

# IN THE SUPREME COURT OF BRITISH COLUMBIA

Citation: *Jivan v. Ruggles*,  
2026 BCSC 51

Date: 20260114  
Docket: S247520  
Registry: Vancouver

Between:

**Qaid Gabriel Jivan**

Petitioner

And

**Steven Richard Stewart Ruggles, Scott Michael Hirsch  
and Talentmarketplace Inc.**

Respondents

Before: The Honourable Mr. Justice Coval

## **Reasons for Judgment**

Counsel for the Petitioner:

W. Simek  
V. Li

Counsel for the Respondents, Steven  
Richard Stewart Ruggles and Scott Michael  
Hirsch:

B.F. Morley  
C.N. Fox

Place and Dates of Hearing:

Vancouver, B.C.  
November 24-25, 2025

Place and Date of Judgment:

Vancouver, B.C.  
January 14, 2026

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**Introduction**

[1] In this oppression petition, Mr. Jivan seeks equitable damages of \$780,000 from Messrs. Hirsch and Ruggles. He alleges that they excluded him from management of their company, and unfairly prejudiced his rights and interests by undermining its fair market sale and then dissolving it while misappropriating its intellectual property.

[2] Messrs. Hirsch and Ruggles deny these accusations. They submit that the company’s business was never viable, and the situation was worsened by Mr. Jivan’s lack of cooperation, refusal to perform his role, and abandonment of them to wind up the business and personally shoulder its debts.

[3] Both sides take the position that judgment in their favour is suitable for determination by petition. In my view, however, the evidence raises numerous credibility issues for determination that require seeing the key witnesses testify with a full understanding of the evidence. I therefore refer the matter to the trial list.

**Background Facts**

[4] In February 2016, TMP was incorporated under the laws of British Columbia. It was dissolved seven years later, in February 2023.

[5] Messrs. Jivan, Ruggles and Hirsch all reside in British Columbia. They were the co-founders, directors and shareholders of TMP.

[6] The three met while students at Simon Fraser University. After graduation, they formed TMP as a technology start-up company, based on a business concept conceived by Mr. Jivan.

[7] TMP offered an online recruitment platform. More specifically, it was described as a self-serve, recruitment marketplace for pre-screened candidates. This allowed employers to search for candidates and place interview requests directly with them via the platform, without the need for recruitment services. Its

revenues came from customers either paying a commission upon hiring someone off the platform or larger corporations paying a monthly user-fee.

[8] Mr. Jivan owned approximately 60% of the TMP shares, with Messrs. Ruggles and Hirsch owning approximately 20% each. Mr. Jivan was CEO, in charge of strategy, project management, recruitment, sales, account management and public relations. Mr. Ruggles, a CFA, was chief financial and operations officer. Mr. Hirsch was chief technology officer. They all signed shareholder and employment agreements.

[9] TMP's gross revenues were: \$28,678 in 2017; \$124,505 in 2018; \$282,761 in 2019; \$529,321 in 2020; and \$1,168,285 in 2021.

[10] A key disagreement in the case is TMP's market value. Over the years, there were numerous valuations and other indicators of value, which diverged from \$12 million to less than \$100,000.

[11] The first valuation, by a consultant, valued TMP at no less than \$2.5 million as of mid- 2018. In early 2021, Mr. Ruggles led a valuation that estimated TMP at \$10 million. Mr. Jivan's evidence is that this led to a private equity investment in April 2021 by Level One Global Fund I, a New York based venture capital fund, of \$250,000 for just under 2% of the total shares.

[12] In March 2021, the parties launched an aggressive sales effort. They hired two experienced salespeople to help market their services, managed by Mr. Jivan. The two sides disagree about whether the initiative showed signs of success.

[13] The breakdown of the parties' relationship began shortly after the sales initiative. Mr. Jivan alleges he was squeezed out of management. The respondents say he stopped participating and cooperating.

[14] In the fall of 2021, Messrs. Hirsch and Ruggles terminated Mr. Jivan's employment as CEO. They offered to buy his shares for \$80,000, which he refused as grossly inadequate.

[15] In a board meeting in June 2022, Messrs. Hirsch and Ruggles announced their intention to sell TMP and introduced a valuation of the business by Smythe LLP at \$136,000-\$156,000.

[16] In August 2022, the respondents put forward a formal offer from 1373223 B.C. Ltd. (“1373 Ltd.”) to purchase the respondents’ shares for \$46,114 (corresponding to a total value of \$78,335). Only through his own investigations did Mr. Jivan ascertain that Messrs. Hirsch and Ruggles owned 1373 Ltd.

[17] Later in August, Mr. Jivan obtained a signed LOI from Univest Securities Canada, which proposed purchasing the TMP for \$2 million. The parties disagree about why this did not progress.

[18] Mr. Jivan found another potential buyer, Torus Talent, which initially estimated TMP’s value at \$3 million. Again, the parties disagree about whether this was a serious enquiry and why it did not proceed.

[19] Next, Mr. Jivan sent an LOI to the respondents, offering \$85,000 for their shares. The respondents accepted the offer, but Mr. Jivan later revoked it.

[20] On February 27, 2023, Mr. Jivan received a certificate of dissolution showing that TMP was dissolved on February 23, 2023. He alleges that the respondents appropriated TMP’s customer list, source code and other intellectual property, all of which they deny.

[21] The respondents now run a consulting business under the name “Shinden Consulting”. Mr. Jivan’s evidence is that Shinden provides services previously provided by TMP and uses its same software platform. This too is denied.

## **Governing Law**

### **Oppression**

[22] Oppression is an equitable remedy. It provides broad, equitable jurisdiction to enforce not just what is legal but what is fair as between the parties. Like many equitable remedies, oppression is fact-specific. What is just and equitable is judged

by the reasonable expectations of the stakeholders in the context of their relationships: *BCE Inc. v. 1976 Debentureholders*, 2008 SCC 69, paras. 58-59.

[23] A claim for oppression under s. 227 of the *Business Corporations Act*, S.B.C. 2002, c. 57 [BCA], is analyzed in two stages:

- (a) Does the evidence support the reasonable expectation asserted by the claimant?
- (b) Does the evidence establish that the reasonable expectation was violated by conduct falling within the terms “oppression”, “unfair prejudice” or “unfair disregard” of a relevant interest?

*BCE*, para. 68.

#### **Determination by Petition**

[24] When deciding whether it is in the interests of justice to convert a petition to an action, the key factors are:

- (a) undesirability of multiple proceedings;
- (b) securing a just, speedy and inexpensive determination of the proceeding on its merits: Supreme Court Civil Rule 1-3(1);
- (c) need for credibility assessment;
- (d) need for a full grasp of the evidence; and
- (e) whether justice will more likely be served by pleadings and discovery in the usual way to resolve the dispute.

*Taj Park Convention Centre Ltd. v. Sher-A-Punjab Community Centre Corporation*, 2022 BCSC 473.

[25] If there is a genuine triable issue, the court should consider whether the case might be resolved through alternative methods. When faced with credibility issues and other triable issues that make summary procedures inappropriate, hybrid procedures – such as limited document production, examination for discovery, or cross-examination – may be preferable to an action (*Cepuran v. Carlton*, 2022 BCCA 76, para. 160).

**Analysis**

[26] The *BCA* contemplates speedy resolution of oppression claims by petition. As described above, when faced with triable issues *Cepuran* allows for tailoring of procedures in the interests of proportionality and access to justice.

[27] In my view, however, this case cannot be fairly decided on the merits without a trial. Virtually every allegation underlying the claims of oppression is disputed, and disputed in ways that requires credibility assessments based on a full grasp of the evidence. The equitable damages also raise trial issues. Quantification of the amount due will need to reflect rectification of whatever oppression is established, if any.

[28] I would summarize some of these key conflicts as follows:

<b>Issue</b>	<b>Petitioner</b>	<b>Respondents</b>
<b>Was Mr. Jivan excluded from operations</b>	Yes, oppressively.	No, he stopped cooperating and participating.
<b>Company Performance</b>	Promising. Revenues grew each year. Ultimately, the respondents failed to grow the business or maintain its platform.	Never functioned well, never made annual profit over \$56,000, and lost money most years. Employers generally preferred recruiters. Revenue growth was from temporary government grants and increased employee costs.
<b>Mr. Jivan’s Termination</b>	Oppressive.	Justified. He ceased fulfilling sales duties and became uncooperative while TMP struggled with insolvency
<b>2021 Sales Initiative</b>	Succeeded.	Failed.
<b>Level 1 \$250,000 Investment (April 2021)</b>	Indicated total TMP value over \$13 million.	Unrealistic.

		Non-arm's length. Investor was a friend of Mr. Jivan who treated investment like a gift.
<b>Xia Valuation (2018)</b> <b>\$2.5-3 million</b>	Reflected market value.	Unrealistic. Mr. Xia was inexperienced, and Mr. Jivan gave him unrealistic assumptions and instructed him to estimate high.
<b>Ruggles Valuation (2021)</b> <b>\$12 million</b>	Reflected aggressive market value.	Based on Mr. Jivan's aggressive, unrealistic assumptions
<b>Respondents' Offer (November 2021)</b> <b>\$80,000 for Petitioner's Shares</b>	Low because respondents had neglected TMP platform.	Generous offer.
<b>Smythe Valuation (December 2021)</b> <b>\$146,000</b>	Faulty. Ignored market comparables and Level I investment	Accurate. Used actual financial data, not projections.
<b>1373 Ltd. Offer (August 2022)</b> <b>\$78,000</b>	Respondents concealed they were the buyer.	Fair offer. Respondents' ownership would have been obvious.
<b>Univest LOI (August 2022)</b> <b>\$2 million</b>	Reflected market value.	Not a serious offer. Non-binding, four-month due diligence period. No follow-up.
<b>Torus Talent Estimate (October 2022)</b> <b>\$3 million</b>	Reflected market value. Respondents did not cooperate.	Not a serious inquiry. Respondents offered a demonstration but Torus did not follow up.
<b>Jivan LOI (November 2023)</b> <b>\$85,000 for Respondents' Shares</b>	Severe discount due to respondents' neglect of platform and Mr. Jivan's lack of funds.	Reflected actual value. Respondents accepted Mr. Jivan's LOI, but he backed out.

<p><b>Loss of Company Online Product (February 2023)</b></p>	<p>Not truly lost, but misappropriated by Respondents.</p>	<p>Truly lost. Respondents advised Mr. Jivan that they would cease paying web service provider and product would be lost unless he took over payment or made other arrangements. He declined.</p>
<p><b>TMP Wind-up (February 2023)</b> <b>-\$41,000</b></p>	<p>Respondents failed to monetize client, existing contracts, and source code.  Misappropriated much of this for their new business.</p>	<p>Reflected actual value at the time of wind-up.  Respondents were receiving minimum wage, and had personal guarantees for \$80,000 of debt.  They personally paid outstanding debts. Mr. Jivan did not contribute.</p>
<p><b>Unlawful Competition</b></p>	<p>Respondents competing contrary to employment contracts.  Delivering services provided by TMP to its former clients, using its source code.</p>	<p>Current business services were never provided by TMP.  Not using its customer lists or source code.</p>
<p><b>Punitive Damages</b></p>	<p>\$100,000.</p>	<p>Opposed.</p>

[29] Referring the matter to the trial list is supported by two additional considerations.

[30] First, the amount of the claim – \$780,000 in equitable damages and \$100,000 in punitive damages – means a trial is not disproportionate. Second, given that TMP is dissolved, the standard reasons for an expedited oppression decision do not apply. The associated delay of a trial does not prejudice ongoing operation of the company or the value of Mr. Jivan’s stake in it.

**Conclusion**

[31] The application for judgment is dismissed. The matter is referred to the trial list.

[32] Since both parties took the position that the matter was suitable for determination in this hearing, costs of this hearing are in the cause.

“Coval J.”