

IN THE SUPREME COURT OF BRITISH COLUMBIA

Citation: *Wilson v. Wilson*,
2025 BCSC 1799

Date: 20250915
Docket: S244838
Registry: Vancouver

Between:

Catherine Kelly Wilson

Petitioner

And

**Blair Stewart Wilson, G. Wilson Construction Co. Ltd.,
and 0932678 B.C. Ltd.**

Respondent

Before: The Honourable Madam Justice W.A. Baker

Reasons for Judgment

Counsel for Petitioner:

G.J. Roper

Counsel for Respondent, Blair Wilson:

B.B. KC Olthuis K.C.
J. Hernaez

No other appearances

Place and Date of Hearing:

Vancouver, B.C.
July 31, 2025

Place and Date of Judgment:

Vancouver, B.C.
September 15, 2025

[1] In this application, the petitioner Catherine Kelly Wilson (“Kelly”) seeks a declaration that G. Wilson Construction Co. Ltd. (“GWCC”) and 0932678 B.C. Ltd. (“093”) be liquidated and dissolved, pursuant to s. 324 of *Business Corporations Act*, S.B.C. c. 57 (“BCA”). Kelly also seeks a declaration pursuant to s. 227 of the BCA that the affairs of GWCC and 093 have been exercised in a manner oppressive or unfairly prejudicial to her interests. Kelly seeks a number of ancillary orders related to these claims. The respondent Blair Wilson (“Blair”) opposes any orders in this petition being made pending the outcome of claims related to the estate of Kelly’s deceased husband Gordon Wilson (“Gordon”). As the main people in this litigation have the same last name, I will refer to them by their first names in this decision, to avoid confusion and not to be disrespectful.

Background

[2] Kelly and Gordon met in 1981, and began living together in approximately 1993. They were married in 2004. Gordon had three children from his first marriage Blair is the step-son of Kelly.

[3] Gordon passed away on June 10, 2015.

[4] GWCC was a home construction, renovation and maintenance company. 093 was primarily a real estate holding company with two commercial strata units, located on Schoolhouse Street, in Coquitlam, BC.

[5] Gordon Wilson Construction Management (“GWCM”) was created by Blair during Gordon’s lifetime. Neither Kelly nor Gordon had shares in GWCM; however, it appears to be common ground that GWCM was used for the purpose of acting as the employer of record for GWCC, and it operated on a break-even basis. As such, while remuneration was paid through GWCM, it is common ground that the funds for such remuneration originated with GWCC and, for the purposes of this application, remuneration paid by GWCM is to be treated as payment out of GWCC.

Estate litigation

[6] On June 18, 2021, James Wilson (Gordon’s son and Blair’s brother) commenced an action seeking to vary Gordon’s will. The estate litigation is set for hearing in November 2025. James is supported by his sister, Carly Bouck, in the estate litigation. James and Carly were notified of this application, and do not oppose the following relief sought by Kelly:

- a) A declaration that there has been oppressive or prejudicial conduct;
- b) A declaration that it is just and equitable that GWCC and 093 be liquidated and dissolved;
- c) Payment of dividends funded by a GIC held by GWCC;
- d) A review of the reasonableness of Blair’s salary;
- e) The transfer of the Brigantine property to GWCC from GWCM;
- f) An order for disclosure of transactions between GWCC and GWCM;
- g) An order providing Kelly with access to GWCC’s premises and records;
and
- h) An order that GWCC and 093 be liquidated and dissolved on the condition that:
 - i. The net sales proceeds of any land assets sold should be set aside in trust to ensure there are assets to pay successful estate claims, and
 - ii. An application to the court be made prior to any distribution of any sales proceeds from the assets of GWCC and 093 to allow affected parties to make submissions on terms to protect their estate claims

Issues

[7] Kelly submits that Blair has, as director of the two companies, taken steps that are unfair and oppressive to her as a shareholder. In addition, she submits that there is a loss of trust and confidence between her and Blair, and an inability to resolve fundamental disputes between them in the operation of the companies.

[8] The issues for determination are:

- a) What are Kelly's expectations and were they reasonable?
- b) Was any of the following conduct oppressive, unfairly prejudicial or sufficient to establish a loss of confidence or deadlock between the members:
 - i. Setting Blair's salary indefinitely at amount not agreed to by director Kelly,
 - ii. Failing to declare dividends, or
 - iii. Failing to transfer a property known as Brigantine from GWCM to GWCC.
- c) Are Kelly's claims barred by the *Limitations Act*, S.B.C. 2012, c. 13.?
- d) Can these issues be determined while the estate litigation is pending?

The law

[9] Section 227 of the *BCA* permits a shareholder, a beneficial owner of a share, or any other appropriate person, to assert a claim in oppression. While Kelly is not a personal shareholder, she is the beneficial owner of the shares in both companies, which shares are held by the Kelly Wilson Family Trust. I find that Kelly is an appropriate person to bring a claim under s. 227: *N'Quatqua Logging Co. Ltd. v. Thevarge et al.*, 2006 BCSC 1122.

[10] Similarly, s. 324 of the *BCA* permits a shareholder, director or other appropriate person to bring an application for liquidation and dissolution of a company. Section 324 also permits the court to make any order under s. 227 that it deems appropriate. I find that Kelly, as a director of GWCC and the beneficial holder of shares in both companies, is an appropriate person to bring a claim under s. 324, consistent with the law as it relates to the oppression remedy.

[11] Pursuant to s. 324 of the *BCA*, the court may order liquidation, dissolution, or any of the oppression remedies if it is satisfied that it is “just and equitable” to do so. Like a claim in oppression, a claim under s. 324 is grounded in the reasonable expectations of the parties.

[12] In *Weisstock v Weisstock*, 2023 BCCA 352, the Court of Appeal recently summarized the law under s. 324 as follows:

[45] The “just and equitable” provision allows the court to impose broad and equitable considerations to the strict legal obligations that would otherwise apply to a corporation. It permits a judge to recognize that within and behind a corporation, “there are individuals, with rights, expectations and obligations” and that sometimes this “make[s] it unjust, or inequitable, to insist on legal rights, or to exercise them in a particular way”: *Ebrahimi v. Westbourne Galleries Ltd.*, [1972] 2 All E.R. 492 at 496, [1973] A.C. 360 (H.L.) at 500 (per Lord Wilberforce).

[46] The cornerstone of the just and equitable analysis is therefore the parties’ reasonable expectations. In other words, liquidation is justified where an applicant “demonstrate[s] that the parties regarded, or would have regarded if they had turned their minds to it at the time of formation of the business association, the particular circumstances resulting from the disharmony to constitute the termination or repudiation of the business relationship”: *Animal House Investments Inc. v. Lisgar Development Ltd.*, 87 O.R. (3d) 529, 2007 CanLII 82794 (S.C.J.) [*Animal House ONSC*] at para. 57, *aff’d* 237 O.A.C. 261, 2008 CanLII 27471 (Div. Ct.).

[47] As the judge identified, historically, courts have typically found it “just and equitable” to liquidate a company in one of four sets of circumstances:

1. loss of a company’s substratum;
2. a justifiable lack of confidence among the members;
3. a deadlock among the parties; and
4. the partnership analogy.

(*Petersen BCCA* at para. 28, citing Markus Koehnen, *Oppression and Related Remedies* (Toronto: Thomson Carswell, 2004) at 369–97).

[48] The authorities are clear, however, that the court's discretion under s. 324(1)(b) is not limited to these categories. The words "just and equitable" have been described as words "of the widest significance" that confer a "broad discretion" on the court to make a liquidation order in any circumstances it considers appropriate: *Vivian* at para. 64. A categorical approach to the court's jurisdiction is "wrong". While categories and illustrations are helpful, "general words should remain general and not be reduced to the sum of particular instances": *Ebrahimi* at 496 (per Lord Wilberforce).

[49] Determining what is "just and equitable" is a fact-and context-specific exercise. For example, the test may be applied more liberally in the context of a family company than a conventional commercial enterprise: *Safarik* at para. 102; *Petersen v. Hawley*, 2021 BCSC 2348 [*Petersen BCSC*] at para. 14, *aff'd Petersen BCCA*.

[50] No finding of oppression, or even wrongdoing, is necessary to ground an order under s. 324: *Petersen BCCA* at para. 28. ...

[13] Pursuant to s. 227, the court has very broad powers to address conduct which it determines to be oppressive or unfairly prejudicial to one or more shareholders. The test relates to whether the conduct affects the applicant in her position as shareholder. It is not available to sanction harms done to the company as a whole.

[14] Like claims brought under s. 324, in an oppression claim the applicant must establish her reasonable expectations, and demonstrate that those reasonable expectations have been breached by the impugned conduct. The applicant must then establish that the conduct is unfairly prejudicial or oppressive: *BCE Inc. v. 1976 Debentureholders*, 2008 SCC 69 at para. 56.

[15] In determining whether a shareholder's expectations were objectively reasonable, the court is entitled to look the entire factual matrix of the company, including general commercial practice, the operations of the company over time, the relationships between closely held companies, the relationships between parties, and the past practices in the company.

What are the expectations held by Kelly, and are they reasonable?

[16] Throughout their marriage, Gordon worked at GWCC. While Kelly had her own career as an executive with the BC Liquor Distribution Branch, she still

participated in GWCC and worked with Gordon to develop clients and review projects.

[17] 093 was created to hold commercial property, one of which was used by GWCC for a period of time.

[18] The income from the companies was used by Gordon and Kelly to support their lifestyle. Kelly describes their relationship as one of financial dependence. She contributed her income from her job to the relationship, and he contributed his salary and dividends from the companies to the relationship.

[19] During Gordon's lifetime, Kelly and Gordon enjoyed a high standard of living, based on the performance of GWCC. If GWCC was not doing well, they would have to curtail their spending. But if GWCC was doing well, Gordon used earnings from the company to support a generous lifestyle. They travelled, fished at expensive lodges, entertained friends, family and business associates. Gordon collected classic cars, and was an accomplished photographer.

[20] In 2004, Gordon made a will, leaving his entire estate to Kelly. At that time, Gordon told Kelly that he was making her his sole beneficiary because of their long relationship, and the contributions she made to his business.

[21] After Gordon was diagnosed with cancer in 2014, he met with legal and financial advisors to create a corporate reorganization in anticipation of his death. As part of the reorganization, Gordon created a new will, and revoked his 2004 will. Gordon told Kelly that he was bequeathing her his estate in return for her love and support of him, and her support and investment she provided to his business during their relationship.

[22] Gordon and Kelly discussed the planned reorganization of GWCC. Originally, Gordon told Kelly that he would leave all the shares to her, but Kelly encouraged Gordon to transfer some shares to Blair to avoid any conflicts with Blair after Gordon's death. She says Gordon was initially reluctant to do so, given that Blair had never made a financial investment in GWCC, and was simply an employee.

[23] Prior to the reorganization, Blair held no shares in GWCC, and held 100 Class A voting common shares of 093 with Gordon, as joint tenants.

[24] Kelly submits that she expected that Blair would run the day to day affairs of the companies after Gordon's death, and would receive a salary for doing so. However, she remained an equal owner with Blair, and was entitled to the benefit of her ownership interest. She expected to be consulted on management decisions, such as setting Blair's salary. Kelly expected that she would have equal control over and financial participation in GWCC, along with Blair, and would share equally in dividends and the assets of 093. She expected that the profits of GWCC would continue to be distributed to the shareholders, as they had been during Gordon's lifetime, and that she would continue to maintain the lifestyle she had during her marriage in accordance with the availability of retained earnings and profits in GWCC. On the same basis, she expected to share equally with Blair in the profits from 093.

[25] Kelly relies on the conduct of Gordon in how he ran the businesses during his lifetime, the family use of profits from the companies to fund their lifestyle, and statements she says he made to her about his intentions, in support of her expectations.

[26] Kelly is also the sole director of the Kelly Wilson Spousal Trust created by Gordon for her, and the sole beneficiary of the trust during her lifetime. During her lifetime, Kelly has an unfettered discretion to distribute all of the assets of the trust to whoever she chooses, including to herself. If she does not elect to distribute the trust during her lifetime, the trust will be divided on December 31, 2070.

[27] In the spring of 2015, the reorganization of GWCC and 093 contemplated by Gordon was effected. The changes made included the following:

- a) GWCC: Gordon continued as the director of the company, but the Class A voting shares, previously held 100% by Gordon, were split 50% to Blair

and 50% to Kelly Wilson Spousal Trust. The Class A shares were voting and dividend bearing.

- b) 093: Gordon continued as the director of the company, The Class A common shares (voting shares) continued to be held jointly by Gordon and Blair. The Class B common non-voting shares were transferred from being held jointly by Gordon and Kelly, to being held 100% by the Kelly Wilson Spousal Trust. The Class C non-voting shares continued to be held jointly by Blair and his wife Cathy. Class E preferred shares were created - a new class of dividend bearing preference shares held 50% by Blair, and 50% by the Kelly Wilson Spousal Trust.
- c) The beneficial ownership of a property at 235 Durham Street, New Westminster, BC, was transferred from GWCC to 093.

[28] After the reorganization, Blair and Kelly (through the spousal trust) had equal management control and financial participation in GWCC. There is no mechanism in the constating documents to resolve a deadlock between Blair and Kelly.

[29] I am satisfied that the evidence of the history of the relationship between Kelly and Gordon, Gordon's use and control of the profits of the companies to support him and Kelly's lifestyle, and the reorganization implemented prior to Gordon's death, establishes that Kelly had a reasonable expectation of having equal control and financial participation in GWCC with Blair, and sharing equally in dividends from 093 (and the assets of 093 on a winding up).

Financial participation in the companies since Gordon's death

[30] After Gordon died, Blair became the director of 093 and GWCC, and Blair received 100% of the Class A voting shares in 093. Kelly agrees her signature is on the resolution appointing Blair the director of GWCC, but has no recollection of doing this in August 2015 when she was grieving her husband.

[31] In 2016, GWCM acquired a commercial property at 12 – 2075 Brigantine Drive, Coquitlam, BC. Blair acknowledges that this property should be treated as an asset of GWCC.

[32] In 2016, Blair caused GWCC to purchase property at 2817 Clifftop Lane, Whistler, BC.

[33] Since Gordon's death, Kelly's financial participation in GWCC has been reduced, and Blair's compensation from GWCC has increased.

[34] In 2013 and 2014, Gordon received from GWCC an amount roughly equal to the amounts paid to Blair and his wife (between \$415,000 and \$500,000). In 2015, Gordon's remuneration was split with Kelly, and together they received just over \$800,000 (approximately \$400,000 each), compared to the combined remuneration of Blair and Cathy in the amount of approximately \$550,000.

[35] After Gordon's death, however, Kelly's remuneration was reduced to \$226,000 in 2016, and it remained at roughly the same level until 2020.

[36] In 2016, Blair and Cathy received a total \$687,000 from the company. From 2017–2019, they received total yearly income ranging from approximately \$820,000 to \$890,000. Beginning in 2020, Cathy received no income from the company, and Blair began receiving a yearly salary of \$550,000.

[37] In October 2020, Kelly raised with Blair her concerns about the remuneration he was receiving from GWCC. Kelly had not been a director since Gordon's death and, in October 2020, she indicated that the spousal trust wanted to elect Kelly as a director at the earliest opportunity.

[38] On November 20, 2020, after receiving notice that Kelly wanted to represent the spousal trust as a director of GWCC and while he was still the sole director, Blair passed a resolution of the directors of GWCC that a dividend of \$28,000 per month be declared on the Class A shares. After this resolution was passed, both Blair and Kelly began receiving \$14,000 in dividends each month. Kelly no longer received a

salary from GWCC, and her total annual receipts from GWCC from 2020 to the present has been \$168,000. Blair also receives the \$168,000 in dividends, annually.

[39] Blair called a general meeting to take place on December 31, 2020 for the purpose of electing Kelly a director of GWCC. Before that meeting could take place, Blair passed a director's resolution on December 17, 2020 approving his own salary as president of GWCC in the amount of \$550,000 per annum, plus perquisites, indefinitely. As such, together with dividends on his Class A shares in the amount of \$168,000, Blair receives a total of \$718,000 each year from GWCC, compared to the \$168,000 received by Kelly.

[40] Blair submits that Kelly is conflating salary and dividends. As shareholders, they are being treated equally. All shareholders receive the same dividends. Kelly does not work in the company, and so is not entitled to a salary. Blair submits that the salary he receives is commercially reasonable given the success he has brought to the companies. He also submits that he structured the dividends in such a way as to provide Kelly with an after-tax benefit similar to the after-tax salary she received prior to 2020.

[41] While there is a superficial attractiveness to Blair's submission, it ignores the historical financial participation of Gordon and Kelly in the business. They both received remuneration while Gordon was alive. As director, Gordon could structure how money was taken out of the company, to the benefit of him and Kelly. When Gordon was alive, Kelly received the benefit not only of the salary she received by way of income sharing, but also the benefit of the substantial income Gordon received from the company.

[42] Kelly says that Blair's decision to severely limit her financial participation as he has, at the same time he has greatly increased his own salary, is oppressive and prejudicial to her. She argues that as one of two shareholders in this closely held, family corporation, where Gordon left her shareholdings in the family company equal to those he gifted to Blair, she has a reasonable expectation that she will receive, whether through salary or dividends, an equal share in the profits of the company, to

provide her with financial security and benefit from the family business, even when she is not involved directly in the activities of the company : *Pezo v Pezo*, 2021 ONSC 5406 at para 91–93.

[43] Kelly does not dispute that Blair should be compensated for his role as president. However, she submits that she is entitled to have a role in determining what that income should be, and his salary as president should not be permitted to overwhelm her right to participate in the profits of the company.

[44] When Blair was acting as the sole director, he had the ability to determine what dividends would be paid, and what salary would be paid to him. He could have taken the same amount out of the company to his own benefit, but done so by declaring dividends at a higher level, and reducing his salary. This would have resulted in Kelly receiving more money out of the company by way of dividends, and reducing the difference between Kelly and himself. Instead, he chose to prefer his own interests over those of Kelly, resulting in him receiving \$718,000 annually out of the company, in comparison to the \$168,000 received by Kelly.

[45] I agree with the position of Kelly. I find that Kelly had a reasonable expectation that she would be entitled to participate in the profits of the company as she did with Gordon during Gordon’s lifetime. Blair’s unilateral decision to set his salary in perpetuity at a rate three times higher than the dividend entitlement of Kelly (and him as shareholder) is unfairly prejudicial to Kelly, and is in breach of her reasonable expectations: *Konig v. Hobza*, [2013] O.J. No. 2121 (SCJ) at para. 182.

[46] In May 2024, Kelly proposed that Mr. Barry Cook of Western Compensation & Benefits Consultants be engaged to review Blair’s remuneration, and advise on appropriate remuneration – both past and present. While Blair indicated that he would consider using Mr. Cook, or suggest a counter-proposal, Blair has to date not provided a substantive response.

[47] I find Blair’s failure to resolve the issue of his salary has created significant distrust between him and Kelly, and has created a deadlock between the parties.

Failure to declare dividends

[48] Since 2020, GWCC has declared dividends on the Class A shares in the amount of \$28,000 per month. However, since 2015, when Gordon passed away, the revenue and net income in GWCC have increased considerably.

[49] The net income in GWCC since 2015 has been recorded as follows:

2015	\$679,108
2016	\$1,022,626
2017	\$1,860,188
2018	\$1,748,295
2019	\$1,207,342
2020	\$1,519,386
2021	\$708,506
2022	\$773,907
2023	\$170,763
2024	\$1,497,131

[50] In its financial statements prepared for the year end March 31, 2024, GWCC showed retained earnings of \$13,020,432. In its balance sheet dated September 20, 2024, GWCC shows it owns assets at that date valued over \$7,000,000, including a GIC with RBC in the amount of \$5,737,973.42, and an investment account in the amount of \$1,654,637.32. At that date, there was shareholders' equity of over \$12,000,000 in the company.

[51] Blair acknowledges that GWCC is financially healthy and has the ability to declare dividends. However, he takes the position that no dividends should be declared while the ownership of the shares remain in issue in the estate litigation commenced by James.

[52] Retained earnings in 093 have also increased considerably. In its 2021 financial statements, 093 shows retained earnings of over \$1,500,000. The trust holds Class B common non-voting shares in 093, Blair and his wife hold Class C

common non-voting shares in 093, and Blair and the spousal trust hold Class E shares which entitle them to certain priority dividends, and a share of the assets after payment of creditors if 093 is wound up. Notwithstanding the significant retained earnings, to the extent any dividends have been declared in 093, these dividends were paid with funds borrowed from GWCC (for reasons attributed to this borrowing being a tax benefit to 093). Therefore, Kelly has been denied any financial participation at all in the profits of 093. No explanation for this has been provided by Blair, other than his position that nothing should be done until the estate litigation has been decided.

[53] As stated earlier, I find that Kelly has a reasonable expectation to participate in the profits of the business. This extends to a reasonable expectation that dividends will be declared where money is available in the company to do so. Retaining earnings in the company unfairly impacts Kelly as a shareholder. She is 71 years old, and Gordon left her 50% of the shareholdings in the companies as part of his estate planning. Clearly the intention was that Kelly would be entitled to the benefit of the profits in the companies during her lifetime.

[54] Blair submits that Kelly promised to gift her shares to him in her will. As such, Blair expects that he will ultimately be the sole shareholder of the companies. While Kelly disputes this promise was made, if Blair is correct, by retaining income in the companies while Kelly is alive, he is preferring his ultimate interest in the companies after her death.

[55] Blair has presented no business reason for a failure to declare dividends at a level beyond \$28,000/month on an aggregate basis for all Class A shares in GWCC. His response to Kelly is that nothing should be done while the estate litigation is outstanding. I do not accept that is a legitimate position. The ownership of the shares cannot determine whether dividends on those shares ought to be declared. In any event, given the position of the parties bringing the estate litigation, which I will discuss below, there is no obstacle to dividends being declared, as sought by Kelly on this application. I find that Blair's failure to declare dividends is oppressive

to Kelly who has a reasonable expectation of ongoing participation in the profits of the company.

[56] I also find that Blair's failure to declare dividends has created significant distrust, and there is no means in the companies to resolve the deadlock between the parties.

Brigantine property

[57] In September 2021, Kelly and Blair met and agreed that the Brigantine property, currently in the name of GWCM, should be treated as an asset of GWCC, and Blair would take steps to have the property transferred to GWCC.

[58] Blair has not yet completed the transfer of the Brigantine property. In his affidavit, he does not deny that he agreed the property should be treated as owned by GWCC, or deny that he undertook to make the transfer.

[59] However, Blair takes the position that another property located at 138 West 8th Avenue, Vancouver, BC ("138 West 8th Ave"), owned by a company wholly owned by the spousal trust, should also be transferred to GWCC, and he will not address the Brigantine property until the issues with 138 West 8th Ave are addressed.

[60] I do not accept that Blair has a legitimate interest in delaying the transfer of the Brigantine property from GWCM to GWCC. While he may wish to assert a claim regarding the 138 West 8th Ave property, that is not a legitimate reason to fail to complete a transfer of property which he admits is improperly registered. I am satisfied that this is a relevant consideration in relation to s. 324 of the *BCA*, in that it underscores the lack of trust Kelly has in Blair in running the companies, and calls into question Blair's good faith. However, I am not satisfied this is a wrong affecting Kelly as a beneficial shareholder. It is really a wrong to GWCC. Therefore, the failure to transfer GWCC is not available to Kelly as a basis for the oppression remedy.

Limitations

[61] Blair asserts that Kelly’s claim is barred by the two-year limitation period set in the *Limitations Act*, S.B.C. 2012, c. 13.

[62] In relation to the remedy sought under s. 324 of the *BCA*, I agree with Kelly that the two-year limitation period has no application.

[63] In relation to s. 227, the only limitation issue is with respect to the remedy sought. In this case, the oppressive conduct is ongoing, as Blair continues to benefit himself by limiting dividends and establishing a unilateral salary which disproportionately benefits him over Kelly. These oppressive acts have continued year over year, and are continuing at the date of hearing. Pursuant to *Brockman v. Valmont Industries Holland B.V.*, 2022 BCCA 80, the remedies for this continuing oppressive conduct are limited to wrongs occurring up to two years prior to the commencement of this petition in July 2024.

Conclusion on ss. 227 and 324 of the BCA

[64] I am satisfied that Kelly is entitled to relief under both s. 227 and s. 324 of the *BCA*. Kelly had a reasonable expectation that she would participate in the profits and growth of the companies, have an equal role as director in setting Blair’s salary and participating in decisions to declare dividends, and that her interests would be addressed in good faith by Blair as director of the companies, and in the absence of any conflict of interest on Blair’s part in placing his interests above hers. For the reasons I have already stated, I find that her reasonable expectations have been breached and she is entitled to relief.

[65] I declare, pursuant to s. 227(2) of the *BCA*, that the affairs of GWCC and 093 have been conducted, and the powers of the directors have been exercised, in a manner oppressive and unfairly prejudicial to Kelly both personally and as the trustee of the Kelly Wilson Spousal Trust.

[66] I declare, pursuant to s. 324(1)(b) of the *BCA*, that it is just and equitable that GWCC and 093 be liquidated and dissolved, but that no steps be taken in

furtherance of such liquidation and dissolution until a court has an opportunity to consider the interests of the parties to the estate litigation in protecting their estate claims.

Remedies

[67] Kelly seeks a number of remedies on the application before me, which remedies are consistent with the consents obtained from the parties in the estate litigation. I have reviewed the remedies sought, and make the following orders which I am satisfied address the issues fairly, and go only as far as necessary to address the impugned conduct:

- a) Compensation review. GWCC shall retain a compensation expert for the purposes of reviewing Blair's salary and other compensation received from GWCC. The parties will attempt to reach agreement on the expert but, if agreement cannot be reached within 30 days, GWCC will retain Mr. Barry Cook of Western Compensation & Benefits Consultants, or another expert chosen by Kelly.
- b) Brigantine property. This property is owned by GWCM. Blair appears to control GWCM, but it was not clear on the application whether the shareholder(s) were GWCC, Blair, or some other parties. I order that Blair taken all necessary steps to transfer title of the Brigantine property from GWCM to GWCC within 30 days. If Blair fails to do so, Kelly has leave to commence proceedings in the name of GWCC, at GWCC's expense, to obtain a transfer of title from GWCM to GWCC.
- c) GWCC Dividends. In substitution for any dividends currently being paid on its Class A shares, GWCC is directed to declare a dividend in the aggregate amount of \$41,666.66 on the Class A shares now issued and outstanding for payment to the registered holders of such shares retroactive to January 1, 2024, and on the 20th day of each month thereafter, and such dividends to be designated to be eligible for the purposes of the *Income Tax Act (Canada)*.

- d) Dissolution and Liquidation / Valuation and Buyout. In accordance with the consents given by the parties the estate litigation, the remedies set out in this paragraph (with the exception of the preparation of a valuation) may not be implemented until such time as an application to the court is made, on notice to James, Carly and Blair, to fashion terms to protect their respective claims in the estate litigation.
- i. The parties have 90 days, or such other date as agreed between them, to agree on a buyout of the trust's interests in GWCC and 093. If a valuation is required to reach agreement on a buyout, such valuation will be funded by GWCC.
- ii. If the parties cannot reach agreement on a buyout within 90 days, or such other date agreed to between them, GWCC and 093 are ordered to be liquidated and dissolved.

[68] The parties have liberty to apply for further orders or directions from the court as may be necessary to carry out this decision.

Costs

[69] If the parties cannot reach agreement on costs, they may make written submissions to me, through the registry, with all submissions to be received no later than October 31, 2025.

“W.A. Baker J.”