

**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: Update on Pre-Emptive Bid)**

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. I make this Affidavit for the purpose of updating the Court and the creditors of the Applicants about the progress made with the proposed transaction between the Applicants and the Pre-Emptive Bidder (as defined in my Affidavit sworn April 12, 2010).
3. As indicated in my Affidavit sworn April 12, 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 of the Applicants paid out in full and Darian's shareholders will also be receiving consideration. The execution of the Letter of Intent was recommended


by Peters & Company, the Applicants financial advisor, and was done with the agreement of the Monitor and the Independent Committee.

- 4. The Applicants have been working diligently with the Pre-Emptive Bidder to negotiate and draft a definitive agreement. It was originally intended by the Applicants and the Pre-Emptive Bidder to work towards the closing of the transaction on April 30, 2010. The Applicants and the Pre-Emptive Bidder are making progress towards the preparation of a definitive agreement, but cannot finalize it until certain due diligence requirements of the Pre-Emptive Bidder have been satisfied. It is expected that those requirements will be satisfied during the week of May 3, 2010. The Pre-Emptive Bidder has also indicated its preference that the transaction be structured on the basis that an Arrangement Agreement pursuant to the *Business Corporations Act* (Alberta) be entered into, coupled to lock-up agreements with the shareholders and a Plan of Arrangement pursuant to the *Companies' Creditors Arrangement Act*. It will not be possible to implement such a structure without compliance with some statutory time limits.
- 5. Accordingly, although good progress has been made and the Pre-Emptive Bidder has given its total cooperation, the logistics and realities of putting together the transaction are such that a closing thereof by April 30, 2010 is not possible. Closing is more likely to be towards the middle of June 2010.
- 6. The Applicants will report more comprehensively to the Court and to the creditors in the application which will be made for an extension of the Stay which expires on May 18, 2010. The Applicants are filing this Affidavit to update all interested parties in the progress made to date.

SWORN BEFORE ME at the City of)
Calgary, in the Province of Alberta, this 28)
day of April, 2010.)
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GRANT AULDEN BARTLETT



A Commissioner for Oaths in and for the
Province of Alberta
ALISON SMITH
STUDENT-AT-LAW

No: 1001-02216

2010

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

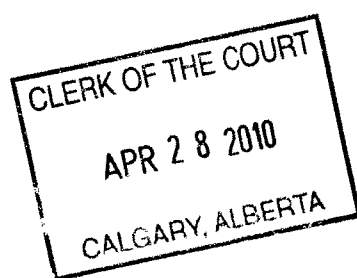
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**AND IN THE MATTER OF DARIAN
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PETROLEUM INC.**

**AFFIDAVIT OF GRANT AULDEN
BARTLETT**

Sworn April 28, 2010

(Re: Update on Pre-Emptive Bid)



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