

**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.

NOTICE OF MOTION

**(Approving Arrangement Agreement and
Interim s. 193 ABCA Order)**

TAKE NOTICE THAT an application will be made on behalf of Darian Resources Ltd. (“Darian”) and Bowview Petroleum Inc. (“Bowview”) (together the “Applicants”) before the Honourable Madam Justice B.E.C. Romaine, in Chambers, at the Court House, in the City of Calgary, in the Province of Alberta, on Friday, the 4 day of June, 2010 at 1:15 in the afternoon, or so soon thereafter as Counsel may be heard for an Order:

- a) Deeming service of the within Notice of Motion and all other materials filed in support of this Notice of Motion good and sufficient and abridging time for service to the date of actual service;
- b) Approving the Arrangement Agreement dated May 28, 2010 (the “Arrangement Agreement”) between Darian and a confidential purchaser (“Bidco”) attached as Exhibit “A” to the Confidential Affidavit of Grant Bartlett sworn on June 1, 2010 (the “Confidential Affidavit”);
- c) Approving the payment of liquidated damages by Darian to Bidco in an amount of \$3 million in the event of certain defined breaches by Darian, and the granting of a charge in favour of Bidco over all Darian’s assets immediately subordinate to the security of creditors who have proved secured claims in the CCAA process, and otherwise ranking in priority to all other security interests, liens, trusts, charges and encumbrances;

- d) Amending the style of cause of the within action to read as follows:
- 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.;**
- e) An interim order pursuant to section 193 of the *Alberta Business Corporations Act*, R.S.A. 2000, c.B-9, as amended (the "ABCA") in the form of the Proposed Interim Order attached hereto as Schedule "A":
- i. Giving directions for, *inter alia*, the following:
- A. the calling and holding of a special meeting (the "Meeting") of the shareholders of Darian (the "Darian Shareholders") to consider and vote upon the proposed plan of arrangement proposed by the Arrangement Agreement (the "Plan of Arrangement");
- B. the giving of notice of the Meeting;
- C. the manner of conducting the Meeting;
- D. dissent rights for those Darian Shareholders voting against the Plan of Arrangement;
- E. the return of the within Motion so that the Application for Final Order (as defined below) may be considered by this Honourable Court in due course; and

- F. such other matters as may be required for the proper consideration of the Plan of Arrangement by the Darian Shareholders and this Honourable Court.
- f) On the return of the within Motion at the Application for a Final Order, an order:
- i. Approving the Plan of Arrangement pursuant to section 193 of the ABCA and pursuant to the terms and conditions of the Arrangement Agreement and the Plan of Arrangement;
 - ii. Declaring that the terms and conditions of the Plan of Arrangement and the procedures relating thereto are fair to the persons affected, both from a substantive and procedural point of view;
 - iii. Declaring that the Plan of Arrangement will, upon the filing of the Articles of Arrangement pursuant to the provisions of section 193(10) of the ABCA, become effective in accordance with its terms and be binding on each of the Arrangement Parties (as defined below); and
- g) Such further and other orders and directions as this Honourable Court deems reasonable and necessary.

AND FURTHER TAKE NOTICE THAT the grounds upon which the Applicants rely in support of this application include the following:

- a) The Applicants are corporations subsisting pursuant to the ABCA with a head office in Calgary, Alberta;

The CCAA Proceedings

- b) On February 12, 2010, the Applicants obtained an order from this Honourable Court (the "CCAA Order") for protection pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA");

- c) The CCAA Order permitted, inter alia, the Applicants to remain in possession and control of their property, carry on their business, and retain employees and other service providers;
- d) The CCAA Order was further extended from time to time, and it is presently extended to June 25, 2010;

Court Approval of the Arrangement Agreement

- e) Darian has, subject to the approval of this Honourable Court, entered into the Arrangement Agreement with Bidco;
- f) The Arrangement Agreement is the result of extensive negotiations between Darian, Bidco and their various advisors;
- g) The Arrangement Agreement has been negotiated at arms length and is consistent with industry standards;
- h) The Arrangement Agreement is supported by a fairness opinion given by Peters & Co. Limited;

The Arrangement Agreement

- i) The Applicants request that this Honourable Court consider, if deemed fair and reasonable, the approval of an arrangement (the “Arrangement”) that, if approved and implemented will involve (collectively, the “Arrangement Parties”):
 - i. Darian;
 - ii. Bowview;
 - iii. Bidco; and
 - iv. The holders of common shares in the capital stock of Darian (the “Darian Shares”) as at the Effective Time (as defined in the Arrangement Agreement);

- j) The Arrangement is to be undertaken pursuant to section 193 of the ABCA and the Plan of Arrangement that Darian and Bidco agreed to implement pursuant to the Arrangement Agreement.

The Executive Director

- k) Notice of the within Motion and initial application will not be given to the Executive Director appointed under the ABCA as Darian is not a “distributing corporation” under the ABCA.

The Proposed Arrangement

- l) The issued and outstanding securities of Darian are 30,675,037 common shares (defined above as the Darian Shares) held by registered shareholders (defined above as the Darian Shareholders). Bowview is a wholly owned subsidiary of Darian.
- m) In addition, Darian issued 4,430,000 options to acquire Darian Shares (the “Darian Options”).
- n) Pursuant to Plan of Arrangement, Bidco will acquire all of the Darian Shares. The Darian Shareholders will receive, for each Darian Share held, an agreed percentage of a common share of Bidco. On completion of the Arrangement, assuming none of the Darian Options are exercised prior to the Effective Date (as defined in the Arrangement Agreement), the Darian Shareholders are anticipated to own approximately 750,807 shares in Bidco, all of which is set forth more particularly in the Arrangement Agreement and the Plan of Arrangement. The Arrangement Agreement contains confidential provisions for the exercise of fully vested Darian Options. Prior to the application for a Final Order, Darian intends entering into cancellation agreements with the holders of Darian Options.
- o) Pursuant to the Arrangement Agreement, if the requisite approval is obtained from the Darian Shareholders, then subject to the approval of this Court and the

fulfillment of certain other conditions that are set forth in the Arrangement Agreement, the Plan of Arrangement will be implemented.

- p) Implementation of the Plan of Arrangement will result in the stated capital account of Bowview for the issued and outstanding shares in the capital of Bowview to be reduced to \$1.00 without payment of any amount in respect of those shares. Bowview and Darian shall be amalgamated under the ABCA to form Amalco. Amalco shall sell its assets to a general partnership controlled by Bidco in exchange for an interest in such partnership equal to the value of the assets.
- q) The Plan of Arrangement provides for former holders of Darian Shares who acquire Bidco Shares to be entitled to make an election pursuant to section 85 of the Tax Act.

Impracticability of Alternatives

- r) The Order of this Honourable Court approving the proposed Plan of Arrangement in accordance with section 193 of the ABCA will permit the Plan of Arrangement to be carried out in one step, in a particular sequence on the same day, thereby eliminating delay, costs and other inconveniences that would be associated with proceeding by way of a multiple step transactions.
- s) Certain of the Darian Shareholders are residents of the United States and proceeding with the Plan of Arrangement as an arrangement pursuant to section 193 of the ABCA will allow the Darian Shareholders who are residents of the United States to receive the shares in Bidco pursuant to exemptions under the securities law of the United States of America. In particular, the following notice of Darian's intention is drawn to the attention of this Honourable Court:

Section 3(a)(1) of the United States *Securities and Exchange Act of 1933*, as amended (the “1933 Act”), provides an exemption from the registration requirements of the 1933 Act for an issuance and exchange of securities where the terms and conditions of such issuance and exchange are approved by a court expressly authorized by law to grant such approval, after a hearing upon the fairness of such terms and conditions at which all persons to whom it is proposed to issue securities in such exchange shall have the right to appear. If a final order is granted by this Honourable Court approving of the Arrangement, Darian will rely upon the approval of this Honourable Court and its consideration of the fairness of the Arrangement, including the terms and conditions thereof and the issuance and exchanges of securities contemplated therein to the Darian Shareholders, to form the basis of an exemption from the registration requirements of the 1933 Act pursuant to Section 3(a)(10) thereof with respect to the issuance of Bidco Shares in the Arrangement.

- t) The Plan of Arrangement does not constitute a “take-over bid” within the meaning of section 194 of the ABCA.
- u) The board of directors of Darian (the “Darian Board”) has the requisite power to call and hold all annual and/or special meetings of the Darian Shareholders and prepare all materials in respect thereof. Subject to the approval of the requisite number of Darian Shareholders at an annual and/or special meeting, Darian also has the power to otherwise carry out the steps of the Arrangement required to be contemplated by it. However, it is impracticable to effect the result contemplated by the Arrangement under any provision of the ABCA other than section 193 thereof.
- v) Moreover, from the perspective of the Darian Shareholders, undertaking the Arrangement as an arrangement within the meaning and under the process of section 193 of the ABCA affords additional protection to the Darian Shareholders given that this Honourable Court will consider and determine whether the Arrangement is fair and reasonable to Darian Shareholders.

Notice of Proposed Meeting of Darian Shareholders

- w) To obtain the requisite approval of the Darian Shareholders, Darian proposes to call and conduct a special meeting (defined above as the Meeting) of the Darian Shareholders for the purposes of considering the Plan of Arrangement and, if thought advisable, passing, with or without variation, a special resolution of the Darian Shareholders (the “Arrangement Resolution”) approving the Plan of Arrangement, and such other business as may properly be brought before the Meeting or any adjournment thereof.
- x) The manner in which Darian proposes to conduct the Meeting is set forth in the form of Interim Order sought by Darian which is attached as Schedule “C” to the within Motion.
- y) Notice of the Meeting is proposed to be given by delivering a Notice of Meeting of Darian and a letter to the Darian Shareholders describing the Arrangement and summarizing the recommendations of the Darian Board, (the “Shareholder Letter”) substantially in the form marked as Exhibit “C” to the Confidential Affidavit , with such amendments thereto as may be necessary or desirable [provided that such amendments are not inconsistent with the terms of the interim order granted by this Honourable Court (the “Interim Order”)] together with a copy of the Interim Order and notice of the date on which the application for final order is to be heard (collectively the “Meeting Materials”) by prepaid ordinary mail at least 21 days prior to the date of the Meeting to the following persons (the “Notice Recipients”):
 - i. Darian Shareholders who are registered as such as of June 4, 2010 (the “Record Date”) at the registered address as they may appear on the share register of Darian as at the Record Date; and
 - ii. The directors and auditors of Darian;

Conduct of the Meeting

- z) Subject to the by-laws of Darian and the provisions of the ABCA with respect to persons who become registered holders of Darian Shares after the Record Date, Darian proposes that only Darian Shareholders shall be entitled to vote at the Meeting in respect of the Arrangement Resolution, unless any such Darian Shareholder transfers Darian Shares after the Record Date and the transferee of those Darian Shares, having produced properly endorsed certificates evidencing such Darian Shares or having otherwise established ownership of such Darian Shares, demands, at least ten (10) days before the Meeting, that the transferee's name be included in the list of Darian's Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Darian Shares at the Meeting.
- aa) Darian proposes that the Darian Shareholders shall vote together as one class, each Darian Shareholder being entitled to one vote for each Darian Share that they hold.

Dissent Rights of Shareholders

- bb) Darian proposes that the registered Darian Shareholders as of the Record Date will be entitled to a right of dissent analogous to the right under section 191 of the ABCA, as modified by the Interim Order or the Arrangement, in connection with the Arrangement Resolution approving the Arrangement. Upon compliance with the provisions of section 191 of the ABCA as modified by the Interim Order and the Arrangement, a dissenting Darian Shareholder will be entitled to receive from Bidco, under the Arrangement and subject to the provisions of the ABCA, the fair value of their Darian Shares for which they exercise dissent.
- cc) Darian proposes that a holder of Darian Shares will not be allowed to exercise the right of dissent in respect of only a portion of such holder's Darian Shares but would be allowed to dissent only with respect to all of the Darian Shares held by the holder.

- dd) Darian proposes that notwithstanding section 191(5) of the ABCA, the written objection required to be sent to Darian by a dissenting Darian Shareholder pursuant to section 191(5) of the ABCA must be received by Darian c/o Borden Ladner Gervais LLP, 400-3rd Avenue S.W., Calgary, Alberta T2P 4H1 (Attention: Dan Baxter) prior to 5:00 p.m. (Calgary time) on the second last business day prior to the date of the Meeting, and the objection must otherwise comply with the requirements of section 191 of the ABCA.
- ee) Darian proposes that a Darian Shareholder who votes Darian Shares at the Meeting, either in person or by proxy, in favour of the Arrangement Resolution approving the Arrangement shall not be entitled to exercise rights of dissent.
- ff) Darian proposes, subject to further order of this Court, that the rights available to the Darian Shareholders under the ABCA and the Arrangement to dissent from the Arrangement Resolution shall constitute full and sufficient rights of dissent for the Darian Shareholders.
- gg) Darian proposes that notice to Darian Shareholders of the right of dissent regarding the Arrangement Resolution approving the Arrangement and the right to receive, subject to the provisions of the ABCA, the fair value of their Darian Shares, shall be sufficiently given by a description of those rights in the Shareholder Letter.

Requisite Approval

- hh) Darian proposes that, if the Arrangement Resolution is approved by 66 2/3% of the votes cast by the Darian Shareholders present in person or by proxy at the Meeting Darian may proceed, but shall not be compelled by anything in the Interim Order to proceed, with an application (the "Application for Final Order") for an order seeking the approval of this Honourable Court of the Plan of Arrangement on a date to be fixed by this Honourable Court in the Interim Order.

- ii) As set out above, Darian proposes that the notice of the Application for a Final Order shall be given simultaneously with the delivery of the Meeting Materials and that such notice shall be deemed to be good and sufficient notice of the Application for Final Order.

AND FURTHER TAKE NOTICE in support of this application, Darian intends to rely on the Affidavit of Grant Bartlett sworn June 1, 2010, the Confidential Affidavit, a supplemental Affidavit to be sworn and filed after the conduct of the Meeting and before the Application for Final Order and the Exhibits that will be appended thereto; the pleadings and proceedings had and taken in this Action, including all prior Orders of this Honourable Court; the *Alberta Rules of Court*; the provisions of the *Companies' Creditors Arrangement Act* and the *Alberta Business Corporations Act*; and such further and other material as Counsel may advise.

DATED at the City of Calgary, in the Province of Alberta, this 1st day of June, 2010.

BORDEN LADNER GERVAIS LLP

PER; _____
Josef G.A. Krüger, Q.C.
Solicitor for Darian Resources Ltd. and
Bowview Petroleum Inc.

TO: The Clerk of the Court

AND TO: The Service List attached as Schedule "A" hereto

AND TO: Parties claiming to be Secured Creditors whose claims are in dispute attached as Schedule "B" hereto

SCHEDULE "A"

Action No.1001-02216

**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.

SERVICE LIST

<i>Counsel</i>	<i>Telephone</i>	<i>Fax</i>	<i>Counsel For</i>
ALBERTA JUSTICE LEGAL SERVICES DIVISION 9th Floor Peace Hills Trust Tower 10011-109 Street Edmonton T5J 3S8 JEFF MAYAN E-mail: jeff.mayan@gov.ab.ca	780 415 2980	780 427 1230	Alberta Department of Energy
BENNETT JONES LLP 4500 Bankers Hall East 855 - 2 nd Street SW Calgary, Alberta T2P 4K7 CHRIS SIMARD E-mail: simardc@bennettjones.ca MARC KELLY E-mail: mkelly@insolvency.net	(403) 298-3100 (403) 298-4485	(403) 265-7219	Hardie & Kelly Inc., the Monitor
BORDEN LADNER GERVAIS LLP 1000 Canterra Tower 400 Third Avenue, S.W. Calgary, Alberta T2P 4H2 JOSEF A. KRÜGER, Q.C. E-mail: jkruger@blgcanada.com PATRICK McCARTHY, Q.C. E-mail: pmccarthy@blgcanada.com TRAVIS LYSAK E-mail: tlysak@blgcanada.com	(403) 232-9500 (403) 232-9563 (403) 232-9441 (403) 232-9719	(403) 266-1395	Darian Resources Ltd. Bowview Petroleum Inc.

BURNET DUCKWORTH & PALMER LLP 1400, 350 - 7 Ave. S.W. Calgary, Alberta T2P 3N9 DOUGLAS NISHIMURA E-mail: dsn@bdplaw.com PATRICIA QUINTON-CAMPBELL E-mail: pqc@bdplaw.com ELIZABETH WEGMANN E-mail: ewegmann@bdplaw.com	(403) 260-0332	(403) 260-0269	Clive Beddoe
CARSCALLEN LEITCH LLP 1500, 407-2 Street SW Calgary, AB t2P 2Y3 STAN CARSCALLEN, Q.C. E-mail: carscallen@cclawyers.com LESLIE WEEKES E-mail: weekes@cclawyers.com DON LEITCH E-mail: leitch@cclawyers.com	(403) 262-3775	(403) 262-2952	Independent Committee
CONOCOPHILLIPS CANADA 401-9 Avenue SW Calgary, AB T2P 2H7 LARINA TAYLOR E-mail: larina.j.taylor@ConocoPhillips.com	(403) 233-3563	(403) 233-5505	
DARIAN RESOURCES LTD. 1700, 205-5 Avenue SW Calgary, AB T2P 2V7 GRANT BARTLETT E-mail: gabartlett@darianresources.com			MCC Fund
ENCANA CORPORATION GRAHAM BAUGH E-mail: graham.baugh@encana.com			EnCana Corporation
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.

<p>FRASER MILNER CASGRAIN LLP 30th Floor, Fifth Avenue Place 237 – 4th Avenue S.W. Calgary, Alberta T2P 4X7</p> <p>DAVID MANN E-mail: david.mann@fmc-law.com</p> <p>BILL JENKINS E-mail: bill.jenkins@fmc-law.com</p> <p>DAVID LEGEYT E-mail: david.legeyt@fmc-law.com</p> <p>REBECCA L. LEWIS E-mail: Rebecca.lewis@fmc-law.com</p> <p>TAMMY COATES E-mail: tammy.coates@fmc-law.com</p> <p>GALE WHEATLEY Legal Assistant E-mail: Gail.Wheatley@FMC-Law.com</p>	<p>(403) 268-7000</p> <p>(403) 268-7097</p> <p>(403) 268-6835</p> <p>(403) 268-3075</p> <p>(403) 268-6354</p> <p>(403) 268-6860</p>	<p>(403) 268-3100</p>	<p>SFG Investments</p>
<p>MILES DAVISON LLP 1600, 205-5 Avenue SW Calgary, AB T2P 2V7</p> <p>TERRY CZECHOWSKYJ E-mail: tczech@milesdavison.com</p>	<p>(403) 298-0333</p>	<p>(403) 263-6840</p>	<p>KYAL Energy</p>
<p>MILLER THOMSON LLP 3000, 700-9 Avenue SW Calgary, AB T2P 3V4</p> <p>ERIN VIALA E-mail: eviala@millerthomson.com</p>	<p>(403) 298-2428</p>	<p>(403)262-0007</p>	<p>Cowboy Up Consulting Corp.</p>
<p>ROWBOTHAM LAW OFFICE 320, 703-6 Avenue SW Calgary, AB T2P 0T9</p> <p>DAVID W. ROWBOTHAM E-mail: rlo.dwr@shaw.ca</p>	<p>(403) 571-4620</p>	<p>(403) 571-4624</p>	<p>Generation Sales and Services Ltd.</p>

SCHEDULE "B"

Parties claiming to be Secured Creditors whose claims are in dispute

**1517481 Alberta Ltd.
c/o Fraser Milner Casgrain LLP
15th Floor, Bankers Court
850 – 2nd Street SW
Calgary, AB T2P 0R8
Attention: David LeGeyt
e-mail: david.legeyt@fmc-law.com
Phone: 403-268-3075
Fax: 403-268-3100**

Disputed amount - \$165,618.00

**Compton Petroleum Corporation
c/o Stikeman Elliott LLP
4300, 888 – 3rd Street SW
Calgary, AB T2P 5C5
Attention: Hugh Slocombe
e-mail: hslocombe@stikeman.com
Phone – 403-266-9076
Fax: 403-781-9033**

Disputed amount - \$125,992.20

**Taylor Gas Processing LP
1700, 355 – 4th Ave. SW
Calgary, AB T2P 0J1
Attention: Eileen Miller
e-mail: eileen.miller@altagas.ca
Phone: 403-691-7755
Fax: 403-691-7564**

Disputed amount - \$331, 964.68

**Voodoo Valve Rentals Ltd.
c/o Gowling Lafleur Henderson
1400, 700 – 2nd Street SW
Calgary, AB T2P 4V5
Attention: Barrie Marshall
e-mail: barrie.marshall@gowlings.com
Phone: - 403-292-1085
Fax: 403-695-3508**

Disputed amount - \$15,797.25

**SJ Capital Corp, S.P.L.H. Investments Ltd.,
Julmar Holdings Ltd., & Shawana Estates Ltd.
c/o Fraser Milner Casgrain LLP
15th Floor, Bankers Court
850 – 2nd Street SW
Calgary, AB T2P 0R8
Attention: David LeGeyt
e-mail: david.legeyt@fmc-law.com
Phone: 403-268-3075
Fax: 403-268-3100**

Disputed amount - \$211,293.14

SCHEDULE "C"

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 4TH DAY OF JUNE, 2010
IN CHAMBERS)	
)	
)	

INTERIM ORDER

UPON the application of Darian Resources Ltd. ("Darian") and Bowview Petroleum Inc. ("Bowview") (collectively the "Applicants") being brought before this Honourable Court for its consideration; **AND UPON** reading the Notice of Motion filed by the Applicants (the "Application"); **AND UPON** having read the Affidavit of Grant A. Bartlett, President and Chief Executive Officer of the Applicants, sworn on June 1, 2010, filed (the "Affidavit") and the Confidential Affidavit by Grant A. Bartlett sworn June 1, 2010 (the "Confidential Affidavit") including among other exhibits, a draft in substantially final form of the Notice of Meeting of Darian, a letter to the shareholders of Darian by the board of directors of Darian (the "Shareholder Letter") (collectively, the "Meeting Circular") including, among other materials:

- a) The form of notice (the “Notice of Meeting”) to holders (the “Darian Shareholders”), who are registered as such as of June 1, 2010 (the “Record Date”), of the common shares in the capital of Darian issued as of the date hereof (the “Darian Shares”) of a special meeting (the “Meeting”) of the Darian Shareholders; and
- b) The Shareholder Letter by and on behalf of the management of Darian to which is attached:
 - i. The arrangement agreement (the “Arrangement Agreement”) made between Darian and a confidential purchaser (“Bidco”) dated May 28, 2010;
 - ii. The plan of arrangement (the “Plan of Arrangement”) arising from the Arrangement Agreement proposed for the consideration and approval of this Honourable Court and to be proposed at the Meeting for the consideration and approval of the Darian Shareholders;
 - iii. The form of resolution (the “Arrangement Resolution”) to be proposed for the consideration and approval of the Darian Shareholders at the Meeting; and
 - iv. The fairness opinion delivered by Peters & Co. Limited to Darian, stating that, inter alia, on the basis of particular assumptions, qualifications and limitations summarized therein, as at May 28, 2010, the consideration to be received by Darian Shareholders pursuant to the Arrangement Agreement is fair, from a financial point of view, to the Darian Shareholders;

AND UPON BEING ADVISED that the Executive Director (the “Director”) appointed under the Alberta *Business Corporations Act*, R.S.A., 2000, c. B-9, as amended, (the “ABCA”) has not been given notice of this application as Darian is not a “distributing corporation” under the ABCA; **AND UPON** hearing counsel for Darian and counsel for Bidco; **AND UPON** it appearing that the Plan of Arrangement sets forth a series of transactions that is an

“arrangement” within the meaning of the ABCA; AND UPON it appearing that it would not be practicable to undertake the series of transactions set forth in the Plan of Arrangement pursuant to any other provision(s) of the ABCA;

NOW, THEREFORE, IT IS HEREBY ORDERED AND DIRECTED THAT:

1. Darian shall call and conduct the Meeting of the Darian Shareholders for the purposes of considering the Plan of Arrangement and, if thought advisable, passing, with or without variation, the Arrangement Resolution approving the Plan of Arrangement.

Notice

2. The Notice of Meeting and Shareholders Letter, substantially in the form attached to the Confidential Affidavit, with such amendments thereto as may be necessary or desirable (provided that such amendments are not inconsistent with the terms of this Order) and a copy of this Interim Order (collectively, the “Meeting Materials”), shall be mailed by prepaid ordinary mail at least 21 days prior to the date of the Meeting to the following persons (the “Notice Recipients”):
 - a) Darian Shareholders who are registered as such as of June 4, 2010 (the “Record Date”) at the registered address as they may appear on the share register of Darian as at the Record Date; and
 - b) The directors and auditors of Darian.

In calculating the 21 day period, the date of mailing shall be included and the date of the Meeting shall be excluded. The addressees of such mailing shall be deemed to have received the Meeting Materials on the date of mailing and such mailing shall constitute good and sufficient service of the Notice of Meeting, this Interim Order and all other notices given and information provided in the Meeting Materials.

3. Service of the Application, the Affidavit, the Confidential Affidavit and any other subsequent affidavits filed on behalf of the Applicants on parties other than those reflected in Schedules “A” and “B” to the Notice of Motion dated June 1, 2010 is dispensed with.

4. The only persons entitled to notice of the Meeting shall be the Notice Recipients.
5. The accidental omission to give notice of the Meeting to or the non-receipt of the notice by one or more of the Notice Recipients shall not invalidate any resolution passed or proceedings taken at the Meeting.

Conduct of the Meeting

6. The Meeting shall, subject to the express provisions of this Interim Order, be called and conducted in accordance with the by-laws of Darian and the ABCA.
7. The Chairman of the Meeting shall be Grant Bartlett, President and Chief Executive Officer of Darian, or failing him, any officer or director of Darian who shall be appointed by the Board of Directors of Darian for that purpose.
8. The quorum at the Meeting shall be two or more persons present in person or represented by proxy and registered as holding in aggregate not less than 5% of the Darian Shares entitled to be voted at such Meeting. If a quorum is present at the opening of the Meeting, the Darian Shareholders present or represented may proceed with the business of the Meeting notwithstanding that a quorum is not present throughout the Meeting. If no quorum is present at the opening of the Meeting, the Darian Shareholders present or represented at the Meeting shall adjourn the Meeting to a fixed time and place but not transact any other business.
9. Subject to the by-laws of Darian and the provisions of the ABCA with respect to persons who become registered holders of Darian Shares after the Record Date, only the Darian Shareholders registered as such as at the Record Date shall be entitled to vote at the Meeting in respect of the Arrangement Resolution, unless any such Darian Shareholder transfers Darian Shares after the Record Date and the transferee of those Darian Shares, having produced endorsed certificates evidencing such Darian Shares or having otherwise established ownership of such Darian Shares, demands, at least ten (10) days before the Meeting, that the transferee's name be included in the list of Darian Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Darian Shares at the Meeting.

10. The Darian Shareholders shall vote together as one class, each Darian Shareholder being entitled to one vote for each Darian Share that the hold.

Approval

11. If the Arrangement Resolution is approved by 66 2/3% of the votes cast by the Darian Shareholders present in person or by proxy at the Meeting, Darian may proceed, but shall not be compelled by anything in this Order to proceed, with an application seeking the approval of this Honourable Court of the Plan of Arrangement (“Application for Final Order”) on July 2, 2010 at 1:15 in the afternoon at the Calgary Court Centre, 601-5 Street SW, Calgary, Alberta.

Dissent Rights of Shareholders

12. The registered Darian Shareholders as of the Record Date are entitled to a right of dissent analogous to the right under section 191 of the ABCA, as modified by this Interim Order or the Arrangement, in connection with the Arrangement Resolution approving the Arrangement. Upon compliance with the provisions of section 191 of the ABCA as modified by this Order and the Arrangement, a dissenting Darian Shareholder is entitled to receive from Bidco, under the Arrangement and subject to the provisions of the ABCA, the fair value of their Darian Shares for which they exercise dissent.
13. A holder of Darian Shares cannot exercise the right of dissent in respect of only a portion of such holder’s Darian Shares but may dissent only with respect to all of the Darian Shares held by the holder.
14. Notwithstanding section 191(5) of the ABCA, the written objection required to be sent to Darian by a dissenting Darian Shareholder pursuant to section 191(5) of the ABCA must be received by Darian c/o Borden Ladner Gervais LLP, 400-3rd Avenue S.W., Calgary, Alberta T2P 4H1 (Attention: Dan Baxter) prior to 5:00 p.m. (Calgary time) on the second last business day prior to the date of the Meeting, and the objection must otherwise comply with the requirements of section 191 of the ABCA.

15. A Darian Shareholder who votes Darian Shares at the Meeting, either in person or by proxy, in favour of the Arrangement Resolution approving the Arrangement shall not be entitled to exercise rights of dissent.
16. Subject to further order of this Court, the rights available to the Darian Shareholders under the ABCA and the Arrangement to dissent from the Arrangement Resolution shall constitute full and sufficient rights of dissent for the Darian Shareholders.
17. Notice to Darian Shareholders of the right of dissent regarding the Arrangement Resolution approving the Arrangement and the right to receive, subject to the provisions of the ABCA, the fair value of their Darian Shares, shall be sufficiently given by a description of those rights in the Shareholder Letter.

Final Application

18. Good and sufficient notice of the Application for Final Order shall be deemed to have been received by the Notice Recipients together with their deemed receipt of the Meeting Materials if the delivery of the Meeting Materials is conducted as set out herein.
19. Any Notice Recipient or other interested party desiring to appear and make submissions at the Application for Final Order (except Bidco by its authorized officers or directors and its counsel), is required to file with this Court and serve upon the Darian solicitors, Borden Ladner Gervais LLP, Attention: Josef G.A. Krüger, Q.C. on or before 3:30 p.m. Calgary time on June 28, 2010 (the "Appearance Notice Deadline"), a Notice of Intention to Appear, together with any evidence or materials which such party intends to present to the Court, setting out:
 - a) If they are a Notice Recipient, which category of Notice Recipient they are (i.e., whether a Darian Shareholder or director or auditor of Darian;
 - b) If they are not a Notice Recipient, the basis upon which they claim to be an interested party that should be entitled to appear and be heard by this Honourable Court;

- c) Whether such individual intends to support or oppose the application or make submissions;
 - d) A brief summary of the submissions they would intend to make to this Honourable Court;
 - e) The evidence or materials which such party intends to present to the Court; and
 - f) Such individual's address for services.
20. Service of a Notice of Intention to Appear on counsel for Darian shall be deemed to have been sufficiently and properly delivered if the Notice of Intention to Appear is:
- a) First filed with the Court and bears the stamp of the Clerk of this Honourable Court; and
 - b) Then delivered prior to Appearance Notice Deadline by:
 - a. Personally serving it on any person in the employ of Darian's solicitors at the address of the solicitors shown on the back of this Interim Order; or
 - b. Sending it via facsimile number noted on the back of this Interim Order; or
 - c. Sending it as an attachment to the email address noted on the back of this Interim Order.
21. In the event that the Application for Final Order is adjourned, only those parties appearing before this Court on the initial return date of the Application for Final Order shall be given notice of the adjourned date.

Leave to Vary Interim Order

22. The Applicants shall be entitled at any time to apply *ex parte* to vary this Interim Order. If an application to vary this Order is brought *ex parte* by the Applicants, this Honourable Court shall first determine what notice, if any, of the application shall be given and to whom and by what method, what notice, if any, of the variance granted by this

Honourable Court is to be given, and in either case to whom and how such notice is to be given.

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

ENTERED this ___ day of
June, 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.**

INTERIM 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

No: 1001-02216

2010

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.**

NOTICE OF MOTION

(Approving Arrangement Agreement and
Interim s. 193 ABCA Order)

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