

**BAYTEX ENERGY LTD.**  
**INSTRUMENT OF PROXY**  
**(SHAREHOLDERS)**  
**FOR THE SPECIAL MEETING OF SHAREHOLDERS AND OPTIONHOLDERS**  
**TO BE HELD ON AUGUST 28, 2003**

The undersigned shareholder of Baytex Energy Ltd. ("Baytex") hereby appoints Dale O. Shwed, President and Chief Executive Officer of Baytex, of the City of Calgary, in the Province of Alberta, or, failing him, Raymond T. Chan, Senior Vice-President and Chief Financial Officer of Baytex, of the City of Calgary, in the Province of Alberta, or instead of either of the foregoing, \_\_\_\_\_, as proxyholder of the undersigned, with full power of substitution, to attend, act and vote for and on behalf of the undersigned at the special meeting of shareholders and optionholders of Baytex (the "Meeting"), to be held on Thursday, August 28, 2003 at 9:00 a.m. (Calgary time) in the Alberta Room of the Fairmont Palliser Hotel at 133 – 9th Avenue S.W., Calgary, Alberta and at any adjournment thereof, and on every ballot that may take place in consequence thereof to the same extent and with the same powers as if the undersigned were personally present at the Meeting with authority to vote at the said proxyholder's discretion, except as otherwise specified below.

Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder to vote the shares represented by this Instrument of Proxy in the following manner (check (✓) the appropriate box):

1. **FOR**  or **AGAINST**  (and, if no specification is made, FOR) passing a special resolution, the full text of which is set forth as Appendix A to the Information Circular and Proxy Statement of Baytex dated July 25, 2003 (the "Information Circular"), approving an arrangement involving Baytex, Baytex Energy Trust, Crew Energy Inc., Baytex Acquisition Corp., Baytex ExchangeCo Ltd., Baytex Resources Ltd., Baytex Exploration Ltd. and Baytex securityholders under Section 193 of the *Business Corporations Act* (Alberta), all as more particularly set forth and described in the Information Circular;
2. **FOR**  or **AGAINST**  (and, if no specification is made, FOR) passing an ordinary resolution, the full text of which is set forth in the Information Circular, to approve an increase in the number of common shares available for issuance pursuant to Baytex's stock option plan by 1,383,891 common shares and to ratify the grant of 1,377,050 options to various directors, officers and employees of Baytex previously granted under Baytex's stock option plan;
3. **FOR**  or **AGAINST**  (and, if no specification is made, FOR) passing an ordinary resolution, the full text of which is set forth in the Information Circular, to approve a trust unit rights incentive plan for Baytex Energy Trust, all as more particularly described in the Information Circular;
4. **FOR**  or **AGAINST**  (and, if no specification is made, FOR) passing an ordinary resolution, the full text of which is set forth in the Information Circular, to approve a stock option plan for Crew Energy Inc., all as more particularly described in the Information Circular;
5. **FOR**  or **AGAINST**  (and, if no specification is made, FOR) passing an ordinary resolution, the full text of which is set forth in the Information Circular, to approve an initial private placement of up to 3,637,000 non-voting shares with an attached warrant and 1,881,000 performance shares, to employees, officers and directors of Crew and certain of their associates, all as more particularly described in the Information Circular; and
6. At the discretion of the said proxyholder, upon any amendment or variation of the above matters or any other matter that may be properly brought before the Meeting or any adjournment thereof in such manner as such proxy, in such proxyholder's sole judgment, may determine.

**This Instrument of Proxy is solicited on behalf of the management of Baytex. The common shares represented by this Instrument of Proxy will be voted and, where the shareholder has specified a choice with respect to the above matters, will be voted as directed above or, if no direction is given, will be voted in favour of the above matters.**

**Each shareholder has the right to appoint a proxyholder other than the persons designated above, who need not be a shareholder, to attend and to act for and on the behalf of such shareholder at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided.**

THE UNDERSIGNED HEREBY REVOKES ANY PROXIES HERETOFORE GIVEN.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2003.

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(signature of shareholder)

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(name of shareholder - please print)

NOTES:

1. If the shareholder is a corporation, its corporate seal must be affixed or it must be signed by an officer or attorney thereof duly authorized.
2. This instrument of proxy must be dated and the signature hereon should be exactly the same as the name in which the shares are registered. If the Instrument of Proxy is not dated in the above space, it is deemed to bear the date on which it is mailed by the person making the solicitation.
3. Persons signing as executors, administrators, trustees, etc., should so indicate and give their full title as such.
4. This Instrument of Proxy will not be valid and not be acted upon or voted unless it is completed as outlined herein and delivered to the attention of the Corporate Secretary of Baytex c/o Valiant Trust Company, 515, 550 – 6th Avenue S.W. Calgary, Alberta, T2P 0S2, at least 24 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof. A proxy is valid only at the Meeting in respect of which it is given or any adjournment of that Meeting.