

**THE COURT OF QUEEN'S BENCH OF ALBERTA JUDICIAL  
DISTRICT OF CALGARY**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, as amended**

**AND IN THE MATTER OF DARIAN RESOURCES LTD.;**

**AND IN THE MATTER OF BOWVIEW PETROLEUM INC.**

**AFFIDAVIT OF GRANT AULDEN BARTLETT  
(Re: Solicitation Process)**

I, **Grant Aulden Bartlett**, of the City of Calgary, in the Province of Alberta, **MAKE OATH AND SAY AS FOLLOWS:**

1. I am the President and Chief Executive Officer of both Darian Resources Ltd. ("Darian") and Bowview Petroleum Inc. ("Bowview") (collectively referred to as the "Applicants") and, as such, I have personal knowledge of the facts hereinafter deposed to except where stated to be based upon information and belief, in which case I believe the same to be true.
2. All capitalized terms not defined herein shall take the meaning given to them in the order granted in these proceedings on February 12, 2010 (the "Initial Order") or in the affidavits sworn by me previously in these proceedings.
3. This Affidavit is made with respect to an application which was originally brought by the Applicants returnable on March 31, 2010 for an Order, *inter alia*, approving the Solicitation Process with respect to the Applicants (the "Solicitation Process Application").

**Solicitation Process and Pre-Emptive Bidder**

4. At the Applicants' application to have Peters & Co. appointed as its financial advisor on March 17, 2010, counsel to the Applicants advised the court that the Applicants had received a pre-emptive bid from an interested third party (the "Pre-Emptive Bidder"). Counsel to the Applicants further advised the Court that the Applicants, in consultation with the Independent Committee and the Monitor, were of the view that the pre-emptive bid was not acceptable and that it was the Applicants' intention to develop the Solicitation Process with Peters & Co. and the Monitor and shortly reappear before the Court on an application for an Order approving the Solicitation Process.
5. Subsequent to March 17, 2010, the Applicants worked diligently with the Monitor and Peters & Co. to develop the Solicitation Process and filed a Notice of Motion and supporting Affidavit of Lyle Furber on March 29, 2010, returnable on March 31, 2010 for the hearing of the Solicitation Process Application.
6. However, between March 29, 2010 and March 31, 2010, the Pre-Emptive Bidder made an improved revised bid which was markedly improved from its original bid and which, notably, would contemplate all creditors of the Applicants being paid out in full. It was the view of both the Independent Committee and Peters & Co. that the revised bid was competitive and that the Applicants should briefly adjourn the Solicitation Process Application in order that the parties might pursue further negotiations which may lead to a transaction.
7. Consequently, with the support of the Monitor, the Applicants adjourned the Solicitation Process Application to April 7, 2010.
8. During the period between March 31, 2010 and April 7, 2010, negotiations with the Pre-Emptive Bidder continued to progress in a positive fashion and, consequently, the Solicitation Process Application was, with the support of the Monitor, Peters & Co., and the Independent Committee, again adjourned to April 14, 2010.
9. Subsequent to April 7, 2010, the Applicants signed a confidential Letter of Intent with the Pre-Emptive Bidder which contemplates a transaction which will see all of the

creditors paid out in full and Darian’s shareholders also receiving consideration (the “LOI”). Prior to executing the LOI, Darian’s management discussed the LOI with its five largest shareholders, accounting for more than 75% of the ownership of Darian, and those shareholders unanimously agreed that the LOI should be executed and a definitive agreement between the Applicants and the Pre-Emptive Bidder be negotiated. The execution of the LOI was also recommended by Peters & Co. and done with the agreement of the Monitor and the Independent Committee.

- 10. The Applicants are diligently working with the Pre-Emptive Bidder to negotiate and draft a definitive agreement between the parties and hope to return to the Court on or before April 23, 2010 to report to the Court and to obtain, if necessary, approval of such definitive agreement. It is the intention of the Applicants and the Pre-Emptive Bidder to close the transaction on April 30, 2010. However, notwithstanding the contemplated closing date, the Claims Process will still be completed along the timelines set out in the Claims Process Order. The Applicants are working with Peters & Co. and their counsel to determine the next steps to be taken in this restructuring.
- 11. In light of the foregoing, it is the Applicants’ intention to pursue a deal with the Pre-Emptive Bidder and adjourn the Solicitation Process Application *sine die*.
- 12. I make this Affidavit with respect to the Applicants’ Solicitation Process Application.

SWORN BEFORE ME at the City of )  
Calgary, in the Province of Alberta, this 12 )  
day of April, 2010. )

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A Commissioner for Oaths in and for the Province of Alberta

**Travis P. Lysak**  
Barrister & Solicitor

  
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**GRANT AULDEN BARTLETT**

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**No: 1001-02216**

**2010**

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ALBERTA  
JUDICIAL CENTRE OF CALGARY

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*CREDITORS' ARRANGEMENT ACT*,  
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**AFFIDAVIT OF GRANT AULDEN  
BARTLETT**

**Sworn April 12, 2010  
(Re: Solicitation Process)**

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**BORDEN LADNER GERVAIS LLP**  
Barristers and Solicitors  
1000 Canterra Tower  
400 Third Avenue S.W.  
Calgary, Alberta T2P 4H2

**Attention: Josef G.A. Krüger, Q.C.**  
**Telephone: (403) 232-9563**  
**Fax: (403) 266-1395**  
**File No.: 438585-000001**