

**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 BOWVIEW PETROLEUM INC.**

**AND IN THE MATTER OF SECTION 193 OF THE ALBERTA *BUSINESS
CORPORATIONS ACT*, R.S.A. 2000, c. B-9**

**AND IN THE MATTER OF A PROPOSED ARRANGEMENT INVOLVING DARIAN
RESOURCES LTD., BOWVIEW PETROLEUM INC., BIDCO, AND HOLDERS OF
COMMON SHARES OF DARIAN RESOURCES LTD.**

**NOTICE OF MOTION
(Re: Final Order)**

TAKE NOTICE that an application will be made on behalf of Darian Resources Ltd. ("Darian") and Bowview Petroleum Inc. (collectively the "Darian Group") before the Honourable Madam Justice B.E.C. Romaine in Chambers, at the Calgary Courts Centre, in the City of Calgary, in the Province of Alberta, on Friday, July 2, 2010 at 1:15 o'clock in the afternoon or so soon thereafter as counsel may be heard for a Final Order respecting the Darian Group substantially in accordance with the draft Final Order which is attached hereto as Schedule "A" and such further and other relief as this Honourable Court may deem just.

AND FURTHER TAKE NOTICE that the grounds upon which this application is based are (all capitalized terms not otherwise defined shall take the meaning as ascribed to them in the Orders and Affidavits filed in these proceedings):

- (a) On February 12, 2010 the Darian Group was granted protection from their creditors under *the Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 as amended;
- (b) On June 4, 2010 the Court granted an Interim Order (the "Interim Order") pursuant to Section 193 of the *Business Corporations Act* (Alberta);

- (c) The Darian Group has complied with the provisions of the Interim Order;
- (d) The Darian Group seeks a Final Order in accordance with the draft Final Order attached hereto.

AND FURTHER TAKE NOTICE that in support of this application will be read the pleadings in this action, the Affidavit of Grant Bartlett sworn June 29, 2010, the Affidavit of Kelly A. Rigeby sworn June 29, 2010, the Monitor's previous reports filed in these proceedings, the Monitor's Eighth Report, filed, the Alberta *Business Corporations Act*, the *Companies Creditor's Arrangement Act*, the *Alberta Rules of Court*, and such further and other material as counsel may advise and this Honourable Court permit.

DATED at the City of Calgary, in the Province of Alberta, this 29 day of June, 2010.

BORDEN LADNER GERVAIS LLP

Per: _____

Josef G. A. Krüger, Q.C.
Solicitors for Darian Resources Ltd. and
Bowview Petroleum Inc.

To: CLERK OF THE COURT

And to: The Service List

SCHEDULE "A"

Action No. 1001-02216

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTER 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.**

**AND IN THE MATTER OF SECTION 193 OF THE
ALBERTA BUSINESS CORPORATIONS ACT, R.S.A. 2000, c. B-9**

**AND IN THE MATTER OF A PROPOSED ARRANGEMENT INVOLVING DARIAN
RESOURCES LTD., BOWVIEW PETROLEUM INC., BIDCO, AND HOLDERS OF
COMMON SHARES OF DARIAN RESOURCES LTD.**

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
)	FRIDAY, THE 2 ND DAY OF JULY, 2010
IN CHAMBERS)	
)	
)	

FINAL ORDER

UPON THE APPLICATION (the "Application") of Darian Resources Ltd. ("Darian") and Bowview Petroleum Inc. ("Bowview") (collectively the "Darian Group") for an order that the proposed arrangement (the "Arrangement") pursuant to the Arrangement Agreement (the "Arrangement Agreement") dated May 28, 2010 (being Exhibit "A" to the Confidential Affidavit of Grant A. Bartlett sworn June 7, 2010), involving the Darian Group, the Security Holders of Darian and a confidential bidder ("Bidco"), be approved by this Court pursuant to section 193(9) of the Alberta *Business Corporations Act* (the "ABCA"); **AND UPON** reading the Notice of Motion (Approving Arrangement Agreement) filed June 1, 2010 by the Darian Group, the Affidavit of Grant Aulden Bartlett sworn June 1, 2010, the Interim Order of this Honourable

Court dated June 4, 2010 (the "Interim Order"), the Affidavit of Grant Aulden Bartlett sworn June 29, 2010 and the affidavit of Kelly A. Rigeby sworn June 29, 2010; **AND UPON** hearing counsel for the Darian Group, the Monitor, and counsel present for other interested parties; **AND UPON** being satisfied that the Darian Group has substantially complied with the provisions of the Interim Order; **AND UPON** being advised that no Notices of Intention to Appear have been filed with respect to the Application; **AND UPON** being satisfied that all the shareholders of Darian have executed the Arrangement Resolution and that the Option Holders of Darian have consented to either exercise or cancel their Options;

AND UPON IT APPEARING that it is impracticable to effect the transactions contemplated by the Arrangement under any other provision of the ABCA;

AND UPON BEING satisfied based upon evidence presented that the terms and conditions of the Arrangement and the procedures relating thereto are fair and reasonable to the security holders of Darian and that the Arrangement ought to be approved:

IT IS HEREBY ORDERED AND DIRECTED THAT:

1. The Plan of Arrangement proposed by Darian and Bidco, in the form attached as Schedule "A" to the Arrangement Agreement, is hereby approved under Section 193 of the ABCA and the Arrangement will, upon filing of the Articles of Arrangement under the ABCA, become effective in accordance with its terms and be binding on the shareholders of Darian, the Darian Group, Bidco and all other affected persons on and after the Effective Date as defined in the Arrangement Agreement;
2. The terms and conditions of the Arrangement, and the procedures relating thereto, are fair and reasonable, substantively and procedurally, to the shareholders of Darian and to all other affected parties;
3. The Articles of Arrangement in respect of the Arrangement shall be filed pursuant to the provisions of Section 193 of the ABCA and of the Arrangement Agreement, provided that if they are not filed and the Effective Date has therefore not occurred on or before July 31, 2010, subject to any permitted extensions under the Arrangement Agreement, Darian and Bidco are entitled to terminate the Arrangement;

4. Service of notice of the Application, the Notice in respect of the Meeting, and the Interim Order is hereby deemed good and sufficient;
5. Service of this Final Order shall be made on all such persons who appeared on the Application, either by counsel or in person, but is otherwise dispensed with.

J.C.C.Q.B.A.

ENTERED this ___ day of
July, 2010.

Clerk of the Court

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**

**AND IN THE MATTER OF DARIAN RESOURCES LTD.;
AND IN THE MATTER OF BOWVIEW PETROLEUM INC.**

**AND IN THE MATTER OF SECTION 193 OF
THE ALBERTA *BUSINESS CORPORATIONS ACT*,
R.S.A. 2000, c. B-9**

**AND IN THE MATTER OF A PROPOSED
ARRANGEMENT INVOLVING DARIAN RESOURCES
LTD., BOWVIEW PETROLEUM INC., BIDCO, AND
HOLDERS OF COMMON SHARES OF DARIAN
RESOURCES LTD.**

FINAL ORDER



BORDEN LADNER GERVAIS LLP
Barristers & Solicitors
1000-400-3 Avenue SW
Calgary, AB T2P 4H2

JOSEF G.A. KRÜGER, Q.C.
Telephone: (403) 232-9563
Fax: (403) 266-1395
Email: jkruger@blgcanada.com

File No: #438585-000001

<p>BORDEN LADNER GERVAIS LLP 1000 Canterra Tower 400 Third Avenue, S.W. Calgary, Alberta T2P 4H2</p> <p>JOSEF A. KRÜGER, Q.C. E-mail: jkruger@blgcanada.com</p> <p>PATRICK McCARTHY, Q.C. E-mail: pmccarthy@blgcanada.com</p> <p>TRAVIS LYSAK E-mail: tlysak@blgcanada.com</p>	<p>(403) 232-9500</p> <p>(403) 232-9563</p> <p>(403) 232-9441</p> <p>(403) 232-9719</p>	<p>(403) 266-1395</p>	<p>Darian Resources Ltd. Bowview Petroleum Inc.</p>
<p>BURNET DUCKWORTH & PALMER LLP 1400, 350 - 7 Ave. S.W. Calgary, Alberta T2P 3N9</p> <p>DOUGLAS NISHIMURA E-mail: dsn@bdplaw.com</p> <p>PATRICIA QUINTON-CAMPBELL E-mail: pqc@bdplaw.com</p> <p>ELIZABETH WEGMANN E-mail: ewegmann@bdplaw.com</p>	<p>(403) 260-0269</p>	<p>(403) 260-0332</p>	<p>Clive Beddoe</p>
<p>CARSCALLEN LEITCH LLP 1500, 407-2 Street SW Calgary, AB t2P 2Y3</p> <p>STAN CARSCALLEN, Q.C. E-mail: carscallen@cclawyers.com</p> <p>LESLIE WEEKES E-mail: weekes@cclawyers.com</p> <p>DON LEITCH E-mail: leitch@cclawyers.com</p>	<p>(403) 262-3775</p> <p>(403) 298-8451</p> <p>(403) 298-8456</p> <p>(403) 298-8459</p>	<p>(403) 262-2952</p>	<p>Independent Committee</p>
<p>CONOCOPHILLIPS CANADA 401-9 Avenue SW Calgary, AB T2P 2H7</p> <p>LARINA TAYLOR E-mail: larina.i.taylor@ConocoPhillips.com</p>	<p>(403) 233-3563</p>	<p>(403) 233-5505</p>	
<p>DARIAN RESOURCES LTD. 1700, 205-5 Avenue SW Calgary, AB T2P 2V7</p> <p>GRANT BARTLETT E-mail: gabartlett@darianresources.com</p>			<p>MCC Fund</p>
<p>ENCANA CORPORATION</p> <p>GRAHAM BAUGH E-mail: graham.baugh@encana.com</p>			<p>EnCana Corporation</p>

FABER BICKMAN LEON 350, 603-7 Avenue SW Calgary, AB T2P 2T5 CLIFFORD J. SHAW, Q.C. E-mail: cshaw@fbllaw.ca	(403-234-1190)	(403) 268-2653	LXL Consulting Ltd.
FASKEN MARTINEAU 3400, 350-7 Avenue SW Calgary, AB T2P 3N9 MICHAEL A. LOBERG E-mail: mloberg@fasken.com	(403) 261-5353	(403) 261-5351	Bentek Systems Ltd.
FRASER MILNER CASGRAIN LLP 30 th Floor, Fifth Avenue Place 237 – 4 th Avenue S.W. Calgary, Alberta T2P 4X7 DAVID MANN E-mail: david.mann@fmc-law.com BILL JENKINS E-mail: bill.jenkins@fmc-law.com DAVID LEGEYT E-mail: david.legeyt@fmc-law.com REBECCA L. LEWIS E-mail: Rebecca.lewis@fmc-law.com TAMMY COATES E-mail: tammy.coates@fmc-law.com GALE WHEATLEY Legal Assistant E-mail: Gail.Wheatley@FMC-Law.com	(403) 268-7000 (403) 268-7097 (403) 268-6835 (403) 268-3075 (403) 268-6354 (403) 268-6860	(403) 268-3100	SFG Investments
MILES DAVISON LLP 1600, 205-5 Avenue SW Calgary, AB T2P 2V7 TERRY CZECHOWSKYJ E-mail: tczech@milesdavison.com	(403) 298-0333	(403) 263-6840	KYAL Energy
MILLER THOMSON LLP 3000, 700-9 Avenue SW Calgary, AB T2P 3V4 ERIN VIALA E-mail: eviala@millერთhompson.com	(403) 298-2428	(403)262-0007	Cowboy Up Consulting Corp.
ROWBOTHAM LAW OFFICE 320, 703-6 Avenue SW Calgary, AB T2P 0T9 DAVID W. ROWBOTHAM E-mail: rlo.dwr@shaw.ca	(403) 571-4620	(403) 571-4624	Generation Sales and Services Ltd.

Action No: 1001-02216

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

AND IN THE MATTER OF
DARIAN RESOURCES LTD. AND
BOWVIEW PETROLEUM INC.

AND IN THE MATTER OF SECTION 193
OF THE ALBERTA *BUSINESS*
CORPORATIONS ACT, R.S.A. 2000, c. B-9

AND IN THE MATTER OF A PROPOSED
ARRANGEMENT INVOLVING DARIAN
RESOURCES LTD., BOWVIEW
PETROLEUM INC., BIDCO, AND
HOLDERS OF COMMON SHARES OF
DARIAN RESOURCES LTD.

CLERK OF THE COURT

JUN 29 2010

CALGARY, ALBERTA

NOTICE OF MOTION
(Re: Final Order)



BORDEN
LADNER
GERVAIS

BORDEN LADNER GERSVAIS 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