

CORPORATE ACCESS NUMBER: 209673466

**Alberta**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMALGAMATION**

**BAYTEX ENERGY LTD.  
IS THE RESULT OF AN AMALGAMATION FILED ON 2002/01/01.**



BUSINESS CORPORATIONS ACT  
(SECTION 179)

FORM 9

ALBERTA Registries


ARTICLES OF AMALGAMATION

- |    |  |   |
|----|--|---|
| 1. | NAME OF AMALGAMATED CORPORATION<br><b>BAYTEX ENERGY LTD.</b>   | 2. CORPORATE ACCESS NO.<br><b>209673466</b>                 |
| 3. | THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE.<br><br>See Schedule "A" attached hereto. |   |
| 4. | RESTRICTIONS IF ANY ON SHARE TRANSFERS.<br><br>None.   |   |
| 5. | NUMBER (OR MINIMUM AND MAXIMUM NUMBER) OF DIRECTORS.<br><br>Minimum three (3); Maximum twelve (12).                                |   |
| 6. | RESTRICTIONS IF ANY ON BUSINESS THE CORPORATION MAY CARRY ON.<br><br>None.   |   |
| 7. | OTHER PROVISIONS IF ANY.<br><br>See Schedule "B" attached hereto.  |   |
| 8. | NAME OF AMALGAMATING CORPORATIONS.<br>Baytex Energy Ltd.<br>Triumph Energy Corporation<br>OGY Petroleum Ltd.                       | CORPORATE ACCESS NO.<br>207582990<br>209673334<br>205423965 |

9. DATE:

January 1, 2002

SIGNATURE



TITLE

John Leach, C.A.  
VP Finance & Administration

For Departmental Use Only

Filed

BURNET, DUCKWORTH & PALMER LLP

JAN 01 2002

FILED

