director of Cultivation Coaches Inc. (**Cultivation Coaches**) on October 5, 2023, incorporated in Ontario on the same date.
8. The two corporations are issuers within the meaning of the *Securities Act*, R.S.O. 1990, c. S.5 (the **Act**).
9. Carr failed to comply with the D&O Ban for approximately two years.
10. On December 20, 2024 and January 17, 2025, the Commission requested Carr to provide any evidence of his compliance with the D&O Ban.
11. Following the Commission's request, Carr resigned as a director of Cultivation Coaches effective December 27, 2024, and as a director of 153 Canada effective September 2, 2025.

## **C. BREACH OF ONTARIO SECURITIES LAW**

The Commission alleges the following breach of Ontario securities law:

12. By becoming a director of the two issuers after the January 2023 Order, Carr breached the D&O Ban in the Order and consequently, contravened 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**

13. The Commission requests that the Tribunal make an order pursuant to subsection 127(1) of the Act to approve the settlement agreement between the Commission and Carr with respect to the matters set out herein.

**DATED** this 12<sup>th</sup> day of February, 2026.

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