

**DELIVERED VIA SEDAR**

October 28, 2009

British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Financial Services Commission  
Manitoba Securities Commission  
Ontario Securities Commission  
Nova Scotia Securities Commission

Dear Sirs/Mesdames:

**Re: Paramount Resources Ltd. - Final Short Form Prospectus**

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We refer to the (final) short form prospectus dated October 28, 2009 (the "**Prospectus**") of Paramount Resources Ltd. (the "**Corporation**") relating to the distribution of up to 4,500,000 Class A common shares of the Corporation at a price of \$15.00 per Class A common share.

We hereby consent to the use of our firm name, Burnet, Duckworth & Palmer LLP, on the cover page of the Prospectus and under the headings "Legal Matters" and "Interests of Experts". We hereby also give consent to such reference being made to our opinion under the heading "Eligibility for Investment" contained in the Prospectus.

We confirm that we have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that is derived from our opinions referred to above or that is within our knowledge as a result of the services we performed in connection with such opinions.

This letter is solely for the information of the addressees and is not to be referred to in whole or in part in the Prospectus or any other similar document and is not to be relied upon for any other purpose.

Yours truly,

(signed) "*Burnet, Duckworth & Palmer LLP*"