

## **BAYTEX ENERGY CORP.**

### **HUMAN RESOURCES AND COMPENSATION COMMITTEE**

#### **MANDATE AND TERMS OF REFERENCE**

##### **Role and Objective**

The Human Resources and Compensation Committee (the "Committee") is a committee of the board of directors (the "Board") of Baytex Energy Corp. (the "Corporation") to which the Board has delegated certain of its responsibilities. The primary responsibilities of the Committee are to establish and manage the overall compensation policies and practices of the Corporation and its subsidiaries and to oversee succession planning for senior management of the Corporation.

##### **Membership of the Committee**

1. The Committee shall be comprised of not less than three members all of whom are "independent" directors (within the meaning of Section 1.4 of National Instrument 52-110 "Audit Committees"). The members of the Committee shall be appointed by the Board from time to time.
2. The Board shall appoint a Chair of the Committee, who shall be an independent director.
3. Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee as soon as such member ceases to be a director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, each member of the Committee shall hold such office until the close of the next annual meeting of shareholders of the Corporation following appointment as a member of the Committee.

##### **Mandate and Responsibilities of the Committee**

The Committee shall review and, as appropriate, approve matters relating to the compensation of the directors, officers and employees of the Corporation and its subsidiaries (collectively, "Baytex"). Without limiting the generality of the foregoing, the Committee shall have the following duties:

- (a) to review on a periodic basis the compensation policies and practices and overall philosophy of Baytex and, where appropriate, make recommendations to the Board regarding substantive changes to such compensation policies and practices and overall philosophy;
- (b) to review and recommend to the Board the retainers and fees to be paid to members of the Board and its committees;
- (c) to establish the performance measures for the ensuing year for the Corporation's short-term incentive plan;
- (d) to review and recommend to the Board the performance objectives for the ensuing year for the President and Chief Executive Officer of the Corporation (the "CEO") and, if appropriate, for the other officers;

- (e) in consultation with the Board, to review on an annual basis the performance of the CEO and to receive the CEO's appraisal of the performance of the other officers;
- (f) to review and recommend to the Board the compensation and benefits package and bonuses for the CEO and each of the other officers of Baytex and, in connection therewith, to receive and consider the CEO's recommendations for the other officers;
- (g) with respect to the compensation and benefits package and bonuses to be paid to the non-officer employees of Baytex, to receive and consider the CEO's recommendation and to recommend to the Board such compensation and benefits package and bonuses in aggregate (with the allocation thereof to specific employees to be made by the CEO);
- (h) to receive and consider the CEO's recommendations for the type of long-term incentive plans to be utilized by Baytex and make recommendations in respect thereof to the Board;
- (i) to administer the long-term incentive plans of the Corporation in accordance with their terms, including establishing the performance measures for any performance awards and approving the granting of awards thereunder;
- (j) to prepare and recommend to the Board any required disclosures of compensation practices to be included in the information circular – proxy statement of the Corporation, or such other document as may be required under applicable securities laws or otherwise;
- (k) to review the results of any shareholder advisory vote on the Corporation's approach to executive compensation and consider whether any adjustments should be made to the compensation policies and practices as a result of such vote;
- (l) to review on an annual basis the Corporation's management succession plan to ensure that qualified personnel will be available for succession to executive positions and report to the Board on the status of such plan annually;
- (m) to review industry, regulatory and compensation governance principles and their possible impacts on the Corporation's human resources policies and practices and make appropriate amendments; and
- (n) to consider any other matters which would assist the directors to meet their responsibilities, including adherence to any appropriate executive compensation disclosure and other requirements established by the Canadian securities regulatory authorities or other regulatory bodies, and to this end, monitor, on a continuous basis, regulatory law and guidelines in respect of executive compensation matters.

### **Meetings and Administrative Matters**

1. At all meetings of the Committee every question shall be decided by a majority of the votes cast. In case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.
2. The Chair shall preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee present shall designate from among the members present a chairman for purposes of the meeting.

3. A quorum for meetings of the Committee shall be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing the Board unless otherwise determined by the Committee or the Board.
4. Meetings of the Committee should be scheduled to take place at least three times per year and at such other times as the Chair may determine.
5. Agendas, approved by the Chair, shall be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
6. The Committee may invite those officers, directors and employees of the Corporation and its subsidiary entities as it may see fit from time to time to attend at meetings of the Committee and assist thereat in the discussion and consideration of the matters being considered by the Committee.
7. Minutes of the Committee's meetings will be recorded, maintained and made available to any director who is not a member of the Committee upon request.
8. The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling its responsibilities at the expense of the Corporation.
9. Any issues arising from the Committee's meetings that bear on the relationship between the Board and management should be communicated to the Chairman of the Board, the Executive Chairman or the Lead Independent Director, as applicable, by the Committee Chair.

*Approved by the Board of Directors on September 28, 2017*