

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE OF CALGARY

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

I hereby certify this to be a true copy of
the original order
Dated this 18 day of March, 2010
C. Rousseau
for Clerk of the Court

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

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

BEFORE THE HONOURABLE)	AT THE CALGARY COURT CENTRE,
)	IN THE CITY OF CALGARY, IN THE
MADAM JUSTICE B.E.C. ROMAINE)	PROVINCE OF ALBERTA, ON
)	WEDNESDAY, THE 17 th DAY OF
IN CHAMBERS)	MARCH, 2010
)	
)	

CLAIMS PROCESS ORDER

UPON the application of Darian Resources Ltd. ("Darian") and Bowview Petroleum Inc. ("Bowview") (collectively the "Applicants"), **AND UPON** having read the Affidavit of Grant A. Bartlett sworn on March 12, 2010; **AND UPON** having read the pleadings, the affidavits, and Monitor's Reports filed in this matter; **AND UPON** hearing counsel for the Applicants, the Shaw Family Group, the Monitor and the other counsel present; **IT IS HEREBY ORDERED THAT:**

SERVICE

1. The time for service of the notice of application for this order is hereby abridged, this application is properly returnable today and any further service of notice of this application is hereby dispensed with.

Claims Procedure

2. All claims of the creditors of the Applicants (the "Creditors") shall be proven in accordance with the procedures outlined herein and in the Notice to Creditors attached hereto as Schedule "A" (the "Notice to Creditors"). The Applicants, in consultation with the Monitor, are authorized and directed to implement the procedures outlined herein and in the Notice to Creditors (the "Claims Procedure").
3. The Monitor shall, on or before March 19, 2010, send by ordinary mail to all known Creditors a Notice to Creditors, in substantially the form attached hereto as Schedule "A", and a prescribed Notice of Claim, in substantially the form attached hereto as Schedule "B".
4. The Monitor shall, on or before March 26, 2010, publish in the *Calgary Herald* and the *Edmonton Journal* newspapers an advertisement in substantially the form attached hereto as Schedule "C".
5. Any Creditor having a claim against the Applicants arising on or before February 12, 2010 of any nature, including an unsecured, secured, contingent or unliquidated claim, (a "Pre-Filing Claim") is required to file, in the manner set out in the Notice to Creditors, a Notice of Claim with the Monitor on or before 5:00 PM Mountain Time on April 16, 2010 (the "Claims Bar Date") in order to participate in any voting or distributions associated with the CCAA proceedings.
6. Any Creditor having a claim against the Applicants arising after February 12, 2010 as a result of the disclaimer or resiliation, after February 12, 2010, of any contract, lease, employment agreement or other arrangement or agreement of any nature whatsoever, whether oral or written, and any amending agreement related thereto (a "Subsequent Claim") is required to file, in the manner set out in the Notice to Creditors, a Notice of Claim with the Monitor on or before the later of: (i) the Claims Bar Date; and (ii) 5:00 PM Mountain Time on the day which is 30 days after the date on which the disclaimer or resiliation giving rise to the Subsequent Claim occurred (the "Subsequent Claims Bar Date") in order to participate in any voting or distributions associated with the CCAA proceedings.

7. Pre-Filing Claims not proven by the Claims Bar Date in accordance with the Claims Procedure and Subsequent Claims not proven by the Subsequent Claims Bar Date in accordance with the Claims Procedure shall, unless otherwise ordered by this Court, be deemed to be forever barred and may not thereafter be advanced as against the Applicants.

8. The Applicants will:

- (a) in the case of a Pre-Filing Claim, on or before May 7, 2010, or
- (b) in the case of a Subsequent Claim, on or before the later of: (i) May 7, 2010; and (ii) the day which is 21 days after the day the Subsequent Claim is received by the Monitor,

provide to each Creditor filing a Pre-Filing Claim and/or a Subsequent Claim, in the manner set out in the Notice to Creditors, a notice in writing indicating whether the Creditor's Pre-Filing Claim and/or Subsequent Claim is accepted, disputed in whole or disputed in part. Where the Pre-Filing Claim and/or Subsequent Claim is disputed in whole or in part, the Applicants will concurrently issue a Notice of Dispute to the Creditor ("Notice of Dispute") indicating the reasons for the dispute.

9. Where a Creditor objects to a Notice of Dispute, the Creditor shall, in the manner set out in the Notice to Creditors, notify the Applicants of its objection in writing (the "Notice of Objection"):

- (a) in the case of a Pre-Filing Claim, on or before May 21, 2010; or
- (b) in the case of a Subsequent Claim, on or before the later of: (i) May 21, 2010; and (ii) the day which is 14 days after the day the Creditor received the Notice of Dispute.

10. Where a Notice of Objection has been provided to the Applicants, the Creditor shall:

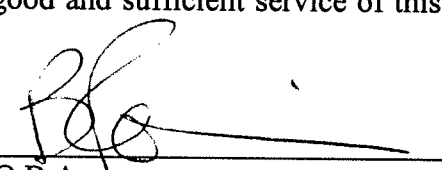
- (a) in the case of a Pre-Filing Claim, on or before June 4, 2010; or

- (b) in the case of a Subsequent Claim, on or before the later of: (i) June 4, 2010; and (ii) the day which is 14 days after the day the Notice of Objection was provided to the Applicants,

serve on the Applicants, with a copy to the Monitor, a Notice of Motion returnable within seven days before the Alberta Court of Queen's Bench in these proceedings for the determination of the Pre-Filing Claim and/or Subsequent Claim in dispute.

11. A Creditor not filing a Notice of Objection to a Notice of Dispute issued by the Applicants in accordance with the Claims Procedure shall, unless otherwise ordered by this Court, be conclusively deemed to have accepted the assessment of its Pre-Filing Claim and/or Subsequent Claim as set out in such Notice of Dispute.

12. The Monitor shall post a copy of this Order on the website maintained by the Monitor with respect to the Applicants, which shall be deemed good and sufficient service of this Order upon the Creditors of the Applicants.



 J.C.Q.B.A.

ENTERED THIS 18 DAY OF
 MARCH, 2010.

K. MCAUSLAND



 Clerk of the Court

SCHEDULE "A"

NOTICE TO THE CREDITORS OF DARIAN RESOURCES LTD. & BOWVIEW PETROLEUM INC. (referred to collectively as "Darlan")

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.

On February 12, 2010, Darlan received protection under the *Companies' Creditors Arrangement Act* (the "CCAA") from the Alberta Court of Queen's Bench (the "Court"). Hardie & Kelly Inc. was named as monitor (the "Monitor").

On March 17, 2010, the Court directed the Monitor to solicit claims from all creditors of Darlan for the purpose of determining the claims which will participate in the CCAA proceedings.

Any creditor (i) having a claim against Darlan **arising on or before February 12, 2010** of any nature whatsoever, including an unsecured, secured, contingent or unliquidated claim, (a "Pre-Filing Claim") and/or (ii) having a claim against Darlan arising after February 12, 2010 as a result of the disclaimer or resiliation, after February 12, 2010, of any contract, lease, employment agreement or other arrangement or agreement of any nature whatsoever, whether oral or written, and any amending agreement related thereto (a "Subsequent Claim") is required to file, in the manner set out in this *Notice to Creditors*, a *Notice of Claim* in the prescribed form (which has been provided to you with this *Notice to Creditors*) with the Monitor in order to participate in any voting or distributions associated with the CCAA proceedings.

Additional copies of the prescribed *Notice of Claim* form can be obtained by contacting the Monitor at (403) 252-1766 or can be downloaded from the Monitor's website at: www.insolvency.net under the "Current Engagements" link.

Any creditor who chooses to file a Notice of Claim is required to provide whatever documentation they may have to support their Pre-Filing Claim and/or Subsequent Claim against Darlan, such as contracts, invoices, bills of lading, and shipping receipts, in relation to the goods and/or services provided to Darlan in the appropriate currency under which their Pre-Filing Claim and/or Subsequent Claim arose.

All *Notice of Claim* forms, together with the required supporting documentation, must be delivered, sent by facsimile or mailed to Hardie & Kelly Inc. at 206, 5800 – 2nd Street S.W., Calgary, Alberta, T2H 0H2, fax: (403) 640-0591, to the attention of Gary Bobroff:

- (i) in the case of Pre-Filing Claims, on or before 5:00 p.m. Mountain Daylight Time on April 16, 2010 (the "Claims Bar Date"); and**
- (ii) in the case of Subsequent Claims, on or before the later of: (i) the Claims Bar Date; and (ii) 5:00 p.m. Mountain Daylight Time on the day which is 30 days after the date on which the disclaimer or resiliation giving rise to the Subsequent Claim occurred (the "Subsequent Claims Bar Date").**

All Pre-Filing Claims and Subsequent Claims must account for the following:

- (i) All Pre-Filing Claims and Subsequent Claims must be adjusted for equipment and/or other assets released by Darlan to the creditors whether by court order or otherwise; and
- (ii) Where a creditor of Darlan is claiming an offset against all or a portion of amounts owing by Darlan, full particulars of the offset must be included.

(SEE REVERSE)

(CONTINUED)

All Pre-Filing Claims received by the Monitor or, in the case of mailing, postmarked, after the Claims Bar Date and all Subsequent Claims received by the Monitor or, in the case of mailing, postmarked, after the Subsequent Claims Bar Date will, unless otherwise ordered by the Court, be forever extinguished, barred, and will not participate in any voting or distributions in the CCAA proceedings.

The Monitor will accumulate the *Notice of Claim* forms and transmit them to Darian, who will, in turn:

- (i) in the case of Pre-Filing Claims, on or before May 7, 2010, or
- (ii) in the case of Subsequent Claims, on or before the later of: (i) May 7, 2010; and (ii) the day which is 21 days after the day the Subsequent Claim is received by the Monitor,

provide to the creditor a notice in writing by registered mail, by courier service or by facsimile as to whether their Pre-Filing Claim and/or Subsequent Claim is accepted, disputed in whole or disputed in part. Where the Pre-Filing Claim and/or Subsequent Claim is disputed in whole or in part, Darian will concurrently issue to the creditor a *Notice of Dispute* ("Notice of Dispute") indicating the reasons for the dispute.

Where a creditor objects to a *Notice of Dispute*, the creditor shall notify Darian of its objection in writing (the "Notice of Objection") by registered mail, courier service or facsimile:

- (i) in the case of Pre-Filing Claims, on or before May 21, 2010; or
- (ii) in the case of Subsequent Claims, on or before the later of: (i) May 21, 2010; and (ii) the day which is 14 days after the day the Creditor received the *Notice of Dispute*.

Where a *Notice of Objection* has been filed, the creditor shall:

- (i) in the case of Pre-Filing Claims, on or before to June 4, 2010; or
- (ii) in the case of Subsequent Claims, on or before the later of: (i) June 4, 2010; and (ii) 14 days after the *Notice of Objection* has been provided to Darian,

serve on Darian, with a copy to the Monitor, a Notice of Motion returnable within seven days before the Court in these proceedings for the determination of the Pre-Filing Claim and/or Subsequent Claim in dispute.

A creditor not filing a *Notice of Objection* to a *Notice of Dispute* issued by Darian shall, unless otherwise ordered by the Court, be conclusively deemed to have accepted the assessment of its Pre-Filing Claim and/or Subsequent Claim as set out in such *Notice of Dispute*.

Hardie & Kelly Inc, in its capacity as
Monitor of Darian Resources Ltd. and
Bowview Petroleum Inc.

Dated the 18th day of March, 2010 in Calgary, Alberta

SCHEDULE "B"

Action No.: 0901-02873

**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 PETROELUM INC.
(collectively referred to as "Darian")**

NOTICE OF CLAIM

This *Notice of Claim* is for claims against Darian: (i) arising on or before February 12, 2010 ("Pre-Filing Claims"); and (ii) for claims arising after February 12, 2010 as a result of the disclaimer or resiliation, after February 12, 2010, of any contract, lease, employment agreement or other arrangement or agreement of any nature whatsoever, whether oral or written, and any amending agreement related thereto ("Subsequent Claims").

Regarding the claim of _____ (referred to in this form as "the creditor").
(name of creditor) All notices or correspondence regarding this claim are to be forwarded to the creditor at the following address:

Street Address: _____

City/Town: _____ Prov./State: _____ Postal/ZipCode: _____

Telephone: _____ Fax: _____ Attention: _____

I, _____ residing in the _____
(name of person signing claim) *(city, town, etc.)*

of _____ in the Province/State of _____
(name of city, town, etc.)

Do hereby certify that:

- I am the creditor
or
 I am _____ of the creditor.
(if an officer of the company, state position or title)

2. I have knowledge of all the circumstances connected with the claim referred to in this form.

3. A. This claim is a:

- Pre-Filing Claim (as defined above)
 Subsequent Claim (as defined above)

being made against:

Darian Resources Ltd.



Bowview Petroleum Inc.

Indicate whether the claim is a Pre-Filing Claim or a Subsequent Claim and indicate which company you are registering a claim against by denoting an "x" in the appropriate space. A separate Notice of Claim must be filed if you are claiming against more than one company.

The indebtedness owing by the aforementioned debtor is as follows:

- (i) Pre-Filing Claim: \$ _____ (insert \$ value of Pre-Filing Claim); and
- (ii) Subsequent Claim: \$ _____ (insert \$ value of Subsequent Claim),

as shown by the statement of account attached hereto and marked "Schedule A".

If a creditor's claim is to be reduced by deducting any counter claims to which Darian is entitled and/or amounts associated with the return of equipment and/or assets by Darian, please specify.

The statement of account must specify the vouchers and all other evidence in support of the claim including contracts, invoices, bills of lading, shipping receipts, and evidence of the date and location of the delivery of all services and materials. Any claim for interest must be supported by contractual documentation evidencing the entitlement to interest.

B. The indebtedness referred to in paragraph 3. A. is in the following currency:

- Canadian Dollars
- United States Dollars
- Other (Specify) _____

4. The claim is an:

- A. Unsecured claim.** \$ _____. In respect to the said debt, the creditor does not and has not since February 12, 2010, held any assets of the debtor as security.
- B. Secured claim.** \$ _____. In respect of the said debt, the creditor holds assets of the debtor valued at \$ _____ as security:

(Provide full particulars of the security, including the date on which the security was given and the value at which the creditor assesses the security together with the basis of valuation, and attach a copy of the security documents as Schedule "B")

Dated at _____, this _____ day of _____, 2010.
(insert city/town and date of signature)

Witness _____

(signature of individual completing this form)

Must be signed and witnessed

Note: Any Pre-Filing Claim not filed with the Monitor by 5:00 PM Mountain Daylight Time on April 16, 2010 will, unless otherwise ordered by the Alberta Court of Queen's Bench, be barred.

Any Subsequent Claim not filed with the Monitor by the later of: (i) 5:00 PM Mountain Daylight Time on April 16, 2010; and (ii) 5:00 PM Mountain Daylight Time on the day which is 30 days after the date on which the disclaimer or resiliation giving rise to the Subsequent Claim occurred will, unless otherwise ordered by the Alberta Court of Queen's Bench, be barred.

Instructions for Completing Notice of Claim Form

In completing the attached form, your attention is directed to the notes on the form and to the following requirements:

1. The form must be completed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc., and the full legal name of the party you represent.
2. The person signing the form must have knowledge of the circumstances connected with the claim.
3. A. Tick the box to indicate the type of claim (Pre-Filing Claim/Subsequent Claim) and tick the box of the appropriate Darian entity your claim is against. A Statement of Account containing details of secured and unsecured claims and, if applicable, of the amount due in respect of property claims, must be attached and marked Schedule "A". It is necessary that all creditors indicate the date and location of the delivery of all goods and/or services. Any amounts claimed as interest should be clearly noted as being for interest.

B. Tick the appropriate currency.
4. The nature of the claim must be indicated by ticking the type of claim which applies.

Ticking (A) indicates the claim is unsecured; and

Ticking (B) indicates the claim is secured, such as a mortgage, lease, or other security interest, and the value at which the creditor assesses the security must be inserted, together with the basis of valuation. Details of each item of security held should be attached as Schedule "B" and submitted with a copy of the chattel mortgage, conditional sales contract, security agreement, etc.

A creditor may have separate claims in different categories, in which case a separate claim form must be submitted for each claim.

5. The person signing the form must insert the place and date in the space provided and the signature must be witnessed.

Additional information regarding Darian and the CCAA process, as well as downloadable copies of claim documents may be obtained from the "Current Engagements" section of the Monitor's website found at www.insolvency.net. If there are any questions in completing the *Notice of Claim*, please contact the office of the Monitor at:

Hardie & Kelly Inc.
206, 5800 – 2nd Street SW

**Calgary, Alberta
T2H 0H2**

Attention: Mr. Gary Bobroff

Phone: (403) 252-1766

Fax: (403) 640-0591

Any Pre-Filing Claim not filed with the Monitor by 5:00 PM Mountain Daylight Time on April 16, 2010 will, unless otherwise ordered by the Alberta Court of Queen's Bench, be barred.

Any Subsequent Claim not filed with the Monitor by the later of: (i) 5:00 PM Mountain Daylight Time on April 16, 2010; and (ii) 5:00 PM Mountain Daylight Time on the day which is 30 days after the date on which the disclaimer or resiliation giving rise to the Subsequent Claim occurred will, unless otherwise ordered by the Alberta Court of Queen's Bench, be barred.

SCHEDULE "C"

**NOTICE TO THE CREDITORS OF
DARIAN RESOURCES LTD. and BOWVIEW PETROLEUM INC.
(referred to collectively as "Darian")**

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.

On February 12, 2010, Darian received protection under the *Companies' Creditors Arrangement Act* (the "CCAA") from the Alberta Court of Queen's Bench (the "Court"). Hardie & Kelly Inc. was named as the monitor of Darian (the "Monitor").

On March 17, 2010, the Court directed the Monitor to solicit claims from all creditors of Darian for the purpose of determining the claims which will participate in the CCAA proceedings.

Any creditor (i) having a claim against Darian arising on or before February 12, 2010 of any nature whatsoever, including an unsecured, secured, contingent or unliquidated claim, (a "Pre-Filing Claim") and/or (ii) having a claim against Darian arising after February 12, 2010 as a result of the disclaimer or rescission, after February 12, 2010, of any contract, lease, employment agreement or other arrangement or agreement of any nature whatsoever, whether oral or written, and any amending agreement related thereto (a "Subsequent Claim") is required to file, in the manner set out in the *Notice to Creditors*, a *Notice of Claim* in the prescribed form with the Monitor in order to participate in any voting or distributions associated with the CCAA proceedings.

Copies of the *Notice to Creditors* and the prescribed *Notice of Claim* form can be obtained by contacting the Monitor at (403) 252-1766 or can be downloaded from the Monitor's website at: www.insolvency.net under the "Current Engagements" link.

All *Notice of Claim* forms, together with the required supporting documentation, must be delivered, sent by facsimile or mailed to Hardie & Kelly Inc. at 206, 5800 – 2nd Street S.W., Calgary, Alberta, Canada T2H 0H2, fax: (403) 640-0591, to the attention of Gary Bobroff:

(i) In the case of Pre-Filing Claims, on or before 5:00 p.m. Mountain Daylight Time on April 16, 2010 (the "Claims Bar Date"); and

(ii) In the case of Subsequent Claims, on or before the later of: (i) the Claims Bar Date; and (ii) 5:00 p.m. Mountain Daylight Time on the day which is 30 days after the date on which the disclaimer or rescission giving rise to the Subsequent Claim occurred (the "Subsequent Claims Bar Date").

All Pre-Filing Claims received by the Monitor or, in the case of mailing, postmarked, after the Claims Bar Date and all Subsequent Claims received by the Monitor or, in the case of mailing, postmarked, after the Subsequent Claims Bar Date will, unless otherwise ordered by the Court, be forever extinguished, barred, and will not participate in any voting or distributions in the CCAA proceedings.

Hardie & Kelly Inc, in its capacity as
Monitor of Darian Resources Ltd. and
Bowview Petroleum Inc.

Dated the 18th day of March, 2010 in Calgary, Alberta, Canada



Action No.: 1001-02216

IN 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.

**CLAIMS PROCESS
ORDER**

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

Attention: Josef G. Kruger, Q.C.
Telephone: (403) 232-9563
Fax: (403) 266-1395

File No. 438585-000001

