



No. S-243389
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE RECEIVERSHIP OF
ECOASIS DEVELOPMENTS LLP AND OTHERS

BETWEEN:

SANOVEST HOLDINGS LTD.

PETITIONER

AND:

ECOASIS DEVELOPMENTS LLP, ECOASIS BEAR MOUNTAIN DEVELOPMENTS LTD., ECOASIS RESORT AND GOLF LLP, 0884185 B.C. LTD., 0884188 B.C. LTD., 0884190 B.C. LTD., 0884194 B.C. LTD., BM 81/82 LANDS LTD., BM 83 LANDS LTD., BM 84 LANDS LTD., BM CAPELLA LANDS LTD., BM HIGHLANDS GOLF COURSE LTD., BM HIGHLANDS LANDS LTD., BM MOUNTAIN GOLF COURSE LTD., and BEAR MOUNTAIN ADVENTURES LTD.

RESPONDENTS

NOTICE OF APPLICATION

Name of applicant: Alvarez & Marsal Canada Inc., in its capacity as Court-appointed receiver (the "**Receiver**") of Ecoasis Developments LLP, Ecoasis Bear Mountain Developments Ltd., 0884185 B.C. Ltd., 0884188 B.C. Ltd., 0884190 B.C. Ltd., 0884194 B.C. Ltd., BM 81/82 Lands Ltd., BM 83 Lands Ltd., BM 84 Lands Ltd., BM Capella Lands Ltd., BM Highlands Golf Course Ltd., BM Highlands Lands Ltd., BM Mountain Golf Course Ltd., certain lands of Bear Mountain Adventures Ltd., and any interests in real property of Ecoasis Resort and Golf LLP (collectively, the "**Developments**" or the "**Debtors**").

To: The Service List

TAKE NOTICE that an application will be made by the Receiver to the Court at the courthouse at 800 Smithe Street, Vancouver, British Columbia on June 18, 2025, at 10:00 a.m., for the order set out in Part 1 below.

The Receiver estimates that the application will take 15 minutes.

This matter is not within the jurisdiction of an associate judge. Mr. Justice Walker is seized of this matter.

Capitalized terms not otherwise defined in this Notice of Application have the meanings ascribed to them in the "**Receivership Order**" of this Court granted on September 18, 2024.

Part 1: ORDER SOUGHT

1. The Receiver seeks an “**Order**” substantially in the form attached at **Schedule “A”** hereto:
 - (a) abridging the time for service of the Notice of Application such that this application is properly returnable on June 18, 2025;
 - (b) approving the Receiver’s activities as set out in the Receiver’s “**Fifth Report**” to this Court dated June 17, 2025; and
 - (c) amending paragraph 28 of the Receivership Order to (i) increase the amount that the Receiver may borrow pursuant to the Receivership Order from \$2.5 million to \$6.6 million and (ii) grant a corresponding increase to the Receiver’s Borrowings Charge.
2. The Receiver seeks such further and other relief as counsel may advise and this Court deems to be just and convenient in the circumstances.

Part 2: FACTUAL BASIS

Update on the Activities of the Receiver

3. On September 18, 2024, upon the application of Sanovest Holdings Ltd. (“**Sanovest**”), this Court granted the Receivership Order.
4. On October 25, 2024, the Receiver delivered a report and recommendation regarding Resorts, including the inclusion of other assets, undertakings and properties of Resorts, management by EBMD of the Resorts Business, and whether EBMD ought to continue to manage the Resorts Business and, if so, on what terms, if any, as contemplated by paragraph 4 of the Receivership Order.
5. On December 2, 2024, the Receiver delivered a report (the “**Second Report**”) in respect of a marketing and sales process as contemplated by paragraph 6 of the Receivership Order.
6. Since the date of the Second Report, the Receiver has engaged in the following activities (with capitalized terms used in this paragraph that are not otherwise defined having the meanings ascribed to them in the Fifth Report):

Resorts Business

- a) attending to various emails and correspondence with Resorts Management in respect of the Resorts Business and review of materials provided;
- b) attending meetings with Resorts Management in respect of the Resorts Business;
- c) preparation of the Receiver’s Third Report, the Fourth Report, and the Supplement to the Fourth Report;

Master Planning Report

- d) continuing to work with Placemark Design Studio Inc. ("**Placemark**" or the "**Development Consultant**"), to advance a master planning report (the "**Placemark Report**") in support of the Receiver's development of a sales and marketing strategy;
- e) reviewing and commenting on the draft Placemark Report;
- f) attending to various emails and telephone correspondence with Developments employees to gather information in respect of the historical marketing and sale strategies of the Developments business and other financial information;
- g) directing and coordinating with Developments employees to provide information to Placemark and attending to internal reviews of said documentation;
- h) coordinating and attending meetings with Placemark and Sanovest;
- i) coordinating and attending meetings with Placemark, 599 and Mr. Matthews;
- j) attending regular meetings with Placemark to advance the Placemark Report;
- k) reviewing feedback on the draft Placemark Report from 599 and Mr. Matthews, and coordinating a response to same in consultation with Placemark;

Sales Process

- l) in consultation with the Receiver's legal counsel, Blake Cassels and Graydon LLP ("**Blakes**"), preparing a stalking horse process and indicative timeline and delivery of same to the Shareholders;
- m) in consultation with Blakes, reviewing draft stalking horse bids from, and providing comments to, Sanovest and its legal counsel;
- n) in consultation with Blakes, reviewing draft stalking horse bids from, and providing comments to, 599 and its legal counsel;
- o) soliciting proposals from three (3) brokers in respect of a Sales Process,
- p) completing a review of broker proposals, including coordinating site visits and separate meetings with each broker to discuss their respective proposal and considering the submissions with Shareholders;
- q) attending numerous meetings with Savovest's legal counsel, Fasken Martineau DuMoulin LLP, to discuss Sanovest's stalking horse bid and various matters related to the Receivership Proceedings;
- r) attending numerous meetings with 599's legal counsel, Lawson Lundell LLP, to discuss 599's stalking horse bid and various matters related to the Receivership Proceedings;

- s) holding discussions with, seeking advice and providing directions to Blakes regarding stalking horse bids, brokers, the Placemark Report and other matters to advance a marketing and sales process;

Financial and Accounting

- t) engaging and instructing Ecoasis' accountant, Dale Matheson Carr-Hilton LaBonte LLP to prepare Developments' financial statements, and holding subsequent meetings regarding same;
- u) attending to discussions with Sanovest and 599 regarding Developments' financial statements;
- v) attending to correspondence with the respective counsel to Sanovest and 599 regarding the status of the Hotel Arbitration (as defined in the Resorts Report) hearings;
- w) preparing the Fourth Cash Flow Forecast;
- x) preparing the Receiver's interim statement of cash receipts and disbursements;
- y) reviewing payroll and accounts payable and issuing payments in respect of same;
- z) preparing an analysis in respect of property taxes due and outstanding;
- aa) performing a review of the Petitioner's secured debt and accrued interest calculations;

Administrative

- bb) attending to discussions and meetings with Blakes and seeking advice in respect of various matters;
- cc) attending numerous meetings with 599 and Mr. Matthews, and their legal counsel, to discuss various matters related to the Receivership Proceedings;
- dd) reviewing appraisals and other documents prepared in respect of Developments; and
- ee) responding to creditor inquiries and attending to other ad-hoc enquiries and matters, in consultation with Blakes, as required.

7. The activities set out above and the status of these receivership proceedings are more fully described in the Fifth Report.

Increase to the Borrowing Limit

8. Paragraph 28 of the Receivership Order authorizes and empowers the Receiver to borrow by way of a revolving credit or otherwise, such monies from time to time as the Receiver may consider necessary or desirable, provided that the outstanding principal amount does not exceed \$2.5 million (or such greater amount as this Court may by further Order authorize) at any time, at such rate or rates of interest as the Receiver deems advisable for such period or periods of time as it may arrange, for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by the Receivership Order, including interim expenditures.

9. Paragraph 28 of the Receivership Order further provides that the whole of the Property of the Debtors shall be charged by way of a Receiver's Borrowings Charge as security for the payment of the monies borrowed by the Receiver, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in priority to the Receiver's Charge, the charges as set out in Sections 14.06(7), 81.4(4), and 81.6(2) of the BIA, and the mortgage registered against certain of the Ecoasis Entities' real property in favour of HSBC Trust Company (Canada) under Charge No. CA3393750.

10. As of June 6, 2025, the Receiver's borrowings under paragraph 28 of the Receivership Order totaled \$1.65 million. For the reasons set out in the Receiver's Fifth Report, the Receiver estimates needing to borrow a total of \$6.5 million by September 26, 2025, to fund the exercise of the powers and duties conferred upon the Receiver by the Receivership Order, including the advancement of a sales process and the payment of interim expenditures in connection with operational matters.

11. Given that the Receiver is currently permitted to borrow only up to \$2.5 million, the Receiver seeks an increase of \$4.1 million to the Receiver's Borrowing Charge for a total borrowing limit of \$6.6 million (being the estimated \$6.5 million in borrowings through to September 26, 2025, plus \$100,000). The \$4.1 million increase to the Receiver's current borrowings limit of \$2.5 million will enable the Receiver to fund (a) outstanding property taxes in the amount of approximately \$3.6 million and (b) currently estimated operational costs through to September 26, 2025.

12. The property taxes proposed to be paid from funds to be made available from the increased borrowings include outstanding property taxes, arrears, interest, and penalties (the "**Outstanding Property Taxes**") relating to (a) the properties subject to these Receivership Proceedings for the years 2024 and 2025 totaling \$3.48 million; and (b) Cypress Gates, a development site that is beneficially owned by Bear Mountain Legacy Homes LLP ("**BMLH LLP**"), for the years 2023, 2024 and 2025 and totaling \$86,932. Developments and Gold Tee's Developments Ltd. ("**Gold Tee's**") each have a 50% ownership interest in BMLH LLP.

13. A summary of the Outstanding Property Taxes is tabled below:

Ecoasis Developments LLP et al. Property Tax Summary \$CAD	
Development Lands	
2025 Property Taxes	\$ 1,636,981
Arrears	1,769,384
Delinquent	3,525
Interest	66,279
Total Development Lands	3,476,169
Cypress Gates	
2025 Property Taxes	26,046
Arrears	33,847
Delinquent	24,635
Interest	2,403
Total Cypress Gates	86,932
Total Property Taxes	\$ 3,563,100

14. It is the Receiver's position that payment of the Outstanding Property Taxes is reasonable in the circumstances because: (a) it will prevent a potential land sale by the City of Langford which becomes enforceable following three years of unpaid property taxes; and (b) based on an analysis by the Receiver, the cost of borrowing under the Receiver Borrowings is estimated to be less expensive than the interest and penalties that will continue to accrue and be charged on the Outstanding Property Taxes by the City of Langford and the District of Highlands.

15. The Receiver's borrowings have to date been funded by Sanovest. Sanovest is supportive of the relief sought by the Receiver. Gold Tee's has also confirmed that it is supportive of the Receiver's plans to pay the Outstanding Property Taxes related to Cypress Gates and will fund half of the outstanding amounts due and owing (\$43,466) as representing Gold Tee's' 50% ownership interest.

Part 3: LEGAL BASIS

Activities Approval

16. The Receiver's activities to date in these receivership proceedings are discussed in summary above and set out in detail in the Fifth Report.

17. A receiver, as a court-appointed officer with experience acting in insolvency mandates is entitled to considerable deference. Courts should be reluctant to second-guess the considered business decisions made by a receiver with the benefit of hindsight.

***Royal Bank v. Soundair Corp.*, 1991 CanLII 2727 (ON CA), para. 16**

***Peoples Trust Company v. Censorio Group (Hastings & Carleton) Holdings Ltd.*, 2020 BCSC 1013, at para. 47**

***Chahal v. Chabrra et al*, 2014 ONSC 6770, at para. 23**

18. The Receiver's activities to date have been consistent with its authority under the Receivership Order and with its mandate to facilitate the preservation and realization of the Debtors' assets, to the benefit of their stakeholders.

***Third Eye Capital Corporation v. Ressources Dianor Inc./Dianor Resources Inc.*, 2019 ONCA 508, at para. 73**

19. The approval sought by the Receiver is not a general approval of its activities to-date. Rather, it is the approval of the specific activities taken by the Receiver to-date, all of which are detailed in the Fifth Report. The approval sought by the Receiver is appropriate at this time given the status of these proceedings and the nature of the activities undertaken by the Receiver.

***Target Canada Co (Re)*, 2015 ONSC 7574, at paras. 12 and 23.**

Borrowing Limit Increase

20. This Court is authorized to grant the relief sought on this application by paragraph 28 of the Receivership Order and sections 243(1) and 31(1) of the BIA.

Receivership Order at para. 28

**BIA at s. 243(1) and 31(1)
DGBP-BC Holdings Ltd. v. Third Eye Capital Corporation,
2021 ABCA 226 at para. 20
KEB Hana Bank as Trustee et al. v. Mizrahi Commercial (The
One) LP et al., 2023 ONSC 5881 at paras. 54-55**

21. The relief sought by the Receiver is appropriate as it will allow the Receiver to (a) fund the exercise of the powers and duties conferred upon the Receiver by the Receivership Order, including the advancement of a sales process and the payment of interim expenditures in connection with operational matters; and (b) pay the Outstanding Property Taxes to avoid incurring additional late payment, penalties, and interest while preserving the relevant properties.

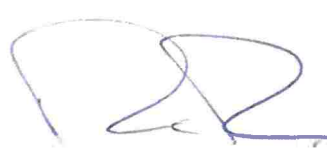
Part 4: MATERIAL TO BE RELIED ON

22. The Receiver relies upon the Receivership Order, the Receiver's Fifth Report to the Court, dated June 17, 2025, and such further material as counsel may advise and this Honourable Court may permit.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this notice of application, you must, within 5 business days after service of this notice of application or, if this application is brought under Rule 9-7, within 8 business days after service of this notice of application,

- (a) file an application response in Form 33,
- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed application response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Date: June 17, 2025



Signature of Peter L. Rubin
Counsel for the Receiver

To be completed by the court only:

Order made

☐ in the terms requested in paragraphs of Part 1 of this notice of application

☐ with the following variations and additional terms:

Date: _____

Signature of ☐ Judge ☐ Associate Judge

APPENDIX

THIS APPLICATION INVOLVES THE FOLLOWING:

- ☐ discovery: comply with demand for documents
- ☐ discovery: production of additional documents
- ☐ extend oral discovery
- ☐ other matter concerning oral discovery
- ☐ amend pleadings
- ☐ add/change parties
- ☐ summary judgment
- ☐ summary trial
- ☐ service
- ☐ mediation
- ☐ adjournments
- ☐ proceedings at trial
- ☐ case plan orders: amend
- ☐ case plan orders: other
- ☐ experts

Schedule "A"

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RESPONDENTS

ORDER MADE AFTER APPLICATION

BEFORE))	
)	THE HONOURABLE JUSTICE WALKER)	June 18, 2025
))	

ON THE APPLICATION of Alvarez & Marsal Canada Inc., in its capacity as Court-appointed receiver (the "**Receiver**") of Ecoasis Developments LLP, Ecoasis Bear Mountain Developments Ltd., 0884185 B.C. Ltd., 0884188 B.C. Ltd., 0884190 B.C. Ltd., 0884194 B.C. Ltd., BM 81/82 Lands Ltd., BM 83 Lands Ltd., BM 84 Lands Ltd., BM Capella Lands Ltd., BM Highlands Golf Course Ltd., BM Highlands Lands Ltd., BM Mountain Golf Course Ltd., certain lands of Bear Mountain Adventures Ltd., and any interests in real property of Ecoasis Resort and Golf LLP, coming on for hearing at Vancouver, British Columbia, on the 18th day of June 2025; AND ON HEARING Peter L. Rubin, counsel for the Receiver, and those other counsel listed on **Schedule "A"** hereto; AND UPON READING the material filed, including the Order of this Court granted on September 18, 2024 (the "**Receivership Order**") and the Receiver's "**Fifth Report**" to the Court, dated June 17, 2025; THIS COURT ORDERS AND DECLARES THAT:

SERVICE

1. The time for service of this Notice of Application and supporting materials is hereby abridged such that the Notice of Application is properly returnable today and service thereof upon any interested party other than those parties on the Service List established in this proceeding is hereby dispensed with.

APPROVAL OF ACTIVITIES

2. The activities of the Receiver, as set out in the Fifth Report, are hereby approved; provided, however, that only the Receiver, in its personal capacity and with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

RECEIVER BORROWINGS

3. Paragraph 28 of the Receivership Order is hereby amended by replacing the existing reference to \$2,500,000 with \$6,600,000 such that, after giving effect to such amendment, paragraph 28 of the Receivership Order shall provide as follows:

The Receiver is authorized and empowered to borrow by way of a revolving credit or otherwise, such monies from time to time as it may consider necessary or desirable, provided that the outstanding principal amount does not exceed \$6,600,000 (or such greater amount as this Court may by further Order authorize) at any time, at such rate or rates of interest as the Receiver deems advisable for such period or periods of time as it may arrange, for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by this Order, including interim expenditures. The whole of the Property shall be and is charged by way of a fixed and specific charge (the "**Receiver's Borrowings Charge**") as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in priority to the Receiver's Charge, the charges as set out in Sections 14.06(7), 81.4(4), and 81.6(2) of the BIA, and the mortgage registered against certain of the Ecoasis Entities' real property in favour of HSBC Trust Company (Canada) under Charge No. CA3393750.

4. Endorsement of this Order by counsel appearing on this application other than counsel for the Receiver is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of Peter L. Rubin
Counsel to the Receiver

BY THE COURT

REGISTRAR IN BANKRUPTCY

Schedule "A"

SCHEDULE "A"

List of Counsel

COUNSEL	PARTY