



FORCE FILED

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 "**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, BC on June 25, 2025 at 10:30 a.m. for the order set out in Part 1 below.

The applicant estimates that the application will take 1 hour.

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

Part 1: ORDER SOUGHT

1. This is an application pursuant to paragraph 40 of the **"Receivership Order"** of this Court granted on September 18, 2024 for advice and directions with respect to whether the reports of the Receiver dated October 25, 2024 (the **"First Report"**), December 2, 2024 (the **"Second Report"**), December 20, 2024 (the **"Third Report"**), April 14, 2025 (the **"Fourth Report"**), and June 5, 2025 (the **"Supplement to the Fourth Report"**), or portions thereof, ought to be filed under seal.

2. The Receiver further seeks such directions as counsel may advise and this Court deems to be just and convenient in the circumstances.

Part 2: FACTUAL BASIS

Background

3. On September 18, 2024, upon the application of Sanovest Holdings Ltd. (**"Sanovest"**), this Court granted the Receivership Order appointing Alvarez & Marsal Canada Inc. as Receiver of:

- (a) certain lands owned by Bear Mountain Adventures Ltd. (**"BMA"**);
- (b) any interests in real property owned by Ecoasis Resort and Golf LLP (**"Resorts"**); and
- (c) all of the assets, undertakings and property of Ecoasis Developments LLP, Ecoasis Bear Mountain Developments Ltd. (**"EBMD"**), 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. and BM Mountain Golf Course Ltd. (collectively, **"Developments"** and, together with BMA and Resorts, the **"Ecoasis Entities"**).

4. The Ecoasis Entities collectively own 28 parcels of land, ranging from undeveloped to fully developed, and operate two golf courses and a golf practice facility, a tennis club, a Pro Shop as well as food and beverage services in a semi-private urban resort community (the **"Bear Mountain Resort"**) which straddles the City of Langford and the District of Highlands on Vancouver Island.

5. Bear Mountain Resort consists of 1,100 acres of land, of which approximately 350 acres of land have been sold to developers over the years and range from undeveloped to fully developed. The remaining approximately 750 acres of land, owned by Developments and Resorts, are used for the Resorts Business (defined below) or are undeveloped to partially developed and have undergone varying stages of sales and marketing over the past 20 years. Approximately 3,000 residents reside at Bear Mountain Resort's approximately 1,600 single-family residences, townhomes and condominiums.

6. The Ecoasis Entities have two primary operations:

- (a) the **"Resorts Business"**, which operates the two golf courses, a driving range and 10,000 square feet of putting greens, indoor/outdoor tennis courts, food and

beverage outlets and the Pro Shop and golf club storage. The Pro Shop, club storage and limited food and beverage offerings are operated out of the Bear Mountain activity center (the “**BMAC**”) facility. The BMAC, which includes a gym and heated outdoor pool and hot tub, is not subject to these Receivership Proceedings and is owned by BMA; and

- (b) the “**Developments Business**”, which is the real estate sales and development arm of the Ecoasis Entities. The Developments Business’s assets include the land from which the Resorts Business operates and all the developable land.

7. Since 2013, the Bear Mountain Resort has been owned and operated by Sanovest, also the secured lender and petitioner in these proceedings, 599315 B.C. Ltd. (“**599**”), and EBMD, through a limited liability partnership known as Ecoasis Developments LLP. Collectively, Sanovest, 599 and EBMD are referred to as the “**Partnership**”. The ownership interests in the Partnership are as follows: Sanovest (49.75%), 599 (49.75%) and EBMD (0.5%). Sanovest and 599 each own 50% of the issued and outstanding shares of EBMD. Mr. Tian Kusumoto is a director of Sanovest and EBMD, as well as the CFO of EBMD. Mr. Daniel Matthews is the director and president of 599 as well as the President, CEO and director of EBMD. Both Mr. Kusumoto and Mr. Matthews are directors of Developments and BMA.

The Delivery of the Reports

8. On October 25, 2024, the Receiver delivered the First 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.

9. On December 2, 2024, the Receiver delivered the Second Report in respect of a marketing and sales process as contemplated by paragraph 6 of the Receivership Order.

10. On December 9, 2024, pursuant to the recommendations made in the First Report, management of Resorts provided to the Receiver their response (the “**Resorts Response**”) to certain matters reported on in the First Report. On December 20, 2024, the Receiver delivered the Third Report to provide a summary of the Resorts Response and the Receiver’s preliminary comments with respect to same.

11. On April 14, 2025 and June 5, 2025, the Receiver delivered the Fourth Report and the Supplement to the Fourth Report, respectively, which provided a status update on, among other things, the Resorts Response and the Receiver’s comments and recommendations related to same.

12. The First Report, the Second Report, the Third Report, the Fourth Report, and the Supplement to the Fourth Report are collectively referred to in this Notice of Application as the “**Reports**”.

The Need for Advice and Directions with Respect to the Reports

13. In furtherance of applications being brought before this Court, Sanovest, 599, or other parties may seek to rely on the Reports.

14. There are differing views as to the confidentiality of the Reports, or parts thereof.
15. Accordingly, the Receiver requests the advice and directions of this Court on whether any of the Reports, or portions of thereof, ought to be filed under seal.

Part 3: LEGAL BASIS

The Test Applicable to the Redactions and/or Sealing of Court Materials

16. In the leading case of *Sierra Club of Canada v. Canada (Minister of Finance)*, the Supreme Court of Canada held that a sealing order may be granted where: (a) such an order is necessary to prevent a serious risk to an important interest, including a commercial interest, in the context of litigation because reasonably alternative measures will not prevent the risk; and (b) the salutary effects of the confidentiality order, including the effects on the right of civil litigants to a fair trial, outweigh its deleterious effects, including the effects on the right to free expression, which includes the public interest in open and accessible court proceedings.

***Sierra Club of Canada v. Canada (Minister of Finance)*, 2002 SCC 41 at para. 53 [*Sierra Club*].**

17. The SCC reaffirmed its decision in *Sierra Club* in *Sherman Estates v. Donovan*. In that decision, the Court confirmed that the “test laid out in *Sierra Club* continues to be an appropriate guide for judicial discretion” and that the structure provided by *Sierra Club* “remains appropriate and should be affirmed.” The Court in *Sherman Estates* did, however, break down the two-part test from *Sierra Club* into three parts to help clarify the prerequisites “without altering its essence”. As clarified, the applicant must establish that: (a) court openness poses a serious risk to an important public interest; (b) the order sought is necessary to prevent this serious risk to the identified interest because reasonably alternative measures will not prevent this risk; and (c) as a matter of proportionality, the benefits of the order outweigh its negative effects.

***Sherman Estates v. Donovan*, 2021 SCC 25 at paras. 38 and 43 [*Sherman Estates*].**

18. In restructuring and liquidation proceedings under Canadian insolvency statutes, courts regularly grant time-bounded sealing orders over commercially sensitive information.

19. This Court has previously sealed reports made by Court-appointed officers containing confidential information related to potential transactions on the basis that disclosure of such information would be prejudicial to stakeholders.

***Walter Energy (Re)*, 2016 BCSC 1746 at paras. 5-10.**

20. Since *Sherman Estates*, the Ontario Court of Justice has confirmed that the protection of the integrity of a sales process and the maximization of recovery within such process is an important public interest that justifies the grant of a limited sealing order.

***Rose-Isli Corp. v. Frame-Tech Structures Ltd.*, 2023 ONSC 832 at paras. 137-141; *Ontario Securities Commission v. Bridging Finance*, 2021 ONSC 4347 at para. 24.**

21. The same principles can be applied to preserve the Receiver's ability to pursue and maximize the recoveries for stakeholders.

22. The Reports contain confidential information with respect to the business and assets of the Debtors, including, but not limited to, information concerning (i) the value of the assets in question; (ii) the sale process to be advanced to effect a value maximizing transaction; (iii) litigation involving the business; (iv) detailed information concerning the Resorts Business; and (v) potential transactions related to the same.

23. The Receiver expects that Sanovest, 599, and/or Mr. Matthews will be making submissions to this Court on these issues.

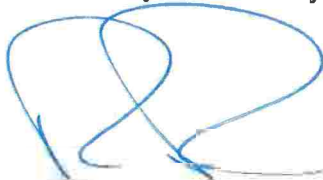
Part 4: MATERIAL TO BE RELIED ON

24. The Receiver relies upon the Receivership Order and other material filed in this proceeding, and such further and other materials as counsel may advise.

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 23, 2025



Signature of Peter 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
- ☐ none of the above