



No. *Court File No. VLC-S-S-258397*
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

DAN BILZERIAN

PETITIONER

AND:

IGNITE INTERNATIONAL BRANDS LTD., INTERNATIONAL
INVESTMENTS, LTD., PAUL BILZERIAN, SCOTT ROHLEDER, GREG
GILPIN-PAYNE, THOMAS BUNKER, GURJINDER DHADWAR also
known as RUPY DHADWAR, RALPH GILPIN-PAYNE, and ROBIN
RODRIGUEZ

RESPONDENTS

PETITION TO THE COURT

ON NOTICE TO:

IGNITE INTERNATIONAL BRANDS,
LTD.
800 - 1070 Douglas Street Victoria BC
V8W 2C4 Canada

INTERNATIONAL INVESTMENTS,
LTD.
858 Zenway Blvd.
Basterre, St. Kitts

PAUL BILZERIAN
858 Zenway Boulevard
Frigate Bay, St. Kitts

SCOTT ROHLEDER
2820 W Fountain Road
Tampa, Florida, 33609 USA

RALPH GILPIN-PAYNE
3308 Towerwood Drive
Farmers' Branch TX 75234-2317 USA

GREG GILPIN-PAYNE
Evergreen Street
McKinnons St John's
Antigua and Barbuda

THOMAS BUNKER
3308 Towerwood Drive
Farmers' Branch TX 75234-2317 USA

ROBIN RODRIGUEZ
3308 Towerwood Drive
Farmers' Branch TX 75234-2317 USA

GURJINDER DHADWAR
3308 Towerwood Drive
Farmers' Branch TX 75234-2317 USA

The address of the registry is: Vancouver Law Courts
800 Smithe Street
Vancouver, British Columbia V6Z 2E1.

- This matter is within the jurisdiction of an associate judge.
 This matter is not within the jurisdiction of an associate judge.

The petitioner estimates that the application will take 2 days.

- This matter is an application for judicial review.
 This matter is not an application for judicial review.

This proceeding has been started by the petitioner for the relief set out in Part 1 below by the persons named as petitioners in the style of proceedings above.

If you intend to respond to this petition, you or your lawyer must

- (a) file a response to petition in Form 67 in the above-named registry of this court within the time for response to petition described below, and
(b) Serve on the petitioner(s)
i. 2 copies of the filed response to petition; and
ii. 2 copies of each filed affidavit on which you intend to rely at the hearing.

Orders, including orders granting the relief claimed, may be made against you, without any further notice to you, if you fail to file the response to petition within the time for response.

Time for response to petition

A response to petition must be filed and served on the petitioner(s)

- (a) if you were served with the petition anywhere in Canada, within 21 days after that service,
- (b) if you were served with the petition anywhere in the United States of America, within 35 days after that service,
- (c) if you were served with the petition anywhere else, within 49 days after that service, or
- (d) if the time for response has been set by order of the court, within that time.

(1)	<p>The ADDRESS FOR SERVICE of the petitioner(s) is:</p> <p style="padding-left: 40px;">c/o Coal Harbour Law 1208 West Pender Street, 3rd Floor Vancouver, British Columbia V6E 2S8.</p> <p style="padding-left: 40px;">Fax number address for service (if any) of the petitioner(s): <u>N/A</u></p> <p style="padding-left: 40px;">E-mail address for service (if any) of the petitioner(s): rrobertson@coalharbourlaw.ca</p>
(2)	<p>The name and office address of the petitioner's(s') lawyer is:</p> <p style="padding-left: 40px;">Russell Robertson Coal Harbour Law 1208 West Pender Street, 3rd Floor Vancouver, British Columbia V6E 2S8</p>

CLAIM OF THE PETITIONER

Part 1: ORDERS SOUGHT

1. A declaration that the affairs of Ignite International Brands Ltd. ("**Ignite**" or the "**Company**") are being or have been conducted in a manner oppressive or unfairly prejudicial to the Petitioner, Dan Bilzerian ("Dan Bilzerian" or the "Petitioner"), contrary to s. 227 of the *Business Corporations Act*, S.B.C. 2002, c. 57 ("**BCA**");

2. A declaration that the Respondents, Scott Rohleder, Greg Gilpin-Payne, Thomas Bunker, Gurjinder Dhadwar, also known as “Rupy” Dhadwar, Robin Rodriguez, and Ralph Gilpin-Payne (“**Oppressing Respondents**”) are or have been exercising their powers as a director and officers of Ignite in a manner that is oppressive and unfairly prejudicial to the Petitioner pursuant to s. 227 of the BCA.
3. A declaration that the Petitioner’s removal and termination from Ignite’s board of directors from on June 3, 2024, was not valid and is of no force and effect.
4. A declaration that the resolution passed by Ignite Shareholders at the Annual General Meeting held on July 11, 2024, was not a valid resolution and is of no force and effect.
5. A declaration that the resolution passed by Ignite Shareholders at the Annual General Meeting held on December 19, 2024, was not a valid resolution and is of no force and effect.
6. In the alternative, a declaration that it is just and equitable to order that the Company be liquidated and dissolved on the basis the Petitioner has lost confidence in its administration and management, entitling the Petitioner to relief pursuant to s. 324 of the BCA.
7. Orders prohibiting and remedying the oppressive and unfairly prejudicial conduct, or, in the alternative, the Petitioner's loss of confidence, pursuant to s. 227(3) of the BCA as follows:
 - a. An interlocutory and final order that Ignite be directed to:
 - i. Retain and appoint a licensed Certified General Accountant or Chartered Accountant in good standing within 14 days of this order for the purposes of preparing audited financial statements (the "Auditor") and to hold office until the next annual reference date as defined in s. 204 of the BCA;

- ii. Notify all parties of the name and contact information of the Auditor;
 - iii. Direct the Auditor to prepare audited financial statements for financial years ending 2022 through 2025;
 - iv. Disclose to the Auditor any and all documents, records, invoices, work orders, credit card statements, bank statements, or receipts of any nature or kind which the Auditor, in his/her/its reasonable direction, may require to prepare the audited financial statements;
 - v. Direct the Auditor to distribute the completed audited financial statements directly to the registered shareholders of Ignite; and
 - vi. Provide a copy of this order to the Auditor.
- b. An interlocutory and final order appointing an Inspector pursuant to ss. 248 and 251 of the BCA to investigate the financial affairs and auditing the registered shareholdings and convertible debt of the Corporate Respondents from January 1, 2021, to present and to report to the Court, *inter alia*:
 - c. An interlocutory and final order requiring the Respondents to provide the Petitioner with full and complete access to financial books and records of Ignite;
 - d. An interlocutory injunction restraining the Respondents and their respective agents, officers, and employees, until further Court order or written consent of the parties, from causing Ignite to conduct any transactions outside the normal course of its business, until resolution of the within proceeding or further order of the court;
 - e. An order restraining any director or shareholder of Ignite from further altering the composition of the board of directors and officers at Ignite until resolution of the within proceeding or further order of the court;

- f. an order directing Ignite, or in the further alternative, International Investments Ltd., to purchase the shares registered in the name of the Petitioner at a value to be fixed by a Chartered Business Valuator to be appointed by the court, whose costs shall be borne solely by the Oppressing Respondents;
 - g. in the alternative to (f), orders to supervise orderly liquidation and dissolution of the Company pursuant to s. 324 of the BCA;
8. An order that the Respondents, jointly and severally, pay the Petitioner his assessed party and party costs of this proceeding; and
 9. Such further and other relief as this Honourable Court deems just.

Part 2: FACTUAL BASIS

Overview

1. The petitioner, Dan Bilzerian (“**Dan**”), is a businessman and celebrity, with an address for service in this proceeding of c/o 1208 West Pender Street, 3rd Floor, Vancouver, British Columbia V6E 2S8.
2. The Company is a BC corporation, incorporated under and subject to the BCA.
3. The Company is a lifestyle brand selling disposable vapes, spirits, and apparel under the "Ignite" brand, which was founded by the Petitioner in 2017. Through to 2024, the Company used the Petitioner’s name, image and likeness in all of its marketing campaigns such that the Company and the Petitioner’s name and image became synonymous.

The 1st Affidavit of Dan Brandon Bilzerian (“D.B.”), Exhibit A (see paras. 3 and 13); and Exhibit D (see paras.4 to 6).

4. The Petitioner is the largest single shareholder in the Company holding approximately 46.5% of the votes.

D.B., Exhibit B (see paras. 6 to 7); and Exhibit G (see paras. 45).

5. This petition concerns the Petitioner's unlawful ouster from the Company in June 2024, and subsequent oppressive conduct which has unfairly infringed the Petitioner's reasonable expectations, breached the Company's articles and a violated a shareholder agreement.
6. The Respondent, International Investments Ltd. is a St. Kitts and Nevis company owned and controlled by the Petitioner's father, the Respondent, Paul Bilzerian. International Investments Ltd. is the second largest shareholder in the Company, owning approximately 21.0% of the votes.

D.B., Exhibit A (see para. 19); and Exhibit B (see para 6. and Exhibit A); and
Exhibit G (see page 3 of Exhibit B).

7. The remaining individual Respondents are current or former members of the board of directors of the Company.

D.B., Exhibit A (see paras. 20 to 27).

8. By reason of the factual and legal basis described below, the Petitioner rightfully seeks the relief in Part 1 of this Petition.

History of the Company

9. The Company was incorporated on February 25, 1985, as Info-Stop Communications Inc.

D.B., Exhibit A (see para. 5 and Exhibit A).

10. After its incorporation, the Company became a junior mineral exploration company focused on gold projects in B.C.

D.B., Exhibit A (see para. 7(a)).

11. From 1991 to 1999, the Company was listed on the Vancouver Stock Exchange and, in August 2013, it became listed on the TSX Venture exchange (the "TSX") under the trading symbol "ALQ".

D.B., Exhibit A (see para. 7(b)).

12. On September 19, 2016, the Company voluntarily delisted from the TSX and became listed on the Canadian Securities Exchange ("CSE") under the same trading symbol.

D.B., Exhibit A (see para. 7(c)).

13. Up until the consummation of the transaction explained below, the "Ignite" brand, including the related intellectual property, were controlled by Vulcan Enterprises Ltd. ("**Vulcan**"), a company in which the Petitioner was a majority shareholder.

D.B., Exhibit A (see para. 3).

14. On August 25, 2017, trading of the Company's shares was halted as the Company made an application to the CSE of its intention to change its business focus from being a mineral resource exploration company to an investment company seeking investment opportunities in the global cannabis sector.

D.B., Exhibit A (see para. 7(d)).

15. On December 21, 2017, the Company announced it had entered into a binding agreement letter of intent with Vulcan to acquire certain intellectual property rights for use of the name, approved photographs, approved images, voice, and approved likenesses of Dan Bilzerian exclusively within the cannabis industry worldwide (collectively, "**Licensed IP**"), which included cannabis brand logos or related marks, including "Burn by Bilzerian" and "Ignite by Bilzerian".

D.B., Exhibit A (see para. 7(e)).

16. In 2018, the Company announced a multi-step reverse take-over transaction with Vulcan, which had changed its name to Ignite International. Ltd. ("**Ignite US**"), and two of its shareholders, including the Petitioner (the "**RTO**").

D.B., Exhibit A (see para. 8).

17. On October 30, 2018, the Company changed its name to Green Axis Capital Corp. and changed its stock symbol to "BILZ".

D.B., Exhibit A (see para. 9).

18. Further to the RTO, on January 2, 2019, the Company replaced its board of directors, and, among other appointments, the Petitioner was appointed as a director, Chairman, and CEO.

D.B., Exhibit A (see para. 10).

19. The Petitioner remained a director and Chairman of the Company from that date until the events of June to December 2024 which are referred to in greater detail below.

D.B., Exhibit A (see para. 11 and Exhibit E).

20. On January 10, 2019, the Company changed its name to Ignite International Brands, Ltd.

D.B., Exhibit A (see para. 12).

21. On May 30, 2019, the Company completed the RTO by, inter alia, acquiring all shares of and combining with Ignite US, Ignite International Brands, Ltd., 1203238 B.C. Ltd., and 1203243 B.C. Ltd. It thus changed its business focus from being an investment company to being a vertically integrated company operating in the cannabis industry.

D.B., Exhibit A (see para. 14).

22. On August 24, 2022, at a special meeting of the shareholders, the shareholders approved a going private transaction and set the number of directors to five (5). Mr. Bilzerian remained a director and Chairman of the Company. The going private transaction was completed by August 29, 2022.

D.B., Exhibit A (see para. 15).

23. Since the RTO the Company, now named Ignite, has become synonymous with the brand “Ignite” founded by the Petitioner.

D.B., Exhibit A (see para. 13).

24. The brand “Ignite” uses the Petitioner’s name, likeness, personality and life story.

D.B., Exhibit E (see para. 10).

25. For years now, the Petitioner has been the public face of the Company and the basis for all of the Company’s marketing campaigns.

D.B., Exhibit E (see paras. 11 and 12).

26. At all material times prior to June 2024, the Petitioner has been involved in the management of the Company by being an executive (at times the CEO) and a director.

D.B., Exhibit C (see para. 4); and Exhibit E (see paras. 7, 8 and 38).

27. As of December 29, 2023, the directors of the Company were the Petitioner, Greg Gilpin-Payne, Ralph Gilpin-Payne, Thomas Bunker, Robin Rodriguez, and Lester Lee. Scott Rohleder was the Company’s CEO.

D.B., Exhibit A (see para. 17).

The Petitioner’s Shares in the Company

28. While the Company has existed as a corporate entity since 1985, its history for the purposes of this Petition and assessing the parties’ reasonable expectations as

shareholders dates back to the RTO that was announced in 2018, completed in 2019 and when it changed its name to that of the brand “Ignite”. The Petitioner was the founder and Vulcan, and following the RTO became, and has remained a significant shareholder of the Company.

D.B., Exhibit A (see para. 3); and Exhibit G (see para. 45).

29. The Company now has two classes of shares:

- a. Subordinate Voting Shares (“SVS”), which among other special rights and restrictions as set out in the Articles, entitle the holder to one vote per SVS held; and
- b. Proportionate Voting Shares (“PVS”), which among other special rights and restrictions as set out in the Articles, are convertible into SVS at a ratio of 1 PVS : 200 SVS, and entitle the holder to vote in accordance with the number of SVS that their PVS could at any time be converted into;

D.B., Exhibit A (see page 50 to 59 of Exhibit B).

30. As of December 29, 2023, the Petitioner held 733,625 PVS, which are equivalent to 146,725,000 SVS, and for the purposes of voting at shareholder meetings, 46.39%.

D.B., Exhibit A (see Exhibit J and K).

31. The Petitioner is the largest single shareholder of the Company.

D.B., Exhibit B (see para. 6 and Exhibit A).

Other shareholder – International Investments Ltd. (Paul Bilzerian)

32. As set out in the cap table, the second largest individual shareholder, and the only other holder of PVS shares is the Respondent, International Investments Ltd., which holds 250,000 PVS and 16,410,392 SVS.

D.B., Exhibit B (see para. 6 and Exhibit A).

33. International Investments Ltd. is truthfully owned by the Petitioner's father, Paul Bilzerian. However, due to Paul Bilzerian's desire to avoid US authorities, judgments and indictments, International Investments Ltd.'s registered owner and director is Greg Gilpin-Payne. Scott Rohleder and Mr. Gilpin-Payne execute Paul Bilzerian's instructions as they relate to International Investments Ltd. and the Company.

D.B., Exhibit G (see Exhibit B).

34. Scott Rohleder is the long-time accountant and proxy holder for Paul Bilzerian. Mr. Rohleder has had several roles with the Company at Paul Bilzerian's direction.

D.B. Exhibit G (see para. 6 and Exhibit B and C).

35. Paul Bilzerian is a convicted felon in the US. In 1989 he was convicted of securities fraud in the US District Court for the Southern District of New York and sentenced to prison. In 1993, the United States Securities and Exchange Commission (the "SEC") obtained civil judgments against Paul Bilzerian for his fraudulent activities.

D.B., Exhibit G (see para. 7, Exhibit B).

36. In 2001, due to Paul Bilzerian's filing of a multiplicity of vexatious lawsuits in multiple courts, the United States District Court for the District of Columbia issued an injunction enjoining Paul Bilzerian as well as his attorneys and associates from commencing or causing the commencement of and legal proceedings in any court other than the United States District Court for the District of Columbia unless he first obtained the leave of that court to do so (the "**2001 Injunction**"). In 2009, the United States District Court for the District of Columbia held Paul Bilzerian and certain other corporate entities (including International Investments Ltd.) in civil contempt of the 2001 Injunction.

D.B., Exhibit G (see para. 7 to 10, and Exhibits A and C); and Exhibit I (see paras. 30 and 31, and Exhibit F).

The Petitioner's role with the Company

37. The Petitioner has been involved with the Company since 2017. He brought about:

- a. The change of business focus from mineral exploration to the cannabis/nicotine sector that the Company announced in August 2017, and;
- b. The RTO implemented by the Company in 2018 which completed in 2019.

D.B., Exhibit G (see para. 3).

38. Since 2018, the Petitioner's personal brand "Ignite", as well as the Petitioner's name, likeness, personality, and life story, have been the essence of the Company's business, and he has been the public face of the Company. The Petitioner allowed the Company to use his name, likeness, image, signature, and distinctive marks on a good faith basis – at no cost to the Company – for the purpose of marketing the Company's products and driving the Company's sales and growth.

D.B., Exhibit G (see para. 4).

39. Until the fall of 2023, the Petitioner served as the "nominal" CEO of the Company. The Petitioner was not directly involved in the Company's operations except for product development and marketing.

D.B., Exhibit G (see para. 5).

40. The Petitioner's father, Paul Bilzerian, has always exercised de facto control over the Company through his proxies and agents. Paul Bilzerian frequently appointed and replaced the Company's CEOs and general counsel. As of December 2023, the Company's de facto CEO of the Company was Scott Rohleder.

D.B., Exhibit G (see para. 6).

41. Scott Rohleder resigned in 2025 in light of the US indictment.

D.B., Exhibit G (see para. 30 of Exhibit H).

The Shareholder Agreement of December 29, 2023

42. During the fall of 2023, the Petitioner along with the other directors of the Company and its CEO agreed to market the Company for sale to an outside buyer.

D.B., at para. 3.

43. On December 29, 2023, the Petitioner entered into a written agreement with the Respondent, Greg Gilpin-Payne, purporting to represent certain shareholders of the Company said to be majority shareholders holding in the aggregate 164,958,753 shares of the Company which included the following terms:

- a. promptly after the execution of the Agreement, all of the directors of the Company, other than the Petitioner, would resign as directors;
- b. an AGM would be held on January 18, 2024, the number of directors would be set at one, and the Petitioner would be the sole nominee;

(“December 2023 Shareholder Agreement”)

D.B., Exhibit A (see Exhibit J).

44. On January 17, 2024, in accordance with the December 2023 Shareholder Agreement, Greg Gilpin-Payne, Ralph Gilpin-Payne, Mr. Bunker, Mr. Rodriguez, and Mr. Lee ceased being directors of the Company, and the Petitioner became the sole director and Chairman of the Company.

D.B., Exhibit A (see paras. 20 and 21).

Unlawful Corporate Raid of June 2024

45. On June 1, 2024, in a letter written on the letterhead of International Investments Ltd. and signed by Greg Gilpin-Payne, purporting to write on behalf of certain

Ignite shareholders "representing" 51.8% of the shares of the Company, Greg Gilpin-Payne demanded that the Petitioner resign as the Company's director and Chairman by June 3, 2024 (the "**Resignation Demand**").

D.B., Exhibit A (see para. 22).

46. The Petitioner did not agree to resign.

D.B., Exhibit A (see para. 23).

47. The Petitioner did not agree that the Resignation Demand was truthfully written on behalf of shareholders "representing" 51.8% of the shares of the Company.

D.B., Exhibit A (see para. 24).

48. After the Petitioner refused to resign, Greg Gilpin-Payne sent the Petitioner a letter on June 3, 2024, again purporting to write "*based on the authority and consent provided to [him] by the majority of Ignite shareholders ... representing 51.8% of the shares*" of the Company, claimed to "terminate" the Petitioner as the director and Chairman of the Company (the "**Purported Termination**"), and asserted that a "*new Board of Directors is being formed which will be announced shortly.*"

D.B., Exhibit A (see para. 25).

49. On June 4, 2024, the Petitioner's legal counsel, Norton Rose Fulbright Canada, LLP ("**Norton Rose**"), sent a letter to International Investments Ltd. confirming that the Purported Termination was not compliant with applicable law and therefore of no force and effect, and warned that no further steps should be taken that would undermine Mr. Bilzerian in his position as director and Chairman, including communications with employees of the Company.

D.B., Exhibit A (see para. 27).

50. Notwithstanding the letter and warning from Norton Rose, International Investments Ltd. continued with its moves to oust the Petitioner with no regard for corporate laws or the Petitioner's reasonable expectations.

D.B., Exhibit A (see para. 28).

51. On or about June 7, 2024 the Petitioner became aware of an internal news release distributed by Mr. Rohleder to the employees of the company, titled "Ignite Announces Appointment of Directors", wherein it was asserted that the Mr. Rohleder, Mr. Gilpin-Payne, Mr. Bunker, Mr. Rodriguez, and Ralph Gilpin-Payne had been appointed as the directors of the Company (the "**Purported Appointment**"), and described the Petitioner as a "former director".

D.B., Exhibit A (see paras. 29 and 30).

52. On June 21, 2024, Mr. Rohleder sent an email, purportedly to the Company's shareholders, attaching a "Notice of Annual General Meeting" purporting to schedule an AGM of the Company for July 11, 2024, at 6 PM EST "by order of the board of directors".

D.B., Exhibit A (see para. 32).

53. The purported AGM Notice, and the delivery of same, did not comply with the BCA and the Articles.

D.B., Exhibit A (see para. 33).

54. Correspondence between the parties continued over the course of the summer of 2024, but the Petitioner was not reinstated.

D.B., Exhibit A (see paras. 33 to 37).

The Purported AGM of December 19, 2024

55. Pursuant to a court order made in the “Bilzerian Petition”, described below in the section titled “Related Proceedings”, the Company’s putative directors following the events of June 2024 were ordered to hold an AGM before December 20, 2024.

The 1st Affidavit of Joshua Chua (“J.C”), Exhibit G.

56. The Respondent, Rupy Dhadwar, who became the Company’s CEO following June 2024, has deposed in the Bilzerian Petition that the AGM occurred on December 19, 2024. Mr. Dhadwar also deposes that several notices of the AGM were sent to the Petitioner, and he attached those notices to his affidavits.

J.C., Exhibits N and O.

57. Although no location for the AGM is stated in the notices it appears that the AGM was to take place electronically over MS Teams. Mr. Dhadwar claims the Petitioner failed to respond to the notices and as such was not a participant in the AGM, at which an uncontested slate of directors, including Mr. Dhadwar, was appointed.

58. The Petitioner was never sent a link to the MS Teams meeting and thus was not able to attend this AGM or vote his shares.

D.B., Exhibit G (see para. 18).

Related Court Proceedings

59. A number of court proceedings have been initiated following the corporate raid of June 2024 and the Petitioner’s unlawful ouster from Ignite.

The Ignite Petition (S-244508)

60. On July 8, 2024, the Petitioner initiated and filed a petition on behalf of Ignite which sought declarations that would set aside Purported Termination of the

Petitioner, and the Purported Appointment of the new directors, and reinstate the Petitioner as the sole director of Ignite (the “**Ignite Petition**”).

J.C., Exhibit A.

61. The Ignite Petition was never heard.

The Bilzerian Petition (S-245663)

62. The Ignite Petition was effectively overtaken or replaced by a new petition filed on August 19, 2024, by the Petitioner in his own name (the “**Bilzerian Petition**”). The relief sought in the Bilzerian Petition was nearly identical to the relief originally sought in the Ignite Petition.

J.C., Exhibit B

63. The primary purpose of the Bilzerian Petition was to have the petitioner reinstated on the Company’s board.

64. The Bilzerian Petition did not seek oppression declarations or remedies pursuant to s. 227 of the BCA.

65. The Respondent’s lawyers refused to accept service of the Bilzerian Petition which prevented any substantive relief. Instead, the respondents to the Bilzerian Petition (similar to the Respondents herein) and represented by multiple counsel, filed a flurry of applications in October of 2024 which sought broad injunctive orders against the Petitioner.

J.C., Exhibits C, D, E, and F.

66. On October 30, 2024, Justice Tammen delivered his reasons wherein the application for broad injunctive relief against the Petitioner was dismissed, but an order was made requiring the Petitioner to turn over “social media” accounts or passwords to the Company. Foremost among these social media accounts was the Instagram account @Ignite, the control of which had become a focal point of the dispute between the parties.

J.C., Exhibit G.

67. While Justice Tammen did not hear or make any ruling on the substance of petition itself he commented (para 5) that there was “*little doubt*” that the Petitioner’s removal in June 2024 “*was not in keeping with the corporate articles*”. As a result, and as a further interim measure, Justice Tammen ordered the Company to hold a proper AGM for the purpose of letting the votes of the respective factions play out, along with those of the other unrepresented shareholders (para 18). The AGM was ordered to occur before December 20, 2024.

D.B., Exhibit E (see Exhibit G).

68. The parties to the Bilzerian Petition continued to dispute the transfer of the Petitioner’s @Ignite Instagram account, and on February 11, 2025, Justice Tammen made an order finding the Petitioner in contempt for failing to comply with the previous order. The Petitioner claimed he faced technical difficulties in transferring ownership of the account. In any event, the Petitioner was subsequently purged his contempt, and the @Ignite Instagram account is in the possession of the Company. The Petitioner has been fined and ordered to pay costs. All fines and costs awards have been paid.

D.B., Exhibit H (see paras. 3 to 8); and Exhibit I (see paras. 7 and 8)

69. The substance of the Bilzerian Petition was never heard, and on May 29, 2025, the Petitioner discontinued his claims therein.

J.C., Exhibit H.

The Ignite Anti-Competition Action (S-251196)

70. On February 14, 2025, the Respondents reformulated their previous attempt in the Bilzerian Petition to get broad injunctive orders against the Petitioner, and filed an action by Company against the Petitioner (the “**Ignite Action**”).

J.C., Exhibit I.

71. The Ignite Action claimed that the Petitioner's fiduciary duties continued beyond the date that he was removed as a director, and he had breached those fiduciary duties by, *inter alia*, launching a competing business under the name "Sex Addict" vapes in the Fall of 2024 while simultaneously pressing in the Bilzerian Petition for his reinstatement with the Company.
72. The Company brought an application for an injunction, and on March 27, 2025, granted an interim order of Justice Latimer prohibiting the Petitioner from:
- a. contacting Ignite's manufacturers or distributors, or retailers of vape products;
 - b. lending his name or likeness to the marketing of vape products other than Ignite's products;
 - c. permitting SAVH LLC (the incorporated entity of "Sex Addict") to manufacture, distribute, market or sell or transfer vape products;
 - d. using or distributing images paid for or used by Ignite; and,
 - e. promoting vape products other than those marketed by Ignite.

The ("Non-Compete Injunction")

J.C., Exhibit J.

73. It had been an issue of significance for Justice Latimer that the Petitioner had launched a competing business while trying to be reinstated with the Company. His efforts to be reinstated prolonged or heightened or aggravated the potential breach of fiduciary duties (Latimer RFJ of March 27, 2025, at paras 62 – 69).
74. Further to this string of defeats, the Petitioner decided to give up on his efforts to be reinstated and filed a Notice of Discontinuance in the Bilzerian Petition. In May 2025 he brought an application to end the Non-Competition Injunction on the

basis that he was no longer seeking reinstatement, and that his fiduciary duties to the Company had come to an end.

J.C., Exhibit K.

75. On August 6, 2025, Justice Latimer issued her ruling declining to vary or terminate the Non-Competition Injunction (Latimer RFJ of August 8, 2025).

76. Trial in the Ignite Action has been scheduled for January 2027.

J.C., Exhibit L.

77. As a result of these related proceedings, the Petitioner has not had any court rule on the lawfulness of the events of June 2024, and notwithstanding that those events were wrongful, the Petitioner has been excluded from the Company, prevented from voting his shares at two AGMs, prevented from selling his shares, and since March 2025 is prevented from earning a living in his chosen field of business because of the Non-Competition Injunction.

D.B., Exhibit F (see paras. 41 to 48, 74 to 76); Exhibit G (see paras. 21 to 49).

Recent US Indictments and Contempt Findings against Respondents

78. On January 24, 2025, a Judge of the United States District Court for the District of Columbia confirmed that the 2001 Injunction continues to have force outside the territorial limits of the United States and held that Paul Bilzerian was again in contempt of the 2001 Injunction for a lawsuit Paul Bilzerian in St. Kitts that Paul had been involved with.

D.B., Exhibit E (see para. 54).

79. On September 26, 2024, Paul Bilzerian, Scott Rohleder, and the Company were indicted by the United States in the U.S. District Court of the Central District of California on federal charges.

D.B., Exhibit G (see para. 9 and Exhibit B).

80. On September 27, 2024, Paul Bilzerian, Scott Rohleder, the Company, International Investments Ltd., and a few other individuals were sued by the SEC in the United States District Court for the Southern District of New York.

D.B., Exhibit G (see para. 10 and Exhibit C).

81. Scott Rohleder announced his resignation from the Board of the Company in 2025 and believes the US Authorities are “misguided”.

J.C., Exhibit M.

82. Paul Bilzerian continues to flee from US authorities but continues to operate from various tax heaven jurisdictions through surrogates.

D.B., Exhibit I (see Exhibit F).

Threat of Dilution

83. The Petitioner is concerned that the Respondents in control of the Company have or may be planning to issue new shares of the Company for the purpose of diluting the Petitioner’s share percentage and voting power.

D.B., at para. 31.

84. The Petitioner has sent multiple letters to the Company and the Respondent’s lawyers seeking a copy of the Central Securities Register which he is entitled to pursuant to s. 46 of the BCA, and as of the time of this Petition filing he has not received that documentation.

D.B., at paras. 32 to 36.

Failure to provide Audited Financial Statements

85. Despite numerous requests by the Petitioner, the Company has not produced audited financial statements for past two years despite the requirement to provide same in the BCA.

D.B., para. 36 and 37.

Part 3: LEGAL BASIS

86. The Petitioner relies upon ss. 227 and 324 of the BCA.

Oppression

87. In *BCE Inc. v. 1976 Debentureholders*, 2008 SCC 69, the Supreme Court of Canada extensively discussed the shareholders' oppression remedy. The Court affirmed that such claims give courts a "broad, equitable jurisdiction to enforce not just what is legal but what is fair" and explained that the determination of what is fair is fact-specific, contextual, and guided by "the reasonable expectations of the stakeholders in the context and in regard to the relationships at play" (paras. 58-59, 62). The Court set out a two-step approach to be taken to claims of shareholder oppression:

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

88. "Oppression" carries the sense of conduct that is coercive and abusive, and suggests bad faith. "Unfair prejudice may admit of a less culpable state of mind that nevertheless was unfair consequences. Finally, "unfair disregard" of interests extends the remedy to ignoring an interest as being of no importance or contrary to the shareholders' reasonable expectations.

BCE at para 67

89. The Petitioner had the following reasonable expectations:

- a. that he would be treated fairly;
- b. that the December 2023 Shareholder Agreement would be followed;

- c. that as long as the Company wished to make use of his name, image, likeness and persona, he would have a role in the executive or management of the Company and a seat on the Company's board of directors;
 - d. that the Company would abide by its Articles and the BCA;
 - e. that he would be entitled to participate fully in an Annual General Meeting and that any significant matter relating to the business of the Company would be voted on fairly in accordance with its Articles;
 - f. that his shareholdings would not be diluted by the issuance of new shares except in instances where there legitimate corporate reason for the new issuance, and provided the Petitioner were given an opportunity to subscribe; and
 - g. that if the Company wished to fairly remove him from management and the board of directors, that it would cease making use of his name, image, likeness and persona in its marketing campaigns, and that his shares would be redeemed or purchased for fair market value;
90. The corporate raid of June 2024 was a violation of the Company's Articles.
91. The Articles of the Company include the following material provisions:
- a. The majority of votes required for the Company to pass a special resolution at a general meeting of shareholders is two-thirds (66.66%) of the votes cast (Articles 1.1 and 11.2);
 - b. A director ceases to be a director when the term of office of the director expires, the director dies, the director resigns as a director, or the director is removed from office before the expiration of the director's term of office (i) by the Company by a special resolution, or (ii) by the directors if the director is convicted of an indictable offence, or the director ceases to be

- qualified to act as a director of a company and does not promptly resign (Articles 14.9 - 14.11);
- c. Only directors nominated at an annual general meeting ("AGM") or a special general meeting ("SGM") in accordance with the detailed procedures set out in Article 14.12 may be elected as directors:
 - d. The number of directors of the Company is the most recently set by a director's resolution or the number of directors in office, and shareholders may only elect or appoint directors needed to fill vacancies up to that number (Articles 13.1, 13.2 and 14.4, 14.7 and 14.8);
 - e. The directors must, subject to the BCA and the Articles, manage or supervise the management of the business and affairs of the Company and have the authority to exercise all such powers of the Company as are not, by the BCA or by the Articles, required to be exercised by the shareholders of the Company (Article 16.1);
 - f. directors may, from time to time, appoint and terminate officers at any time, as well as determine and revoke functions duties, and powers of an officer (Articles 20.1 and 20.2).

D.B., Exhibit B (see Exhibit A).

- 92. The Petitioner was treated unfairly and the actions of the Respondents in June 2024 unfairly infringed or violated the Petitioner's reasonable expectations and constituted a breach and repudiation of the December 2023 Shareholder Agreement.
- 93. The Respondents ousted the Petitioner notwithstanding that they had no intention of ceasing to make use of his name, image, likeness, and persona, for their own benefit.

94. The online AGM which occurred on December 19, 2024, pursuant to the Court Order of Justice Tammen did not remedy the corporate raid of June 2024, because in particular the primary purpose of the AGM was to have the Petitioner vote. That did not occur.
95. The Petitioner's initial attempts to have himself reinstated on the Company's board of directors were unsuccessful, and the Petitioner no longer seeks this remedy in any other proceeding, nor does he seek that remedy in this proceeding pursuant to s. 227(3) of the BCA.
96. Since his ouster in June 2024, the Company has been primarily run and directed by Paul Bilzerian and Scott Rohleder who have been indicted U.S. District Court of the Central District of California leading to the Company itself being indicted and now sued by the SEC.
97. Paul Bilzerian remains in contempt of the United States District Court for the District of Columbia.
98. The Petitioner seeks the remedies pursuant to s. 227(3) of the BCA set out in Part 1 above.
99. Further unfair infringements or violations of the Petitioner's reasonable expectations include:
 - a. the Respondents refusal to provide audited financial statements;
 - b. the Respondents putative or suspected efforts to minimize or dilute the Petitioner's voting power by issuing new shares.
100. The obligation to provide financial statements to their shareholders is a clear and mandatory duty pursuant to s. 204 of the BCA. Every shareholder has a right to receive those statements unless all shareholders agree to waive this duty.
101. Dilution is not automatically oppressive. However, where dilution is executed without proper notice, without offering the minority a fair chance to participate,

or for the purpose of conferring a benefit on certain shareholders to the detriment of others, it will be considered oppressive.

Just and Equitable Jurisdiction

102. Whether or not the court finds oppression or unfair prejudice under s. 227, the court may nevertheless, if it is "just and equitable", make an order pursuant to s. 324 that a company be liquidated and dissolved, or make any order under s. 227(3) it considers appropriate:

Boffo Family Holdings Ltd. v. Garden Construction Ltd., 2011 BCSC 1246 at para. 119;
Baker v. Hanlon, 2019 BCSC 1185, paras 9 - 12

103. The words "just and equitable" in s. 324 of the BCA confer a broad discretion on the court:

Boffo at para. 120

104. The just and equitable test represents a lower threshold than that under the oppression remedy in s. 227 of the BCA. Section 324 gives the court the power to fashion a remedy that is just and equitable even where the conduct falls short of oppressive or unfairly prejudicial:

Boffo at para. 121; *Samra v. Bel-Air Taxi Ltd.*, 2009 BCSC 548 at para. 92; *Golden Pheasant Holding Corp. v. Synergy Corporate Management Ltd.*, 2011 BCSC 173 at para. 56.

105. Circumstances in which the court has exercised its jurisdiction under the just and equitable ground include situations where there is a justifiable lack of confidence among the members, the parties are in deadlock, or where a partnership analogy applies:

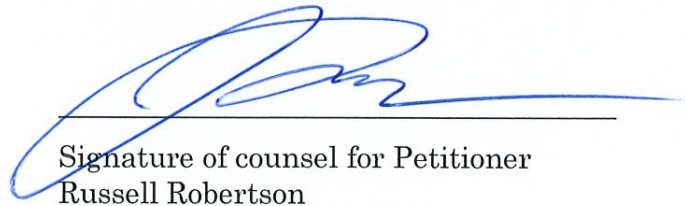
Boffo Family Holdings at para. 122; *Palmieri v. A.C. Paving Co.* 1999 48 B.L.R. (2d) 130 (B.C. S.C.) at paras. 26-30.

106. By the actions of June 2024 and the subsequent events, both within and outside BC, the Petitioner has justifiably had a complete loss of faith and confidence in the Respondents.
107. Where, as here, there has been a loss of confidence in the management and administration of a corporation, it is just and equitable to grant an order under s. 324 of the BCA.
108. The remedies sought in Part 1 of this Petition are just and appropriate in the circumstances of this proceeding.

Part 4: MATERIAL TO BE RELIED ON

1. Affidavit #1 of Dan Bilzerian, sworn on November 10, 2025;
2. Affidavit #1 of Joshua Chua, sworn on November 10, 2025; and
3. such further material as counsel may provide with leave of this Honorable Court.

Date: November 10, 2025



Signature of counsel for Petitioner
Russell Robertson

To be completed by the court only:

Order made

in the terms requested in paras. *[number]* of Part 1 of this notice of application.

with the following variations and additional terms:

Date: *[month, day, year]*. _____

Signature of

Judge Associate Judge