

Court of King's Bench of Alberta

Citation: JBRO Holdings Inc v Dynasty Power Inc, 2026 ABKB 505

Date: 20260713
Docket: 1801 03952
Registry: Calgary

Between:

**JBRO Holdings Inc., Jason Brown, Jason Brown as trustee of the Brown Family Trust,
JBRO Investments Inc. and JDFA Holdings Inc.**

Plaintiffs

- and -

**Dynasty Power Inc., Dynasty North America Holdings Inc., Dynasty Energy California
Inc., Dynasty Property Holdings Inc., 1713845 Alberta Ltd., Allan Cho, 1691399 Alberta
Ltd., Nancy Cho, Quacho Holdings Ltd., Gaurav Sharma, Christopher Quilley, Andrew
Hoang, Kelly Elias and Todd McRae**

Defendants

**Reasons for Decision
of the
Honourable Justice C.D. Simard**

I. Introduction

[1] This is a multi-faceted and long-running corporate/shareholder dispute.

[2] The Plaintiff Jason Brown was one of the founding directors and officers of the Dynasty companies. The other Plaintiffs are entities associated with Mr. Brown, who previously owned

or currently own shares in the Dynasty companies. The Defendants are the Dynasty companies and all their other shareholders, directors and officers.

[3] On April 7, 2026, I delivered an oral decision (the **April 2026 Decision**) on the applications that the parties had argued before me on March 19, 2026. For ease of reference, I have attached the transcript of my April 2026 Decision as **Appendix “A”** to these Reasons for Decision. In correspondence, the Plaintiffs asked for clarification of certain aspects of the April 2026 Decision. On my direction, they then filed a formal application under Rules 9.13 and 9.14, setting out their requests correction, clarification or revision of certain aspects of my April 2026 Decision (the **Correction Application**). The parties each submitted written argument on the Correction Application, and made oral submissions on June 9, 2026.

[4] This is my decision on the Correction Application.

II. Procedural Background

[5] The procedural history of this dispute is lengthy and complex. I summarize the most material events as follows, to provide the context and background necessary to understand the April 2026 Decision:

- on March 20, 2018, the Plaintiffs filed their Statement of Claim commencing this action. While the main causes of action alleged are that the Defendants oppressed the Plaintiffs in various ways respecting the Dynasty companies, the Plaintiffs also pleaded other causes of action;
- on April 17, 2018, the Plaintiffs filed an Amended Statement of Claim;
- on December 18, 2019, the Plaintiffs applied for summary judgment on their oppression claims involving three of the Dynasty companies: Dynasty North America Holdings Inc (**Dynasty NA**); Dynasty Energy California Inc (**Dynasty California**); and Dynasty Property Holdings Inc (**Dynasty Property**);
- in her June 14, 2021 decision, Justice Romaine found that the Defendants had oppressed the Plaintiffs with respect to Dynasty California and Dynasty Property (the **Romaine Decision**);
- the Defendants appealed the Romaine Decision;
- on April 20, 2022, the Court of Appeal issued its appeal decision. It upheld the findings of oppression in the Romaine Decision, but it overturned Romaine J’s decision about the appropriate remedy for the oppression involving Dynasty California, and returned that issue to this Court;
- in a February 23, 2023 case management meeting with Justice Romaine, the parties advised her that they agreed that the proper ultimate remedy in this case would be a “corporate divorce” or “court-ordered buyout”: the Defendants buying out the Plaintiff’s shareholding interests in the Dynasty companies. While they agreed on that overall remedy, they disagreed about the proper procedure to be followed next. The Plaintiffs proposed that the first step should be deciding the validity of the notice that the Defendants had sent in April 2017, purporting to exercise a shotgun right to buy the Plaintiffs’ shares in Dynasty Power Inc

(**Dynasty Power** and the **2017 Buy/Sell Notice**). The Plaintiffs said that only then should the parties proceed to litigate the proper valuation date or dates for the court-ordered buyout / corporate divorce. The Defendants proposed instead that a valuation date or dates should be decided for the corporate divorce, without the Court first deciding whether the 2017 Buy/Sell Notice was valid. Justice Romaine ordered that the Court would first decide the validity of 2017 Buy/Sell Notice, including whether its use was oppressive, after which the parties and the Court would address the proper valuation date or dates for the court-ordered buyout / corporate divorce.

- on June 11, 2025, the parties argued the validity of the 2017 Buy/Sell Notice before me. On July 14, 2025, I issued my decision, reported at 2025 ABKB 426 (the **July 2025 Decision**), in which I decided that, among other things:
 - the Plaintiffs were permitted to amend their Amended Statement of Claim, to add allegations that the individual Defendants had breached fiduciary duties owed to the Plaintiffs, and to seek disgorgement of profits that the Defendants had received in connection with the Plaintiff's interests in the Dynasty companies;
 - the 2017 Buy/Sell Notice was invalid and by issuing it and purporting to unilaterally buy JBRO Holdings Inc's (**JBRO Holdings**) shares in Dynasty Power under it, the Defendants had oppressed JBRO Holdings;
 - given that the parties had agreed on a corporate divorce as the ultimate resolution, I awarded damages to JBRO Holdings to remedy the oppression; and
 - I directed that the next step in the litigation process was to conduct a hearing to decide on the proper valuation date or dates for the court-ordered buyout / corporate divorce, if the parties could not agree on a process;
- on August 6, 2025 the Plaintiffs filed their Amended Amended Statement of Claim (the **Second Amended SOC**);
- the parties could not agree on a process to determine the proper valuation dates for the court-ordered buyout / corporate divorce, so on December 12, 2025, I convened a case management meeting to discuss that with them. In that meeting, the Plaintiffs and the Defendants disagreed about four things: (i) what Dynasty companies should be included in the valuation process; (ii) what remedies I should order in respect of those Dynasty companies; (iii) what was the proper valuation date or dates; and (iv) what process I should order for the Court to decide the ultimate remedies;
- I ordered each side to prepare a formal application setting out exactly what relief they requested on each of those points. The parties filed their respective applications in January and February 2026, and argued their respective applications before me for a full day on March 19, 2026; and
- as noted above, on April 7, 2026, I issued my ruling on those applications in the April 2026 Decision.

- [6] In summary, in the April 2026 Decision, I decided that:
- I had the jurisdiction to determine the appropriate remedies regarding Dynasty Power, Dynasty California, Dynasty NA and Dynasty Property;
- the appropriate remedy for the oppression that was found in the Romaine Decision and in my July 2025 Decision, and to give effect to the parties' agreed-upon corporate divorce, was:
- with respect to Dynasty Power and Dynasty California, damages; and
- with respect to Dynasty Property and Dynasty NA, a court-ordered buyout of the Plaintiffs' shareholdings, for the consideration determined as at a specific valuation date;
- the fair valuation date for each of the four Dynasty companies was:
- for Dynasty Power, December 31, 2021;
- for Dynasty California, December 31, 2020; and
- for Dynasty NA and Dynasty Property, December 31, 2025; and
- I outlined some parameters and procedures for the final hearing (the **Final Hearing**) at which those remedies would be considered and ordered.
- [7] The parties have appealed and cross-appealed the April 2026 Decision.

III. Applicable Law

- [8] The parties agree on the law that governs this Correction Application.
- [9] Both Rules 9.12 and 9.13 potentially apply to this case. Under Rule 9.12, I can "correct a mistake or error in a judgment or order arising from an accident, slip or omission." Rule 9.13 allows me, any time before a judgment or order is entered, to do one of two things: first, to vary it; or second, on application, and if I am satisfied there is good reason to do so, hear more evidence and change or modify the judgment or order, or my reasons for the judgment or order. Presently, no order has been entered with respect to the April 2026 Decision. Rule 9.14 is therefore not applicable in these circumstances, because it only applies after a judgment or order has been entered.
- [10] Rule 9.12 is self-explanatory, and its use is limited to correcting errors. Rule 9.13 on its face allows a much broader scope to change a judgment or order, but there are limits to when that power should be exercised. In deciding whether or not to vary, change or modify a judgment or order, I should bear in mind the following types of (non-exhaustive) considerations:
- such powers should generally be exercised sparingly;
 - they should not be utilized to permit a party to advance a new argument not made at the original hearing, nor to reconsider a judgment call like the treatment of evidence or the finding of facts;
 - the purposes of the *Rules of Court*;
 - where possible, unnecessary and costly appeals should be avoided;

- where an appeal has already been made (as is the case here), it may be desirable for the Court of Appeal to have my more fully-developed consideration of the facts and the law;
- the importance of finality and certainty, which are two primary objectives of our judicial system; and
- if the matter being questioned has been specifically addressed in the original decision, the alleged error ought to be plain and manifest.

(*Lewis Estates Communities Inc. v. Brownlee LLP*, 2013 ABQB 731 at paras 17 – 33).

IV. Issues

[11] I must decide whether I should make the following variations, changes or modifications to the April 2026 Decision, as requested by the Plaintiffs:

- (a) should the undefined term “JBRO” be clarified or replaced;
- (b) should the December 31, 2021 valuation date for Dynasty Power i be changed to December 31, 2022;
- (c) what are the parameters governing what is being decided at the Final Hearing; and
- (d) what level of valuation report should the parties’ expert witnesses utilize?

V. Analysis

A. Should the Undefined Term “JBRO” be Clarified or Replaced?

[12] In the April 2026 Decision, I used the term “JBRO” in the following places:

- page 3, line 18;
- page 4, line 21 and 24;
- page 8, line 1, 9, 13, 25, 28, 29, 37 and 41;
- page 10, line 28 (twice), 29, 31, 34, 40 and 41;
- page 11, line 8, 10, 13, 18, 19, 20 (twice) and 24;
- page 12, line 1, 20, 24, 26, 27, 31, 38 and 40;
- page 13, line 29 and 32 (twice);
- page 14, line 34; and
- page 15, line 3.

[13] I have reviewed each of these passages. The Plaintiffs have correctly identified that I used this term imprecisely, because I used the single term “JBRO” to refer to two different Plaintiffs: JBRO Holdings Inc (**JBRO Holdings**) and JBRO Investments Inc (**JBRO Investments**).

[14] However, the entity to which I meant to refer by using the term “JBRO” in the April 2026 Decision is clear from the context. In each passage, I was clearly referring to a specific Plaintiff entity, by reference to the Dynasty company in which it holds or previously held shares.

[15] In the passages on pages 3, 4, 8 (lines 1, 9 and 13), 10, 11, 12 and 13, the context makes it clear that I was referring only to the Plaintiff who was the shareholder of Dynasty Power, who received the 2017 Buy/Sell Notice, whose shares were unilaterally purchased by the shareholders of Dynasty Power in December 2017 and whom I found in my July 2025 Decision to have been oppressed. That is JBRO Holdings. My use of the term “JBRO” in these passages was a reference to JBRO Holdings, in its capacity as the former shareholder of Dynasty Power.

[16] In the passages on pages 8 (lines 25, 28, 29 and 37) and 15, the context makes it clear that I was referring only to the Plaintiff who is the shareholder of Dynasty Property. That is JBRO Investments. My use of the term “JBRO” in these passages was a reference to JBRO Investments, in its capacity as the shareholder of Dynasty Property.

[17] In the passages on pages 8 (line 41) and 14, the context makes it clear that I was referring only to the Plaintiff who is the shareholder of Dynasty NA. That is JBRO Investments. My use of the term “JBRO” in these passages was a reference to JBRO Investments, in its capacity as the shareholder of Dynasty NA.

[18] I am satisfied that these clarifications add the necessary precision to my use of the single term “JBRO” in the April 2026 Decision, and resolve all the resulting ambiguity.

B. Should the December 31, 2021 Valuation Date for Dynasty Power be Changed to December 31, 2022?

[19] The Plaintiffs ask me to make this change on the basis that I made an arithmetical error. I addressed this issue in the April 2026 Decision from page 10, line 16 to page 13, line 33. There, I outlined the following general reasons, along with some others, why I decided that the fairest valuation date for Dynasty Power was December 31, 2021:

- since the other shareholders of Dynasty Power (the **Exercising Shareholders**) had taken unilateral steps to wrongfully take JBRO Holdings' shares in Dynasty Power, a later valuation date would be fairer than an earlier one;
- however, using a very late valuation date would go beyond correcting the oppression, and would overcompensate JBRO Holdings;
- JBRO Holdings' capital had stayed in the Dynasty Power business since the wrongful unilateral taking of JBRO Holdings' shares in December 2017, and benefitted the Defendants;
- Mr. Brown made important contributions as a founder of Dynasty Power, which helped enable its later enormous successes; however, after his departure, the impact of his contributions would have decreased over time;
- the facts of this case were distinguishable from the facts of *Haack v Secure Energy*, 2021 ABQB 82;
- the Exercising Shareholders commenced litigation to resolve the issue of the validity of the 2017 Buy/Sell Notice, but then discontinued that litigation and

unilaterally completed their purchase of JBRO Holdings' shares in Dynasty Power, knowing there was a cloud over their ability to do so;

- this unilateral change of course by the Exercising Shareholders delayed a Court decision on the validity of the 2017 Buy/Sell Notice by “about seven and a half years”. I found that both sides caused delay in the litigation, and no “one party was significantly more responsible than the other” for that delay;
- December 31, 2021 was the fairest valuation date because:
 - it was “approximately halfway” between when the parties would have had a decision about the validity of the 2017 Buy/Sell Notice, but for the Defendants' oppression (December 31, 2018), and when they finally got my decision on July 14, 2025;
 - that valuation date fairly balanced the foundational contributions of Mr. Brown's work for Dynasty Power but also the fact that as time went on, the company's continuing success had less and less to do with him; and
 - it was practical to choose a year-end date because Dynasty Power's financial statements are audited based on calendar year-end dates.

[20] In the Correction Application, the Plaintiffs correctly noted that my description of the delay between December 31, 2018 and July 14, 2025 as “about seven and a half years” was arithmetically wrong, and that those two dates are more properly “about **six** and a half years” apart. From that, they suggest that this descriptive error caused me to incorrectly state that I chose a valuation date of December 31, 2021, when I meant to choose December 31, 2022.

[21] That argument misconstrues my decision, and the reasons I decided that December 31, 2025 was the fairest valuation date for Dynasty Power. My choice of that date as the fairest valuation date was discretionary, based on my consideration of all the factors I have listed above, in the specific context and circumstances of this case. My misstatement of the time gap as “about seven and a half years” had no impact on my multi-factorial discretionary finding about the fairest valuation date.

[22] My choice of the fairest valuation date was never intended to be an arithmetical calculation. That is apparent not only from my consideration of multiple factors, but also my use of terms such as “**about** seven and a half years” and “[n]o one party was **significantly** more responsible than the other” and “**approximately** halfway” [emphasis added]. Even if I had intended to pick an exact mid-point date, which I did not, the Plaintiff's argument is unmeritorious. On a purely mathematical basis, the date that is halfway between December 31, 2018 and July 14, 2025 is April 7, 2022. That date is much closer to the date I chose, December 31, 2021, than it is to the date the Plaintiffs are advocating for, December 31, 2022.

[23] Accordingly, the Plaintiffs' request to have me vary the valuation date for Dynasty Power from December 31, 2021 to December 31, 2022 is denied.

C. What are the Parameters Governing What is Being Decided at the Final Hearing?

[24] The Plaintiffs phrase this request for clarification or revision as follows:

The Plaintiffs seek clarification regarding whether the Court intended for the judge presiding over the final hearing to decide: (i) the structure and characterization of damages and the transactions the damages are intended to replace; (ii) the party or parties entitled to receive payment; (iii) tax consequences and mitigation of adverse tax consequences; (iv) whether Dynasty California should be valued on a pre- or post-dilution basis; and (v) unresolved claims for tax-loss damages, aggravated or punitive damages, disgorgement, interest and costs.

[25] I will address each of these sub-issues in turn.

1. The Structure and Characterization of Damages and the Transactions the Damages are Intended to Replace

[26] I cannot restate these matters any more clearly than I have already done in the April 2026 Decision. In the April 2026 Decision I precisely described, for each of the four Dynasty companies, the loss or transaction for which the ultimate damages award or compensation is intended to compensate the respective Plaintiff.

2. The Party or Parties Entitled to Receive Payment

[27] I also described this matter clearly in the April 2026 Decision. The Plaintiff who will be entitled to a damages award or compensation is the shareholder of the respective Dynasty company who was oppressed, or whose shares are to be dealt with in the corporate divorce. No further clarification is required, or appropriate.

3. Tax Consequences and Mitigation of Adverse Tax Consequences

[28] Taxes arise in two ways in the current context of this dispute.

[29] First, JBRO Holdings complained that part of the way in which the Defendants oppressed it in relation to the 2017 Buy/Sell Notice and the unilateral taking of its Dynasty Power shares, was by failing to facilitate tax planning opportunities in association with the share buyout. JBRO Holdings says that the parties to the Dynasty Power Unanimous Shareholders Agreement (the **USA**) were obligated to furnish those tax planning opportunities to it, and by failing to do so and instead simply having the other shareholders unilaterally purchase its shares in Dynasty Power, JBRO Holdings suffered damages. This claim is pleaded in paras 74 – 79 of the Second Amended SOC.

[30] That complaint was before me in 2025 when I decided the validity of the 2017 Buy/Sell Notice. At that time, I held that it was unnecessary and premature for me to decide that issue, because I had made a finding of oppression and the next step in the process would be to value the Plaintiffs' shareholdings to facilitate the court-ordered buyout / corporate divorce. In other words, I reserved any decision on the merits of that damages claim, and the quantification of such damages, for the stage of the proceedings when the shares were being valued and damages were being quantified. I did not decide anything to the contrary in the April 2026 Decision. Accordingly, JBRO Holdings' damages claim for the alleged failure to provide tax planning in association with the buyout of its shares in Dynasty Power is a matter that remains open for decision by the trial judge presiding at the Final Hearing.

[31] The second type of tax issue that now arises is the result of my finding in the April 2026 Decision about the proper remedies for Dynasty Property and Dynasty NA, the two Dynasty companies in which the Plaintiffs still own shares. I ordered that, to effect the court-ordered

buyout / corporate divorce, the trial judge at the Final Hearing would direct the transfer of the respective Plaintiff's shares in those corporations, either to the issuing Dynasty company, or to its shareholders. Because the presiding trial judge will have discretion to direct the appropriate type of transaction (e.g. a sale or cancellation) and the transacting parties (the Dynasty company itself or its other shareholders), I stated that the trial judge could take into account the tax consequences to the parties of different types of transactions. This means that at the Final Hearing, with the evidence about the valuation of the shareholdings in hand, it will be open to the Plaintiffs and the Defendants to propose different types of court-ordered buyout / corporate divorce transactions, and to present evidence about the tax consequences of those different types of transactions. The trial judge should have all that evidence and all those submissions before them, in considering what precise transaction should be ordered. I am satisfied that no further clarity on this point can or should be provided by me.

4. Should Dynasty California be Valued on a Pre-Dilution or Post-Dilution Basis?

[32] The Plaintiff JDFA Holdings Inc (**JDFA**) held 10.38% of the voting shares of Dynasty California, until Dynasty California voided those shares in March 2017. Romaine J found that this act oppressed JDFA. On December 17, 2017, after JDFA was no longer a shareholder, Dynasty California then issued Class "B" Common Shares (**Class B Shares**) to its remaining shareholders.

[33] In the April 2026 Decision, I decided as follows (at page 8, lines 17 – 23 and page 13, line 37 – page 14, line 7):

Similar to the situation with Dynasty Power, the defendants' oppression resulted in JDFA no longer possessing its shares in Dynasty California. The appropriate remedy is the same as for Dynasty Power. Some or all of the defendants will be ordered to pay damages to JDFA to compensate it for the value of its shares as at the valuation date **and all the other consideration that it was entitled to receive up to the valuation date, such as dividends**. The damages award will also take into account the unpaid subscription price that JDFA owes for its shares.
[emphasis added]

...

Similarly to Dynasty Power, the value of Dynasty California has increased substantially over the last eight years. The fairest valuation date for Dynasty California is December 31st, 2020. Similar to Dynasty Power, JDFA's shares in Dynasty California were taken from it by oppression. JDFA was shut out of the business, and the other shareholders enjoyed all the benefits that would otherwise have accrued to JDFA. Justice Romaine heard JDFA's oppression application against Dynasty California -- and the other plaintiffs' oppression application against Dynasty California -- on December 18, 2019, which was relatively soon after the plaintiffs commenced this action. She issued her decision on June 14, 2021. In her decision she found that Dynasty California and its directors had acted in bad faith in oppressing JDFA by avoiding its shares on March 13, 2017.

[34] The Plaintiffs' request for clarity is well-founded, because ambiguity arises from the interaction of these three dates:

- in March 2017, Dynasty California voided JDFA’s shares, representing 10.38% of the total shareholdings;
- on December 17, 2017, Dynasty California issued the Class B Shares to its remaining shareholders; and
- December 31, 2020 is the date I ordered as the fair valuation date for Dynasty California.

[35] Because Dynasty California issued the Class B Shares after it had voided JDFA’s 10.38% shareholding but before the valuation date, (at least) two contradictory frameworks could be applied to the valuation exercise and the award of damages to JDFA at the Final Hearing:

JDFA could be awarded 10.38% of the value of Dynasty California as at December 31, 2020 (the “undiluted” proportion of the shares it held when they were voided); or

JDFA could be awarded a lower percentage of the value of Dynasty California as at December 31, 2020 (a “diluted” proportion of the total shares, taking into account the additional Class B Shares that were issued in the interim period).

[36] I am satisfied that wording in the above passage from the April 2026 Decision that I have emphasized in boldface is sufficiently broad to allow JDFA to argue at the Final Hearing that it is entitled to the 10.38% undiluted proportionate share of the value of Dynasty California as at the December 31, 2020 valuation date that corresponded to its shareholding when its shares were cancelled, regardless of the subsequent issuance of the Class B Shares. In choosing the December 31, 2020 valuation date, I did not intend to foreclose any such arguments by JDFA. I will not go on to speculate about what arguments JDFA might make in that regard, nor comment about the potential merits of any such arguments. That is properly left to the trial judge who will preside at the Final Hearing.

5. Unresolved Claims for Tax-Loss Damages, Aggravated or Punitive Damages, Disgorgement, Interest and Costs

[37] The Plaintiffs want me to clarify that they can seek these types of awards at the Final Hearing. Their requests for these awards are pleaded in subparagraphs 95 (e) – (j) of the Second Amended SOC.

[38] The parties’ agreement to a court-ordered buyout / corporate divorce, along with the Romaine Decision, my July 2025 Decision and my April 2026 Decision, have already resolved the requests for relief in subparagraphs 95 (a) – (d) and (e)(ii) of the Second Amended SOC.¹ The remainder of the relief requested in subparagraphs 95 (e) – (j) comprises different types of damages claimed by the Plaintiffs. They are all properly part of the inquiry about what damages will compensate the Plaintiffs for the damages caused by the Defendant’s wrongs. None of those requests have yet been decided by the Court, and they are all capable of being awarded, based on the exiting findings of liability and the agreement for a court-ordered buyout / corporate divorce.

¹ The request in subparagraph 95 (e)(ii) for the “ongoing value” of JBRO Holdings’ shares in Dynasty Power has now been overtaken, or limited, by my finding that the fair valuation date for Dynasty Power is December 31, 2021. JBRO Holdings’ entitlement to damages for the value of its shareholding in Dynasty Power is limited to the value as at that date.

[39] Accordingly, all the Plaintiffs' requests for relief set out in subparagraphs 95 (e) – (j) of the Second Amended SOC (except for subparagraph 95(e)(ii)) are to be decided by the trial judge presiding at the Final Hearing.

D. What Standard Of Valuation Report Should The Parties' Expert Witnesses Utilize?

[40] The parties took opposing positions on this issue both in the December 12, 2025 case management meeting, and in the hearing of their applications on March 19, 2026.

[41] The Plaintiffs argued that the parties' expert witnesses should use the "comprehensive valuation report" standard of valuation reports (the most rigorous standard of report as defined by the Canadian Institute of Chartered Business Valuators (**CICBV**)) to determine the value of the Dynasty companies. The Defendants disagreed, arguing that "estimate valuation reports" would be sufficient (which the Defendants described as the "mid-level" standard of report designated by the CICBV), because that was the standard of report requested by Mr. Brown in October 2016 "without prejudice" correspondence, and because that standard is more consistent with the valuation process the parties had agreed to in the USA.

[42] I did not initially address this issue when I gave the parties my oral reasons on April 7, 2026. The following exchange then occurred:

THE COURT: So, counsel, that is my decision. You probably have a bunch of questions, but any that come to mind that we can address in the next 15 minutes or so? Ms. Pan, I see you unmuting maybe, or checking your screen, checking with your client.

MS. PAN: One of the questions I do have is we were trying to determine if, when the valuator does their valuation, what type of report it is, whether it's the mid-level, which is what Mr. Dyack did -- and I'm sorry, I was trying to find the exact wording of that -- versus what now is being proposed by my friend Mr. Osadetz for the highest level, and I wasn't entirely clear from your decision whether you have done that.

THE COURT: I remember that issue from the hearing. I did not decide it. Mr. Osadetz, anything to add on that?

MR. OSADETZ: Yeah, we had suggested a comprehensive valuation date during the hearing, and the two standards being an estimate versus comprehensive. It was our submission during the hearing that a comprehensive valuation is more thorough. There's obviously complicated issues that are at play with respect to the operations of these businesses, and we believe that a comprehensive valuation is the fairest mechanism to proceed for both parties because it is the most rigorous and results in the highest level of due diligence on the part of the valuator.

THE COURT: Okay, thank you for reminding me of that issue. Mr. Dyack's reports were done on the estimate basis. I found those to be sufficiently detailed, and certainly -- so I am going to order that the valutors proceed with the estimate level of a report, especially given what I have ordered, which is the traditional approach where a valuator will put in their report -- you guys can talk about whether there is simultaneous exchange or whether it is staged -- and then there will be rebuttal, and there will be live testimony. I am satisfied that that

level of report would give the Court sufficient detail to understand all the complexities and decide the valuation fairly. Thank you for reminding me of that, Ms. Pan.

[43] My choice of the “estimate valuation report” standard in this exchange in court was based on a factual misunderstanding, which was shared at the time by Ms. Pan, counsel for the Defendants.² Mr. Dyack’s report was not in fact prepared in accordance with the “estimate valuation report” standard.

[44] The relevant history is as follows. Mr. Dyack prepared two reports. His first report was dated August 15, 2023, and it was this report that I had in mind during the discussion in Court on April 7, 2026. This first report was not an estimate valuation report. Rather, it was a reply report submitted by the Defendants, which commented on a “limited critique report” prepared by Lorne Siebert on November 6, 2017 that had been submitted by the Plaintiffs. Mr. Siebert’s report in turn was critiquing an April 26, 2017 estimate valuation report of Trevor Kawka, commissioned by the Defendant shareholders of Dynasty Power.

[45] The parties agree that the CICBV defines the three primary valuation report standards as follows:

Comprehensive Valuation Report - a Comprehensive Valuation Report contains a conclusion as to the value of shares, assets or an interest in a business that is based on a comprehensive review and analysis of the business, its industry and all other relevant factors, adequately corroborated and generally set out in a detailed Valuation Report.

Estimate Valuation Report - an Estimate Valuation Report contains a conclusion as to the value of shares, assets or an interest in a business that is based on limited review, analysis and corroboration of relevant information, and generally set out in a less detailed Valuation Report.

Calculation Valuation Report - a Calculation Valuation Report contains a conclusion as to the value of shares, assets or an interest in a business that is based on minimal review and analysis and little or no corroboration of relevant information, and generally set out in a brief Valuation Report.

[46] Given the context of this dispute, including the complexities of the businesses conducted by some of the Dynasty companies and the significant value of those businesses, I am satisfied on further reflection that the trial judge presiding at the Final Hearing will benefit from more, not less, rigorous valuation evidence. Accordingly, the parties will not be restricted to commissioning “estimate valuation reports” from their experts. Instead, they are free to have their expert witnesses produce reports to whatever standard they think appropriate, up to and including the “comprehensive valuation report” standard. Accordingly, I make this change to my April 2026 Decision.

² Ms. Pan subsequently wrote to me on May 6, 2026 to clarify that, during this exchange at the end of the hearing on April 7, 2026, she had meant to refer to the estimate valuation report of Mr. Kawka, not the report of Mr. Dyack. I appreciate and accept that correction. I also note that previously, during oral submissions on March 19, 2026, she correctly told me that Mr. Dyack’s report was not a valuation report. I therefore wish to make clear that I am not suggesting in any way that Ms. Pan intentionally contributed to my misunderstanding on April 7. That error was my own.

VI. Costs

[47] If the parties cannot agree on the costs of these applications, they can provide me with written submissions on costs, not to exceeding five pages, within 45 days of the date of this decision.

Heard on the 9th day of June, 2026.

Dated at the City of Calgary, Alberta this 13th day of July, 2026.

C.D. Simard
J.C.K.B.A.

Appearances:

Peter Osadetz
for the Plaintiffs

Lillian Pan, KC
Christy Lee
for the Defendants

APPENDIX “A”

TRANSCRIPT OF APRIL 2026 DECISION

Action No.: 1801-03952

E-File Name: CVK26JBRO

Appeal No.: _____

IN THE COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE OF CALGARY

BETWEEN:

JBRO HOLDINGS INC., JASON BROWN, JASON BROWN as trustee of THE BROWN
FAMILY TRUST, JBRO INVESTMENTS INC. and JDFA HOLDINGS INC.

Plaintiffs

and

DYNASTY POWER INC., DYNASTY NORTH AMERICA HOLDINGS INC., DYNASTY
ENERGY CALIFORNIA INC., DYNASTY PROPERTY HOLDINGS INC., 1713845
ALBERTA LTD., ALLAN CHO, 1691399 ALBERTA LTD., NANCY CHO, QUACHO
HOLDINGS LTD., GUARAV SHARMA, CHRISTOPHER QUILLEY, ANDREW HOANG,
KELLY ELIAS and TODD MCRAE

Defendants

P R O C E E D I N G S

Calgary, Alberta
April 7, 2026

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1 Proceedings taken in the Court of King's Bench of Alberta, Courthouse, Calgary, Alberta

4 April 7, 2026

Morning Session

6 The Honourable Justice C.D. Simard
7 (remote appearance)

Court of King's Bench of Alberta

9 P.M. Osadetz (remote appearance)

For JBRO Holdings Inc., Jason Brown, The Brown Family Trust, JBRO Investments Inc. and JDFA Holdings Inc.

12 L.Y. Pan, KC (remote appearance)

For Dynasty Power Inc., Dynasty North America Holdings Inc., Dynasty Energy California Inc., Dynasty Property Holdings Inc., 1713845 Alberta Ltd., Allan Cho, 1691399 Alberta Ltd., Nancy Cho, Quacho Holdings Ltd., Gaurav Sharma, Christopher Quilley, Andrew Hoang, Kelly Elias and Todd McRae For
19 C. Lee (remote appearance) Dynasty Power Inc., Dynasty North America Holdings Inc., Dynasty Energy California Inc., Dynasty Property Holdings Inc., 1713845 Alberta Ltd., Allan Cho, 1691399 Alberta Ltd., Nancy Cho, Quacho Holdings Ltd., Gaurav Sharma, Christopher Quilley, Andrew Hoang, Kelly Elias and Todd McRae Court Clerk
26 K. Girvin

29 THE COURT CLERK:
30 you.

Good morning, Justice. We are unable to hear

32 THE COURT:

Madam clerk, can you hear me?

34 THE COURT CLERK:

We can now. Thank you.

36 THE COURT:

Great. Okay, sorry, it was not working. And
37 you can hear me, counsel, Mr. Osadetz and Ms. Pan?

39 MR. OSADETZ:

Good morning.

41 MS. PAN:

Yes.

1
2 THE COURT: Okay, so I am going to give you my decision
3 from the application on March 19th. Obviously I am doing this in an oral fashion so that
4 the parties have the decision more quickly. If either of you wish to request a transcript,
5 which I suspect you will, it will come to me first, and I will proofread it just for grammar
6 nits, spelling mistakes, that type of thing, but I would not change any of the substance.

7
8 Anything preliminary before I begin? 9

10 MR. OSADETZ: No, Sir.

11
12 THE COURT: Okay, I think it will take -- it will take probably
13 40 minutes or so, which will leave a bit of time at the end for discussion about next steps.

14
15 **Decision**

16
17 THE COURT:

18
19 *Introduction*

20
21 This is my decision on the applications argued before me on March 19th, 2026. Last July
22 I issued a decision in this case, which is reported at 2025 ABKB 426. That decision and
23 Justice Romaine's decision reported at 2021 ABQB 463 set out some of the history of this
24 dispute. I will not repeat that history today.

25
26 In these reasons, I will use all the same defined terms that I used in my published decision
27 of last year. To explain the scope and nature of the present applications, I must first
28 recount some of the key procedural steps in this litigation that explain how the parties got
29 to this stage.

30
31 On March 20th, 2018, the plaintiffs filed their Statement of Claim in this action. In this
32 action, they named the following Dynasty corporations as defendants: Dynasty Power,
33 Dynasty NA, Dynasty California, and Dynasty Property. They defined those corporations
34 collectively as the defendant corporations, and I will use that term in my reasons today.

35
36 They allege that each of the defendant corporations had oppressed the plaintiffs, and
37 among other relief, they asked for an order directing the defendant corporations to
38 purchase all of the plaintiffs' shares in those defendant corporations for fair value.

39
40 After many interim litigation steps, on December 18, 2019, Justice Romaine heard an
41 application by the plaintiffs seeking summary judgment on their oppression claims

1 against three of the defendant corporations: Dynasty NA, Dynasty California, and
2 Dynasty Property. So the validity of the 2017 Buy/Sell Notice issued with respect to
3 Dynasty Power was not part of that application before Justice Romaine.

4
5 After that hearing was finished, the parties told Justice Romaine to pause issuing her
6 decision while they attempted to resolve the dispute through a judicial dispute resolution.
7 That JDR did not result in a resolution, and she issued her decision on June 14th, 2021.

8
9 In that decision, she found that Dynasty Property had oppressed the plaintiffs when it
10 issued a cash call on December 19, 2018, contrary to the terms of the Property USA, and
11 Dynasty California had oppressed the plaintiffs on March 13, 2017, when it cancelled
12 JDFA's shares in Dynasty California because JDFA had not paid the subscription price.

13
14 To remedy that oppressive conduct, Justice Romaine ordered as follows: With respect to
15 Dynasty Property, since it had already rescinded the improper cash call, there was nothing
16 for her to remedy in that regard. She did grant the plaintiffs their solicitor-client costs as
17 against Dynasty Property, Mr. Cho, and Mr. Sharma, and she directed that Mr. Brown, as
18 a director, and JBRO, as a shareholder, be given all disclosure and proper notice of all
19 shareholder and director meetings.

20
21 With respect to Dynasty California, she ordered that JDFA's shares be reinstated. She
22 ordered that JDFA be paid any dividends it was entitled to. She granted the plaintiffs
23 their solicitor-client costs against Dynasty California, Mr. Cho, and Mr. Sharma, and she
24 directed that Mr. Brown, as a director, and JDFA, as shareholder, be given all disclosure.

25
26 She noted that the validity of the 2017 Buy/Sell Notice had not been before her and would
27 have to be decided later. She also noted that the plaintiffs were seeking a procedural
28 order regarding various other unresolved issues, including to determine the proper
29 valuation date for the plaintiffs' interests in the defendant corporations. She gave the
30 parties leave to apply for those things later.

31
32 The defendant corporations, or the defendants, rather, appealed her decision, and the
33 Court of Appeal issued its decision on the appeal on April 20th, 2022. It refused to
34 overturn her granting of partial summary judgment, and it did not overturn the findings of
35 oppression on which she based that decision, but it did find that she did not have
36 sufficient evidence before her to properly decide the minimally intrusive remedy that
37 should be awarded in respect of Dynasty California's oppression. The Court of Appeal
38 returned the issue of deciding that proper remedy to this Court.

39
40 On February 23rd, 2023, the parties appeared before Justice Romaine to discuss how to
41 move forward a process to decide the remedy issue that the Court of Appeal had returned.

At that hearing, the plaintiffs submitted that Justice Romaine could order the reinstatement of the Dynasty California shares again after first following a process to ensure she had all the evidence before her. The defendants wanted to avoid that and submitted that the appropriate remedy was a corporate divorce between all the parties, and that the minimally intrusive remedy would be to create that divorce, which the defendants also referred to as a court-ordered buyout. They wanted the Court to decide on valuation dates that would be used for that corporate divorce.

The plaintiffs took the position that the validity of the 2017 Buy/Sell Notice should be decided before the defendant corporations were to be valued, and Justice Romaine ultimately decided that she would first hear and decide the validity of the 2017 Buy/Sell Notice, and after that would decide the proper valuation date, or dates, for a corporate divorce.

After that February 23rd, 2023, decision, the parties and the Court have conducted this matter in accordance with the process that Justice Romaine set out and to move towards the ultimate end goal of a corporate divorce or court-ordered buyout.

In that regard, I decided on July 14, 2025, that the 2017 Buy/Sell Notice was invalid, but I deferred deciding the appropriate remedy because the parties agreed on the overall remedy of a corporate divorce. I declined to reinstate to JBRO the Dynasty Power shares that were taken from it, or to craft an equitable remedy that would notionally do the same thing. Instead, because the parties had agreed on a corporate divorce and because the exercising shareholders had already taken JBRO's shares, there would be no point in ordering their return. Rather, I decided that a damages award would be the minimally intrusive remedy. That remedy would allow full redress of the oppressive conduct of the exercising shareholders. I expressly deferred any further decision about the scope of a damages award, including deciding a valuation date for Dynasty Power.

And I held a case conference with the parties on December 12, 2025, to discuss the procedure to move this matter forward to a decision about remedies. At that case conference, it became clear that the plaintiffs and the defendants disagreed about four things: First, what Dynasty company should be included; second, what remedies I should order in respect of those companies; third, what was the proper valuation date or dates; and, fourth, what process I should order for the Court to decide the ultimate remedies.

Given all those disagreements, I ordered each side to prepare an application setting out exactly what they requested on each of those points. The parties filed those applications in January and February 2026, and argued their applications before me for a full day on March 19, 2026.

1 On the plaintiffs' application, they asked that I set a valuation date, or dates, for each of
2 the defendant corporations and also for 1817847 Alberta Ltd., which I will refer to as
3 Gyu-Kaku, to facilitate the agreed upon corporate divorce. They asked that I appoint a
4 single Chartered business valuator to conduct the valuation exercise for all the defendant
5 corporations. After the valuation is done, they asked that the parties be required to file
6 applications in which they request the remedies they say are appropriate to finalize the
7 corporate divorce. Finally, they asked that these remedies be decided in a one-day special
8 chambers application.

9
10 The defendants asked me to set valuation dates and direct the remedies that the plaintiffs
11 will receive only for Dynasty Power, Dynasty California, and Dynasty NA. They say that
12 I should not grant an order respecting Gyu-Kaku, which is not a party to this action. They
13 also say that for Dynasty Power, I should simply authorize the parties to proceed with a
14 contractual buyout of the plaintiffs' shares under the shotgun provisions of the Property
15 USA.

16
17 For the reasons that follow, I have identified what are the appropriate remedies with
18 respect to each of the four defendant corporations and determined the fair valuation date
19 for each of them. I order no remedy with respect to Gyu-Kaku. I set out certain
20 parameters for the valuation properties, and ultimately I will direct that the parties provide
21 their respective proposed orders reflecting my decisions in these applications and setting
22 out the necessary procedure they say should be followed for the Court to finally decide the
23 quantum and other terms of the final remedies in this case, at what I will call the final
24 hearing.

25 26 *The Issues*

27
28 I must decide the following issues:
29

30 First, do I have the jurisdiction to grant the relief being sought? Second, what is the
31 appropriate remedy as against the defendant corporations? Third, what is the appropriate
32 valuation date for the defendant corporations? And, fourth, what parameters will govern
33 the valuation process and the final hearing?
34

35 Turning to my analysis on the first issue, do I have the jurisdiction to grant the relief being
36 sought? The parties agree that because there have been findings of oppression with
37 respect to Dynasty Power and Dynasty California, that I have the jurisdiction to grant
38 remedies that will remedy that oppression. The defendants say that despite there being no
39 finding of oppression regarding Dynasty NA, they agree to me facilitating a corporate
40 divorce of the parties' interests in that entity by setting a valuation date, but the parties
41 disagree about what I can order regarding the other two corporations that I have

1 mentioned.

2
3 With respect to Gyu-Kaku, the plaintiffs say that because counsel for the defendants have
4 made statements before the Court suggesting that it should be included in the corporate
5 divorce, the defendants have agreed to that. The defendants, however, say I can make no
6 order because it is not a party to this action, it has shareholders who are not parties to this
7 action either, and any representation by counsel to the defendants that they wanted
8 Gyu-Kaku to be included in the corporate divorce could not have bound Gyu-Kaku, for
9 whom they have never acted.

10
11 I agree with the defendants. Absent the agreement of the parties, I cannot make any order
12 in this action against Gyu-Kaku. I also cannot make any order against its shareholders or
13 directors in their capacity as directors or shareholders of Gyu-Kaku. It is simply outside
14 this action. The agreement to a corporate divorce that the defendants advised Justice
15 Romaine of on February 23, 2023, cannot be interpreted to have included Gyu-Kaku
16 because it was never a party to this action.

17
18 With respect to Dynasty Property, the defendants say that the oppression that Justice
19 Romaine found has been fully remedied. Because there is no further oppression to
20 remedy, they say I cannot order a remedy to implement a corporate divorce and that I
21 should instead direct the parties to take steps to implement a corporate divorce
22 contractually through the shotgun provision in the Property USA. I disagree with the
23 defendants' position on this point for a number of reasons:

24
25 First, because there has been a finding of oppression involving Dynasty Property, I do
26 have the jurisdiction to order a remedy, and I have broad discretionary authority to decide
27 on a remedy.

28
29 Second, I find that the defendants' submissions to Justice Romaine on February 23, 2023,
30 constituted at the very least an admission that the ultimate remedy in this case for all of
31 the defendant corporations, including Dynasty Property, would be a corporate divorce or,
32 to use their alternative phrase, a court-ordered buyout. The defendants cannot now resile
33 from that admission. Among other things, that would constitute a collateral attack on my
34 July 14, 2025, decision, which no one has appealed. As I described above, I recited in
35 that decision that the parties had agreed to a corporate divorce in all the defendant
36 corporations, and my remedy decision was based on that premise.

37
38 Finally, it is patently obvious to any objective observer that these parties cannot agree
39 about anything at this stage. I infer from the ample and voluminous evidence before me,
40 including the evidence about the conduct of the exercising shareholders regarding the
41 2017 Buy/Sell Notice, that to send the parties forth to try to carry out a contractual

1 shotgun clause buyout, would inevitably lead to future disputes and require more
2 litigation. That would be a false economy, and it would lengthen, not shorten these
3 proceedings.

4
5 Therefore, in conclusion, I find that I have the jurisdiction to make orders with respect to
6 each of the four defendant corporations.

7
8 *So Turning Next to That Issue, What is the Appropriate Remedy as Against the Four*
9 *Defendant Corporations?*

10
11 The parties agree on the law that applies to this question and agree that I must follow the
12 principles set out at the Supreme Court of Canada in *Wilson v. Alharayeri*, 2017 SCC 39.
13 That was a case of oppression under the *Canada Business Corporations Act*, but the
14 principles apply equally to this *Alberta Business Corporations Act* oppression case.

15
16 The principles that the Supreme Court set out in that case are, first, the oppression remedy
17 request must in itself be a fair way of dealing with the situation. Second, any order made
18 should go no further than necessary to rectify the oppression. Third, any order may serve
19 only to vindicate the reasonable expectations of security holders, creditors, directors or
20 officers in their capacity as corporate stakeholders. And, fourth, the Court should
21 consider the general corporate law context in exercising its remedial discretion.

22
23 *Next, the Parties' Positions*

24
25 At the start of the submissions on March 19th, counsel for the plaintiffs argued that all I
26 should be doing at this time is setting a valuation date, or dates, for the defendant
27 corporations. However, he said I should not decide what the appropriate remedies would
28 be, but instead should leave that for the Court to decide after the valuation process is
29 complete. I disagree. I think it is both appropriate and necessary for me to decide on the
30 appropriate remedy at this time. To not do so would set the parties forth on a valuation
31 path that would be lacking in context. It will be far more efficient if the valuator, or
32 valuers, and the parties all understand with certainty where the valuation exercise is
33 leading when they are creating the valuations and considering them. Also, in the context
34 of the parties' agreement that the ultimate remedy is to be a corporate divorce, it would be
35 artificial for me not to decide on the ultimate remedies at this time.

36
37 *Next, Applying the Law to the Facts*

38
39 I will describe my decision on the appropriate remedy for each of the defendant
40 corporations:

1 First, Dynasty Power. The exercising shareholders took possession of JBRO's shares in
2 Dynasty Power on December 20th, 2017. They did so in breach of the USA, and I found
3 that this was also oppressive. The exercising shareholders calculated the purchase price
4 under the invalid 2017 Buy/Sell Notice and paid it into trust. Pursuant to the consent
5 order that I granted on March 23rd, those funds will now have been paid out to the
6 plaintiffs.

7
8 As a result of what has occurred, the exercising shareholders wrongfully have had
9 possession of JBRO's shares since December 2017. However, for the reasons I set out in
10 my July 2025 decision in the context of the corporate divorce, it would be pointless to
11 order a return of those shares. Rather, the appropriate remedy regarding Dynasty Power is
12 that the exercising shareholders, and/or Dynasty Power, will be required to pay
13 damages to JBRO to compensate it for the value of its shares as at the valuation date, and
14 all the other consideration that it was entitled to receive up to the valuation date, such as
15 dividends.

16
17 Next, Dynasty California. Similar to the situation with Dynasty Power, the defendants'
18 oppression resulted in JDFA no longer possessing its shares in Dynasty California. The
19 appropriate remedy is the same as for Dynasty Power. Some or all of the defendants will
20 be ordered to pay damages to JDFA to compensate it for the value of its shares as at the
21 valuation date and all the other consideration that it was entitled to receive up to the
22 valuation date, such as dividends. The damages award will also take into account the
23 unpaid subscription price that JDFA owes for its shares.

24
25 Next, Dynasty Property. JBRO still holds its shares in Dynasty Property. To effect the
26 corporate divorce, those shares will have to be transferred back to the company or to the
27 other shareholders of Dynasty Property. Therefore, the appropriate remedy is that the
28 Court at the final hearing will order a transfer of JBRO's shares for consideration as at the
29 valuation date. JBRO will also be entitled to all the other consideration that it was
30 entitled to receive up to the valuation date, such as dividends, either as part of the
31 purchase price or as damages.

32
33 The Justice presiding at the final hearing will decide all the particulars of the transfer,
34 including but not limited to the structure of the transfer. For example, is it a purchase, or
35 is it a cancellation, taking into account any tax consequences to the parties, and also if the
36 structure is to be a court-ordered purchase, the party who will purchase the shares. If
37 there is a dispute about whether JBRO is entitled to any other consideration that was paid
38 to other shareholders, but not paid to it prior to the valuation date, such as dividends, the
39 Court at the final hearing will decide if the damages award will include that.

40
41 Next, Dynasty NA. JBRO also continues to hold all its shares in Dynasty NA.

Accordingly, the same remedy as for Dynasty Property is appropriate. 2
So my conclusion on the appropriate remedies, I am satisfied that the remedies I have described are appropriate and comply with the Supreme Court's directives in *Wilson*. In the circumstances, I find that these remedies are a fair way of dealing with the situation in each case of each defendant corporation. They go no further than necessary to rectify each instance of oppression. They vindicate the reasonable expectations of the parties, especially in the context of their agreement to a corporate divorce, and they are consistent with general corporate law. At the end of these reasons, I will provide more direction about the parameters that will apply at the final hearing.

Next Issue, What is the Appropriate Valuation Date for the Defendant Corporations?

First, applicable law. The parties cited numerous cases to me on this issue. I will not mention them all. The Courts, and the parties in this case, generally agree on the overall governing principle and the factors I am entitled to consider in making this decision. Where they differ is in how they say the law applies to the facts of this case.

The governing principle is that I must select the fairest valuation date for the defendant corporations. What is the fairest valuation date will depend on the specific facts of each case. Therefore, there is no universally applicable date. Different courts have chosen many different dates, including but not limited to the date of the oppressive conduct, the date the oppression action was commenced, and the date of judgment. Courts have also noted that it can be practical to choose a date that corresponds to the end of a company's reporting period, which could make the valuation exercise easier and more practical.

The case also lists some of the factors that I could consider in deciding what is the fairest valuation date. The list is not closed or exhaustive, but it includes the following: Has the company's value increased or decreased over the relevant period? If so, what is the reason for the increase or decrease? Has the minority shareholder contributed to that decrease or increase?

In setting the appropriate valuation date, I must continue to bear in mind the four *Wilson* factors. For example, it would be an error to set a valuation date that resulted in a remedy that went further than rectifying the oppression or went beyond the parties' reasonable expectations.

Next, the Parties' Positions

The plaintiffs asked that I set a single valuation date for all the defendant corporations. They say this is appropriate because there have been transfers of employees and transfers

of assets between the defendant corporations, and if different valuation dates are used, there is a risk that the plaintiffs will be prejudiced. I disagree. While there have been transfers of assets between the defendant corporations including, for example, the June 2017 transfer of a portfolio of derivative contracts from Dynasty NA to Dynasty California, the evidence establishes to my satisfaction that those transfers were all for value. The defendant corporations have made ample disclosure, and there is no evidence that any value has gone missing or been dissipated. Also, given that the circumstances of each defendant corporations are very different, there is no single valuation date that I could apply to fairly value all of the defendant corporations. Rather, the evidence establishes that the only way to decide on the fair valuation date for each of the defendant corporations is to do so separately for each of them, considering the specific circumstances of that defendant corporation and their stakeholders.

Next, Applying the Law to the Facts

So I will go through each of the four defendant corporations in turn starting with Dynasty Power:

The value of Dynasty Power has increased substantially over the course of this litigation. According to a table submitted by the defendants, at the end of 2017 there was about \$17 million of shareholders' equity, and \$8.8 million had been paid out to shareholders. By the end of 2024, shareholders' equity had increased to about \$376 million, and an additional \$158 million had been paid to shareholders. This explains why the plaintiffs argue for a later valuation date, and the defendants argue for an earlier one.

The plaintiffs say that the fairest valuation date is July 14th, 2025, the day I issued my decision, finding that the exercising shareholders had breached the USA and oppressed the plaintiffs when they took JBRO's shares in 2017. They say this means that JBRO's shares were never properly taken away from it. JBRO's capital remained invested in a company alongside that of all the other shareholders, and an earlier valuation date would reward the exercising shareholder's wrongdoing, to the prejudice of JBRO.

The defendants argue that the fairest valuation date is April 11, 2017, being the date on which the exercising shareholders oppressed JBRO by issuing the invalid 2017 Buy/Sell Notice. They say that this date would result, if I employed the same approach as Justice Woolley did in *Haack and Secure Energy*, 2021 ABQB 82. They argue that the non-compliances in the 2017 Buy/Sell Notice were relatively minor, and if the exercising shareholders had simply fixed those non-compliances and issued a valid shotgun notice instead on the same date, that would have been the valuation date for the buyout of JBRO's shares. They say that to choose any date later than that would go far beyond rectifying the oppressive act and would confer an undeserved windfall on JBRO. They

1 say that this result most closely aligns with the parties' reasonable expectations and that
2 Mr. Brown contributed nothing to the success of Dynasty Power after he was terminated
3 in late 2016.

4
5 For Dynasty Power, I find that the fairest valuation date is December 31, 2021. My
6 reasons for choosing that date are as follows:

7
8 Because the exercising shareholders took unilateral steps to wrongfully take JBRO's
9 shares in Dynasty Power, I find generally that a later valuation date is fairer than an
10 earlier one. Because of the wrongful conduct, JBRO was denied of the benefit of owning
11 its shares, and the exercising shareholders took the benefit of those shares.

12
13 I also agree with JBRO's argument that its capital has stayed in the business since its
14 shares were taken. From the financial statements and expert reports that are in evidence,
15 it appears that Dynasty Power does not fund its operations through external borrowing.
16 Rather, it uses its accrued capital to fund its trading operations. Increased capital enables
17 it to partake in greater trading volumes and generate higher profits. When the exercising
18 shareholders wrongfully took JBRO's 10.38 percent shareholding in Dynasty Power, they
19 used their own funds. JBRO did not receive funds from Dynasty Power in that
20 transaction. Because the purchase of JBRO's shares was invalid, JBRO's capital
21 effectively remained invested in Dynasty Power and enabled it to continue to grow its
22 business. However, to use a very late valuation date, such as the date of judgment in the
23 final hearing, would go beyond correcting the oppression and would overcompensate
24 JBRO. I reached that conclusion based on the following considerations:

25
26 The defendants are correct that Dynasty Power has generated increasing profits and built
27 up its retained earnings and shareholder value through very successful trading in a risky
28 and volatile market. Mr. Brown was the CFO of Dynasty Power from its founding in
29 2011 until he was fired in 2016. The evidence establishes to my satisfaction that he made
30 important contributions to the company and its operations. I am satisfied that those
31 contributions aided Dynasty Power and at least in part enabled it to have achieved its later
32 enormous successes. However, there is a limit to this. After his departure, the impact of
33 Mr. Brown's contributions would have decreased overtime.

34
35 I do not accept the defendant's arguments that Mr. Brown did not contribute to Dynasty
36 Power's success because it is a trading business, and he was never a trader. It is clear
37 from the evidence, including from Mr. Dyack's expert reports, that Dynasty Power
38 compensates its traders by paying them commissions on their trades. The amount of
39 profit that individual traders generate is based on their trades, and their commissions do
40 not correspond to the shareholdings of those same individuals. The company's excess
41 profits are paid out as dividends to the shareholders. There are shareholders besides

1 Mr. Brown and/or JBRO who are not traders. Thus, for many reasons, a shareholder's
2 entitlement to the company's excess profits does not correspond to the profits that same
3 shareholder may have generated by their personal trading activity as an employee.

4
5 I find that *Haack* is distinguishable from this case. There, Mr. Haack was the
6 vice-president accounting of the company, and he was terminated for cause. The other
7 shareholders, who were also employees as well, invoked a provision in the USA to retract
8 his shares for one dollar. Justice Woolley found that the termination was wrongful and
9 that the retraction of the shares under the USA was oppressive. Given the oppressive
10 taking of his shares, she found that the appropriate remedy was to award him
11 compensatory damages.

12
13 To determine the appropriate valuation date, she looked at the evidence of the parties
14 about their intentions regarding what would happen to Mr. Haack's shares upon his
15 termination. She found that both parties intended them to be repurchased, and that this
16 allowed her to find, at paragraph 586, that the most likely scenario was that the parties
17 would have negotiated an agreement to purchase the shares for the value they had at the
18 time he was terminated.

19
20 The evidence before me in this case does not lead to the same result. JBRO and
21 Mr. Brown and the defendants extensively tried to negotiate a settlement after his
22 employment termination, but those negotiations were unsuccessful. Then starting in
23 April 2017, the exercising shareholders started acting unilaterally in a way that was
24 completely contrary to any desire to negotiate for the purchase of JBRO's shares. 25
26 First, in April 2017 the exercising shareholders oppressed JBRO by wrongfully invoking
27 the shotgun provision in the USA. When JBRO challenged the validity of the 2017
28 Buy/Sell Notice shortly after it was issued, the exercising shareholders commenced an
29 action by way of Originating Application to have the validity of their exercise of the 2017
30 Buy/Sell Notice decided. They did not do this for no reason. They did it because they
31 knew there was a cloud over their claim to be able to buy JBRO's shares. The parties
32 litigated that dispute intensely, and in early December 2017 Applications Judge
33 Farrington gave directions to complete the outstanding litigation steps by the end of
34 February 2018, after which he would arrange for an early special chambers application
35 date.

36
37 The exercising shareholders then knowingly took steps to unilaterally complete their
38 purchase of JBRO's shares and to discontinue the litigation, that they themselves had
39 started, in its tracks. They took this extremely aggressive approach despite knowing there
40 was a cloud over their claimed right to buy JBRO's shares. They now attempt to excuse
41 this litigation conduct by pointing to and complaining about the manner in which the

1 plaintiffs were conducting their litigation. That is not a reasonable or justifiable excuse.
2 They voluntarily chose to avoid an orderly resolution of the issue, and instead pursued a
3 high risk approach. If they had continued on the litigation path they started with their
4 Originating Application, it is likely that the parties could have had a decision on the
5 validity of the 2017 Buy/Sell Notice by the end of 2018. Ultimately, I rendered my
6 decision on that issue in July 2025. So the overall delay between when the parties could
7 have had a decision on that issue and when they got a decision was about seven and a half
8 years.

9
10 The exercising shareholders were the ones who abandoned the initial litigation process
11 and triggered what ended up being this lengthy delay. However, they were not
12 responsible for all the delay that followed. Both sides have entered voluminous evidence
13 that they say proves the other side was fully responsible for the lengthy delays. I have
14 reviewed those materials, including correspondence between counsel, transcripts of court
15 appearances, and court orders. My conclusion is that at different times, both parties were
16 responsible for the delay. No one party was significantly more responsible than the other.

17
18 December 31, 2021, is therefore the fairest valuation date because it is approximately
19 halfway between when the parties would have had a decision but for the defendants'
20 oppression, that being December 31, 2018, and when they finally got my decision in
21 July 2025. Therefore, I am effectively choosing the date of my decision on the oppression
22 as Dynasty Power's valuation date, but adjusting it to account for the plaintiffs' share of
23 litigation delay. I am satisfied that December 31, 2021, is also the fairest date because it
24 fairly balances the foundational contributions of Mr. Brown's work for Dynasty Power but
25 also the fact that as time went on, the company's continuing success had less and less to
26 do with him. It is also practical to choose a year-end date because Dynasty Power's
27 financial statements are audited based on calendar year-end dates.

28
29 It would be artificial and unfair to JBRO for me to find that the valuation date should be
30 the date that the initial act of oppression occurred in April 2017. That oppressive act and
31 the later oppressive and wrongful acts of the defendants extended the prejudice suffered
32 by JBRO. Indeed, the effects of that prejudice will continue until JBRO is properly paid
33 for its shares.

34
35 *Next, Dynasty California*

36
37 Similarly to Dynasty Power, the value of Dynasty California has increased substantially
38 over the last eight years. The fairest valuation date for Dynasty California is
39 December 31st, 2020. Similar to Dynasty Power, JDFA's shares in Dynasty California
40 were taken from it by oppression. JDFA was shut out of the business, and the other
41 shareholders enjoyed all the benefits that would otherwise have accrued to JDFA.

Justice Romaine heard JDFA's oppression application against Dynasty California-- and the other plaintiffs' oppression application against Dynasty California -- on December 18, 2019, which was relatively soon after the plaintiffs commenced this action. She issued her decision on June 14, 2021. In her decision she found that Dynasty California and its directors had acted in bad faith in oppressing JDFA by avoiding its shares on March 13, 2017.

Conceptually, for many of the same reasons I have already stated with respect to Dynasty Power, I find that the date of Justice Romaine's finding of oppression would be the fairest valuation date, but I am adjusting it from June 21st, 2021, to December 31st, 2020, for two reasons: First, it is clear from her decision that she would have issued her decision earlier, but she delayed it because she understood the parties were pursuing settlement through a JDR. Second, choosing December 31, 2020, fairly balances the foundational influence of Mr. Brown's work for Dynasty California, but also the fact that as time went on, the company's continuing success has less and less to do with him. An earlier date would be too unfair to JDFA because it would undervalue Mr. Brown's early contributions to the business, and an equally too late valuation date would unfairly overcompensate JDFA after the impact of Mr. Brown's contributions would have waned.

Even though there is evidence that the parties wanted to negotiate a buyout, Dynasty California and its directors upended those reasonable expectations by their bad faith, oppressive conduct. To use March 13, 2017, as the valuation date would unfairly allow the defendants to benefit from their bad faith conduct and enjoy the full benefit in having taken JDFA's shares for no consideration.

I have also chosen December 31, 2020, for the same practical purpose. Like Dynasty Power, Dynasty California is a private company that produces year-end audited financial statements, but not interim financial statements, according to the expert reports I have reviewed.

Turning Next to Dynasty NA

Dynasty NA does not generate revenue through trading. JBRO continues to hold its shares in that corporation, and it will do so until the court-ordered buyout occurs. In the circumstances, there is no reason to set a historical valuation date. The defendants suggest a valuation date of March 19, 2026, the date on which I heard this application. I find that the fairest valuation date is December 31st, 2025. That date is recent, and because it is a year end, that will make the valuation exercise more certain and more efficient.

1 *Finally, Dynasty Property*

2
3 Dynasty Property owns a commercial building with tenants. As with Dynasty NA, JBRO
4 continues to hold its shares in this company. For all the same reasons I just stated for
5 Dynasty NA, I find that December 31st, 2025, is the fairest valuation date.
6

7 *Finally, the Final Issue, Parameters and Procedure for the Final Hearing*

8
9 Here is my decision on the parameters that will apply to the dispute that the Court will
10 hear at the final hearing. All of the valuations will be done on a fair value basis rather
11 than a fair market value basis. I make this decision because I am satisfied that is the
12 fairest approach in the circumstances. I recognize that in the USA's, the parties have
13 specified fair market value. However, the defendants' oppression has upset many of the
14 parties' reasonable expectations. I am ordering valuation processes well outside what the
15 parties agreed to in the USA's. There is no unfairness in ordering that fair value be the
16 basis for the assessments.
17

18 As I mentioned already, for Dynasty California and Dynasty Power, the Court will decide
19 which defendants are liable to pay the damages that are determined by the Court. For
20 those two corporations, the Court will decide which defendants are liable to pay the
21 damages that are determined by the Court at the final hearing.
22

23 For Dynasty Property and Dynasty NA, the Court will decide the structure of the
24 transaction, as I said earlier, whether it be a purchase or a cancellation, or something else,
25 taking into account any tax consequences to the parties. If the structure is to be a
26 court-ordered purchase, the Court at the final hearing will decide who is the purchaser of
27 the shares.
28

29 I disagree with the plaintiffs that there should be a single court-appointed valuator. Given
30 the history and context of this case, I am satisfied that that would be a false economy and
31 would generate more litigation and longer delay than the traditional approach where the
32 parties each retain their own experts, who file their own expert reports. So I am ordering
33 what I have called that traditional approach.
34

35 The final hearing will take the form of a trial. The experts will give their direct evidence
36 and be cross-examined live before the Court. I want the parties' input on what non-expert
37 evidence they think they need to introduce for that final hearing, and whether that should
38 be evidence introduced in writing, or whether it should also be viva voce evidence at the
39 trial.
40

41 The final hearing will also decide all remaining issues of costs for earlier litigation steps

1 that have not been decided and have been reserved. The idea for the final hearing is that
2 it should be exactly that -- final. It should end this litigation once and for all. And also
3 the final hearing will also decide any claims for interest.

4
5 So, in conclusion, because I have ordered the release of the trust funds pursuant to the
6 parties' consent order, or the order that was not opposed in any event by the defendants, I
7 do not need to decide on the plaintiff's application for interim costs. What I want the
8 parties to do is each to provide me with their proposed form of order formalizing the
9 decision I have given you today and setting out what they say is the proper procedure to
10 get to the final hearing. That procedure should include a description of all the specific
11 litigation steps that will lead to that final hearing, along with deadlines for those steps.
12 That would include deadlines for any additional outstanding document production,
13 deadlines for expert reports, deadlines for any other written evidence, and deadlines for
14 the filing of a Certificate of Readiness for trial. Also based on their view of the necessary
15 evidence, I expect each party to give me a realistic estimate of how much trial time will
16 be needed.

17
18 So, counsel, that is my decision. You probably have a bunch of questions, but any that
19 come to mind that we can address in the next 15 minutes or so? Ms. Pan, I see you
20 unmuting maybe, or checking your screen, checking with your client.

21
22 MS. PAN: One of the questions I do have is we were trying
23 to determine if, when the valuator does their valuation, what type of report it is, whether
24 it's the mid-level, which is what Mr. Dyack did -- and I'm sorry, I was trying to find the
25 exact wording of that -- versus what now is being proposed by my friend Mr. Osadetz for
26 the highest level, and I wasn't entirely clear from your decision whether you have done
27 that.

28
29 THE COURT: I remember that issue from the hearing. I did
30 not decide it. Mr. Osadetz, anything to add on that?

31
32 MR. OSADETZ: Yeah, we had suggested a comprehensive
33 valuation date during the hearing, and the two standards being an estimate versus
34 comprehensive. It was our submission during the hearing that a comprehensive valuation
35 is more thorough. There's obviously complicated issues that are at play with respect to
36 the operations of these businesses, and we believe that a comprehensive valuation is the
37 fairest mechanism to proceed for both parties because it is the most rigorous and results in
38 the highest level of due diligence on the part of the valuator.

39
40 THE COURT: Okay, thank you for reminding me of that issue.
41 Mr. Dyack's reports were done on the estimate basis. I found those to be sufficiently

1 detailed, and certainly -- so I am going to order that the valuers proceed with the
2 estimate level of a report, especially given what I have ordered, which is the traditional
3 approach where a valuator will put in their report -- you guys can talk about whether there
4 is simultaneous exchange or whether it is staged -- and then there will be rebuttal, and
5 there will be live testimony. I am satisfied that that level of report would give the Court
6 sufficient detail to understand all the complexities and decide the valuation fairly. Thank
7 you for reminding me of that, Ms. Pan.

8
9 Anything else arising at this point? You will obviously, I assume, want to get a transcript
10 of this. It just would have taken me a lot longer to give you this decision in a polished
11 written form, so I think the transcript will be clear, and then you will want to take some
12 time to consider what the process would be. How long do you think each of you would
13 need to come up with a proposed procedural order -- well, order formalizing this decision
14 and then addressing the procedure?

15
16 MR. OSADETZ: I think we could --

17
18 MS. PAN: I know that there are --

19
20 MR. OSADETZ: Sorry.

21
22 MS. PAN: I guess -- the defence, first, I'm not clear exactly
23 how fast we could get your oral decision transcribed. Depending on that timing, we will
24 need the time after that because obviously that is the first thing. We have taken notes but
25 have not captured it all absolutely.

26
27 THE COURT: You can get it in seven or ten days, they can do
28 that pretty promptly, but these are important orders, so I do not want to rush you. I mean,
29 I think this has been going on a long time, I think this is an important stage, and the
30 parties should have sufficient time. What if we said about a month before each of you
31 have to put in your procedural orders?

32
33 MR. OSADETZ: That makes sense, yeah.

34
35 THE COURT: Okay.

36
37 MS. PAN: That should be fine. That should be fine. 38

39 THE COURT: And based on our prior discussion, I do not
40 know that there is any point in telling you to exchange drafts and see if you can agree.
41 Why do we not just say that you will each simultaneously provide me with your drafts,

1 and each other, with your draft procedural order by -- the 7th is a Thursday, so why do
2 we not say 4 PM on Friday, May 8th? Okay?

3
4 MR. OSADETZ: Okay.

5
6 MS. PAN: That should be fine. Thank you. 7

8 THE COURT: Okay.

9
10 MS. PAN: Thank you, Justice.

11
12 THE COURT: Thank you all for coming this morning. Good
13 morning.

14
15 MR. OSADETZ: Thank you.

16
17 MS. PAN: Thank you.

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21 PROCEEDINGS CONCLUDED
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1 Certificate of Record

2
3 I, Katie Girvin, hereby certify that this recording is the record made in the evidence in the
4 proceedings in King's Bench held in Courtroom 1004 at Calgary, Alberta, on the 7th day
5 of April, 2026, and I was the Court official in charge of the sound-recording machine
6 during the proceedings.
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3 I, Barb McNabb,
certify that 4

5 (a) I transcribed the record, which was recorded by a sound-recording
machine, to the
6 best of my skill and ability and the foregoing pages are a complete and accurate
transcript
7 of the contents of
the record, and 8

9 (b) the Certificate of Record for these proceedings was included orally on the record
and
10 is transcribed in this
transcript. 11

12
13 Barb McNabb, Transcriber
14 Order Number: TDS-1107629
15 Dated: April 8, 2026
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