

CORPORATE ACCESS NUMBER: 2010642441



BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

BAYTEX ENERGY LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2003/09/02.



Amalgamate Alberta Corporation - Registration Statement

Service Request Number: 5288954
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: BAYTEX ENERGY LTD.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 1400, 350 - 7 AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3N9

RECORDS ADDRESS

Street: 1400, 350 - 7 AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3N9

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO
Share Transfers Restrictions: NONE
Number of Directors:
Min Number Of Directors: 3
Max Number Of Directors: 11
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "B" ATTACHED HERETO

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2003/09/02

Director

Last Name: CHAN
First Name: RAYMOND
Middle Name: T.
Street/Box Number: SUITE 803, 690 PRINCETON WAY SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 5J9
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: BRUSSA
First Name: JOHN
Middle Name: A.
Street/Box Number: 66 SIGNATURE CLOSE SW
City: CALGARY
Province: ALBERTA
Postal Code: T3H 2V7
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: CASSIDY
First Name: W.
Middle Name: A. BLAKE
Street/Box Number: 452 LAKE TOPAZ CR. SW
City: CALGARY
Province: ALBERTA
Postal Code: T2J 2H8
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: CHWYL
First Name: ED

Middle Name:

Street/Box Number: 2282 ARBUTUS ROAD

City: VICTORIA

Province: BRITISH COLUMBIA

Postal Code: V8N 1V3

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: DARGAN

First Name: NAVEEN

Middle Name:

Street/Box Number: 2216 - 7 STREET SW

City: CALGARY

Province: ALBERTA

Postal Code: T2T 2X2

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: SHWED

First Name: DALE

Middle Name: O.

Street/Box Number: 55 BEL-AIRE PLACE SW

City: CALGARY

Province: ALBERTA

Postal Code: T2V 2C3

Country:

Resident Canadian: Y

Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
209673466	BAYTEX ENERGY LTD.
2010518252	BAYTEX ACQUISITION CORP.

Attachment

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Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2003/09/02
Other Rules or Provisions	ELECTRONIC	2003/09/02
Articles/Plan of Arrangement/Court Order	10000702000624296	2003/09/02

Registration Authorized By: SHANNON M. GANGL
SOLICITOR