

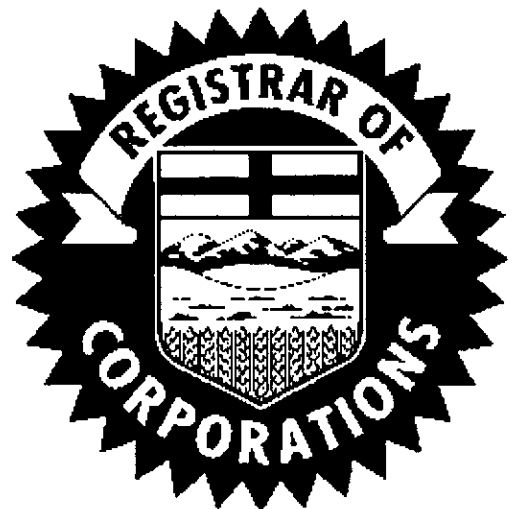
Certified Copy
CORPORATE ACCESS NUMBER: 2011289382

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

BAYTEX ENERGY LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2004/09/22.



Certified Copy

Amalgamate Alberta Corporation - Registration Statement

Service Request Number: 6487441
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 - 7TH AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3N9

RECORDS ADDRESS

Street: 1400, 350 - 7TH 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:

2004/09/22

Director

Last Name: BRUSSA
First Name: JOHN
Middle Name: A.
Street/Box Number: 66 SIGNATURE CLOSE SW
City: CALGARY
Province: ALBERTA
Postal Code: T3H 2V7
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: BLAKE
First Name: W.
Middle Name: A.
Street/Box Number: 452 LAKE TOPAZ CR. SW
City: CALGARY
Province: ALBERTA
Postal Code: T2J 2H8
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: Y

Last Name: CHWYL
First Name: ED
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 - 7 STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T2T 2X2
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:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2010642441	BAYTEX ENERGY LTD.
2011288400	ACANTHUS RESOURCES LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000202000624699	2004/09/22
Share Structure	ELECTRONIC	2004/09/22
Other Rules or Provisions	ELECTRONIC	2004/09/22

Registration Authorized By: DANIELLE M. PARROTTA
SOLICITOR