

**CORPORATE ACCESS NUMBER: 2015387463**



**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMALGAMATION**

**BAYTEX ENERGY LTD.**  
IS THE RESULT OF AN AMALGAMATION FILED ON 2010/05/26.



# ARTICLES OF AMALGAMATION

Business Corporations Act  
(Alberta)  
Section 185

1. Name of Amalgamated Corporation:

Baytex Energy Ltd.

2. The classes of shares, and any maximum number of shares that the Corporation is authorized to issue:

See Schedule "A" attached hereto

3. Restriction on share transfers, if any:

None

4. Number, or minimum and maximum number of directors:

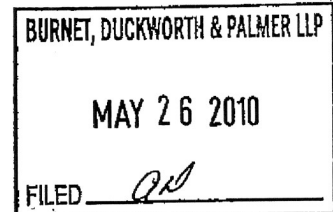
Minimum – 3; maximum - 11

5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):

None

6. Other Provisions, if any:

See Schedule "B" attached hereto.



7. Name of Amalgamating Corporations:

Corporate Access Number:

Baytex Energy Ltd.

2014056028

Serrano Energy Ltd.

2012611766

Murray Desrosiers

Name of Person Authorizing (please print)

A handwritten signature in black ink, appearing to read "Murray Desrosiers".

Signature

Vice President, General Counsel and Corporate Secretary

Title (please print)

May 26, 2010

Date

This information is being collected for purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Co-ordinator for Alberta Registries, Research and Program Support, 3<sup>rd</sup> Floor, Commerce Place, 10155 – 102 Street, Edmonton, Alberta T5J 4L4, (780) 422-7330.

# **Amalgamate Alberta Corporation - Registration Statement**

**Alberta Registration Date: 2010/05/26**

**Corporate Access Number: 2015387463**

**Service Request Number:** 14776376  
**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:** 2010/05/26

---

**Director**

**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:** 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:** 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:** GEOPEL  
**First Name:** R.  
**Middle Name:** E.T. (RUSTY)  
**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:** 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:**

**Last Name:** MARINO

**First Name:** ANTHONY

**Middle Name:** W.

**Street/Box Number:** 2800, 520 - 3 AVENUE SW

**City:** CALGARY

**Province:** ALBERTA

**Postal Code:** T2P 0R3

**Country:**

**Resident Canadian:** Y

**Named On Stat Dec:**

---

**Amalgamating Corporation**

<b>Corporate Access Number</b>	<b>Legal Entity Name</b>
2012611766	SERRANO ENERGY LTD.
2014056028	BAYTEX ENERGY LTD.

---

**Attachment**

<b>Attachment Type</b>	<b>Microfilm Bar Code</b>	<b>Date Recorded</b>
Other Rules or Provisions	ELECTRONIC	2010/05/26
Articles/Plan of Arrangement/Court Order	10000606101829812	2010/05/26
Share Structure	ELECTRONIC	2010/05/26

**Registration Authorized By:** MICHAEL D. ERVIN  
SOLICITOR