



NUMBER: A0074877

CERTIFICATE OF REGISTRATION

BUSINESS CORPORATIONS ACT

I Hereby Certify that 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 July 11, 2007, at 03:31 PM Pacific Time under certificate number A0071777, was amalgamated with Burmis Energy Inc., an Alberta corporation not registered in British Columbia, and that the amalgamated extraprovincial company is registered on June 30, 2008, at 03:39 PM Pacific Time under the name BAYTEX ENERGY LTD.



*Issued under my hand at Victoria, British Columbia,
on June 30, 2008*

A handwritten signature in black ink, appearing to read "Ron Townshend".

RON TOWNSHEND
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA