

IN THE SUPREME COURT OF THE STATE OF NEVADA

BRAND CANNA GROWTH PARTNERS,  
INC., A CANADIAN CORPORATION,  
Petitioner,

vs.

THE EIGHTH JUDICIAL DISTRICT  
COURT OF THE STATE OF NEVADA,  
IN AND FOR THE COUNTY OF  
CLARK; AND THE HONORABLE  
MARK R. DENTON, DISTRICT JUDGE,  
Respondents,

and

THE HAZE CORP., A NEVADA  
LIMITED LIABILITY COMPANY; AND  
THE HAZE CORP., AN ONTARIO  
CORPORATION,  
Real Parties in Interest.

No. 87263

**FILED**

NOV 01 2024

ELIZABETH A. BROWN  
CLERK OF SUPREME COURT  
BY   
DEPUTY CLERK

**ORDER GRANTING PETITION**

This original petition for a writ of prohibition challenges a district court order denying a motion to dismiss for lack of personal jurisdiction.

In 2017, petitioner Brand Canna Growth Partners, Inc. (BCGP) and real party in interest The Haze Corporation (Haze Canada), both Canadian corporations, entered into a finder's fee agreement (the "Agreement"). The Agreement provided that if Haze Canada introduced a commercial or acquisition opportunity to BCGP and BCGP entered into the opportunity, BCGP would pay Haze Canada a finder's fee. The Agreement specifically provided that it was governed by the substantive laws of the Province of Ontario.

Haze<sup>1</sup> filed suit against BCGP, and other defendants that are not parties in the current dispute, for several claims centered around its allegation that BCGP breached the Agreement by failing to pay Haze for opportunities introduced by Haze. Except for BCGP, the district court granted each defendant's motion to dismiss for lack of personal justification. BCGP now seeks a writ of prohibition to prevent the district court from exercising personal jurisdiction over it.

BCGP argues that the district court lacks personal jurisdiction because BCGP has no Nevada contacts and did not purposefully avail itself of Nevada. Haze argues that the district court has specific personal jurisdiction because BCGP purposefully availed itself of Nevada by intentionally engaging in business with Haze Nevada and Blackbird.<sup>2</sup>

A writ of prohibition is available to “arrest[ ] the proceedings of any tribunal . . . when such proceedings are without or in excess of the jurisdiction of such tribunal.” NRS 34.320. A writ of prohibition is an extraordinary remedy that is available only “where there is not a plain, speedy and adequate remedy in the ordinary course of law.” NRS 34.330. “No adequate and speedy legal remedy typically exists to correct an invalid exercise of personal jurisdiction.” *Viega GmbH v. Eighth Jud. Dist. Ct.*, 130 Nev. 368, 374, 328 P.3d 1152, 1156 (2014). Because BCBG challenges the

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<sup>1</sup> Respondents were sued by both The Haze Corp., LLC, a Nevada LLC and The Haze Corporation, a Canadian corporation. The former shall be referred to as “Haze Nevada,” and the latter as “Haze Canada.” Both parties shall jointly be referenced as “Haze.”

<sup>2</sup> As both parties have conceded that there are no issues of general jurisdiction, we focus solely on the issue of specific jurisdiction.

district court's ruling regarding personal jurisdiction, we elect to exercise our discretion and entertain this writ petition.

We review a district court's determination of personal jurisdiction de novo. *Fulbright & Jaworski v. Eighth Jud. Dist. Ct.*, 131 Nev. 30, 35, 342 P.3d 997, 1001 (2015). When a nonresident defendant challenges personal jurisdiction, the plaintiff bears the burden of showing that jurisdiction exists. *Trump v. Eighth Jud. Dist. Ct.*, 109 Nev. 687, 692, 857 P.2d 740, 743-44 (1993).

Nevada's long-arm statute states that "[a] court of this state may exercise jurisdiction over a party to a civil action on any basis not inconsistent with the Constitution of this state or the Constitution of the United States." NRS 14.065(1). "The Fourteenth Amendment's Due Process Clause limits a state court's power to exercise jurisdiction over a defendant." *Ford Motor Co. v. Montana Eighth Jud. Dist. Ct.*, 592 U.S. 351, 358 (2021). For a court to exercise specific personal jurisdiction over a nonresident defendant, (1) the defendant must have sufficient minimum contacts with the state forum, (2) the defendant must purposefully avail itself of the privilege of conducting activities within the forum state, (3) a plaintiff's claim must arise out of or relate to the defendant's contacts with the state forum, and (4) the exercise of specific personal jurisdiction cannot offend notions of fair play and substantial justice. *See id.* at 358-59.

Based on the record before us, it is difficult to discern whether BCGP has sufficient minimum contacts with Nevada that gave rise to Haze's claims. However, we need not address this issue as we conclude that the district court's exercise of personal jurisdiction would offend traditional notions of fair play and substantial justice. *Asahi Metal Indus. Co. v. Superior Ct. of Cal., Solano Cnty.*, 480 U.S. 102, 113, (1987).

The Due Process Clause forbids a court from exercising personal jurisdiction “under circumstances that would offend traditional notions of fair play and substantial justice.” *Id.* “Questions involving personal jurisdiction mandate an inquiry into whether it is reasonable to require the defendant to defend the particular suit which is brought there.” *Trump*, 109 Nev. at 701, 857 P.2d at 749 (cleaned up). In determining whether the exercise of personal jurisdiction is reasonable, this court considers:


(1) the burden on the defendant of defending an action in the foreign forum, (2) the forum state’s interest in adjudicating the dispute, (3) the plaintiff’s interest in obtaining convenient and effective relief, (4) the interstate judicial system’s interest in obtaining the most efficient resolution of controversies, and (5) the shared interest of the several States in furthering fundamental substantive social policies.

*Emeterio v. Clint Hurt & Assocs., Inc.*, 114 Nev. 1031, 1036–37, 967 P.2d 432, 436 (1998) (citing *World-Wide Volkswagen Corp. v. Woodson*, 444 U.S. 286, 292 (1980)). In cases involving foreign parties, “[g]reat care and reserve should be exercised when extending our notions of personal jurisdiction into the international field.” *Asahi*, 480 U.S. at 115 (quoting *United States v. First Nat’l City Bank*, 379 U.S. 378, 404 (1965) (Harlan, J., dissenting)).

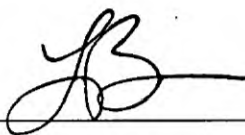
Here, the core issue in the underlying case is a Canadian contract dispute between two Canadian companies. The burden upon BCGP to defend the action in Nevada is great, as it is a Canadian corporation organized in Ontario with a principal place of business in Toronto. Nevada’s interest in the instant case is minimal as neither party is a Nevada corporation. Further, Haze has not demonstrated a compelling

interest in having a Nevada court adjudicate its claims. Additionally, efficiency does not favor the Nevada judiciary exercising personal jurisdiction over Haze as the interpretation of the Agreement will require the application of Canadian law. Finally, there is no shared interest between Canada and Nevada in furthering fundamental substantive social policies surrounding a contract dispute between two Canadian corporations. For these reasons, we conclude that the district court erred when it denied BCGP's motion to dismiss for lack of personal jurisdiction.

We therefore ORDER the petition GRANTED and direct the clerk of this court to issue a writ of prohibition instructing the district court to dismiss BCGP for lack of personal jurisdiction.

  
\_\_\_\_\_, J.  
Herndon

  
\_\_\_\_\_, J.  
Lee

  
\_\_\_\_\_, J.  
Bell

cc: Hon. Mark R. Denton, District Judge  
Howard & Howard Attorneys PLLC  
JK Legal & Consulting, LLC  
Maier Gutierrez & Associates  
Eighth District Court Clerk