

BAYTEX

ENERGY LTD.

NOTICE TO INDUSTRY OF CORPORATE AND PARTNERSHIP RESTRUCTURING

NOTICE IS HEREBY GIVEN THAT the following transactions occurred in the order set out below:

1. Effective August 22, 2018, Raging River Exploration Inc. ("**RREI**") transferred a portion of its petroleum and natural gas properties and related assets to its affiliate, Baytex Energy (LP) Ltd. ("**PartnerCo**").
2. Effective August 22, 2018 and in the first moment in time after step 1 above:
 - (a) PartnerCo contributed the assets received from RREI to Baytex Energy Limited Partnership (the "**Partnership**") in exchange for a limited partnership interest in the Partnership; and
 - (b) RREI contributed all of its remaining petroleum and natural gas properties and related assets to the Partnership in exchange for a limited partnership interest and a general partnership interest in the Partnership.
3. Pursuant to a Nominee and Agency Agreement dated and effective August 22, 2018 between RREI and the Partnership, RREI agreed to, and was appointed and authorized by the Partnership to hold title to all of the Partnership's petroleum and natural gas properties and related assets as nominee, agent and bare trustee for the Partnership and to represent the Partnership in all respects as to such petroleum and natural gas properties and related assets.
4. Effective September 1, 2018, RREI and Baytex Energy Ltd. amalgamated to form Baytex Energy Ltd. with the result that Baytex Energy Ltd. ("**BEL**") is the general partner of the Partnership.

As a result of the foregoing, please amend your records accordingly and note the following:

- (a) The Partnership, effective August 22, 2018, is the beneficial owner of all of the petroleum and natural gas properties and related assets formerly owned by RREI.
- (b) BEL, effective September 1, 2018, holds legal title to all of the Partnership's petroleum and natural gas properties and related assets as nominee, agent and bare trustee for the Partnership.
- (c) For all industry purposes, from and after September 1, 2018, BEL shall be the recognized holder of all of the Partnership's petroleum and natural gas properties and related assets.
- (d) For any agreement that contemplates recognition of assignment upon receipt of notification without further documentation, please accept this Notice to Industry as such notification and amend your records to recognize BEL.

- (e) To the extent that any preferential rights of third parties are triggered by the above restructuring, notices of disposition and exception letters are being prepared and will be circulated in the near future. To the extent that any agreement requires that your consent to the above transactions be obtained, please consider this Notice as our request for such consent, upon and subject to the terms of the applicable agreement.
- (f) All notices, correspondence, invoices or payments previously sent to RREI should be sent to the recognized holder, BEL, as follows:

Baytex Energy Ltd.
1700, 605 – 5th Avenue S.W.
Calgary, Alberta
T2P 3H5

After September 15, 2018, please amend your address for BEL to:

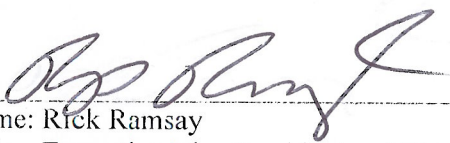
Baytex Energy Ltd.
2800, 520 – 3rd Avenue S.W.
Calgary, Alberta T2P 0R3

In circumstances where such agreements specify notices, correspondence, invoices or payments are to be addressed to the attention of certain departments, positions or individuals, such identification should continue to be used.


Thank you for your cooperation and assistance in this matter. Should you require further information, please contact Tania Dunlop at (587) 952-3196.

Dated at the City of Calgary, in the Province of Alberta as of the 1st day of September 2018.

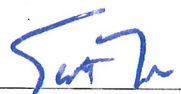
BAYTEX ENERGY (LP) LTD.

Per: 
Name: Rick Ramsay
Title: Executive Vice President and Chief Operating Officer

BAYTEX ENERGY LIMITED PARTNERSHIP,
by its general partner, **Baytex Energy Ltd.**

Per: 
Name: Scott Rideout
Title: Vice President, Land

BAYTEX ENERGY LTD.

Per: 
Name: Scott Rideout
Title: Vice President, Land