



NOTICE OF CORPORATE AMALGAMATION

TAKE NOTICE that effective **DECEMBER 31, 2013:**

- Northpoint Energy Ltd. amalgamated to form Baytex Energy Ltd.


As a result of the foregoing, **ALL NOTICES, CORRESPONDENCE, INVOICES OR PAYMENTS** formerly addressed to Northpoint Energy Ltd. should now be issued in the name of **BAYTEX ENERGY LTD.** and sent to the following address:

BAYTEX ENERGY LTD.
2800, 520 – 3rd Avenue S.W.
Calgary, Alberta T2P 0R3
Office: 587.952.3000

Copies of the amalgamation certificates effecting the above transaction, can be found on our website at: <http://www.baytex.ab.ca/about/industry-notices.cfm>

Please circulate this notice to all departments within your organization and amend your records accordingly. Should you require further information, please contact our office.

BAYTEX ENERGY LTD.

Per: 
Murray J. Desrosiers
Vice President, General Counsel and Corporate Secretary

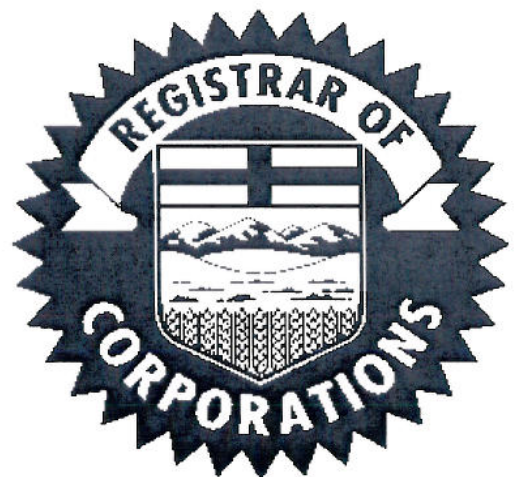
CORPORATE ACCESS NUMBER: 2017913530

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

BAYTEX ENERGY LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2013/12/31.



**Articles of Amalgamation
For
BAYTEX ENERGY LTD.**

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO
Share Transfers Restrictions: NO RESTRICTIONS
Number of Directors:
Min Number of Directors: 3
Max Number of Directors: 11
Business Restricted To: N/A
Business Restricted From: N/A
Other Provisions: SEE SCHEDULE "B" ATTACHED HERETO

**Registration Authorized By: SHANNON M. GANGL
SOLICITOR**

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2013/12/31

Corporate Access Number: 2017913530

Service Request Number: 20714802
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: 2400, 525 - 8TH AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1G1

RECORDS ADDRESS

Street: 2400, 525 - 8TH AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1G1

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: NO RESTRICTIONS
Number of Directors:
Min Number Of Directors: 3
Max Number Of Directors: 11

Business Restricted To: N/A
Business Restricted From: N/A
Other Provisions: SEE SCHEDULE "B" ATTACHED HERETO

Professional Endorsement Provided:
Future Dating Required:
Registration Date: 2013/12/31

Director

Last Name: BOWZER
First Name: JAMES
Middle Name: L.
Street/Box Number: 2800, 520 - 3RD AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 0R3
Country:
Resident Canadian:
Named On Stat Dec: Y

Last Name: BRUSSA
First Name: JOHN
Middle Name: A.
Street/Box Number: 1420 RENFREW DRIVE NW
City: CALGARY
Province: ALBERTA
Postal Code: T2E 5J5
Country:
Resident Canadian: Y
Named On Stat Dec:

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

Named On Stat Dec:

Last Name: CHWYL
First Name: EDWARD
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 - 7TH STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 2X2
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: GOEPEL
First Name: R.E.T. (RUSTY)
Middle Name:
Street/Box Number: 2200, 925 WEST GEORGIA STREET
City: VANCOUVER
Province: BRITISH COLUMBIA
Postal Code: V6C 3L2
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: MELCHIN
First Name: GREGORY
Middle Name: K.
Street/Box Number: 47 ROYAL RIDGE TERRACE NW
City: CALGARY
Province: ALBERTA
Postal Code: T3G 5Y9

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: PETERS

First Name: MARY

Middle Name: ELLEN

Street/Box Number: 4468 CHEVRON DRIVE

City: HIGHLAND

Province: MICHIGAN

Postal Code: 48356

Country:

Resident Canadian:

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
2010520183	NORTHPOINT ENERGY LTD.
2017197795	BAYTEX ENERGY LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000607104664902	2013/12/31
Other Rules or Provisions	ELECTRONIC	2013/12/31
Share Structure	ELECTRONIC	2013/12/31

Registration Authorized By: SHANNON M. GANGL
SOLICITOR

SCHEDULE "A"

The Corporation shall be authorized to issue an unlimited number of common shares ("Common Shares") and an unlimited number of preferred shares ("Preferred Shares") having the following rights, privileges, restrictions and conditions:

COMMON SHARES

The unlimited number of Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) The holders of Common Shares shall be entitled to notice of, to attend and to one vote per share held at any meeting of the shareholders of the Corporation (other than meetings of a class or series of shares of the Corporation other than the Common Shares as such);

(b) The holders of Common Shares shall be entitled to receive dividends as and when declared by the Board of Directors of the Corporation on the Common Shares as a class, subject to prior satisfaction of all preferential rights to dividends attached to shares of other classes of shares of the Corporation ranking in priority to the Common Shares in respect of dividends; and

(c) The holders of Common Shares shall be entitled in the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, and subject to prior satisfaction of all preferential rights to return of capital on dissolution attached to all shares of other classes of shares of the Corporation ranking in priority to the Common Shares in respect of return of capital on dissolution, to share rateably, together with the holders of shares of any other class of shares of the Corporation ranking equally with the Common Shares in respect of return of capital on dissolution, in such assets of the Corporation as are available for distribution.

PREFERRED SHARES

The unlimited Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) The Preferred Shares may at any time or from time to time be issued in one or more series. Before any shares of a particular series are issued, the Board of Directors of the Corporation shall, by resolution, fix the number of shares that will form such series and shall, subject to the limitations set out herein, by resolution fix the designation, rights, privileges, restrictions and conditions to be attached to the Preferred Shares of such series, including, but without in any way limiting or restricting the generality of the foregoing, the rate, amount or method of calculation of dividends thereon, the time and place of payment of dividends, the consideration for and the terms and conditions of any purchase for cancellation, retraction or redemption thereof, conversion or exchange rights (if any), and whether into or for securities of the Corporation or otherwise, voting rights attached thereto (if any), the terms and conditions of any share purchase or retirement plan or sinking fund, and

restrictions on the payment of dividends on any shares other than Preferred Shares or payment in respect of capital on any shares in the capital of the Corporation or creation or issue of debt or equity securities; the whole subject to filing with the Registrar (as defined in the Business Corporations Act (Alberta) or successor legislation thereto) of Articles of Amendment setting forth a description of such series including the designation, rights, privileges, restrictions and conditions attached to the shares of such series;

(b) Notwithstanding paragraph (a), the Board of Directors of the Corporation may at any time or from time to time change the rights, privileges, restrictions and conditions attached to unissued shares of any series of Preferred Shares;

(c) Notwithstanding paragraph (a), other than in the case of a failure to declare or pay dividends specified in any series of the Preferred Share, the voting rights attached to the Preferred Shares shall be limited to one vote per Preferred Share at any meeting where the Preferred Shares and Common Shares vote together as a single class;

(d) The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to accumulated dividends and return of capital. The Preferred Shares shall be entitled to a preference over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares with respect to priority in the payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs. If any cumulative dividends or amounts payable on a return of capital are not paid in full, the Preferred Shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Preferred Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment in satisfaction of claims in respect of dividends. The Preferred Shares of any series may also be given such other preferences not inconsistent with paragraphs (a) through (e) hereof over the Common Shares and any other shares ranking junior to the Preferred Shares as may be determined in the case of each such series of Preferred Shares; and

(e) The rights, privileges, restrictions and conditions attaching to the Preferred Shares as a class as provided herein and as may be provided from time to time may be repealed, altered, modified, amended or amplified or otherwise varied only with the sanction of the holders of the Preferred Shares given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by resolution passed by the affirmative vote of a least two-thirds of the votes cast at a

meeting of holders of Preferred Shares duly called for such purpose and held upon at least 21 days' notice at which a quorum is present comprising at least two persons present, holding or representing by proxy at least 10% per cent of the outstanding Preferred Shares or by a resolution in writing of all holders of the outstanding Preferred Shares. If any such quorum is not present within half an hour after the time appointed for the meeting, then the meeting shall be adjourned to a date being not less than 7 days later and at such time and place as may be appointed by the chairman and at such meeting a quorum will consist of that number of shareholders present in person or represented by proxy. The formalities to be observed with respect to the giving of notice of any such meeting or adjourned meeting and the conduct thereof shall be those which may from time to time be prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every vote taken at every such meeting or adjourned meeting each holder of a Preferred Share shall be entitled to one vote in respect of each one dollar of stated value of Preferred Shares held.

SCHEDULE "B"

(a) The directors of the Corporation may, without authorization of the shareholders:

(i) borrow money on the credit of the Corporation;

(ii) issue, reissue, sell or pledge debt obligations of the Corporation;

(iii) subject to the Business Corporations Act of Alberta, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

(b) The directors may, by resolution, delegate the powers referred to in subsection (a) hereof to a director, a committee of directors or an officer.

(c) The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.

(d) Meetings of the shareholders may be held at any place within Alberta or at any of the following cities: Vancouver, British Columbia; Victoria, British Columbia; Winnipeg, Manitoba; Toronto, Ontario; Ottawa, Ontario; Montreal, Quebec; or Halifax, Nova Scotia.



Number: A0091119

CERTIFICATE OF REGISTRATION

BUSINESS CORPORATIONS ACT

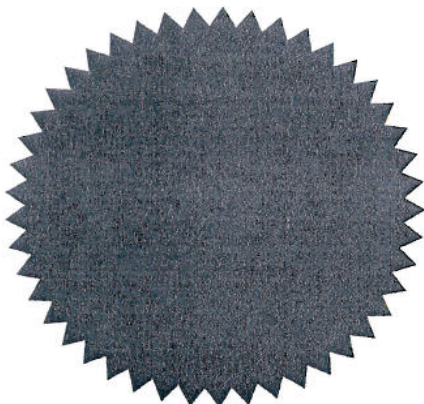
I **Hereby Certify** that **NORTHPOINT ENERGY LTD.** which is incorporated under the laws of Alberta and was duly registered as an extraprovincial company under the laws of British Columbia on March 05, 2004 at 12:00 AM Pacific Time under certificate number A0061466, and **BAYTEX ENERGY LTD.** which is incorporated under the laws of Alberta and was duly registered as an extraprovincial company under the laws of British Columbia on January 23, 2013 at 09:36 AM Pacific Time under certificate number A0088168 were amalgamated and that the amalgamated extraprovincial company is registered on January 08, 2014 at 09:58 AM Pacific Time under the name **BAYTEX ENERGY LTD.**

Issued under my hand at Victoria, British Columbia

On January 08, 2014

CAROL PREST

Registrar of Companies
Province of British Columbia
Canada





101248553
Entity Number

Certificate of Amendment

THE BUSINESS CORPORATIONS ACT
EXTRA-PROVINCIAL BUSINESS CORPORATION

I certify that

BAYTEX ENERGY LTD.

has registered an amendment made to its Articles under the laws of Alberta.

Given under my hand and seal

this 8th day of January, 2014




Director of Corporations



Saskatchewan
CORPORATE REGISTRY
Profile Report

Entity No: 101248553
Entity Name: BAYTEX ENERGY LTD.

Page 1 of 2
As of: 08-Jan-2014

Entity Name in Saskatchewan: BAYTEX ENERGY LTD.
Entity No in Saskatchewan: 101248553
Entity No in Home Jurisdiction: 2017913530
Status as of Profile date: Active (new amalgamated)
Entity Type: BUSINESS CORPORATION
Entity Sub-Type: EXTRA-PROVINCIAL CORPORATION (NWP)
Registration Date: 08-Jan-2014
Home Jurisdiction: ALBERTA
Incorp/Amalg Date in Home Jurisdiction: 31-Dec-2013
Nature of Business: EXPLORE DEVELOP AND PRODUCE OIL AND GAS

Registered Office:

Name: BAYTEX ENERGY LTD.
Address: 2400, 525 - 8TH AVE. SW
City/Province: CALGARY AB
Country/Postal Code: CANADA T2P1G1

Mailing Address:

Name: BAYTEX ENERGY LTD.
Address: 2400, 525 - 8TH AVE. SW
City/Province: CALGARY AB
Country/Postal Code: CANADA T2P1G1

Director/Officer Information

Director/ Officer Information is not required by the New West Partnership Trade Agreement. For full director/officer information, contact the home jurisdiction.

Power(s) of Attorney:

Name: LEKACH, GLEN
Address: 700, 2103 - 11TH AVE.
City/Province: REGINA SK
Country/Postal Code: CANADA S4P4G1

Name: VAN BESELAERE, RICK
Address: 700, 2103 - 11TH AVE.
City/Province: REGINA SK
Country/Postal Code: CANADA S4P4G1

Name: BERRINGER, STEWART
Address: 700, 2103 - 11TH AVE.
City/Province: REGINA SK
Country/Postal Code: CANADA S4P4G1

General Information:

Licensed with Consumer Protection Branch: NO

Business Names Owned by the Corporation:

Entity No: 101132923
Entity Name: BAYTEX ENERGY PARTNERSHIP
Entity Sub Type: PARTNERSHIP

Entity No: 101174351
Entity Name: AIM TRANSPORT
Entity Sub Type: SOLE PROPRIETORSHIP

Corporations involved to form Amalgamation:

Entity No: 101224330
Entity Name: BAYTEX ENERGY LTD.

Saskatchewan
CORPORATE REGISTRY
Profile Report



Entity No: 101248553
Entity Name: BAYTEX ENERGY LTD.

Page 2 of 2
As of: 08-Jan-2014

Event History:

Event
AMALGAMATION

Date
08-Jan-2014



BUSINESS CORPORATIONS ACT
CERTIFICATE OF REGISTRATION OF AN
AMALGAMATED EXTRA-TERRITORIAL CORPORATION

LOI SUR LES SOCIÉTÉS ACTIONS
CERTIFICAT D'ENREGISTREMENT D'UNE SOCIÉTÉ
PAR ACTIONS EXTRATERRITORIALE FUSIONÉE

I HEREBY CERTIFY THAT

JE CERTIFIE PAR LA PRÉSENTE QUE

BAYTEX ENERGY LTD.

a body corporate incorporated
under the laws of

une personne morale constituée
en vertu des lois de

Alberta

resulted from the amalgamation of the
corporations as set out in the attached
Statement of Amalgamation.

est issué de la fusion des sociétés par
actions indiquées dans la déclaration de
fusion ci-jointe.

Date of Amalgamation
Date de la fusion

2013-12-31

Date of Registration
Date d'enregistrement

2014-01-21



REGISTRAR OF CORPORATIONS
REGISTRAIRE DES SOCIÉTÉS PAR ACTIONS