

**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.***

**AFFIDAVIT  
(Creditors' Meeting Order)**

I, **Grant Aulden Bartlett**, businessman, of the City of Calgary, in the Province of Alberta, MAKE OATH AND SAY AS FOLLOWS:

**Background**

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 "Darian Group") 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. All capitalized terms not defined herein shall take the meaning given to them in the prior orders granted in these proceedings, in the prior affidavits sworn by me in these proceedings, and in the Creditors' Meeting Order (as defined herein).
3. I make this Affidavit in support of an application by the Darian Group for the granting of the Creditors' Meeting Order.

4. On February 12, 2010, the Honourable Madam Justice B.E.C. Romaine granted an Order (the “Initial Order”) declaring Darian Resources Ltd. and Bowview Petroleum Inc. (collectively the “Darian Group”) to be corporations to which the *Companies’ Creditors Arrangement Act* (the “CCAA”) applies, granting various other relief and appointing Hardie & Kelly Inc. as Monitor (the “Monitor”) of the Darian Group in the CCAA proceedings. Under the terms of the Initial Order, a Stay Period (as defined in the Initial Order) ending February 20, 2010 was established.
5. The Stay Period has been extended pursuant to prior Orders, the most recent of which extended the Stay Period to June 24, 2010.

### **Status Update**

6. Since swearing my Affidavit of May 7, 2010 (the “May 7 Affidavit”) the Darian Group has made further significant progress in pursuing its restructuring plan. The following material events have taken place:
  - (a) Darian has executed an Arrangement Agreement with the Pre-Emptive Bidder, the details of which are described more particularly in companion Affidavits sworn by me on June 1, 2010 (the “Arrangement Agreement”);
  - (b) Darian and EnCana Corporation have entered into a Memorandum of Understanding (the “EnCana MOU”) and are in the process of preparing EnCana Farm In Amending Agreements;
  - (c) the Darian Group and the Monitor continue to attend to the Claims Process created by the Claims Process Order of March 17, 2010. The deadline for filing Notices of Objection has passed and the Darian Group has received 17 Notices of Objection respecting claims totalling \$1,383,902;
  - (d) a total of 16 claims were filed late in the Claims Process. The Darian Group intends to apply to have the following late claims accepted as they are for legitimate amounts owing and their acceptance will not cause prejudice to the Darian Group in these proceedings;

<u>Claim</u>	<u>Amount of Claim Filed</u>
(i) Claresholm Rentals & Oilfield Services Inc.	\$4,348
(ii) Critical Control Energy Services Inc.	\$1,124
(iii) Crude Group OSI	\$24,145
(iv) Gasfield Energy Service	\$116,547
(v) IHS Energy (Canada) Ltd.	\$382
(vi) KDK Enerprises Ltd.	\$349
(vii) Michael Whiteside	\$17,467
(viii) Six Gun Rentals	\$4,337
(ix) Smithbrook Mud Services Ltd.	\$19,456
(x) TC Mobile Vessels Ltd.	\$4,971
(xi) Terroco Industries Ltd.	\$1,594.
(e) The late claims of the following parties will not be accepted by Darian as Darian would have disallowed them had they been filed prior to the Claims Bar Date: Enerstar Petroleum Corp., Devon Canada, Down Under Steaming, Frederick Markert, Helen Loft, and Wrayco Farms Ltd.;	
(f) The balance of the Scollard Funds continue to be held in a trust account with Alberta Treasury Branches; and	
(g) The Darian Group have been in constant contact with the Monitor, the Independent Committee and the Shaw Family Group. Weekly conference calls attended by the Shaw Family Group, the Darian Group, the Monitor and Peters & Co. Limited are held.	

### **The Plan of Compromise and Arrangement**

7. As Darian has executed the Arrangement Agreement and the EnCana MOU, the Darian Group is now ready to file and distribute a Plan of Compromise and Arrangement and Compromise with certain of its creditors (the "Plan") and to call a meeting of its creditors

to consider and vote on the Plan (the “Creditors’ Meeting”), and is seeking an Order of this Honourable Court (the “Creditors’ Meeting Order”), *inter alia*:

- (a) accepting the filing of the Plan concerning, affecting, and involving the Darian Group, as such Plan may be amended, varied or supplemented by the Darian Group from time to time in accordance with the terms thereof and the Creditors’ Meeting Order;
  - (b) authorizing the Darian Group to establish one class of Affected Creditors in the Plan for the purposes of considering and voting on the Plan; and
  - (c) authorizing the Darian Group to call, hold, and conduct a joint meeting of their Affected Creditors to consider and vote on a resolution to approve the Plan.
8. Some of the salient features of the Plan, a copy of which is attached hereto and marked as **Exhibit “A”**, are:
- (a) the Pre-Emptive Bidder will acquire all of the common shares in the capital stock of Darian (the “Darian Shares”);
  - (b) from the proceeds of the Darian Shares, payment will be made of 100% of all Proven Claims of Affected Creditors together with simple interest calculated in accordance with the *Judgment Interest Act* (Alberta) on Affected Claims from the Filing Date to the Plan Implementation Date; and
  - (c) if the Plan is approved by Affected Creditors and this Honourable Court, certain conditions must be met before Plan Implementation can take place. Those conditions are outlined in Section 8.4 of the Plan.

### **The Darian Group’s Employees**

9. Certain provisions of the Arrangement Agreement may impact upon certain of the Darian Group’s employees. While the Arrangement Agreement is a confidential document, the Darian Group will be working with the Bidder to ensure that the Darian Group’s

employees will be given proper disclosure of the portions of the Arrangement Agreement relevant to them.

### **The Creditors' Meeting**

10. To allow those Affected Creditors with an Eligible Voting Claim to consider and vote on the Plan, the Darian Group proposes to call, hold and conduct the Creditors' Meeting on June 28, 2010.

### **Notice to Creditors**

11. In order to distribute the necessary materials to Creditors with Eligible Voting Claims, and to allow such Creditors with Eligible Voting Claims to consider the Plan, the Darian Group proposes that the Monitor send by regular pre-paid mail the following materials (the "Meeting Materials"):
  - (a) a Notice to Creditors substantially in the form attached to the draft Creditors' Meeting Order as Schedule "C". A copy of the draft Creditors' Meeting Order is attached hereto and marked as Exhibit "B";
  - (b) the Plan;
  - (c) the Instructions to Creditors substantially in the form attached to the draft Creditors' Meeting Order as Schedule "D"; and
  - (d) a blank Instrument of Proxy substantially in the form attached to the draft Creditors' Meeting Order as Schedule "E" (collectively the "Meeting Materials"),
12. The Meeting Materials will be sent:
  - (a) to each Creditor that has a Proven Claim or each alleged creditor with a Disputed Claim on or before June 8, 2010 to the address provided by each such Creditor or alleged creditor in its Notice of Claim or to such other address subsequently provided to the Monitor by any such Creditor or alleged creditor; and

- (b) to any Person claiming to be a Creditor of the Darian Group within three (3) Court Days of receipt of a request from such Person to the address provided by such Person to the Monitor.
13. The Darian Group proposes that on or before June 11, 2010, the Monitor shall cause the Notice to Creditors, substantially in the form attached to the draft Creditors' Meeting Order as Schedule "C", to be published in the *Calgary Herald*.
14. The Darian Group also proposes that an electronic form of the Meeting Materials, including any amendments and variations thereto, shall be posted on the Monitor's website until the Court Day following the Plan Implementation Date.

### **Proxies**

15. The Darian Group proposes that an Instrument of Proxy in respect of the Creditors' Meeting (or any adjournment thereof) shall be provided to the Monitor on or before 5:00 p.m. on the Court Day immediately prior to the day on which the Creditors' Meeting (or any adjournment thereof) is to be held, provided that any Instrument of Proxy may also be deposited with the Chair at the Creditors' Meeting (or any adjournment thereof) prior to the commencement of the applicable Creditors' Meeting.
16. The Darian Group proposes that it may in its discretion, waive in writing the time limits imposed on the Creditors as set out in this Creditors' Meeting Order and the Instruction to Creditors for the deposit of proxies and all other procedural matters for which the Darian Group deems it advisable to do so (without prejudice to the requirements that all of the other Creditors must comply with this Creditors' Meeting Order and the other procedures set out in the applicable Instructions to Creditors).

### **Conduct at the Creditors' Meeting**

17. The Darian Group proposes that for the purposes of voting to approve the Plan (a) there shall be one class of Affected Creditors established in the Plan, the "Affected Creditors' Class", comprised of Affected Creditors with Eligible Voting Claims and (b) the value of the Eligible Voting Claims shall be established in accordance with the provisions of the

Creditors' Meeting Order, the Claims Process Order, the Plan and any further order of this Honourable Court.

18. The Darian Group proposes that the Creditors' Meeting shall be called, held and conducted, and the Plan shall be voted upon and, if approved by the Affected Creditors, ratified and given full force and effect, in accordance with the provisions of the Creditors' Meeting Order, the Claims Process, the Plan, the CCAA and any further order of this Honourable Court, notwithstanding the provisions of any agreement or other instrument to the contrary.
19. The Darian Group proposes that:
  - (a) an officer of the Monitor, designated by the Monitor, shall preside as the chair (the "Chair") of the Creditors' Meeting and, subject to the Creditors' Meeting Order and any further order of this Honourable Court, shall decide all matters relating to the conduct of the Creditors' Meeting;
  - (b) in the Creditors' Meeting, the Chair shall direct a vote with respect to a resolution to approve the Plan and any amendments thereto as the Darian Group and the Monitor may consider appropriate;
  - (c) the quorum required shall be one (1) Creditor present in person or by proxy;
  - (d) the Monitor shall appoint scrutineers for the supervision and tabulation of the attendance at, quorum at and votes cast at the Creditors' Meeting. A person designated by the Monitor shall act as secretary at the Creditors' Meeting;
  - (e) if (a) the requisite quorum is not present at the Creditors' Meeting, or (b) the Creditors' Meeting is postponed by the vote of the majority in number of the applicable Creditors present in person or by proxy, then the Creditors' Meeting shall be adjourned by the Chair to a later date, time and place designated by the Chair;
  - (f) the Chair shall be entitled to adjourn and further adjourn the Creditors' Meeting at the Creditors' Meeting or any adjourned Creditors' Meeting provided that any

such adjournment or adjournments shall be for a period of not more than thirty (30) days in total and, in the event of any such adjournment, the Darian Group shall not be required to deliver any notice of adjournment of the Creditors' Meeting or adjourned Creditors' Meeting other than announcing the adjournment at the Creditors' Meeting or posting notice at the originally designated time and location of the Creditors' Meeting or adjourned Creditors' Meeting; and

- (g) the only Persons entitled to attend the Creditors' Meeting are the Chair, the Monitor, representatives of the Darian Group, Affected Creditors of the Darian Group with Eligible Voting Claims (including holders of proxies), and the legal counsel of any person entitled to attend. Any other Person may be admitted to the Creditors' Meeting on invitation of the Chair.

#### **Voting Procedure**

- 20. The Darian Group proposes that:
  - (a) the Chair shall direct a vote, by written ballot, on a resolution to approve the Plan and any amendments thereto as the Monitor and the Darian Group may consider appropriate;
  - (b) the only Persons entitled to vote at the Creditors' Meeting, in person or by proxy, are Creditors of the Affected Creditors' Class with Eligible Voting Claims;
  - (c) if a Creditor transfers or assigns the whole of its Claim prior to the Creditors' Meeting and the transferee delivers to the Darian Group and the Monitor actual notice of the transfer or assignment, together with satisfactory evidence of such transfer or assignment, by no later than 5:00 p.m. on the day that is ten (10) Court Days prior to the date of the applicable Creditors' Meeting, such transferee shall be entitled to attend and vote such Creditors' Claim at the Creditors' Meeting, either in person or by proxy, if and to the extent such Claim may otherwise be voted at the Creditors' Meeting and shall be bound by any and all notices previously given to the transferor or assignor in respect to such Claim. The Darian Group shall not recognize partial assignments or transfers of Claims;

- (d) Creditors with Unaffected Claims shall not be entitled to vote at the Creditors' Meeting;
  - (e) in accordance with the terms of the Plan, each of the Creditors of the Affected Creditors' Class who is entitled to vote at the Creditors' Meeting shall be entitled to one vote equal to the dollar value of its Affected Claim determined as an Eligible Voting Claim; and
  - (f) the results of the vote conducted at the Creditors' Meeting shall be binding on all of the Affected Creditors, whether or not any such Affected Creditor is present in person or by proxy or voting at the Creditors' Meeting.
21. It is the Darian Group's belief that the proposed voting procedure for the Creditors' Meeting is fair and reasonable and affords Creditors with Eligible Voting Claims with an adequate opportunity to express their opinion on the Plan.

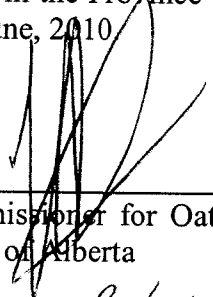
**Confirmation of the Plan**

22. The proposed Creditors' Meeting Order requires the Darian Group to make an application to the Court, on July 2, 2010 at 1:15 pm, or such other time as is set by the Court, for the Final Sanction Order (the "Sanction Application").
23. At the Sanction Application, in addition to applying for the Sanction Order, the Darian Group may be seeking related relief to facilitate implementation of the Plan.
24. Subject to the Final Sanction Order being granted and fulfilment of the conditions precedent in paragraph 8.4 of the Plan, the Plan will be implemented in accordance with the terms thereof. The Darian Group presently intends that the Plan Implementation Date will occur on July 5, 2010.
25. In the event that the Plan is not agreed to, accepted and approved in accordance with the Plan, the Plan shall automatically terminate.

**Conclusion**

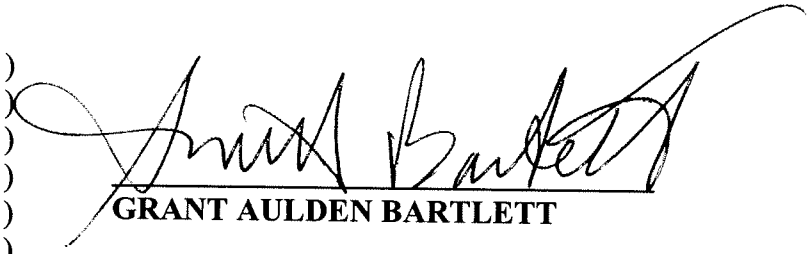
26. The Darian Group believes that the Creditors' Meeting Order sets out a fair and efficient process for Creditors with Eligible Voting Claims to consider and vote on the Plan.

SWORN BEFORE ME at the City of )  
Calgary, in the Province of Alberta, this 1<sup>st</sup> )  
day of June, 2010. )



\_\_\_\_\_)  
A Commissioner for Oaths in and for the )  
Province of Alberta )

*Travis P. Lysek*  
*Barrister and Solicitor*

  
**GRANT AULDEN BARTLETT**