


CERTIFICATE OF REGISTRATION

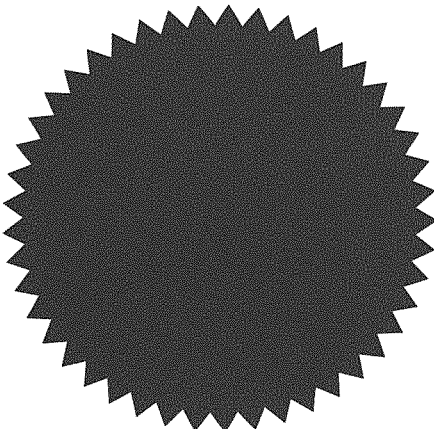
BUSINESS CORPORATIONS ACT

*I Hereby Certify that **Baytex Energy Ltd.**, which is incorporated under the laws of Alberta and was duly registered as an extraprovincial company under the laws of British Columbia on June 14, 2010, at 10:31 AM Pacific Time under certificate number A0080380; **Baytex Resources Corp.**, which is incorporated under the laws of Alberta and was duly registered as an extraprovincial company under the laws of British Columbia on May 18, 2011, at 10:40 AM Pacific Time under certificate number A0083315; and **Baytex Exchangeco Ltd.**, an Alberta corporation not registered in British Columbia; were amalgamated and that the amalgamated extraprovincial company is registered on February 13, 2012, at 10:41 AM Pacific Time under the name **BAYTEX ENERGY LTD.***

*Issued under my hand at Victoria, British Columbia,
on February 13, 2012*



RON TOWNSHEND
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA





Canada's Pacific Gateway

BC Registry Services

Mailing Address: PO Box 9431 Stn Prov Govt Victoria BC V8W 9V3 Location: 2nd Floor - 940 Blanshard St Victoria BC www.bcregistryservices.gov.bc.ca

NOTICE OF AMALGAMATION OF FORM 34(T)

Business Corporations Act

A0085398

British Columbia - Alberta Trade, Investment, and Labour Mobility Agreement (TILMA)

Freedom of Information and Protection of Privacy Act (FOIPPA):

Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Business Corporations Act for the purpose of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 356-1196, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

OFFICE USE ONLY - DO NOT WRITE IN THIS AREA

FILED FEB 13 2012 MLT REGISTRAR OF COMPANIES

10:41 Am

SUBMITTING PARTY NAME AND MAILING ADDRESS. PLEASE INCLUDE POSTAL CODE.

NAME JENNIFER ROSS ADDRESS BURNET, DUCKWORTH & PALMER LLP 2400 - 52 5 8 AVE SW CITY CALGARY PROV AB POSTAL CODE T2P 1G1

NAME RESERVED FOR THE AMALGAMATED EXTRAPROVINCIAL COMPANY

Complete section 1, 2 or 3:

- 1) The name BAYTEX ENERGY LTD. is the name adopted by the amalgamated extraprovincial company being one of the names of the extraprovincial companies. The extraprovincial registration number is: A0080380
2) The name is the name reserved for the amalgamated extraprovincial company. The name reservation number is:
3) The name being the new name of the amalgamated extraprovincial company is not available, therefore, the assumed name has been reserved. The name reservation number for the assumed name is:

AMALGAMATED EXTRAPROVINCIAL COMPANY'S CURRENT JURISDICTION

- 1) Coporate number assigned to the amalgamated extraprovincial company by its current jurisdiction 2016489755
2) Amalgamated extraprovincial company's name in the foreign jurisdiction BAYTEX ENERGY LTD.
3) Date of amalgamtion of the extraprovincial company 2011/12/31
4) Amalgamated extraprovincial company's current jurisdiction AB

AMALGAMATED FOREIGN ENTITY'S

Enter the name of each of the amalgamating foreign entities below. For each foreign entity that is an extraprovincial company, enter the extraprovincial registration number in BC. If the amalgamating foreign entity is not registered in BC as an extraprovincial company, enter the foreign entity's jurisdiction.

NAME OF AMALGAMATING FOREIGN ENTITY	EXTRAPROVINCIAL REGISTRATION NUMBER IN BC	FOREIGN ENTITY'S JURISDICTION IF NOT REGISTERED IN BC AS AN EXTRAPROVINCIAL COMPANY
✓ BAYTEX EXCHANGE CO LTD.	2010518914 NR	ALBERTA ✓
✓ BAYTEX ENERGY LTD.	A0080380	ALBERTA
✓ BAYTEX RESOURCES CORP.	A0083315	ALBERTA

HEAD OFFICE ADDRESSES

MAILING ADDRESS OF HEAD OFFICE	CITY	PROV/STATE	COUNTRY	POSTAL/ZIP
BURNET, DUCKWORTH & PALMER LLP 2400, 525 - 8 AVENUE SW	CALGARY	AB	CA	T2P 1G1 ✓
DELIVERY ADDRESS OF HEAD OFFICE	CITY	PROV/STATE	COUNTRY	POSTAL/ZIP
BURNET, DUCKWORTH & PALMER LLP 2400, 525 - 8 AVENUE SW	CALGARY	AB	CA	T2P 1G1 ✓

NAME OF ATTORNEY(S)

Enter the full name and the mailing and delivery address of each attorney.

LAST NAME	FIRST NAME	MIDDLE NAME
LOU-POY	RONALD	

COMPANY NAME

MAILING ADDRESS OF ATTORNEY	CITY	PROVINCE	POSTAL CODE
CREASE HARMAN LLP #800 - 1070 DOUGLAS STREET	VICTORIA	BC	V8W 2S8 ✓
DELIVERY ADDRESS OF ATTORNEY	CITY	PROVINCE	POSTAL CODE
CREASE HARMAN LLP #800 - 1070 DOUGLAS STREET	VICTORIA	BC	V8W 2S8 ✓

BUSINESS NUMBER

[Redacted]

OR

DIRECTOR'S NAME

LAST NAME

FIRST NAME

MIDDLE NAME

BRUSSA

JOHN

A.

NAME OF AUTHORIZED SIGNING AUTHORITY

DATE SUBMITTED

MURRAY DESROSIERS

2012/02/10