

**SUPREME COURT OF NOVA SCOTIA**  
**Citation:** Jeffrie v. Hendriksen, 2013 NSSC 50

**Date:** 20130226  
**Docket:** Hfx No. 346079  
**Registry:** Halifax

**Between:**

Roderick Jeffrie

Applicant

v.

Anthony Hendriksen, Inland Marine Services Limited  
and Three Ports Fisheries Limited

Respondents

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**LIBRARY HEADING**

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**Judge:** The Honourable Justice Michael J. Wood

**Heard:** July 3, 4, 5, 6, 25, 26 and 27, 2012, in Halifax, Nova Scotia

**Final Written Submissions:** September 14, 2012

**Decision:** February 26, 2013

**Subject:** Evidence - Use of discovery and the rule in *Browne v. Dunn*.

Evidence - Use of prior judicial opinions of witness credibility.

Contracts - Enforceability of verbal agreement to purchase shares.

Corporations - Oppression - Actions that constitute oppressive conduct

**Summary:**

Shareholders in company had a falling out. They had multiple meetings to discuss the purchase of the plaintiff's shares. The parties reached a verbal agreement, but the transaction was not completed. Plaintiff sued for enforcement of the agreement. As an alternative, plaintiff alleged oppressive conduct by failure to provide accurate financial information and consult on business decisions. Plaintiff was president and director of the company

**Issue:**

- (1) Did the parties reach a verbal agreement and, if so, is it enforceable?
- (2) Did the defendants engage in oppressive conduct and, if so, what remedy should be given?

**Result:**

The parties agreed on the essential terms for the purchase of the plaintiff's shares, but this was subject to preparation of a written agreement. The written agreement was never concluded, and so no legally enforceable contract came into existence.

The plaintiff's complaints about lack of financial information and consultation did not amount to oppression. As president, he was entitled to have the information, but took no steps to obtain it.

Application was dismissed.

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