

**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.**

**NOTICE OF MOTION
(Re: Extension of Stay Period)**

TAKE NOTICE that an application will be made on behalf of Darian Resources Ltd. and Bowview Petroleum Inc. (together the "Applicants") before the Honourable Justice B.E.C. Romaine in Chambers at the Calgary Court Centre, 601 - 5th Street S.W., in the City of Calgary, in the Province of Alberta, on Friday, the 19th day of February, 2010, at the hour of 9:00 o'clock in the forenoon, or so soon thereafter as counsel may be heard for an Order:

1. providing there has been good and sufficient service of notice of this application and the time for service of this application and materials in support thereof be and is hereby abridged, if necessary, so that this application is properly returnable on Friday, February 19, 2010 and any further service of this application upon any interested parties is hereby dispensed with;
2. approving an extension of the Stay Period as defined in the Initial Order granted February 12, 2010 (the "Initial Order") to and including March 17, 2010;
3. extending the directions and powers given to the Monitor in paragraph 41 of the Initial Order by authorizing the Monitor to release funds in excess of \$500,000 from the MCC Funds (as defined in paragraph 40 of the Initial Order) at the Applicants' request for payments of any amounts which the Applicants are permitted to pay in accordance with the terms of the Initial Order, including any amounts secured by the Administration Charge, provided the Monitor is satisfied such request is reasonable and appropriate, and authorizing the Applicants and the Monitor to pay from the MCC Funds retainers to the Monitor and its counsel, the Applicants' counsel and counsel to the Independent Committee in the amounts set out in paragraph 29 of the Initial Order;

4. authorizing the Applicants to open a new banking account with Alberta Treasury Branches (“ATB”) provided ATB is prepared to agree not to apply set-off to any funds deposited into such account, alternatively with any chartered Canadian bank (the “New Account”);
5. amending paragraph 41 of the Initial Order by authorizing the Monitor to pay the MCC Funds into the New Account;
6. authorizing the Monitor, until the New Account is operable, to make payments authorized by the Initial Order and by this Order directly from the MCC Funds held by the Monitor;
7. authorizing Darian to immediately sell the Scollard Shares (as defined in the Affidavit of Grant A. Bartlett sworn February 17, 2010) for a purchase price of not less than \$2 per share provided the Monitor consents in writing to such a sale, and authorizing and directing Darian to deposit the proceeds of any such sale into the New Account. Such proceeds will not be used by the Applicants without consent of the Court;
8. providing such further and other relief as the Applicants may seek and this Honourable Court deems just.

AND FURTHER TAKE NOTICE that the grounds upon which this application is brought are that:

1. On February 12, 2010 the Court granted the Applicant protection from their creditors under the *Companies’ Creditors Arrangement Act* (the “CCAA”);
2. The Applicants have acted and will continue to act in good faith and with due diligence with the assistance of its legal counsel and the Monitor in pursuing a Plan of Compromise or Arrangement;
3. The Applicants require the use of the MCC Funds to pay for its operational and restructuring costs until March 17, 2010;
4. The Applicants require a new banking account into which they may deposit funds which will not be used by the bank to apply set-off;

5. The Scollard Shares are non-core assets of Darian and can be converted into cash without delay;
6. The Applicants require time to deal with its creditors, shareholders and other stakeholders while also opposing the applications against it by some of its shareholders, and the Applicants require a reasonable extension of the stay to enable them to manage their affairs such that none of the stakeholders be prejudiced.

AND FURTHER TAKE NOTICE that the Applicants rely upon the following:

1. The Affidavit of Grant Aulden Bartlett sworn February 11, 2010;
2. The Affidavit of Grant Aulden Bartlett sworn February 18, 2010;
3. The pleadings filed in this action;
4. The CCAA;
5. The Alberta Rules of Court;
6. The inherent jurisdiction of this Honourable Court; and
7. Such further and other material as counsel for the Applicants may advise and this Honourable Court may permit.

DATED at the City of Calgary, in the Province of Alberta, this 18 day of February, 2010.

BORDEN LADNER GERVAIS LLP

Per: _____

Josef G.A. Krüger, Q.C.

TO: The Clerk of the Court
AND TO: The Service List

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 BOWVIEW
PETROLEUM INC.

NOTICE OF MOTION

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