



MAJORITY VOTING POLICY

The Board of Directors (the "Board") of Baytex Energy Corp. (the "Corporation") believes that each director should have the confidence and support of the shareholders of the Corporation. To this end, the Board has unanimously adopted this policy and future nominees for election to the Board will be required to confirm that they will abide by this policy.

Forms of proxy for the election of directors will permit a shareholder to vote in favour of, or to withhold from voting, separately for each individual nominated for election as a director of the Corporation. The chairman of any meeting of shareholders where directors are to be elected will ensure that the number of shares voted in favour or withheld from voting for each director nominee is recorded and promptly made public after the meeting. If the vote was by a show of hands, the Corporation will disclose the number of shares voted by proxy in favour or withheld for each director nominee.

If a director nominee has more votes withheld than are voted in favour of him or her, the nominee will be considered by the Board not to have received the support of the shareholders, even though duly elected as a matter of corporate law. Such a nominee will be expected to forthwith submit his or her resignation to the Board, effective on acceptance by the Board.

The Board will convene a meeting to consider whether the resignation should be accepted and the director nominee who has tendered their resignation will not participate in such meeting. In making their determination, the Board will consider all factors that it deems relevant, including, without limitation, the composition of the Board, the voting results and whether acceptance of the resignation is in the best interests of the Corporation.

Absent any extraordinary circumstances relating to the director nominee, the Board will accept the resignation. In any event, it is expected that the resignation will be accepted or rejected within 90 days of the date of the shareholders' meeting and that the Board's decision will be announced by way of a press release that will also be provided to the Toronto Stock Exchange. If the Board does not accept the resignation, the press release will state the reasons why the resignation was not accepted.

Subject to any corporate law restrictions, the Board may (1) leave a vacancy in the Board unfilled until the next annual meeting of shareholders, (2) fill the vacancy by appointing a new director whom the Board considers to merit the confidence of the shareholders, or (3) call a special meeting of shareholders to consider new director nominee(s) to fill the vacant position(s).

This policy does not apply where an election involves a proxy battle (i.e., where proxy material is circulated in support of one or more nominees who are not part of the director nominees supported by the Board).