



- 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**

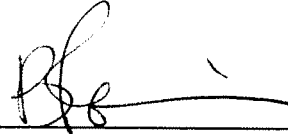
18. Good and sufficient notice of the Application for Final Order shall be deemed to have been received by the Notice Recipients together with their deemed receipt of the Meeting Materials if the delivery of the Meeting Materials is conducted as set out herein.
19. Any Notice Recipient or other interested 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.

A handwritten signature in black ink, appearing to be 'R. B.', written over a horizontal line.

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

ENTERED this \_\_\_\_ day of  
June, 2010.

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Clerk of the Court

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

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**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.**

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**INTERIM ORDER**

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**BORDEN LADNER GERVAIS LLP**  
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