UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 40-F

☐ **Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934**

☒ **Annual Report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934**

For the fiscal year ended: December 31, 2020
Commission File Number: 001-32754

BAYTEX ENERGY CORP.
(Exact name of Registrant as specified in its charter)

Alberta	**1381**	**Not Applicable**
(Province or other jurisdiction of incorporation or organization)	(Primary standard industrial classification code number, if applicable)	(I.R.S. employer identification number, if applicable)

2800, 520 - 3rd Avenue S.W.
Calgary, Alberta
T2P 0R3
(587) 952-3000
(Address and telephone number of registrant's principle executive offices)

Capitol Corporate Services, Inc.
206 E. 9th St., Ste 1300
Austin, Texas 78701
(800) 345-4647
(Name, address (including zip code) and telephone number
(including area code) of agent for service in the United States)

Securities registered pursuant to Section 12(b) of the Act:
Title of each class: Trading Symbol(s): Name of each exchange on which registered:

Securities registered pursuant to Section 12(g) of the Act:
Common Shares

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:
NONE

For annual reports, indicate by check mark the information filed with this form:
☒ Annual Information Form ☒ Audited Annual Financial Statements

Indicate the number of outstanding shares of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 561,227,367

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes ý No ¨

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files).

Yes ý No ¨

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act. ¨ Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

The Annual Report on Form 40-F shall be incorporated by reference into or as an exhibit to, as applicable, the Registrant's Registration Statements under the Securities Act of 1933 on Form S-8 (File No. 333-171568).

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Annual Report on Form 40-F are forward-looking statements within the meaning of Section 21E of the Securities and Exchange Act of 1934, as amended (the "Exchange Act") and Section 27A of the Securities Act of 1933, as amended. Please see section titled "Special Note Regarding Forward-Looking Statements" in the Annual Information Form, which is Exhibit 99.1 of this Annual Report on Form 40-F.

Principal Documents

The following documents are filed as part of this Annual Report on Form 40-F:

A. Annual Information Form

For the Registrant's Annual Information Form for the year ended December 31, 2020, see Exhibit 99.1 of this Annual Report on Form 40-F.

B. Audited Annual Financial Statements

For the Registrant's Audited Consolidated Financial Statements for the year ended December 31, 2020, including the report of its Independent Registered Public Accounting Firm with respect thereto, see Exhibit 99.2 of this Annual Report on Form 40-F.

C. Management's Discussion and Analysis

For the Registrant's Management's Discussion and Analysis of the operating and financial results for the year ended December 31, 2020, see Exhibit 99.3 of this Annual Report on Form 40-F.

Controls and Procedures

A. Certifications

The required disclosure is included in Exhibits 99.4, 99.5, 99.6 and 99.7 of this Annual Report on Form 40-F.

B. Disclosure Controls and Procedures

As of the end of the Registrant's fiscal year ended December 31, 2020, an internal evaluation was conducted under the supervision of and with the participation of the Registrant's management, including the President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer, of the effectiveness of the design and operation of the Registrant's "disclosure controls and procedures" (as defined in Rule 13a-15(e) under Exchange Act). Based on that evaluation, the President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer concluded that the design and operation of the Registrant's disclosure controls and procedures were effective to ensure that the information required to be disclosed in the reports that the Registrant files or submits to the Securities and Exchange Commission is (i) recorded, processed, summarized and reported, within the required time periods; and (ii) accumulated and communicated to the Registrant's management, including the President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer, to allow timely decisions regarding the required disclosure.

It should be noted that while the President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer believe that the Registrant's disclosure controls and procedures provide a reasonable level of assurance that they are effective, they do not expect that the Registrant's disclosure controls and procedures will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

C. Management's Annual Report on Internal Control Over Financial Reporting

Management's Annual Report on Internal Control Over Financial Reporting is included in the Management's Report that accompanies the Registrant's Audited Consolidated Financial Statements for the year ended December 31, 2020, filed as Exhibit 99.2 to this Annual Report on Form 40-F, and is incorporated herein by reference.

D. Attestation Report of Independent Registered Public Accounting Firm

The Attestation Report of the Registrant's Auditor is included in the Report of Independent Registered Public Accounting Firm that accompanies the Registrant's Audited Consolidated Financial Statements for the year ended December 31, 2020, filed as Exhibit 99.2 of this Annual Report on Form 40-F, and is incorporated herein by reference.

E. Changes in Internal Control Over Financial Reporting

During the year ended December 31, 2020, there were no changes in the Registrant's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

Audit Committee Financial Expert

The Registrant's Board of Directors has determined that Mr. Naveen Dargan is an "audit committee financial expert" (as that term is defined in paragraph 8(b) of General Instruction B to Form 40-F) serving on its audit committee and is "independent" (as defined by the New York Stock Exchange corporate governance rules applicable to foreign private issuers). For a description of Mr. Dargan's relevant experience in financial matters, see the biographical description for Mr. Dargan under "Audit Committee Information" in the Registrant's Annual Information Form for the year ended December 31, 2020, which is filed as Exhibit 99.1 to this Annual Report on Form 40-F.

Code of Ethics

The Registrant has adopted a "code of ethics" (as that term is defined in paragraph 9(b) of General Instruction B to Form 40-F) ("Code of Ethics"), which is applicable to the directors, officers, employees and consultants of the Registrant and its affiliates (including, its principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions). The Code of Ethics is available on the Registrant's website at www.baytexenergy.com.

In the past fiscal year, the Registrant has not amended any provision of its Code of Ethics that relates to any element of the code of ethics definition enumerated in paragraph (9)(b) of General Instruction B to Form 40-F, or granted any waiver, including an implicit waiver, from any provision of its Code of Ethics.

Principal Accountant Fees and Services

The required disclosure is included under the heading "Audit Committee Information - External Auditor Service Fees" in the Registrant's Annual Information Form for the year ended December 31, 2020, filed as Exhibit 99.1 to this Annual Report on Form 40-F, and is incorporated herein by reference.

Off-Balance Sheet Arrangements

The Registrant does not have any "off-balance sheet arrangements" (as that term is defined in paragraph 11(ii) of General Instruction B to Form 40-F) that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Tabular Disclosure of Contractual Obligations

The required disclosure is included under the heading "Capital Resources and Liquidity - Contractual Obligations" in the Registrant's Management's Discussion and Analysis of the operating and financial results for the year ended December 31, 2020, filed as Exhibit 99.3 to this Annual Report on Form 40-F, and is incorporated herein by reference.

Identification of the Audit Committee

The Registrant has a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The Registrant's Audit Committee members consist of Mr. N. Dargan, Mr. G. Melchin and Ms J. Maki.

UNDERTAKING

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

(1) The Registrant has previously filed a Form F-X in connection with the class of securities in relation to which the obligation to file this report arises.

(2) Any change to the name or address of the Registrant's agent for service shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of the Registrant.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized on March 1, 2021.

BAYTEX ENERGY CORP.

By: /s/ *Rodney D. Gray*
Name: Rodney D. Gray
Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Document
99.1	Annual Information Form of the Registrant for the fiscal year ended December 31, 2020.
99.2	Audited Consolidated Financial Statements of the Registrant for the year ended December 31, 2020 together with the Auditors' Report thereon.
99.3	Management's Discussion and Analysis of the operating and financial results of the Registrant for the year ended December 31, 2020.
99.4	Certification of Chief Executive Officer under Section 302 of the *Sarbanes-Oxley Act of 2002.*
99.5	Certification of Chief Financial Officer under Section 302 of the *Sarbanes-Oxley Act of 2002.*
99.6	Certification of Chief Executive Officer under Section 906 of the *Sarbanes-Oxley Act of 2002.*
99.7	Certification of Chief Financial Officer under Section 906 of the *Sarbanes-Oxley Act of 2002.*
99.8	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
99.9	Consent of McDaniel & Associates Consultants Ltd., independent engineers.
99.10	Supplemental Disclosures about Extractive Activities - Oil and Gas (unaudited).
101	Interactive Data File.

Exhibit 99.1



ANNUAL INFORMATION FORM

2020

March 1, 2021

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APPENDICES:

APPENDIX A REPORT OF MANAGEMENT AND DIRECTORS ON OIL AND GAS DISCLOSURE

APPENDIX B REPORT ON RESERVES DATA BY INDEPENDENT QUALIFIED RESERVES EVALUATOR

APPENDIX C AUDIT COMMITTEE MANDATE AND TERMS OF REFERENCE

SELECTED TERMS

Capitalized terms in this document have the meanings set forth below:

Entities

Baytex or the **Corporation** means Baytex Energy Corp., a corporation incorporated under the ABCA.

Baytex Energy means Baytex Energy Ltd., a corporation amalgamated under the ABCA.

Baytex Partnership means Baytex Energy Limited Partnership, a limited partnership, the partners of which are Baytex Energy and Baytex Energy (LP) Ltd.

Baytex USA means Baytex Energy USA, Inc., a corporation organized under the laws of the State of Delaware.

Board or **Board of Directors** means the board of directors of Baytex.

NYSE means New York Stock Exchange.

OPEC means the Organization of the Petroleum Exporting Countries.

OPEC+ means OPEC plus a number of other oil exporting countries, including Russia.

Raging River means Raging River Exploration Inc.

SEC means the United States Securities and Exchange Commission.

Shareholders mean the holders from time to time of Common Shares.

subsidiary has the meaning ascribed thereto in the *Securities Act* (Ontario) and, for greater certainty, includes all corporations, partnerships and trusts owned, controlled or directed, directly or indirectly, by us.

TSX means the Toronto Stock Exchange.

we, **us** and **our** means Baytex and all its subsidiaries on a consolidated basis unless the context requires otherwise.

Securities and Other Terms

2014 Debt Indenture means the indenture, as amended, among Baytex, as issuer, certain of its subsidiaries, as guarantors, and Computershare Trust Company, N.A., as indenture trustee, dated June 6, 2014.

2020 Debt Indenture means the indenture among Baytex, as issuer, certain of its subsidiaries, as guarantors, and Computershare Trust Company, N.A., as indenture trustee, dated February 5, 2020.

2021 Debentures means the 6.75% series B senior unsecured debentures due February 17, 2021 which were redeemed as of September 13, 2019.

2022 Debentures means the 6.625% series C senior unsecured debentures due July 19, 2022 which were redeemed as of March 5, 2020.

2021 Notes means the 5.125% senior unsecured notes due June 1, 2021 issued by Baytex pursuant to the 2014 Debt Indenture which were redeemed as of February 20, 2020.

2024 Notes means the 5.625% senior unsecured notes due June 1, 2024 issued by Baytex pursuant to the 2014 Debt Indenture.

2027 Notes means the 8.750% senior unsecured notes due April 1, 2027 issued by Baytex pursuant to the 2020 Debt Indenture.

ABCA means the *Business Corporations Act* (Alberta), R.S.A. 2000, c. B-9, as amended, including the regulations promulgated thereunder.

AIF means this annual information form of the Corporation dated March 1, 2021 for the year ended December 31, 2020.

Canadian GAAP means generally accepted accounting principles in Canada, which are consistent with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Common Shares means the common shares of Baytex.

Credit Facilities means our Revolving Credit Facilities and our Term Loan.

CSS means cyclic steam stimulation.

GHG means greenhouse gas.

MD&A means management's discussion and analysis of operating and financial results .

Revolving Credit Facilities means our US$575 million secured covenant-based credit facilities with a syndicate of financial institutions.

SAGD means steam-assisted gravity drainage.

Senior Notes means the 2024 Notes and the 2027 Notes.

Tax Act means the *Income Tax Act* (Canada), R.S.C. 1985, c. 1 (5th Supp.), as amended, including the regulations promulgated thereunder, as amended from time to time.

Term Loan means our $300 million secured term loan with a syndicate of financial institutions.

Independent Engineering

Baytex Reserves Report means the report of McDaniel dated February 4, 2021 entitled "Baytex Energy Corp., Evaluation of Petroleum Reserves, Based on Forecast Prices and Costs, As of December 31, 2020".

COGE Handbook means the Canadian Oil and Gas Evaluation Handbook maintained by the Society of Petroleum Evaluation Engineers (Calgary Chapter), as amended from time to time.

McDaniel means McDaniel & Associates Consultants Ltd., independent petroleum consultants.

NI 51-101 means National Instrument 51-101 "Standards of Disclosure for Oil and Gas Activities" of the Canadian Securities Administrators.

Reserves Definitions

Gross means:

(a) in relation to our interest in production and reserves, our interest (operating and non-operating) share before deduction of royalties and without including any of our royalty interests;

(b) in relation to wells, the total number of wells in which we have an interest; and

(c) in relation to properties, the total area of properties in which we have an interest.

Net means:

(a) in relation to our interest in production and reserves, our interest (operating and non-operating) share after deduction of royalty obligations, plus our royalty interest in production or reserves;

(b) in relation to wells, the number of wells obtained by aggregating our working interest in each of our gross wells; and

(c) in relation to our interest in a property, the total area in which we have an interest multiplied by our working interest.

Forecast Prices and Costs are prices and costs that are:

(a) generally acceptable as being a reasonable outlook of the future; and

(b) if, and only to the extent that, there are fixed or presently determinable future prices or costs to which Baytex is legally bound by a contractual or other obligation to supply a physical product, including those for an extension period of a contract that is likely to be extended, those prices or costs rather than the prices and costs referred to in paragraph (a).

Reserves and Reserve Categories

Reserves are estimated remaining quantities of oil and natural gas and related substances anticipated to be recoverable from known accumulations, from a given date forward, based on:

(a) analysis of drilling, geological, geophysical and engineering data;

(b) the use of established technology; and

(c) specified economic conditions (being the Forecast Prices and Costs used in the estimate).

Proved reserves are those reserves that can be estimated with a high degree of certainty to be recoverable. It is likely that the actual remaining quantities recovered will exceed the estimated proved reserves.

Probable reserves are those additional reserves that are less certain to be recovered than proved reserves. It is equally likely that the actual remaining quantities recovered will be greater or less than the sum of the estimated proved plus probable reserves.

The qualitative certainty levels referred to in the definitions above are applicable to individual reserves entities (which refers to the lowest level at which reserves calculations are performed) and to reported reserves (which refers to the highest level sum of individual entity estimates for which reserves are presented). Reported reserves should target the following levels of certainty under a specific set of economic conditions:

(i) at least a 90 percent probability that the quantities actually recovered will equal or exceed the estimated proved reserves; and

(ii) at least a 50 percent probability that the quantities actually recovered will equal or exceed the sum of the estimated proved plus probable reserves.

A qualitative measure of the certainty levels pertaining to estimates prepared for the various reserves categories is desirable to provide a clearer understanding of the associated risks and uncertainties. However, the majority of reserves estimates will be prepared using deterministic methods that do not provide a mathematically derived quantitative measure of probability. In principle, there should be no difference between estimates prepared using probabilistic or deterministic methods.

Development and Production Status

Each of the reserves categories (proved and probable) may be divided into developed and undeveloped categories:

(a) **Developed reserves** are those reserves that are expected to be recovered from existing wells and installed facilities or, if facilities have not been installed, that would involve a low expenditure (for example, when compared to the cost of drilling a well) to put the reserves on production. The developed category may be subdivided into the following categories:

i. **Developed producing reserves** are those reserves that are expected to be recovered from completion intervals open at the time of the estimate. These reserves may be currently producing or, if shut-in, they must have previously been on production, and the date of resumption of production must be known with reasonable certainty.

ii. **Developed non-producing reserves** are those reserves that either have not been on production, or have previously been on production, but are shut-in, and the date of resumption of production is unknown.

(b) **Undeveloped reserves** are those reserves expected to be recovered from known accumulations where a significant expenditure (for example, when compared to the cost of drilling a well) is required to render them capable of production. They must fully meet the requirements of the reserves classification (proved or probable) to which they are assigned.

ABBREVIATIONS

Oil and Natural Gas Liquids

bbl	barrel
Mbbl	thousand barrels
MMbbl	million barrels
NGL	natural gas liquids
bbl/d	barrels per day

Natural Gas

Mcf	thousand cubic feet
MMcf	million cubic feet
Bcf	billion cubic feet
Mcf/d	thousand cubic feet per day
MMcf/d	million cubic feet per day
m^3	cubic metres
MMbtu	million British Thermal Units

Other

API	the measure of the density or gravity of liquid petroleum products as compared to water
BOE or boe	barrel of oil equivalent, using the conversion factor of six Mcf of natural gas being equivalent to one bbl of oil**BOEs may be misleading, particularly if used in isolation. A BOE conversion ratio of 6 Mcf: 1 bbl is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead.**
boe/d	barrels of oil equivalent per day
Mboe	thousand barrels of oil equivalent
MMboe	million barrels of oil equivalent
NYMEX	the New York Mercantile Exchange
AECO	the natural gas storage facility located at Suffield, Alberta

MEH	Magellan East Houston
MSW	Mixed Sweet Blend
WTI	West Texas Intermediate
WCS	Western Canadian Select
$ Million	millions of dollars
$000s	thousands of dollars

CONVERSIONS AND CONVENTIONS

The following table sets forth certain conversions between Standard Imperial Units and the International System of Units (or metric units).

To Convert From	To	Multiply By
Mcf	Cubic metres	28.174
Cubic metres	Cubic feet	35.494
Bbl	Cubic metres	0.159
Cubic metres	Bbl	6.293
Feet	Metres	0.305
Metres	Feet	3.281
Miles	Kilometres	1.609
Kilometres	Miles	0.621
Acres	Hectares	0.400
Hectares	Acres	2.500

Certain terms used herein are defined in NI 51-101 and, unless the context otherwise requires, shall have the same meanings in this AIF as in NI 51-101. Unless otherwise indicated, references in this AIF to "$" or "dollars" are to Canadian dollars and references to "US$" are to United States dollars. All financial information contained in this AIF has been presented in Canadian dollars in accordance with Canadian GAAP. All operational information contained in this AIF relates to our consolidated operations unless the context otherwise requires.

SPECIAL NOTES TO READER

Forward-Looking Statements

In the interest of providing our Shareholders and potential investors with information about us, including management's assessment of our future plans and operations, certain statements in this AIF are "forward-looking statements" within the meaning of the *United States Private Securities Litigation Reform Act of 1995* and "forward-looking information" within the meaning of applicable Canadian securities legislation (collectively, "**forward-looking statements**"). In some cases, forward-looking statements can be identified by terminology such as "anticipate", "believe", "continue", "could", "estimate", "expect", "forecast", "intend", "may", "objective", "ongoing", "outlook", "potential", "project", "plan", "should", "target", "would", "will" or similar words suggesting future outcomes, events or performance. The forward-looking statements contained in this AIF speak only as of the date hereof and are expressly qualified by this cautionary statement.

Specifically, this AIF contains forward-looking statements relating to, but not limited to: our business strategies, plans and objectives; our 2021 capital budget; our goal of building value by developing our assets and completing selective acquisitions; development plans for our properties; undeveloped lease expiries; the payment of cash income taxes; our working interest production volume for 2021 based on the future net revenue disclosed in our reserves; that we market our production with attention to maximizing value and counterparty performance; the development plans for our undeveloped reserves; our future abandonment and reclamation liabilities; our funding sources for development capital expenditures; the impact of existing and proposed governmental and environmental regulation; and our assessment of our tax filing position for the years 2011 through 2015.

In addition, there are forward-looking statements in this AIF under the headings " *General Description of Our Business*" and "*Statement of Reserves Data*" as to our reserves, including with respect thereto, the future net revenues from our reserves, pricing and inflation rates, future development costs, the development of our proved undeveloped reserves and probable undeveloped reserves, future development costs, reclamation and abandonment obligations, tax horizon, exploration and development activities and production estimates.

These forward-looking statements are based on certain key assumptions regarding, among other things: oil and natural gas prices and differentials between light, medium and heavy oil prices; well production rates and reserve volumes; our ability to add production and reserves through our exploration and development activities; capital expenditure levels; our ability to borrow under our credit agreements; the receipt, in a timely manner, of regulatory and other required approvals for our operating activities; the availability and cost of labour and other industry services; interest and foreign exchange rates; the continuance of existing and, in certain circumstances, proposed tax and royalty regimes; our ability to develop our crude oil and natural gas properties in the manner currently contemplated; and current industry conditions, laws and regulations continuing in effect (or, where changes are proposed, such changes being adopted as anticipated). Readers are cautioned that such assumptions, although considered reasonable by Baytex at the time of preparation, may prove to be incorrect.

Actual results achieved will vary from the information provided herein as a result of numerous known and unknown risks and uncertainties and other factors. Such factors include, but are not limited to: the volatility of oil and natural gas prices and price differentials (including the impacts of Covid-19); the availability and cost of capital or borrowing; risks associated with our ability to exploit our properties and add reserves; availability and cost of gathering, processing and pipeline systems; that our credit facilities may not provide sufficient liquidity or may not be renewed; failure to comply with the covenants in our debt agreements; risks associated with a third-party operating our Eagle Ford properties; public perception and its influence on the regulatory regime; restrictions or costs imposed by climate change initiatives and the physical risks of climate change; new regulations on hydraulic fracturing; restrictions on or access to water or other fluids; changes in government regulations that affect the oil and gas industry; regulations regarding the disposal of fluids; changes in environmental, health and safety regulations; costs to develop and operate our properties; variations in interest rates and foreign exchange rates; risks associated with our hedging activities; retaining or replacing our leadership and key personnel; changes in income tax or other laws or government incentive programs; uncertainties associated with estimating oil and natural gas reserves; our inability to fully insure against all risks; risks of counterparty default; risks related to our thermal heavy oil projects; alternatives to and changing demand for petroleum products; risks associated with our use of information technology systems; results of litigation; risks associated with large projects; risks associated with the ownership of our securities, including changes in market-based factors; risks for United States and other non-resident shareholders, including the ability to enforce civil remedies, differing practices for reporting reserves and production, additional taxation applicable to non-residents and foreign exchange risk; and other factors, many of which are beyond our control.

Readers are cautioned that the foregoing list of risk factors is not exhaustive. New risk factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking

statements. Readers should also carefully consider the matters discussed under the heading "*Risk Factors*" in this AIF.

The above summary of assumptions and risks related to forward-looking statements in this AIF has been provided in order to provide Shareholders and potential investors with a more complete perspective on our current and future operations and such information may not be appropriate for other purposes. There is no representation by us that actual results achieved will be the same in whole or in part as those referenced in the forward-looking statements and we do not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities law. The forward-looking statements contained in this AIF are expressly qualified by this cautionary statement.

Access to Documents

Any document referred to in this AIF and described as being accessible on the SEDAR website at *www.sedar.com* or on EDGAR at *www.sec.gov* (including those documents referred to as being incorporated by reference in this AIF) may be obtained free of charge from us at Suite 2800, Centennial Place, East Tower, 520 - 3rd Avenue S.W., Calgary, Alberta, Canada, T2P 0R3.

CORPORATE STRUCTURE

General

Baytex Energy Corp. was incorporated on October 22, 2010 pursuant to the provisions of the ABCA. Baytex is the successor to the business of Baytex Energy Trust, which was transitioned to Baytex on December 31, 2010.

Our head and principal office is located at Suite 2800, Centennial Place, East Tower, 520 – 3 rd Avenue S.W., Calgary, Alberta, Canada, T2P 0R3. Our registered office is located at 2400, 525 – 8th Avenue S.W., Calgary, Alberta, Canada, T2P 1G1.

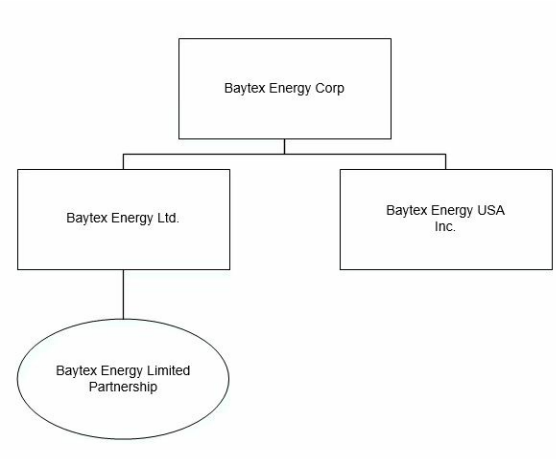
Inter-Corporate Relationships

The following table provides the name, the percentage of voting securities owned by us and the jurisdiction of incorporation, continuance, formation or organization of our material subsidiaries either, direct and indirect, as at the date hereof.

	Percentage of voting securities (directly or indirectly)	Jurisdiction of Incorporation/ Formation
Baytex Energy Ltd.	100%	Alberta
Baytex Energy USA, Inc.	100%	Delaware
Baytex Energy Limited Partnership	100%	Alberta

Our Organizational Structure

The following simplified diagram shows the inter-corporate relationships among us and our material subsidiaries as of the date hereof.



DEVELOPMENT OF OUR BUSINESS

Developments in the Past Three Years

2018

In 2018 commodity prices improved relative to the prior year, but remained volatile. The price for WTI increased from Q1 through to Q3 and then dropped in Q4 to average US$64.77 for the year. The decrease in WTI during Q4 coincided with a widening of differentials for Canadian crude oil, which impacted our Canadian operations.

On June 18, Baytex and Raging River announced a strategic combination. The merger closed on August 22 and was effected by way of a plan of arrangement under the ABCA, whereby holders of Raging River common shares received, directly or indirectly, 1.36 Common Shares of Baytex for each Raging River share held. Upon closing of the strategic combination, holders of Baytex shares held 43% and holders of Raging River shares held 57% of the issued and outstanding shares of the combined company.

The transaction added approximately 23,000 boe/d of production from the Viking play in Saskatchewan and Alberta and 284,000 net acres of land in the emerging East Duvernay Shale play in Alberta. At closing, a combined leadership team from both companies was appointed.

Concurrent with closing, we announced an updated 2018 capital budget range of $450-$500 million and assumed the $300 million Term Loan from Raging River that is secured by the assets of Raging River.

Our production averaged 80,458 boe/d for the year and 98,890 boe/d in Q4, an increase from 2017, due to strong well performance and contributions from the Raging River combination.

On December 17, we announced a 2019 capital budget range of $550-$650 million designed to generate average annual production of 93,000-97,000 boe/d.

2019

In 2019 commodity prices decreased relative to 2018, with the WTI price averaging US$57.03/bbl for the year. The decrease in WTI was partially offset by a narrowing of differentials in Canada, with the WCS differential averaging US$12.75/bbl in 2019 as compared to US$26.31/bbl in 2018, which positively impacted our Canadian operations.

Our production averaged 97,680 boe/d in 2019, above our guidance range and an increase from 2018, due to the contribution from the Raging River assets and strong well performance, while exploration and development expenditures were at the low end of our budget range for the year at $552 million. In September 2019 we early redeemed US$150 million principal amount of senior unsecured notes due February 2021.

On December 4, we announced a 2020 capital budget range of $500-$575 million designed to generate average annual production of 93,000-97,000 boe/d and the appointment of Mark R. Bly as Chair of the Board.

2020

2020 was an extremely challenging year. The spread of Covid-19 and the associated decrease in demand for crude oil combined with a decision by the members of OPEC to increase the supply of crude oil resulted in a significant reduction in commodity prices. Commodity prices increased from their lows following a production curtailment agreement between members of the OPEC+ group to limit supply, but remained below their previous levels as a result of decreased demand associated with continued efforts to limit the spread of Covid-19. The price for WTI averaged US$39.40/bbl for the year.

Prior to the market dislocations caused by the spread of Covid-19 we entered into a series of transactions to extend the maturity dates of our outstanding indebtedness. On February 5, we issued US$500 million principal amount of 2027 Notes. The proceeds of this issuance, along with available cash and liquidity available under our Credit Facilities, were used to redeem our US$400 million principal amount 2021 Notes on February 2020 and our $300 million principal amount 2022 Debentures on March 5, 2020. In addition, on March 2, 2020 we extended the maturity of our Credit Facilities to April 2, 2024. Following these transactions the nearest maturity date of our senior unsecured debt and Credit Facilities was extended from 2021 to 2024.

In response to decreased commodity prices, we took decisive steps to adjust our business model. We reduced our capital budget by 50% and shut-in approximately 25,000 boe/d of production for a portion of the year. As a result, production for the year averaged 79,781 boe/d, while exploration and development expenditures were $280 million.

On December 2 we announced a 2021 capital budget range of $220-275 million designed to generate average annual production of 73,000-77,000 boe/d, which reflects the re-set of our business that occurred in 2020.

NYSE Delisting

On March 24, 2020, we received a continued listing standards notice from the NYSE as the average closing price for our Common Shares was less than US$1.00 per share over a period of 30 consecutive trading days. Subsequently, on December 3, 2020, our Common Shares were delisted from the NYSE. Baytex's Common Shares continue to trade on the TSX.

DESCRIPTION OF OUR BUSINESS

Overview

We are engaged in the acquisition, development and production of crude oil and natural gas in the Western Canadian Sedimentary Basin and the Eagle Ford in the United States. Approximately 82% of our production is weighted toward crude oil and NGLs. The Company and its predecessors have been in business for more than 25 years and our operating teams are well established with a track record of technical proficiency and operational success. Throughout our history we have endeavoured to add value by developing our assets and completing selective acquisitions.

Competitive Conditions

Baytex is a member of the oil and natural gas industry, which is highly competitive. Baytex competes with other companies for all of its business inputs, including exploitation and development prospects, access to commodity markets, acquisition opportunities, available capital and staffing. We believe our competitive position is, on the whole, similar to that of other oil and natural gas producers of a similar size and production profile. See *Industry Conditions* and *Risk Factors.*

Reorganizations

On July 15, 2018, we dissolved our general partnership, Baytex Energy Partnership, which had previously held a beneficial interest in the majority of our producing properties in Canada. The beneficial interest is now held by Baytex Energy. In addition, on August 22, 2018, in conjunction with the Raging River merger, all of the oil and gas properties of Raging River were transferred to the newly formed Baytex Partnership.

Environmental and Social Policies

We have an active program to monitor and comply with all environmental laws, rules and regulations applicable to our operations. Our policies require that all employees and contractors report all breaches or potential breaches of environmental laws, rules and regulations to our senior management and all applicable governmental authorities. Any material breaches of environmental law, rules and regulations must be reported to the Board of Directors. Our Health, Safety and Environment policy is available on our website at www.baytexenergy.com.

We have published a Corporate Responsibility Report every second year since 2012. This report details our efforts and performance with respect to people, the environment, our community and stakeholders, and responsible business practices. For example, our 2019 report announced our intention to reduce our corporate emission intensity (tonnes of CO_2e per boe) by 30% by 2021, relative to our 2018 baseline. We exceeded this target in scope and timing, achieving a 46% reduction in our GHG emissions intensity through year-end 2020 and have now established a new target with an objective to reduce our corporate GHG emission intensity by a further 33% from current levels by 2025. This equates to an approximate 65% reduction by 2025, relative to our 2018 baseline. Our sustainability reports along with an annual update showing our 2019 metrics can be viewed on our website at www.baytexenergy.com/sustainability/sustainability-home.cfm.
In recognition of the importance of our health, safety and environment policy and targets, including our GHG reduction target, the reserves and sustainability committee of our board of directors has been given specific responsibility for the "oversight and monitoring of the Corporation's performance related to health, safety, environment, climate and other sustainability matters." This change was recognized by amending the committee's mandate and terms of reference in July of 2020. In addition, Baytex was recognized by Corporate Knights as one of the Future 40 Responsible Corporate Leaders in Canada for 2018. See *Industry Conditions* and *Risk Factors.*

Cyclical and Seasonal Factors

Our operational results and financial condition are dependent on the prices received for our oil and natural gas production. Oil and natural gas prices have fluctuated widely during recent years. Such prices are determined by supply and demand factors, including weather and general economic conditions, as well as conditions in other oil and natural gas regions. Any decline in oil and natural gas prices could have an adverse effect on our financial condition. We mitigate such price risk by closely monitoring commodity markets, implementing our risk management programs and by maintaining financial liquidity. Additionally, we continually review our capital program and implement initiatives to adapt to such price changes. See *Industry Conditions* and *Risk Factors.*

The level of activity in the oil and gas industry is dependent on access to areas where operations are conducted. In Canada, seasonal weather variations, including spring break-up which occurs annually, affects access in certain circumstances. In Canada and the United States, unexpected adverse weather conditions, such as flooding, extreme cold weather, heavy snowfall, heavy rainfall and forest fires may restrict the Corporation's ability to access its properties. See *Industry Conditions* and *Risk Factors.*

Renegotiation or Termination of Contracts

As at the date hereof, we do not anticipate that any aspects of our business will be materially affected during the remainder of 2021 by the renegotiation or termination of contracts.

Personnel

As at December 31, 2020, we had 139 employees in our head office and 67 employees in our field operations.

PRINCIPAL PROPERTIES

The following is a description of our principal oil and natural gas properties on production or under development as at December 31, 2020. Unless otherwise specified, gross and net acres and well count information are as at December 31, 2020 and production information represents average working interest production for the year ended December 31, 2020.

Eagle Ford - Texas

Our Eagle Ford assets are located in the core of the liquids-rich Eagle Ford shale in South Texas. Our assets include non-operated working interests in approximately 78,212 (19,931 net) acres, comprised of four areas of mutual interest (Sugarloaf, Longhorn, Ipanema and Excelsior) with an average working interest of approximately 25%, together with field infrastructure and related assets. Our entire acreage position in the Eagle Ford is held by production and the assets are operated by an operating subsidiary of Marathon Oil Corporation (NYSE: MRO), pursuant to the terms of industry-standard joint operating agreements. Production in the area occurs from the hydraulic fracturing of horizontal wells.

During 2020, production from the Eagle Ford assets averaged approximately 31,179 boe/d, comprised of 24,069 bbl/d of light oil, condensate and NGL and 42,665 Mcf/d of shale gas. During this period, Baytex participated in the completion of 62 (14.1 net) wells, resulting in 52 (11.5 net) oil wells and 10 (2.6 net) natural gas wells. As at December 31, 2020, our proved plus probable reserves were 215 million boe (153 proved; 62 probable).

Viking - Alberta and Saskatchewan

Our Viking assets are located in the greater Dodsland area in southwest Saskatchewan and in the Esther area of southeastern Alberta. These assets were acquired through a business combination with Raging River and produce light oil from the Viking formation. Production in the area occurs primarily from the hydraulic fracturing of horizontal wells. In some areas, reservoirs are placed under waterflood. In 2020,

the Viking assets produced 19,614 boe/d, comprised of 17,771 bbl/d of light oil and NGL and 11,058 Mcf/d of natural gas. These assets are characterized by shallow wells with short cycle times and a manufacturing approach to development. In 2020, Baytex completed 120 (115.5 net) oil wells. As at December 31, 2020 we had proved plus probable reserves of 85 million boe (57 proved; 28 probable).

The undeveloped land base associated with the Viking assets consisted of 213,430 net acres at year-end 2020.

Peace River - Alberta

In the Peace River area of northwest Alberta we produce heavy gravity crude oil and natural gas from the Bluesky formation. Production in the area occurs through primary and polymer flooding recovery methods. During 2020, production from the area averaged approximately 11,810 boe/d, comprised of 9,853 bbl/d of heavy oil, 19 bbl/d of NGL and 11,630 Mcf/d of natural gas. In 2020, Baytex drilled 4 (4.0 net) horizontal multi-lateral wells in this area. As at December 31, 2020, we had proved plus probable reserves of 39 million boe (19 proved; 21 probable).

Baytex held approximately 271,463 net undeveloped acres in this area at year-end 2020.

Lloydminster - Alberta and Saskatchewan

Our Lloydminster assets consist of several geographically dispersed heavy oil operations that include primary and thermal production. In some cases, Baytex's heavy oil reservoirs are water flooded and polymer flooded. In 2020, production averaged approximately 11,525 boe/d, which was comprised of 8,776 bbl/d of heavy oil, 2,513 bbl/d of bitumen, 12 bbl/d of light oil, and 1,346 Mcf/d of natural gas. In 2020, Baytex drilled 29 (29.0 net) oil wells and 6 (6.0 net) stratigraphic wells in this area. As at December 31, 2020, we had proved plus probable reserves of 83 million boe (25 proved; 58 probable).

We held approximately 191,930 net undeveloped acres in this area at year-end 2020.

Duvernay - Alberta

On August 22, 2018, as a result of the the merger with Raging River, Baytex acquired a land position in the emerging East Duvernay resource play in central Alberta. Production in the area occurs from the hydraulic fracturing of horizontal wells. In 2020, the Duvernay assets produced 1,507 boe/d, comprised of 1,235 bbl/d of light oil and NGL and 1,634 Mcf/d of natural gas. During 2020, Baytex drilled 2 (2.0 net) oil wells. As at December 31, 2020, our proved plus probable reserves are 17 million boe (8 proved; 9 probable) and our net undeveloped lands totaled approximately 249,613 net acres.

Average Production

The following table indicates our average daily production from our principal properties for the year ended December 31, 2020.

	Heavy Oil (bbl/d)	Bitumen (bbl/d)	Light and Medium Oil (bbl/d)	Tight Oil (bbl/d)	NGL[1] (bbl/d)	Shale Gas (Mcf/d)	Natural Gas (Mcf/d)	Oil Equivalent (boe/d)
Canada - Heavy								
Peace River	9,853	—	—	—	19	—	11,630	11,810
Lloydminster	8,776	2,513	12	—	—	—	1,346	11,525
Total	18,629	2,513	12	—	19	—	12,976	23,335
Canada - Light								
Viking	—	—	17,603	—	168	—	11,058	19,614
Duvernay	—	—	—	797	438	1,634	—	1,507
Remaining properties	—	—	528	—	762	—	17,131	4,146
Total	—	—	18,131	797	1,368	1,634	28,189	25,267
United States								
Eagle Ford	—	—	—	13,001	11,068	42,665	—	31,179
Grand Total	18,629	2,513	18,143	13,798	12,455	44,299	41,165	79,781

Note:

(1) Includes condensate.

Costs Incurred

The following table summarizes the property acquisition, exploration and development costs by country for the year ended December 31, 2020.

($000s)	Canada	United States	Total
Property acquisition costs			
Proved properties	—	—	—
Unproved properties	—	—	—
Property disposition	(182)	—	(182)
Total Property acquisition costs, net	(182)	—	(182)
Development Costs [1]	170,462	105,388	275,850
Exploration Costs [2]	4,490	—	4,490
Total	174,770	105,388	280,158

Notes:

(1) Development and facilities expenditures.

(2) Cost of land, geological and geophysical capital expenditures.

Oil and Gas Wells

The following table sets forth the number and status of wells in which we have a working interest as at December 31, 2020.

	Oil Wells				Natural Gas Wells			
	Producing		Non-Producing		Producing		Non-Producing	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
Alberta	812	674.7	1,268	837.4	346	256.1	726	572.4
BC	—	—	1	0.5	—	—	2	0.9
Saskatchewan	2,815	2,552.1	1,984	1,904.6	450	361.2	398	358.1
Texas	831	186.1	59	13.4	370	103.4	26	5.7
Total	4,458	3,412.9	3,312	2,755.9	1,166	720.7	1,152	937.1

Properties with No Attributed Reserves

The following table sets forth our undeveloped land holdings as at December 31, 2020.

	Undeveloped Acres	
	Gross	Net
Alberta	837,774	753,776
Saskatchewan	354,654	321,665
Total	1,192,428	1,075,441

Undeveloped land holdings are lands that have not been assigned reserves as at December 31, 2020. None of these undeveloped properties have high expected development or operating costs or contractual sales obligations to produce and sell at substantially lower prices than could be realized under normal market conditions.

We estimate the value of our net undeveloped land holdings at December 31, 2020 to be approximately $129.7 million, as compared to $161.6 million as at December 31, 2019. This internal evaluation generally represents the estimated replacement cost of our undeveloped land and excludes approximately 82,533 net acres of our undeveloped land that we expect to expire on or before December 31, 2021. In determining replacement cost, we analyzed land sale prices paid at provincial crown land sales for properties in the vicinity of our undeveloped land holdings over the preceding three years.

Tax Horizon

Baytex does not expect to pay any material cash income taxes prior to 2029. This estimate and any amount of income tax we may be required to pay in the future is highly sensitive to assumptions regarding commodity prices, production, cash flow, capital expenditure levels and changes in governing tax laws. For additional information, see Note 15 of our audited consolidated financial statements for the year ended December 31, 2020 and the information under the heading "*Income Taxes*" in our MD&A for the year ended December 31, 2020.

Exploration and Development Activities

The following table sets forth the gross and net exploratory and development wells in which we participated during the year ended December 31, 2020.

	Exploratory Wells		Development Wells		Total Wells	
	Gross	Net	Gross	Net	Gross	Net
Oil	—	—	193	147.6	193	147.6
Natural Gas	—	—	11	4.9	11	4.9
Stratigraphic	6	6.0	—	—	6	6.0
Service	—	—	—	—	—	—
Dry	—	—	—	—	—	—
Total	6	6.0	204	152.5	210	158.5

Production Estimates

The following table sets out the volumes of our working interest production estimated for the year ending December 31, 2021, which is reflected in the estimate of future net revenue disclosed in the forecast price tables contained under "*Statement of Reserves Data - Disclosure of Reserves Data*".

	Heavy Oil (bbl/d)	Bitumen (bbl/d)	Light and Medium Oil (bbl/d)	Tight Oil (bbl/d)	NGL (bbl/d)(1)	Shale Gas (Mcf/d)	Natural Gas (Mcf/d)	Oil Equivalent (boe/d)
CANADA								
Total Proved	18,099	1,562	14,628	1,054	1,540	2,066	42,734	44,349
Total Proved plus Probable	19,228	1,738	16,198	1,180	1,758	2,291	45,699	48,100
UNITED STATES								
Total Proved	—	—	—	11,621	12,587	39,630	—	30,813
Total Proved plus Probable	—	—	—	11,914	12,855	40,393	—	31,500
TOTAL								
Total Proved	18,099	1,562	14,628	12,674	14,127	41,696	42,734	75,162
Total Proved plus Probable	19,228	1,738	16,198	13,094	14,612	42,684	45,699	79,600

Note:

(1) Includes condensate.

The two properties that account for 20% or more of the estimated 2021 production volumes are the Eagle Ford and the Viking. Estimated 2021 production volumes for the Eagle Ford is 30,813 boe/d on a total proved basis and 31,500 boe/d on a total proved plus probable basis. Estimated 2021 production volumes for the Viking is 15,873 boe/d on a total proved basis and 17,611 boe/d on a total proved plus probable basis.

Production History

The following table summarizes certain information in respect of the production, product prices received, royalties paid, production costs and resulting netback associated with our reserves data for the periods indicated below.

	Three Months Ended				Year Ended
	Dec. 31, 2020	Sep. 30, 2020	Jun. 30, 2020	Mar. 31, 2020	Dec. 31, 2020
Average Sales Volume [1]					
CANADA					
Light Oil (bbl/d)	13,947	17,396	18,165	23,115	18,143
Heavy Oil (bbl/d)	19,553	19,676	9,555	25,710	18,629
Bitumen (bbl/d)	2,172	2,462	2,277	3,144	2,513
Tight Oil (bbl/d)	1,134	704	428	921	797
NGL (bbl/d) [2]	1,495	1,429	1,102	1,522	1,387
Total liquids (bbl/d)	38,301	41,667	31,527	54,412	41,469
Shale Gas (Mcf/d)	1,929	1,839	670	2,094	1,634
Natural Gas (Mcf/d)	40,188	43,141	36,312	45,006	41,165
Total (boe/d)	45,321	49,164	37,691	62,262	48,602
UNITED STATES					
Tight Oil (bbl/d)	10,484	11,717	14,440	15,406	13,001
NGL (bbl/d) [2]	9,003	10,272	12,450	12,575	11,068
Total liquids (bbl/d)	19,487	21,989	26,890	27,981	24,069
Shale Gas (Mcf/d)	33,999	39,965	47,564	49,256	42,665
Total (boe/d)	25,154	28,650	34,817	36,190	31,179
TOTAL					
Light Oil (bbl/d)	13,947	17,396	18,165	23,115	18,143
Heavy Oil (bbl/d)	19,553	19,676	9,555	25,710	18,629
Bitumen (bbl/d)	2,172	2,462	2,277	3,144	2,513
Tight Oil (bbl/d)	11,618	12,421	14,868	16,327	13,798
NGL (bbl/d) [2]	10,498	11,701	13,552	14,097	12,455
Total liquids (bbl/d)	57,788	63,656	58,417	82,393	65,538
Shale Gas (Mcf/d)	35,928	41,804	48,234	51,350	44,299
Natural Gas (Mcf/d)	40,188	43,141	36,312	45,006	41,165
Total (boe/d)	70,475	77,814	72,508	98,452	79,781

	Three Months Ended				Year Ended
	Dec. 31, 2020	Sep. 30, 2020	Jun. 30, 2020	Mar. 31, 2020	Dec. 31, 2020
CANADA					
Average Net Production Prices [3]					
Light Oil ($/bbl)	47.16	46.70	24.01	49.18	41.93
Heavy Oil ($/bbl)	26.94	28.24	16.92	20.64	23.85
Bitumen ($/bbl)	36.22	35.31	18.49	21.64	27.47
Tight Oil ($/bbl)	50.48	48.02	56.94	55.41	52.21
NGL ($/bbl) [2]	19.48	17.79	11.65	16.90	16.79
Shale Gas ($/Mcf)	2.70	2.27	1.94	1.96	2.27
Natural Gas ($/Mcf)	2.49	2.13	1.85	2.00	2.12
Total ($/boe)	32.10	32.76	19.79	30.62	29.42
Royalties					
Light Oil and NGL ($/bbl) [2][4]	3.92	3.15	1.90	3.39	3.07
Heavy Oil ($/bbl)	2.51	2.91	2.07	2.91	2.70
Bitumen ($/bbl)	3.13	3.45	1.69	1.85	2.49
Tight Oil ($/bbl)	8.12	5.38	6.72	2.30	5.65
Shale Gas ($/Mcf)	0.14	0.04	0.10	0.08	0.09
Natural Gas ($/Mcf)	0.14	0.11	0.13	0.09	0.12
Total ($/boe)	2.90	2.72	1.80	2.74	2.59
Operating Expenses [5]					
Light Oil and NGL ($/bbl) [2][4]	13.23	11.66	12.18	11.99	12.21
Heavy Oil ($/bbl)	16.44	14.36	20.34	16.34	16.35
Bitumen ($/bbl)	14.84	11.76	10.71	10.32	11.75
Tight Oil ($/bbl)	9.43	8.50	10.76	11.23	9.89
Shale Gas ($/Mcf)	1.57	1.42	1.79	1.87	1.65
Natural Gas ($/Mcf)	2.38	1.99	2.23	2.34	2.23
Total ($/boe)	14.73	12.73	14.33	13.93	13.89
Transportation Expenses					
Light Oil and NGL ($/bbl) [2][4]	0.69	0.65	0.94	1.06	0.86
Heavy Oil ($/bbl)	2.33	2.22	2.68	2.74	2.48
Bitumen ($/bbl)	2.12	1.52	1.71	1.51	1.69
Tight Oil ($/bbl)	1.18	1.07	1.31	1.18	1.17
Shale Gas ($/Mcf)	0.20	0.18	0.22	0.20	0.19
Natural Gas ($/Mcf)	0.25	0.20	0.19	0.24	0.22
Total ($/boe)	1.60	1.41	1.47	1.83	1.60
Netback Received [3][6]					
Light Oil and NGL ($/bbl) [2][4]	26.64	29.05	8.29	30.75	24.00
Heavy Oil ($/bbl)	5.66	8.75	(8.17)	(1.35)	2.32
Bitumen ($/bbl)	16.13	18.58	4.38	7.96	11.54
Tight Oil ($/bbl)	31.75	33.07	38.15	40.70	35.50
Shale Gas ($/Mcf)	0.79	0.63	(0.17)	(0.19)	0.34
Natural Gas ($/Mcf)	(0.28)	(0.17)	(0.70)	(0.67)	(0.45)
Total ($/boe)	12.87	15.90	2.19	12.12	11.34

	Three Months Ended				Year Ended
	Dec. 31, 2020	Sep. 30, 2020	Jun. 30, 2020	Mar. 31, 2020	Dec. 31, 2020
UNITED STATES					
Average Net Production Prices [3]					
Tight Oil ($/bbl)	53.37	51.82	32.97	62.76	50.15
NGL ($/bbl) [2]	32.87	30.34	22.73	36.71	30.53
Shale Gas ($/Mcf)	3.26	2.50	2.38	2.63	2.65
Total ($/boe)	38.41	35.55	25.05	43.05	35.38
Royalties					
Tight Oil ($/bbl)	16.75	16.48	10.53	19.47	15.77
NGL ($/bbl) [2]	8.42	7.85	5.78	9.51	7.86
Shale Gas ($/Mcf)	0.83	0.70	0.60	0.68	0.69
Total ($/boe)	11.11	10.53	7.26	12.51	10.31
Operating Expenses [5][7]					
Tight Oil ($/bbl)	7.92	6.03	7.74	7.76	7.39
NGL ($/bbl) [2]	7.92	6.03	7.74	7.76	7.39
Shale Gas ($/Mcf)	1.32	1.00	1.29	1.29	1.23
Total ($/boe)	7.92	6.03	7.74	7.76	7.39
Netback Received [3][6]					
Tight Oil ($/bbl)	28.70	29.31	14.70	35.53	26.99
NGL ($/bbl) [2]	16.53	16.46	9.21	19.44	15.28
Shale Gas ($/Mcf)	1.11	0.80	0.49	0.66	0.73
Total ($/boe)	19.38	18.99	10.05	22.78	17.68

Notes:

(1) Before deduction of royalties.

(2) NGL includes condensate.

(3) Before the effects of commodity derivative instruments.

(4) In Canada, NGL volumes are grouped with light oil volumes for reporting purposes.

(5) Operating expenses are composed of direct costs incurred to operate both oil and gas wells. A number of assumptions are required to allocate these costs between oil, natural gas and NGL production.

(6) Netback is calculated by subtracting royalties, operating and transportation expenses from revenues.

(7) In the U.S., transportation expense is included in operating expenses for reporting purposes.

Marketing Arrangements and Forward Contracts

In Canada, we market our oil and natural gas production with attention to maximizing value and counterparty performance. We have a portfolio of sales contracts with a variety of pricing mechanisms, term commitments and customers. For our heavy oil volumes, this includes rail commitments. In the United States, production from our assets is marketed by the operator.

The Corporation also has a risk management policy pursuant to which we utilize various derivative financial instruments and physical sales contracts to manage our exposure to fluctuations in commodity prices, foreign exchange and interest rates. We also use derivative instruments in various operational markets to optimize our supply or production chain.

When marketing and hedging we engage a number of reputable counterparties to ensure competitiveness, while also managing counterparty credit exposure. For details on our contractual commitments to sell natural gas and crude oil which were outstanding at February 24, 2021, see Note 18 to our audited consolidated financial statements for the year ended December 31, 2020. See *Risk Factors.*

STATEMENT OF RESERVES DATA

The Baytex Reserves Report has been prepared in accordance with the standards contained in the COGE Handbook and the reserves definitions contained in NI 51-101. The statement of reserves data and other oil and natural gas information set forth below is dated December 31, 2020. The effective date of the Baytex Reserves Report is December 31, 2020 and the preparation date of the statement is February 4, 2021. The Baytex Reserves Report was prepared using the average commodity price forecasts and inflation rates of McDaniel, GLJ Petroleum Consultants Ltd. and Sproule Associates Limited as of January 1, 2021.

Disclosure of Reserves Data

The tables below are a combined summary as at December 31, 2020 of our proved and probable heavy oil, bitumen, light and medium oil, tight oil, NGL, conventional natural gas and shale gas reserves and the net present value of the future net revenue attributable to such reserves evaluated in the Baytex Reserves Report. Our reserves are located in Canada (Alberta and Saskatchewan) and the United States (Texas).

All evaluations of future net revenue are after the deduction of future income tax expenses (unless otherwise noted in the tables), royalties, development costs, production costs and well abandonment costs but before consideration of indirect costs such as administrative, overhead and other miscellaneous expenses. The estimated future net revenue contained in the following tables does not necessarily represent the fair market value of our reserves. There is no assurance that the forecast price and cost assumptions contained in the Baytex Reserves Report will be attained and variations could be material. The tables summarize the data contained in the Baytex Reserves Report and, as a result, may contain slightly different numbers and columns in the tables may not add due to rounding. Other assumptions and qualifications relating to costs and other matters are summarized in the notes to or following the tables below.

The recovery and reserves estimates described herein are estimates only and there is no guarantee that the estimated reserves will be recovered. Readers should review the definitions and information contained in "*Selected Terms - Reserves Definitions*", "- *Reserves and Reserve Categories*" and "- *Development and Production Status*" in conjunction with the following tables and notes. For more information as to the risks involved, see "*Risk Factors*".

SUMMARY OF OIL AND NATURAL GAS RESERVES
AS OF DECEMBER 31, 2020
FORECAST PRICES AND COSTS

CANADA

	TIGHT OIL		LIGHT AND MEDIUM OIL		HEAVY OIL	
RESERVES CATEGORY	**Gross (Mbbl)**	**Net (Mbbl)**	**Gross (Mbbl)**	**Net (Mbbl)**	**Gross (Mbbl)**	**Net (Mbbl)**
PROVED:						
Developed Producing	1,268	1,154	20,404	19,106	19,917	18,404
Developed Non-Producing	—	—	61	59	1,997	1,895
Undeveloped	3,112	2,810	31,601	29,630	13,499	12,385
TOTAL PROVED	4,380	3,963	52,067	48,795	35,412	32,684
PROBABLE	4,748	4,188	25,688	23,461	30,544	27,640
TOTAL PROVED PLUS PROBABLE	9,128	8,151	77,755	72,256	65,956	60,324

CANADA

	BITUMEN		SHALE GAS		CONVENTIONAL NATURAL GAS [1]	
RESERVES CATEGORY	**Gross (Mbbl)**	**Net (Mbbl)**	**Gross (MMcf)**	**Net (MMcf)**	**Gross (MMcf)**	**Net (MMcf)**
PROVED:						
Developed Producing	1,144	1,027	3,041	2,790	43,384	40,568
Developed Non-Producing	160	152	—	—	15,072	13,080
Undeveloped	4,433	4,213	6,203	5,754	29,438	26,071
TOTAL PROVED	5,737	5,393	9,244	8,544	87,894	79,720
PROBABLE	46,093	40,064	9,497	8,825	86,778	80,679
TOTAL PROVED PLUS PROBABLE	51,830	45,456	18,741	17,369	174,671	160,398

CANADA

	NATURAL GAS LIQUIDS [2]		TOTAL RESERVES	
RESERVES CATEGORY	**Gross (Mbbl)**	**Net (Mbbl)**	**Gross (Mboe)**	**Net (Mboe)**
PROVED:				
Developed Producing	1,739	1,515	52,210	48,432
Developed Non-Producing	485	389	5,214	4,676
Undeveloped	2,244	1,992	60,829	56,334
TOTAL PROVED	4,468	3,896	118,254	109,442
PROBABLE	4,841	4,309	127,959	114,578
TOTAL PROVED PLUS PROBABLE	9,309	8,205	246,212	224,020

UNITED STATES

RESERVES CATEGORY	TIGHT OIL Gross (Mbbl)	TIGHT OIL Net (Mbbl)	SHALE GAS Gross (MMcf)	SHALE GAS Net (MMcf)	NATURAL GAS LIQUIDS [2] Gross (Mbbl)	NATURAL GAS LIQUIDS [2] Net (Mbbl)
PROVED:						
Developed Producing	22,204	16,292	94,280	69,651	29,930	22,120
Developed Non-Producing	38	28	473	350	154	114
Undeveloped	26,694	19,561	122,338	89,885	37,923	27,873
TOTAL PROVED	48,936	35,881	217,090	159,886	68,007	50,107
PROBABLE	19,894	14,589	87,355	64,235	27,920	20,544
TOTAL PROVED PLUS PROBABLE	68,830	50,470	304,445	224,121	95,927	70,651

UNITED STATES

RESERVES CATEGORY	TOTAL RESERVES Gross (Mboe)	TOTAL RESERVES Net (Mboe)
PROVED:		
Developed Producing	67,847	50,020
Developed Non-Producing	271	201
Undeveloped	85,006	62,414
TOTAL PROVED	153,125	112,636
PROBABLE	62,373	45,839
TOTAL PROVED PLUS PROBABLE	215,497	158,475

TOTAL

RESERVES CATEGORY	TIGHT OIL Gross (Mbbl)	TIGHT OIL Net (Mbbl)	LIGHT AND MEDIUM OIL Gross (Mbbl)	LIGHT AND MEDIUM OIL Net (Mbbl)	HEAVY OIL Gross (Mbbl)	HEAVY OIL Net (Mbbl)
PROVED:						
Developed Producing	23,473	17,445	20,404	19,106	19,917	18,404
Developed Non-Producing	38	28	61	59	1,997	1,895
Undeveloped	29,805	22,371	31,601	29,630	13,499	12,385
TOTAL PROVED	53,316	39,844	52,067	48,795	35,412	32,684
PROBABLE	24,642	18,777	25,688	23,461	30,544	27,640
TOTAL PROVED PLUS PROBABLE	77,958	58,621	77,755	72,256	65,956	60,324

TOTAL

RESERVES CATEGORY	BITUMEN Gross (Mbbl)	BITUMEN Net (Mbbl)	SHALE GAS Gross (MMcf)	SHALE GAS Net (MMcf)	CONVENTIONAL NATURAL GAS [1] Gross (MMcf)	CONVENTIONAL NATURAL GAS [1] Net (MMcf)
PROVED:						
Developed Producing	1,144	1,027	97,321	72,440	43,384	40,568
Developed Non-Producing	160	152	473	350	15,072	13,080
Undeveloped	4,433	4,213	128,541	95,639	29,438	26,071
TOTAL PROVED	5,737	5,393	226,334	168,429	87,894	79,720
PROBABLE	46,093	40,064	96,852	73,061	86,778	80,679
TOTAL PROVED PLUS PROBABLE	51,830	45,456	323,186	241,490	174,671	160,398

TOTAL

RESERVES CATEGORY	NATURAL GAS LIQUIDS [2] Gross (Mbbl)	NATURAL GAS LIQUIDS [2] Net (Mbbl)	TOTAL RESERVES Gross (Mboe)	TOTAL RESERVES Net (Mboe)
PROVED:				
Developed Producing	31,669	23,635	120,057	98,452
Developed Non-Producing	639	504	5,485	4,877
Undeveloped	40,167	29,865	145,835	118,748
TOTAL PROVED	72,475	54,003	271,378	222,077
PROBABLE	32,760	24,853	190,332	160,417
TOTAL PROVED PLUS PROBABLE	105,235	78,856	461,710	382,495

Notes:

(1) Conventional natural gas includes associated, non-associated and solution gas.

(2) Natural gas liquids includes condensate.

SUMMARY OF NET PRESENT VALUES OF FUTURE NET REVENUE
AS OF DECEMBER 31, 2020
FORECAST PRICES AND COSTS

CANADA	**BEFORE INCOME TAXES DISCOUNTED AT (%/year)**					**UNIT VALUE BEFORE TAX**
RESERVES CATEGORY	**0% ($000s)**	**5% ($000s)**	**10% ($000s)**	**15% ($000s)**	**20% ($000s)**	**10% $/boe**
PROVED:						
Developed Producing	(212,944)	225,006	347,308	377,104	376,315	7.17
Developed Non-Producing	63,367	54,775	48,227	43,104	38,998	10.31
Undeveloped	772,595	504,623	322,020	198,702	114,400	5.72
TOTAL PROVED	623,019	784,404	717,555	618,910	529,712	6.56
PROBABLE	2,063,798	1,193,123	771,076	538,642	398,195	6.73
TOTAL PROVED PLUS PROBABLE	2,686,817	1,977,527	1,488,630	1,157,552	927,907	6.65

UNITED STATES	**BEFORE INCOME TAXES DISCOUNTED AT (%/year)**					**UNIT VALUE BEFORE TAX**
RESERVES CATEGORY	**0% ($000s)**	**5% ($000s)**	**10% ($000s)**	**15% ($000s)**	**20% ($000s)**	**10% $/boe**
PROVED:						
Developed Producing	1,302,148	977,768	770,723	640,474	552,298	15.41
Developed Non-Producing	5,416	3,925	3,062	2,512	2,134	15.23
Undeveloped	1,448,365	938,293	649,814	472,772	356,197	10.41
TOTAL PROVED	2,755,929	1,919,986	1,423,599	1,115,758	910,629	12.64
PROBABLE	1,310,312	643,996	366,587	231,987	158,347	8.00
TOTAL PROVED PLUS PROBABLE	4,066,241	2,563,981	1,790,186	1,347,746	1,068,976	11.30

TOTAL	**BEFORE INCOME TAXES DISCOUNTED AT (%/year)**					**UNIT VALUE BEFORE TAX**
RESERVES CATEGORY	**0% ($000s)**	**5% ($000s)**	**10% ($000s)**	**15% ($000s)**	**20% ($000s)**	**10% $/boe**
PROVED:						
Developed Producing	1,089,204	1,202,774	1,118,031	1,017,579	928,612	11.36
Developed Non-Producing	68,783	58,700	51,289	45,616	41,132	10.52
Undeveloped	2,220,960	1,442,916	971,834	671,474	470,597	8.18
TOTAL PROVED	3,378,948	2,704,390	2,141,154	1,734,669	1,440,342	9.64
PROBABLE	3,374,110	1,837,118	1,137,663	770,629	556,542	7.09
TOTAL PROVED PLUS PROBABLE	6,753,057	4,541,509	3,278,817	2,505,298	1,996,884	8.57

SUMMARY OF NET PRESENT VALUES OF FUTURE NET REVENUE
AS OF DECEMBER 31, 2020
FORECAST PRICES AND COSTS

CANADA	**AFTER INCOME TAXES DISCOUNTED AT (%/year)[1]**				
RESERVES CATEGORY	**0% ($000s)**	**5% ($000s)**	**10% ($000s)**	**15% ($000s)**	**20% ($000s)**
PROVED:					
Developed Producing	(212,944)	225,006	347,308	377,104	376,315
Developed Non-Producing	63,367	54,775	48,227	43,104	38,998
Undeveloped	772,595	504,623	322,020	198,702	114,400
TOTAL PROVED	623,019	784,404	717,555	618,910	529,712
PROBABLE	1,933,722	1,115,340	722,951	507,973	378,137
TOTAL PROVED PLUS PROBABLE	2,556,741	1,899,744	1,440,506	1,126,884	907,849

UNITED STATES	**AFTER INCOME TAXES DISCOUNTED AT (%/year)[1]**				
RESERVES CATEGORY	**0% ($000s)**	**5% ($000s)**	**10% ($000s)**	**15% ($000s)**	**20% ($000s)**
PROVED:					
Developed Producing	1,271,733	965,689	764,223	635,897	548,406
Developed Non-Producing	5,050	3,802	3,011	2,485	2,117
Undeveloped	1,192,125	800,643	570,465	424,685	326,074
TOTAL PROVED	2,468,908	1,770,134	1,337,699	1,063,067	876,596
PROBABLE	1,025,337	503,878	287,133	182,589	125,724
TOTAL PROVED PLUS PROBABLE	3,494,246	2,274,012	1,624,832	1,245,655	1,002,321

TOTAL	**AFTER INCOME TAXES DISCOUNTED AT (%/year)[1]**				
RESERVES CATEGORY	**0% ($000s)**	**5% ($000s)**	**10% ($000s)**	**15% ($000s)**	**20% ($000s)**
PROVED:					
Developed Producing	1,058,789	1,190,696	1,111,530	1,013,001	924,720
Developed Non-Producing	68,417	58,577	51,238	45,589	41,114
Undeveloped	1,964,720	1,305,266	892,485	623,387	440,474
TOTAL PROVED	3,091,927	2,554,539	2,055,253	1,681,977	1,406,309
PROBABLE	2,959,059	1,619,217	1,010,084	690,562	503,861
TOTAL PROVED PLUS PROBABLE	6,050,986	4,173,756	3,065,338	2,372,539	1,910,170

Note:

(1) The after-tax net present value of future net revenue from our oil and gas properties reflects the tax burden on the properties on a theoretical stand-alone basis. It does not consider our corporate structure or any tax planning and therefore does not provide an estimate of the cumulative after-tax value of our consolidated business entities, which may be significantly different.

TOTAL FUTURE NET REVENUE (UNDISCOUNTED)
AS OF DECEMBER 31, 2020
FORECAST PRICES AND COSTS

($000s)	REVENUE	ROYALTIES	OPERAT-ING COSTS	DEVELOP-MENT COSTS	WELL ABANDON-MENT COSTS[1]	FUTURE NET REVENUE BEFORE INCOME TAXES	INCOME TAXES	FUTURE NET REVENUE AFTER INCOME TAXES
TOTAL PROVED RESERVES								
Canada	5,567,569	455,145	2,144,427	1,299,523	1,045,456	623,019	—	623,019
United States	8,479,630	2,632,828	2,174,258	794,061	122,555	2,755,929	287,021	2,468,908
Total	14,047,199	3,087,972	4,318,684	2,093,584	1,168,011	3,378,948	287,021	3,091,927
TOTAL PROVED PLUS PROBABLE RESERVES								
Canada	11,956,297	1,194,711	4,551,586	2,412,068	1,111,116	2,686,817	130,076	2,556,741
United States	12,670,305	3,938,602	3,327,708	1,193,818	143,936	4,066,241	571,995	3,494,246
Total	24,626,602	5,133,313	7,879,294	3,605,886	1,255,052	6,753,057	702,071	6,050,986

Note:

(1) Includes well abandonment, decommissioning and reclamation costs for all producing and non-producing wells and facilities and to be incurred as a result of future development activity.

FUTURE NET REVENUE BY PRODUCT TYPE
AS OF DECEMBER 31, 2020
FORECAST PRICES AND COSTS

RESERVES CATEGORY	PRODUCT TYPE	FUTURE NET REVENUE BEFORE INCOME TAXES (discounted at 10%/year) ($000s)	UNIT VALUE [1] ($/bbl; $/Mcf)
Proved	Light and Medium Crude Oil (including solution gas and associated byproducts)	536,996	11.01
	Heavy Crude Oil (including solution gas and associated byproducts)	73,802	2.26
	Bitumen (including solution gas and associated byproducts)	37,270	6.91
	Tight Oil (including solution gas and associated byproducts)	914,305	22.95
	Natural Gas (associated and non-associated) (including associated byproducts)	34,057	0.84
	Shale Gas (including associated byproducts)	544,724	4.89
	Total	2,141,154	
Proved plus Probable	Light and Medium Crude Oil (including solution gas and associated byproducts)	971,298	13.44
	Heavy Crude Oil (including solution gas and associated byproducts)	247,365	4.10
	Bitumen (including solution gas and associated byproducts)	132,290	2.91
	Tight Oil (including solution gas and associated byproducts)	1,184,743	20.21
	Natural Gas (associated and non-associated) (including associated byproducts)	53,856	0.58
	Shale Gas (including associated byproducts)	689,264	4.45
	Total	3,278,817	

Note:

(1) Unit values are based on major product type net reserves volumes.

Pricing Assumptions

The forecast cost and price assumptions include increases in actual wellhead selling prices and take into account inflation with respect to future operating and capital costs. The reference pricing used in the Baytex Reserves Report is as follows:

SUMMARY OF PRICING AND INFLATION RATE ASSUMPTIONS
FORECAST PRICES AND COSTS AS AT DECEMBER 31, 2020 (1)

	Oil			Natural Gas			
Year	WTI Crude Oil (2) ($US/bbl)	Edmonton Light Crude Oil (3) ($Cdn/bbl)	Western Canadian Select(4) ($Cdn/bbl)	Henry Hub (5) ($US/MMbtu)	AECO Spot (6) ($Cdn/MMbtu)	Inflation Rate (7) (%/Yr)	Exchange Rate (8) ($US/$Cdn)
Historical							
2016	43.30	53.90	39.15	2.50	2.10	1.4	0.755
2017	50.90	62.85	50.70	3.00	2.40	1.6	0.770
2018	64.95	69.65	49.95	3.05	1.55	2.2	0.770
2019	57.00	69.00	58.70	2.55	1.60	2.0	0.755
2020	39.20	45.00	35.35	2.05	2.25	0.2	0.745
Forecast (9)							
2021	47.17	55.76	44.63	2.83	2.78	—	0.768
2022	50.17	59.89	48.18	2.87	2.70	1.3	0.765
2023	53.17	63.48	52.10	2.90	2.61	2.0	0.763
2024	54.97	65.76	54.10	2.96	2.65	2.0	0.763
2025	56.07	67.13	55.19	3.02	2.70	2.0	0.763
2026	57.19	68.53	56.29	3.08	2.76	2.0	0.763
2027	58.34	69.95	57.42	3.14	2.81	2.0	0.763
2028	59.50	71.40	58.57	3.20	2.87	2.0	0.763
2029	60.69	72.88	59.74	3.26	2.92	2.0	0.763
2030	61.91	74.34	60.93	3.33	2.98	2.0	0.763

Notes:

(1) Each price from the forecast was adjusted for quality differentials and transportation costs applicable to the specified product and evaluation area.
(2) Price used in the preparation of tight oil, condensate, and natural gas liquids reserves in the United States.
(3) Price used in the preparation of light and medium crude oil and natural gas liquids reserves in Canada.
(4) Price used in the preparation of heavy oil and bitumen reserves in Canada.
(5) Price used in the preparation of shale gas reserves in the United States.
(6) Price used in the preparation of natural gas reserves in Canada.
(7) Inflation rates for forecasting prices and costs.
(8) Exchange rate used to generate the benchmark reference prices in this table.
(9) After 2030 prices and costs escalate at 2.0% annually and the exchange rate remains 0.763.

Weighted average prices realized by us for the year ended December 31, 2020, excluding hedging activities, were $23.85/bbl for heavy oil, $27.47/bbl for bitumen, $41.93/bbl for light oil, $52.21/bbl for tight oil, $16.79/bbl for NGL, $2.27/Mcf for shale gas and $2.12/Mcf for natural gas.

RECONCILIATION OF
GROSS RESERVES
BY PRINCIPAL PRODUCT TYPE
FORECAST PRICES AND COSTS

CANADA	**HEAVY OIL**			**BITUMEN**		
	Proved (Mbbl)	**Probable (Mbbl)**	**Proved Plus Probable (Mbbl)**	**Proved (Mbbl)**	**Probable (Mbbl)**	**Proved Plus Probable (Mbbl)**
December 31, 2019	51,311	37,805	89,116	11,799	53,743	65,542
Extensions	160	244	404	3,027	696	3,723
Infill Drilling	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Technical Revisions [1]	2,462	(1,634)	827	(1,224)	(366)	(1,590)
Discoveries	—	—	—	—	—	—
Acquisitions	—	—	—	—	—	—
Dispositions	(5)	(4)	(8)	—	—	—
Economic Factors [2]	(11,698)	(5,867)	(17,565)	(6,945)	(7,980)	(14,925)
Production	(6,818)	—	(6,818)	(920)	—	(920)
December 31, 2020	35,412	30,544	65,956	5,737	46,093	51,830

CANADA	**LIGHT AND MEDIUM OIL**			**TIGHT OIL**		
	Proved (Mbbl)	**Probable (Mbbl)**	**Proved Plus Probable (Mbbl)**	**Proved (Mbbl)**	**Probable (Mbbl)**	**Proved Plus Probable (Mbbl)**
December 31, 2019	60,619	31,218	91,837	3,753	4,099	7,853
Extensions	2,840	(1,937)	903	944	828	1,772
Infill Drilling	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Technical Revisions [1]	(1,275)	(3,643)	(4,917)	82	(118)	(35)
Discoveries	—	—	—	—	—	—
Acquisitions	16	3	19	—	—	—
Dispositions	(15)	(92)	(107)	—	—	—
Economic Factors [2]	(3,421)	139	(3,282)	(106)	(62)	(168)
Production	(6,698)	—	(6,698)	(294)	—	(294)
December 31, 2020	52,067	25,688	77,755	4,380	4,748	9,128

CANADA	**NATURAL GAS LIQUIDS [3]**			**SHALE GAS**		
	Proved (Mbbl)	**Probable (Mbbl)**	**Proved Plus Probable (Mbbl)**	**Proved (MMcf)**	**Probable (MMcf)**	**Proved Plus Probable (MMcf)**
December 31, 2019	4,393	4,986	9,380	7,490	8,019	15,508
Extensions	921	7	928	1,879	1,607	3,486
Infill Drilling	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Technical Revisions [1]	356	(628)	(272)	708	(16)	693
Discoveries	—	—	—	—	—	—
Acquisitions	1	—	1	—	—	—
Dispositions	—	(4)	(4)	—	—	—
Economic Factors [2]	(754)	479	(275)	(235)	(113)	(348)
Production	(448)	—	(448)	(598)	—	(598)
December 31, 2020	4,468	4,840	9,309	9,244	9,497	18,741

CANADA	CONVENTIONAL NATURAL GAS [4]			OIL EQUIVALENT		
	Proved (MMcf)	Probable (MMcf)	Proved Plus Probable (MMcf)	Proved (Mboe)	Probable (Mboe)	Proved Plus Probable (Mboe)
December 31, 2019	104,506	99,816	204,323	150,542	149,824	300,366
Extensions	12,937	(11,371)	1,565	10,361	(1,789)	8,571
Infill Drilling	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Technical Revisions [1]	9,360	(10,854)	(1,494)	2,079	(8,200)	(6,121)
Discoveries	—	—	—	—	—	—
Acquisitions	19	3	22	20	4	24
Dispositions	(38)	(348)	(386)	(26)	(158)	(184)
Economic Factors [2]	(23,824)	9,531	(14,293)	(26,933)	(11,721)	(38,654)
Production	(15,066)	—	(15,066)	(17,788)	—	(17,788)
December 31, 2020	87,894	86,778	174,671	118,254	127,959	246,212

UNITED STATES	TIGHT OIL			NATURAL GAS LIQUIDS [3]		
	Proved (Mbbl)	Probable (Mbbl)	Proved Plus Probable (Mbbl)	Proved (Mbbl)	Probable (Mbbl)	Proved Plus Probable (Mbbl)
December 31, 2019	51,809	20,040	71,849	73,545	30,667	104,213
Extensions	675	463	1,138	620	901	1,521
Infill Drilling	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Technical Revisions [1]	1,697	(530)	1,167	(1,114)	(3,326)	(4,440)
Discoveries	—	—	—	—	—	—
Acquisitions	—	—	—	—	—	—
Dispositions	—	—	—	—	—	—
Economic Factors [2]	(486)	(79)	(565)	(994)	(323)	(1,317)
Production	(4,758)	—	(4,758)	(4,051)	—	(4,051)
December 31, 2020	48,936	19,894	68,830	68,007	27,920	95,927

UNITED STATES	SHALE GAS			OIL EQUIVALENT		
	Proved (MMcf)	Probable (MMcf)	Proved Plus Probable (MMcf)	Proved (Mboe)	Probable (Mboe)	Proved Plus Probable (Mboe)
December 31, 2019	226,672	91,720	318,393	163,133	65,994	229,127
Extensions	2,159	3,675	5,835	1,655	1,976	3,631
Infill Drilling	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Technical Revisions [1]	6,517	(6,913)	(396)	1,670	(5,008)	(3,339)
Discoveries	—	—	—	—	—	—
Acquisitions	—	—	—	—	—	—
Dispositions	—	—	—	—	—	—
Economic Factors [2]	(2,643)	(1,127)	(3,770)	(1,921)	(590)	(2,510)
Production	(15,615)	—	(15,615)	(11,412)	—	(11,412)
December 31, 2020	217,090	87,355	304,445	153,125	62,373	215,497

TOTAL	HEAVY OIL			BITUMEN		
	Proved (Mbbl)	Probable (Mbbl)	Proved Plus Probable (Mbbl)	Proved (Mbbl)	Probable (Mbbl)	Proved Plus Probable (Mbbl)
December 31, 2019	51,311	37,805	89,116	11,799	53,743	65,542
Extensions	160	244	404	3,027	696	3,723
Infill Drilling	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Technical Revisions [1]	2,462	(1,634)	827	(1,224)	(366)	(1,590)
Discoveries	—	—	—	—	—	—
Acquisitions	—	—	—	—	—	—
Dispositions	(5)	(4)	(8)	—	—	—
Economic Factors [2]	(11,698)	(5,867)	(17,565)	(6,945)	(7,980)	(14,925)
Production	(6,818)	—	(6,818)	(920)	—	(920)
December 31, 2020	35,412	30,544	65,956	5,737	46,093	51,830

TOTAL	LIGHT AND MEDIUM OIL			TIGHT OIL		
	Proved (Mbbl)	Probable (Mbbl)	Proved Plus Probable (Mbbl)	Proved (Mbbl)	Probable (Mbbl)	Proved Plus Probable (Mbbl)
December 31, 2019	60,619	31,218	91,837	55,562	24,139	79,701
Extensions	2,840	(1,937)	903	1,618	1,291	2,909
Infill Drilling	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Technical Revisions [1]	(1,275)	(3,643)	(4,917)	1,780	(648)	1,132
Discoveries	—	—	—	—	—	—
Acquisitions	16	3	19	—	—	—
Dispositions	(15)	(92)	(107)	—	—	—
Economic Factors [2]	(3,421)	139	(3,282)	(592)	(141)	(733)
Production	(6,698)	—	(6,698)	(5,052)	—	(5,052)
December 31, 2020	52,067	25,688	77,755	53,316	24,642	77,958

TOTAL	NATURAL GAS LIQUIDS [3]			SHALE GAS		
	Proved (Mbbl)	Probable (Mbbl)	Proved Plus Probable (Mbbl)	Proved (MMcf)	Probable (MMcf)	Proved Plus Probable (MMcf)
December 31, 2019	77,939	35,654	113,592	234,162	99,739	333,901
Extensions	1,541	908	2,449	4,038	5,283	9,320
Infill Drilling	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Technical Revisions [1]	(758)	(3,954)	(4,712)	7,225	(6,929)	296
Discoveries	—	—	—	—	—	—
Acquisitions	1	—	1	—	—	—
Dispositions	—	(4)	(4)	—	—	—
Economic Factors [2]	(1,748)	157	(1,592)	(2,877)	(1,240)	(4,118)
Production	(4,499)	—	(4,499)	(16,213)	—	(16,213)
December 31, 2020	72,475	32,760	105,235	226,334	96,852	323,186

TOTAL	CONVENTIONAL NATURAL GAS [4]			OIL EQUIVALENT		
	Proved (MMcf)	Probable (MMcf)	Proved Plus Probable (MMcf)	Proved (Mboe)	Probable (Mboe)	Proved Plus Probable (Mboe)
December 31, 2019	104,506	99,816	204,323	313,674	215,818	529,492
Extensions	12,937	(11,371)	1,565	12,015	187	12,202
Infill Drilling	—	—	—	—	—	—
Improved Recovery	—	—	—	—	—	—
Technical Revisions [1]	9,360	(10,854)	(1,494)	3,749	(13,208)	(9,460)
Discoveries	—	—	—	—	—	—
Acquisitions	19	3	22	20	4	24
Dispositions	(38)	(348)	(386)	(26)	(158)	(184)
Economic Factors [2]	(23,824)	9,531	(14,293)	(28,854)	(12,311)	(41,165)
Production	(15,066)	—	(15,066)	(29,200)	—	(29,200)
December 31, 2020	87,894	86,778	174,671	271,378	190,332	461,710

Notes:

(1) Positive and negative revisions in heavy oil, bitumen, light and medium oil and tight oil are due to variations in performance versus previous forecasts in our Viking, Eagle Ford, Peace River and Lloydminster assets. Technical revisions for conventional natural gas are a combination of performance revisions in our Deep Basin assets and performance revisions for solution gas (classified as conventional natural gas) from our light and heavy oil properties. Positive revisions for shale gas are attributed to improved performance in the Duvernay and Eagle Ford assets.

(2) The forecast price assumptions used by the reserves evaluator at year-end 2020 were substantially lower than those used at year-end 2019, resulting in significant negative revisions under the Economic Factors category.

(3) Natural gas liquids includes condensate.

(4) Conventional natural gas includes associated, non-associated and solution gas.

Additional Information Relating to Reserves Data

Undeveloped Reserves

Undeveloped reserves are attributed in accordance with standards and procedures contained in the COGE Handbook. Proved undeveloped reserves are those reserves that can be estimated with a high degree of certainty and are expected to be recovered from known accumulations where a significant expenditure is required to render them capable of production. Probable undeveloped reserves are those reserves that are less certain to be recovered than proved reserves and are expected to be recovered from known accumulations where a significant expenditure is required to render them capable of production.

We allocate development capital to our assets annually. We reduce risk by technically assessing the prior year's results from our development programs before committing additional capital. Furthermore, planned activity levels vary each year due to factors such as prevailing commodity prices, capital availability, operational spacing considerations, timing of infrastructure construction and regulatory processes. This approach means that in most cases it will take longer than three years to develop our proved undeveloped reserves and longer than five years to develop our proved plus probable undeveloped reserves. With the exception of our Gemini SAGD project, we plan to develop the majority of our proved undeveloped reserves over the next five years and our probable undeveloped reserves over the next seven years.

At our Gemini SAGD project, steam generation represents a large proportion of the capital and operating costs. Therefore, our development plans anticipate that, in order to make the most efficient use of our steam generating and oil treating facilities, the drilling and steaming of wells would take place over approximately the next 32 years. We have booked 44.5 MMbbls of probable undeveloped reserves to the Gemini SAGD project.

Proved Undeveloped Reserves

The following table discloses, for each product type, the volumes of proved undeveloped reserves that were attributed during, and the volume booked at year-end for, the three most recently completed financial years.

	Light and Medium Oil Gross (Mbbl)		Tight Oil Gross (Mbbl)		Heavy Oil Gross (Mbbl)		Bitumen Gross (Mbbl)	
Year	First Attributed	Booked at Year End	First Attributed	Booked at Year End	First Attributed	Booked at Year End	First Attributed	Booked at Year End
2018	40,127	40,296	1,640	33,694	2,646	23,530	—	3,126
2019	6,136	33,322	5,373	32,250	2,322	22,691	—	1,892
2020	2,039	31,601	1,152	29,805	82	13,499	3,027	4,434

	Conventional Natural Gas Gross (MMcf)		Shale Gas Gross (MMcf)		Natural Gas Liquids Gross (Mbbl)	
Year	First Attributed	Booked at Year End	First Attributed	Booked at Year End	First Attributed	Booked at Year End
2018	17,728	85,134	1,905	82,257	600	41,484
2019	3,116	45,272	20,951	133,516	6,758	43,333
2020	12,306	29,438	2,676	128,541	1,140	40,167

Probable Undeveloped Reserves

The following table discloses, for each product type, the volumes of probable undeveloped reserves that were attributed during, and the volume booked at year-end for, the three most recently completed financial years.

	Light and Medium Oil Gross (Mbbl)		Tight Oil Gross (Mbbl)		Heavy Oil Gross (Mbbl)		Bitumen Gross (Mbbl)	
Year	First Attributed	Booked at Year End	First Attributed	Booked at Year End	First Attributed	Booked at Year End	First Attributed	Booked at Year End
2018	12,120	12,524	3,060	16,145	1,984	31,295	—	46,535
2019	8,613	22,643	2,879	18,895	767	28,409	—	44,954
2020	(2,038)	19,315	1,174	19,619	226	22,844	696	45,588

	Conventional Natural Gas Gross (MMcf)		Shale Gas Gross (MMcf)		Natural Gas Liquids Gross (Mbbl)	
Year	First Attributed	Booked at Year End	First Attributed	Booked at Year End	First Attributed	Booked at Year End
2018	9,681	97,183	4,866	51,670	1,252	29,398
2019	1,260	80,635	2,421	76,884	47	27,737
2020	(11,386)	70,042	5,499	76,050	1,006	25,715

Significant Factors or Uncertainties

The process of estimating reserves is complex. It requires significant judgments and decisions based on available geological, geophysical, engineering, and economic data. These estimates may change substantially as additional data from ongoing development activities and production performance becomes available and as economic conditions impacting oil and gas prices and costs change.

The reserve estimates contained herein are based on current production forecasts, prices and economic conditions. As circumstances change and additional data becomes available, reserve estimates also change. Estimates made are reviewed and revised, either upward or downward, as warranted by the new information. Revisions are often required due to changes in well performance, commodity prices, economic conditions and governmental restrictions.

Although every reasonable effort is made to ensure that reserve estimates are accurate, reserve estimation is an inferential science. As a result, subjective decisions, new geological or production information and a changing environment may impact these estimates. Revisions to reserve estimates can arise from changes in year-end oil and gas prices and reservoir performance. Such revisions can be either positive or negative.

In the event that prices for oil and gas are not consistent with those used to prepare the Baytex Reserves Report, the volume of our reserves, their net present value and our expected revenues will differ, perhaps materially so, from those stated in the Baytex Reserves Report.

In connection with our operations, we will be liable for our share of ongoing environmental obligations and for the ultimate reclamation of our surface leases, wells and facilities. The total liability associated with these existing surface leases, wells and facilities, inflated at 2% per year, is estimated to be $1,050 million undiscounted ($223 million discounted at 10 percent). This is comprised of $391 million undiscounted ($60 million discounted at 10 percent) associated with active properties, $432 million undiscounted ($129 million discounted at 10 percent) associated with inactive properties, and $227 million undiscounted ($34 million discounted at 10 percent) associated with facilities.

Future Development Costs

The following table sets forth development costs deducted in the estimation of the future net revenue attributable to the reserve categories noted below (using forecast prices and costs).

FUTURE DEVELOPMENT COSTS
AS OF DECEMBER 31, 2020
FORECAST PRICES AND COSTS
($000s)

	CANADA		UNITED STATES		TOTAL	
	Proved Reserves	Proved plus Probable Reserves	Proved Reserves	Proved plus Probable Reserves	Proved Reserves	Proved plus Probable Reserves
2021	172,718	180,468	103,005	103,005	275,723	283,473
2022	240,989	293,488	197,874	197,874	438,863	491,362
2023	303,704	386,188	173,647	173,647	477,351	559,835
2024	255,258	360,567	176,567	177,881	431,825	538,448
2025	277,201	402,725	142,968	176,972	420,168	579,697
Remaining	49,653	788,632	—	364,439	49,653	1,153,071
Total (undiscounted)	1,299,523	2,412,068	794,061	1,193,818	2,093,584	3,605,886

We expect to fund the development costs of our reserves through a combination of internally generated cash flow, debt and equity financing. Planned activity levels vary each year due to factors such as capital availability, prevailing commodity prices and regulatory processes.

There can be no guarantee that funds will be available or that our Board of Directors will allocate funding to develop all of the reserves attributed in the Baytex Reserves Report. Failure to develop those reserves could have a negative impact on our future cash flow.

The interest or other costs of external funding are not included in the reserves and future net revenue estimates set forth herein and would reduce reserves and future net revenue to some degree depending upon the funding sources utilized and the costs thereof. We do not anticipate that interest or other funding costs would make development of any of these properties uneconomic.

RISK FACTORS

You should carefully consider the following risk factors, as well as the other information contained in this AIF and our other public filings before making an investment decision. If any of the risks described below materialize, our business, reputation, financial condition, results of operations and cash flow could be materially and adversely affected, which may materially affect the market price of our securities. Additional risks and uncertainties not currently known to us that we currently view as immaterial may also materially and adversely affect us. Residents of the United States and other non-residents of Canada should have additional regard to the risk factors under the heading "*Certain Risks for United States and other non-resident Shareholders*".

The information set forth below contains forward-looking statements, which are qualified by the information contained in the section of this AIF entitled "*Special Notes to Reader - Forward-Looking Statements*".

Risks Relating to Our Business and Operations

Volatility of oil and natural gas prices and price differentials

Our financial condition is substantially dependent on, and highly sensitive to, the prevailing prices of crude oil and natural gas. Low prices for crude oil and natural gas produced by us could have a material adverse effect on our operations, financial condition and the value and amount of our reserves.

Prices for crude oil and natural gas fluctuate in response to changes in the supply of, and demand for, crude oil and natural gas, market uncertainty and a variety of additional factors beyond our control. Crude oil prices are primarily determined by international supply and demand. Factors which affect crude oil prices include the actions of OPEC, OPEC+, the condition of the Canadian, United States, European and Asian economies (including conditions resulting from the impact of the Covid-19), government regulation, political stability in the Middle East and elsewhere, the supply of crude oil in North America and internationally, the ability to secure adequate transportation for products, the availability of alternate fuel sources and weather conditions. Natural gas prices realized by us are affected primarily in North America by supply and demand, weather conditions, industrial demand, prices of alternate sources of energy and developments related to the market for liquefied natural gas. All of these factors are beyond our control and can result in a high degree of price volatility. Fluctuations in currency exchange rates further compound this volatility when commodity prices, which are generally set in U.S. dollars, are stated in Canadian dollars.

Our financial performance also depends on revenues from the sale of commodities which differ in quality and location from underlying commodity prices quoted on financial exchanges. Of particular importance are the price differentials between our light/medium oil and heavy oil (in particular the light/heavy differential) and quoted market prices. Not only are these discounts influenced by regional supply and demand factors, they are also influenced by other factors such as transportation costs, capacity and interruptions, refining demand, storage capacity, the availability and cost of diluents used to blend and transport product and the quality of the oil produced, all of which are beyond our control. In addition, there is not sufficient pipeline capacity for Canadian crude oil to access the American refinery complex or tidewater to access world markets and the availability of additional transport capacity via rail is more expensive and variable, therefore, the price for Canadian crude oil is very sensitive to pipeline and refinery outages, which contributes to this volatility.

Decreases to or prolonged periods of low commodity prices, particularly for oil, may negatively impact our ability to meet guidance targets, maintain our business and meet all of our financial obligations as they come due. It could also result in the shut-in of currently producing wells without an equivalent decrease in expenses due to fixed costs, a delay or cancellation of existing or future drilling, development or construction programs, un-utilized long-term transportation commitments and a reduction in the value and amount of our reserves.

We conduct assessments of the carrying value of our assets in accordance with Canadian GAAP. If crude oil and natural gas forecast prices change, the carrying value of our assets could be subject to revision and our net earnings could be adversely affected.

Availability and cost of capital or borrowing to maintain and/or fund future development and acquisitions

The future development of our business may be dependent on our ability to obtain additional capital including, but not limited to, debt and equity financing. Unpredictable financial markets and the associated credit impacts may impede our ability to secure and maintain cost effective financing and limit our ability to achieve timely access to capital on acceptable terms and conditions. If external sources of capital become limited or unavailable, our ability to make capital investments, continue our business plan, meet all of our financial obligations as they come due and maintain existing properties may be impaired.

Our ability to obtain additional capital is dependent on, among other things, a general interest in energy industry investments and, in particular, interest in our securities along with our ability to maintain our credit ratings. If we are unable to maintain our indebtedness and financial ratios at levels acceptable to our credit rating agencies, or should our business prospects deteriorate, our credit ratings could be downgraded. This would adversely affect the value of our outstanding securities and existing debt and our ability to obtain new financing, and may increase our borrowing costs.

From time to time we may enter into transactions which may be financed in whole or in part with debt or equity. The level of our indebtedness from time to time, could impair our ability to obtain additional financing on a timely basis to take advantage of business opportunities that may arise. Additionally, from time to time, we may issue securities from treasury in order to reduce debt, complete acquisitions and/or optimize our capital structure.

Our success is highly dependent on our ability to exploit existing properties and add to our oil and natural gas reserves

Our oil and natural gas reserves are a depleting resource and decline as such reserves are produced, as a result, our long-term commercial success depends on our ability to find, acquire, develop and commercially produce oil and natural gas reserves. The business of exploring for, developing or acquiring reserves is capital intensive. If external sources of capital become limited or unavailable on commercially reasonable terms, our ability to make the necessary capital investments to maintain or expand our oil and natural gas reserves may be impaired. Future oil and natural gas exploration may involve unprofitable efforts, not only from unsuccessful wells, but also from wells that are productive but do not produce sufficient petroleum substances to return a profit. Completion of a well does not assure a profit on the investment. Drilling hazards or environmental liabilities or damages could greatly increase the cost of operations, and various field operating conditions may adversely affect the production from successful wells. These conditions include delays or failure in obtaining governmental approvals or consents, shut-ins of connected wells resulting from extreme weather conditions, insufficient storage or transportation capacity or other geological and mechanical conditions. While diligent well supervision and effective maintenance operations can contribute to maximizing production rates over time, production delays and declines from normal field operating conditions cannot be eliminated and can be expected to adversely affect revenue and cash flow from operating activities to varying degrees.

There is no assurance we will be successful in developing our reserves or acquiring additional reserves at acceptable costs. Without these reserves additions, our reserves will deplete and as a consequence production from and the average reserve life of our properties will decline, which may adversely affect our business, financial condition, results of operations and prospects.

The amount of oil and natural gas that we can produce and sell is subject to the availability and cost of gathering, processing and pipeline systems

We deliver our products through gathering, processing and pipeline systems which we do not own and purchasers of our products rely on third party infrastructure to deliver our products to market. The lack of access to capacity in any of the gathering, processing and pipeline systems could result in our inability to realize the full economic potential of our production or in a reduction of the price offered for our production. Alternately, a substantial decrease in the use of such systems can increase the cost we incur to use them. Any significant change in market factors or other conditions affecting these infrastructure systems and facilities, as well as any delays in constructing new infrastructure systems and facilities, could harm our business and, in turn, our financial condition. A significant change may result from the conversion of most of the capacity on the Enbridge mainline from the common carrier model, which will end on July 1, 2021, to a contracted service model, where only shippers who sign long term transportation agreements will have access.

Access to the pipeline capacity for the export of crude oil from Canada has, at times, been inadequate for the amount of Canadian production being exported. This has resulted in significantly lower prices being realized by Canadian producers compared with the WTI price and the Brent price for crude oil. Although pipeline expansions are ongoing, the lack of pipeline capacity continues to affect the oil and natural gas industry in Canada and limit the ability to produce and obtain global benchmark pricing for oil and natural gas production. In addition, the pro-rationing of capacity on inter-provincial pipeline systems also continues to affect the ability to export oil and natural gas from Canada. There can be no certainty that investment in pipelines, which would result in additional long-term take-away capacity, will be made by applicable third party pipeline providers or that any requisite applications will receive regulatory approval. There is also no certainty that short-term operational constraints on pipeline systems, arising from pipeline interruption and/or increased supply of crude oil, will not occur.

There is no certainty that crude-by-rail transportation and other alternative types of transportation for our production will be sufficient to address any gaps caused by operational constraints on pipeline systems. In addition, our crude-by-rail shipments may be impacted by service delays, inclement weather, derailment or blockades and could adversely impact our crude oil sales volumes or the price received for our product. Crude oil produced and sold by us may be involved in a derailment or incident that results in legal liability or reputational harm.

A portion of our production may be processed through facilities controlled by third parties. From time to time these facilities may discontinue or decrease operations either as a result of normal servicing requirements or as a result of unexpected events. A discontinuance or decrease of operations could materially adversely affect our ability to process our production and to deliver the same for sale.

Our Credit Facilities may not provide sufficient liquidity and a failure to renew our Credit Facilities at maturity could adversely affect our financial condition

Our Credit Facilities and any replacement credit facilities may not provide sufficient liquidity. The amounts available under our Credit Facilities may not be sufficient for future operations, or we may not be able to obtain additional financing on economic terms, if at all. There can be no assurance that the amount of our Credit Facilities will be adequate for our future financial obligations, including future capital expenditures, or that we will be able to obtain additional funds. In the event we are unable to refinance our debt obligations, it may impact our ability to fund ongoing operations. In the event that the Credit Facilities are not extended before April 2, 2024, indebtedness under the Credit Facilities will be repayable at that time. There is also a risk that the Credit Facilities will not be renewed for the same amount or on the same terms. See "*Description of Capital Structure*".

Failure to comply with the covenants in the agreements governing our debt, including our obligation to repay the Senior Notes at maturity, could adversely affect our financial condition

We are required to comply with the covenants in our Credit Facilities and the Senior Notes. If we fail to comply with such covenants, are unable to repay or refinance amounts owned at maturity or pay the debt service charges or otherwise commit an event of default, such as bankruptcy, it could result in the seizure and/or sale of our assets by our creditors. The proceeds from any sale of our assets would be applied to satisfy amounts owed to the secured creditors and then unsecured creditors. Only after the proceeds of that sale were applied towards our debt would the remainder, if any, be available for the benefit of our Shareholders.

We are not the operator of our drilling locations in our Eagle Ford acreage and, therefore, we will not be able to control the timing of development, associated costs or the rate of production of that acreage

Marathon Oil is the operator of our Eagle Ford acreage and we are reliant upon Marathon Oil to operate successfully. Marathon Oil will make decisions based on its own best interest and the collective best interest of all of the working interest owners of this acreage, which may not be in our best interest. We have a limited ability to exercise influence over the operational decisions of Marathon Oil, including the setting of capital expenditure budgets and determination of drilling locations and schedules. The success and timing of development activities, operated by Marathon Oil, will depend on a number of factors that will largely be outside of our control, including:

- the timing and amount of capital expenditures;
- Marathon Oil's expertise and financial resources;
- approval of other participants in drilling wells;
- selection of technology; and
- the rate of production of reserves, if any.

To the extent that the capital expenditure requirements related to our Eagle Ford acreage exceeds our budgeted amounts, it may reduce the amount of capital we have available to invest in our other assets. We have the ability to elect whether or not to participate in well locations proposed by Marathon Oil on an individual basis. If we elect to not participate in a well location, we forgo any revenue from such well until Marathon Oil has recouped, from our working interest share of production from such well, 300% to 500% of our working interest share of the cost of such well.

Public perception and its influence on the regulatory regime

Concern over the impact of oil and gas development on the environment and climate change has received considerable attention in the media and recent public commentary, and the social value proposition of resource development is being challenged. Additionally, certain pipeline leaks, rail car derailments, major weather events and induced seismicity events have gained media, environmental and other stakeholder attention. Future laws and regulation may be impacted by such incidents, which could have a material adverse effect on our financial condition, results of operations or prospects.

Restrictions and/or costs associated with regulatory initiatives to combat climate change and the physical risks of climate change may have a material adverse affect on our business

Regulatory and Policy Initiatives

Our exploration and production facilities and other operational activities emit GHGs. As such, it is highly likely that GHG emissions regulation (including carbon taxes) enacted in jurisdictions where we operate will impact us.

Negative consequences which could result from new GHG emissions regulation include, but are not limited to: increased operating costs, increased construction and development costs, additional monitoring and compliance costs, a requirement to redesign or retrofit current facilities, permitting delays, additional costs associated with the purchase of emission credits or allowances and reduced demand for crude oil. Additionally, if GHG emissions regulation differs by region or type of production, all or part of our production could be subject to costs which are disproportionately higher than those of other producers.

The direct or indirect costs of compliance with GHG emissions regulation may have a material adverse affect on our business, financial condition, results of operations and prospects. At this time, it is not possible to predict whether compliance costs will have a material adverse affect our financial condition, results of operations or prospects.

Although we provide for the necessary amounts in our annual capital budget to fund our currently estimated obligations, there can be no assurance that we will be able to satisfy our actual future obligations associated with GHG emissions from such funds. For more information on the evolution and status of climate change and related environmental legislation, see "*Industry Conditions - Climate Change Regulation*".

Physical Risk

Climate change has been linked to extreme weather conditions. Extreme hot and cold weather, heavy snowfall, heavy rain fall, hurricanes and wildfires may restrict our ability to access our properties, cause operational difficulties including damage to machinery and facilities. Extreme weather also increases the risk of personnel injury as a result of dangerous working conditions. Certain of our assets are located where they are exposed to forest fires, floods, heavy rains, hurricanes and other extreme weather conditions which can lead to significant downtime, damage to such assets and/or increased costs of construction and maintenance. Moreover, extreme weather conditions may lead to disruptions in our ability to transport produced oil and natural gas as well as goods and services in our supply chain.

New regulations on hydraulic fracturing may lead to operational delays, increased costs and/or decreased production volumes

Hydraulic fracturing involves the injection of water, sand and small amounts of additives under pressure into rock formations to stimulate the production of oil and natural gas. Specifically, hydraulic fracturing enables the production of commercial quantities of oil and natural gas from reservoirs that were previously unproductive. Hydraulic fracturing has featured prominently in recent political, media and activist commentary on the subject of water usage, induced seismicity events and environmental damage. Any new laws, regulations or permitting requirements regarding hydraulic fracturing could lead to operational delays, increased operating costs, third party or governmental claims, and could increase the Corporation's costs of compliance and doing business as well as delay the development of oil and natural gas resources from shale formations, which are not commercial without the use of hydraulic fracturing. Restrictions on hydraulic fracturing could also reduce the amount of oil and natural gas that we are ultimately able to produce from our reserves.

Regulatory water use restrictions and/or limited access to water or other fluids may impact the Corporation's ability to fracture its wells or carry out waterflood operations

The Corporation undertakes or intends to undertake certain hydraulic fracturing, SAGD, CCS and waterflooding programs. To undertake such operations the Corporation needs to have access to sufficient volumes of water, or other liquids. There is no certainty that the Corporation will have access to the required volumes of water. In addition, in certain areas there may be restrictions on water use for activities such as hydraulic fracturing, SAGD, CCS and waterflooding. If the Corporation is unable to access such water it may not be able to undertake hydraulic fracturing, SAGD, CCS or waterflooding activities, which may reduce the amount of oil and natural gas that the Corporation is ultimately able to produce from its reserves.

Changes in government controls, legislation or regulations that affect the oil and gas industry, or failing to comply with such controls, legislation or regulations, could adversely affect us

The oil and gas industry is subject to extensive controls and regulations governing its operations (including land tenure, exploration, development, production, refining, transportation, and marketing) imposed by legislation enacted by various levels of government and, with respect to pricing and taxation of oil and natural gas, by agreements among the governments of Canada, Alberta, Saskatchewan, the United States and Texas, all of which should be carefully considered by investors in the oil and gas industry. All such controls, regulations and legislation are subject to revocation, amendment or administrative change, some of which have historically been material and in some cases materially adverse and there can be no assurance that there will not be further revocation, amendment or administrative change which will be materially adverse to our assets, reserves, financial condition, results of operations or prospects. See "*Industry Conditions*".

The oil and gas industry is also subject to regulation by governments in such matters as the awarding or acquisition of exploration and production rights, oil sands or other interests, the imposition of specific drilling obligations, environmental protection controls, control over the development and abandonment of fields (including restrictions on production) and possibly expropriation or cancellation of contract rights.

Other government controls, legislation or regulations may change from time to time in response to economic or political conditions. The exercise of discretion by governmental authorities under existing controls, legislation or regulations, the implementation of new controls, legislation or regulations or the modification of existing controls, legislation or regulations affecting the oil and gas industry could reduce demand for crude oil and natural gas, increase our costs, or delay or restrict our operations, all of which would have a material adverse effect on us. In addition, failure to comply with government controls, legislation or regulations may result in the suspension, curtailment or termination of operations and subject us to liabilities and administrative, civil and criminal penalties. Compliance costs can be significant.

In addition to regulatory requirements pertaining to the production, marketing and sale of oil and natural gas mentioned above, our business and financial condition could be influenced by federal legislation affecting, in particular, foreign investment, through legislation such as the *Competition Act* (Canada) and the *Investment Canada Act* (Canada) and the *Hart-Scott-Rodino Antitrust Improvements Act* in the United States.

Regulations regarding the disposal of fluids used in the Corporation's operations may increase its costs of compliance or subject it to regulatory penalties or litigation

The safe disposal of hydraulic fracturing fluids (including the additives) and water recovered from oil and natural gas wells is subject to ongoing regulatory review by the federal, provincial and state governments, including its effect on fresh water supplies and the ability of such water to be recycled, amongst other things. While it is difficult to predict the impact of any regulations that may be enacted in response to such review, the implementation of stricter regulations may increase the Corporation's costs of compliance.

The oil and gas industry is highly regulated and changes in environmental, health and safety controls, legislation or regulations may impose restrictions, costs or other liabilities

All phases of our operations are subject to environmental, health and safety regulation pursuant to a variety of Canadian, U.S. and other federal, provincial, state and municipal laws and regulations (collectively, "**environmental regulations**") governing occupational health and safety aspects of our operations, the spill, release or emission of materials into the environment or otherwise relating to environmental protection. Environmental regulations require that wells, facility sites and other properties associated with our operations be constructed, operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. In addition, certain types of operations, including exploration and development projects and changes to certain existing projects, may require the

submission and approval of environmental impact assessments or permit applications. Environmental regulations impose, among other things, restrictions, liabilities and obligations in connection with the generation, handling, use, storage, transportation, treatment and disposal of hazardous substances and waste and in connection with spills, releases and emissions of various substances to the environment. It also imposes restrictions, liabilities and obligations in connection with the management of fresh or potable water sources that are being used, or whose use is contemplated, in connection with oil and gas operations. The jurisdictions where we operate have developed liability management programs designed to prevent taxpayers from incurring costs associated with suspension, abandonment, remediation and reclamation of wells, facilities and pipelines in the event that a licensee or permit holder becomes defunct. Changes to the requirements of liability management programs may result in significant increases to the security that must be posted, the timing of our abandonment and reclamation operations and the costs associated with such operations.

Compliance with environmental regulations can require significant expenditures, including expenditures for clean-up costs and damages arising out of contaminated properties. Failure to comply with environmental regulations may result in the imposition of administrative, civil and criminal penalties or issuance of clean up orders in respect of us or our properties, some of which may be material. We may also be exposed to civil liability for environmental matters or for the conduct of third parties, including private parties commencing actions and new theories of liability, regardless of negligence or fault. Although it is not expected that the costs of complying with environmental regulations will have a material adverse effect on our financial condition or results of operations, no assurance can be made that the costs of complying with environmental regulations in the future will not have such an effect. The implementation of new environmental regulations or the modification of existing environmental regulations affecting the oil and gas industry generally could reduce demand for crude oil and natural gas, resulting in stricter standards and enforcement, larger penalties and liability and increased capital expenditures and operating costs, which could have a material adverse effect on our financial condition, results of operations or prospects. See "*Industry Conditions - Environmental and Occupational Safety and Health Regulation*".

Our financial performance is significantly affected by the cost of developing and operating our assets

Our development and operating costs are affected by a number of factors including, but not limited to: price inflation, scheduling delays, trucking and fuel costs, failure to maintain quality construction standards, the cost of new technologies, supply chain disruptions and access to skilled labour. Natural gas, electricity, water, diluent, chemicals, supplies, reclamation, abandonment and labour costs are examples of operating and other costs that are susceptible to significant fluctuation. Increases to development and operating costs could have a material adverse effect on our financial condition, results of operations or prospects.

Variations in interest rates and foreign exchange rates could adversely affect our financial condition

There is a risk that interest rates will increase given the current historical low level of interest rates. An increase in interest rates could result in a significant increase in the amount we pay to service debt and could have an adverse effect on our financial condition, results of operations and prospects.

World oil prices are quoted in United States dollars and the price received by Canadian producers is therefore affected by the Canada/U.S. foreign exchange rate that may fluctuate over time. A material increase in the value of the Canadian dollar may negatively impact our revenues. A substantial portion of our operations and production are in the United States and, as such, we are exposed to foreign currency risk on both revenues and costs to the extent the value of the Canadian dollar decreases relative to the U.S. dollar. In addition, we are exposed to foreign currency risk as a large portion of our indebtedness is denominated in U.S. dollars and the interest payable thereon is payable in U.S. dollars. Future Canada/

U.S. foreign exchange rates could also impact the future value of our reserves as determined by our independent evaluator.

A decline in the value of the Canadian dollar relative to the United States dollar provides a competitive advantage to United States companies acquiring Canadian oil and gas properties and may make it more difficult for us to replace reserves through acquisitions.

Our hedging activities may negatively impact our income and our financial condition

In response to fluctuations in commodity prices, foreign exchange and interest rates, we may utilize various derivative financial instruments and physical sales contracts to manage our exposure under a hedging program. The terms of these arrangements may limit the benefit to us of favourable changes in these factors, including receiving less than the market price for our production, and may also result in us paying royalties at a reference price which is higher than the hedged price. We may also suffer financial loss due to hedging arrangements if we are unable to produce oil or natural gas to fulfill our delivery obligations. There is also increased exposure to counterparty credit risk. To the extent that our current hedging agreements are beneficial to us, these benefits will only be realized for the period and for the commodity quantities in those contracts. In addition, there is no certainty that we will be able to obtain additional hedges at prices that have an equivalent benefit to us, which may adversely impact our revenues in future periods. For more information about our commodity hedging program, see *"General Description of our Business - Marketing Arrangements and Forward Contracts"*.

Failure to retain or replace our leadership and key personnel may have an adverse affect on our business

Our success is dependent upon our management, our leadership capabilities and the quality and competency of our talent. If we are unable to retain key personnel and critical talent or to attract and retain new talent with the necessary leadership, professional and technical competencies, it could have a material adverse effect on our financial condition, results of operations and prospects.

Income tax laws or other laws or government incentive programs or regulations relating to our industry may in the future be changed or interpreted in a manner that adversely affects us and our Shareholders

We file all required income tax returns and believe that we are in full compliance with the applicable tax legislation. However, such returns are subject to audit and reassessment by the applicable taxation authority. Any such reassessment may have an impact on current and future taxes payable. At present, the Canadian tax authorities have reassessed the returns of certain of our subsidiaries. For further details, see *"Legal Proceedings and Regulatory Actions"*.

Tax authorities having jurisdiction over us or our Shareholders may disagree with the manner in which we calculate our income for tax purposes or could change their administrative practices to our detriment or the detriment of our Shareholders. In addition, income tax laws and government incentive programs relating to the oil and gas industry may change in a manner that adversely affects our financial condition, results of operations and prospects.

There are numerous uncertainties inherent in estimating quantities of recoverable oil and natural gas reserves, including many factors beyond our control

The reserves estimates included in this AIF are estimates only. There are numerous uncertainties inherent in estimating quantities of reserves, including many factors beyond our control. In general, estimates of economically recoverable oil and natural gas reserves and the future net revenues therefrom are based upon a number of factors and assumptions made as of the date on which the reserves estimates were determined, such as geological and engineering estimates which have inherent uncertainties, the assumed effects of regulation by governmental agencies, historical production from the properties, initial production rates, production decline rates, the availability, proximity and capacity of oil and gas gathering systems, pipelines and processing facilities and estimates of future commodity prices and capital costs, all of which may vary considerably from actual results.

All such estimates are, to some degree, uncertain and classifications of reserves are only attempts to define the degree of uncertainty involved. For these reasons, estimates of the economically recoverable oil and natural gas reserves attributable to any particular group of properties, the classification of such reserves based on risk of recovery and estimates of future net revenues expected therefrom, prepared by different engineers or by the same engineers at different times, may vary substantially. Our reserves as at December 31, 2020 are estimated using forecast prices and costs as set forth under "*Statement of Reserves Data - Pricing Assumptions*". If we realize lower prices for crude oil, natural gas liquids and natural gas and they are substituted for the estimated price assumptions, the present value of estimated future net revenues for our reserves and net asset value would be reduced and the reduction could be significant. Our actual production, revenues, royalties, taxes and development, abandonment and operating expenditures with respect to our reserves will likely vary from such estimates, and such variances could be material.

Estimates of reserves that may be developed and produced in the future are often based upon volumetric calculations and upon analogy to similar types of reserves, rather than upon actual production history. Subsequent evaluation of the same reserves based upon production history will result in variations in the previously estimated reserves and such variances could be material.

Acquiring, developing and exploring for oil and natural gas involves many physical hazards. We have not insured and cannot fully insure against all risks related to our operations

Our crude oil and natural gas operations are subject to all of the risks normally incidental to the: (i) storing, transporting, processing, refining and marketing of crude oil, natural gas and other related products; (ii) drilling and completion of crude oil and natural gas wells; and (iii) operation and development of crude oil and natural gas properties, including, but not limited to: encountering unexpected formations or pressures, premature declines of reservoir pressure or productivity, blowouts, fires, explosions, equipment failures and other accidents, gaseous leaks, uncontrollable or unauthorized flows of crude oil, natural gas or well fluids, migration of harmful substances, oil spills, corrosion, adverse weather conditions, pollution, acts of vandalism, theft and terrorism and other adverse risks to the environment.

Although we maintain insurance in accordance with customary industry practice, we are not fully insured against all of these risks nor are all such risks insurable and in certain circumstances we may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. In addition, the nature of these risks is such that liabilities could exceed policy limits, in which event we could incur significant costs that could have a material adverse effect on our business, financial condition, results of operations and prospects.

We are subject to risk of default by the counterparties to our contracts and our counterparties may deem us to be a default risk

We are subject to the risk that counterparties to our risk management contracts, marketing arrangements and operating agreements and other suppliers of products and services may default on their obligations under such agreements or arrangements, including as a result of liquidity requirements or insolvency. Furthermore, low oil and natural gas prices increase the risk of bad debts related to our joint venture and industry partners. A failure by such counterparties to make payments or perform their operational or other obligations to us may adversely affect our results of operations, cash flow from operating activities and financial position. Conversely, our counterparties may deem us to be at risk of defaulting on our contractual obligations. These counterparties may require that we provide additional credit assurances by prepaying anticipated expenses or posting letters of credit, which would decrease our available liquidity and increase our costs.

Our thermal heavy oil projects face additional risks compared to conventional oil and gas production

Our thermal heavy oil projects are capital intensive projects which rely on specialized production technologies. Certain current technologies for the recovery of heavy oil, such as CSS and SAGD, are energy intensive, requiring significant consumption of natural gas and other fuels in the production of steam that is used in the recovery process. The amount of steam required in the production process varies and therefore impacts costs. The performance of the reservoir can also affect the timing and levels of production using new technologies. A large increase in recovery costs could cause certain projects that rely on CSS, SAGD or other new technologies to become uneconomic, which could have an adverse effect on our financial condition and our reserves. There are risks associated with growth and other capital projects that rely largely or partly on new technologies and the incorporation of such technologies into new or existing operations. The success of projects incorporating new technologies cannot be assured.

Project economics and our earnings may be reduced if increases in operating costs are incurred. Factors which could affect operating costs include, without limitation: labour costs; the cost of catalysts and chemicals; the cost of natural gas and electricity; water handling and availability; power outages; produced sand causing issues of erosion, hot spots and corrosion; reliability of facilities; maintenance costs; the cost to transport sales products; and the cost to dispose of certain by-products.

An energy transition that lessens demand for petroleum products may have an adverse affect on our business

A transition away from the use of petroleum products, which may include conservation measures, alternative fuel requirements, increasing consumer demand for alternatives to oil and natural gas and technological advances in fuel economy and renewable energy, could reduce demand for oil and natural gas. Certain jurisdictions have implemented policies or incentives to decrease the use of fossil fuels and encourage the use of renewable fuel alternatives, which may lessen demand for petroleum products and put downward pressure on commodity prices. In addition, advancements in energy efficient products have a similar effect on the demand for oil and gas products. The Corporation cannot predict the impact of changing demand for oil and natural gas products, and any major changes may have a material adverse effect on the Corporation's business and financial condition by decreasing its cash flow from operating activities and the value of its assets.

Our information technology systems are subject to certain risks

We utilize a number of information technology systems for the administration and management of our business. If our ability to access and use these systems is interrupted and cannot be quickly and easily restored then such event could have a material adverse effect on us. Furthermore, although our information technology systems are considered to be secure, if an unauthorized party is able to access the systems then such unauthorized access may compromise our business in a materially adverse manner.

Adverse results from litigation may have an adverse affect on our business

In the normal course of our operations, we may become involved in, named as a party to, or be the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions. Potential litigation may develop in relation to personal injuries, property damage, royalties, taxes, land and access rights, environmental issues, natural resource damages and contract disputes. The outcome with respect to outstanding, pending or future proceedings cannot be predicted with certainty and may be determined adversely to us and could have a material adverse effect on our assets, liabilities, business, financial condition and results of operations. Even if we prevail in any such legal proceedings, the proceedings could be costly and time-consuming and may divert the attention of management and key personnel from business operations, which could have an adverse affect on our financial condition.

We may participate in larger projects and may have more concentrated risk in certain areas of our operations

We have a variety of exploration, development and construction projects underway at any given time. Project delays may result in delayed revenue receipts and cost overruns may result in projects being uneconomic. Our ability to complete projects is dependent on general business and market conditions as well as other factors beyond our control, including the availability of skilled labour and manpower, the availability and proximity of pipeline capacity and rail terminals, weather, environmental and regulatory matters, ability to access lands, availability of drilling and other equipment and supplies, and availability of processing capacity.

Risks Related to Ownership of our Securities

Changes in market-based factors may adversely affect the trading price of the Common Shares

The market price of our Common Shares is sensitive to a variety of market-based factors including, but not limited to, commodity prices, interest rates, foreign exchange rates, the decision of certain indices to include our Common Shares and the comparability of the Common Shares to other securities. Any changes in these market-based factors may adversely affect the trading price of the Common Shares.

Forward-Looking Information rely upon assumptions which may not prove correct

Shareholders and prospective investors are cautioned not to place undue reliance on our forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate.

Additional information on the risks, assumption and uncertainties are found under the heading " *Notice to Reader – Special Note Regarding Forward-Looking Statements*" of this AIF.

Certain Risks for United States and other non-resident Shareholders

The ability of investors resident in the United States to enforce civil remedies is limited

We are a corporation incorporated under the laws of the Province of Alberta, Canada, our principal office is located in Calgary, Alberta and a substantial portion of our assets are located outside the United States. Most of our directors and officers and the representatives of the experts who provide services to us (such as our auditors and our independent qualified reserves evaluators), and all or a substantial portion of their assets are located outside the United States. As a result, it may be difficult for investors in the United States to effect service of process within the United States upon such directors, officers and representatives of experts who are not residents of the United States or to enforce against them judgments of the United States courts based upon civil liability under the United States federal securities laws or the securities laws of any state within the United States. There is doubt as to the enforceability in Canada against us or any of our directors, officers or representatives of experts who are not residents of

the United States, in original actions or in actions for enforcement of judgments of United States courts of liabilities based solely upon the United States federal securities laws or securities laws of any state within the United States.

Canadian and United States practices differ in reporting reserves and production and our estimates may not be comparable to those of companies in the United States

We report our production and reserves quantities in accordance with Canadian practices and specifically in accordance with NI 51-101. These practices are different from the practices used to report production and to estimate reserves in reports and other materials filed with the SEC by companies in the United States.

We incorporate additional information with respect to production and reserves which is either not required to be included or prohibited under rules of the SEC and practices in the United States. We follow the Canadian practice of reporting gross production and reserve volumes (before deduction of Crown and other royalties). We also follow the Canadian practice of using forecast prices and costs when we estimate our reserves, whereas the SEC rules require that a 12-month average price, calculated as the unweighted arithmetic average of the first-day-of-the-month price for each month within the 12-month period prior to the end of the reporting period, be utilized.

We have included in this AIF estimates of proved reserves and proved plus probable reserves. Probable reserves have a lower certainty of recovery than proved reserves. The SEC requires oil and gas issuers in their filings with the SEC to disclose only proved reserves but permits the optional disclosure of probable reserves. The SEC definitions of proved reserves and probable reserves are different than NI 51-101; therefore, proved, probable and proved plus probable reserves disclosed in this AIF may not be comparable to United States standards.

As a consequence of the foregoing, our reserves estimates and production volumes in this AIF may not be comparable to those made by companies utilizing United States reporting and disclosure standards.

There is additional taxation applicable to non-residents

Tax legislation in Canada may impose withholding or other taxes on the cash dividends, stock dividends or other property transferred by us to non-resident shareholders. These taxes may be reduced pursuant to tax treaties between Canada and the non-resident shareholder's jurisdiction of residence. Evidence of eligibility for a reduced withholding rate must be filed by the non-resident shareholder in prescribed form with their broker (or in the case of registered shareholders, with the transfer agent). In addition, the country in which the non-resident shareholder is resident may impose additional taxes on such dividends. Any of these taxes may change from time to time.

INDUSTRY CONDITIONS

Companies operating in the oil and natural gas industry are subject to extensive controls and regulation in respect of operations (including land tenure, exploration, development, production, refining and upgrading, transportation, and marketing) as a result of legislation enacted by various levels of government. The oil and gas industry is also subject to agreements among the governments of Canada, Alberta, Saskatchewan, the United States and Texas with respect to pricing and taxation of oil and natural gas. All current legislation is a matter of public record and we are unable to predict what additional legislation or amendments may be enacted. Outlined below are some of the principal aspects of legislation, regulations and agreements governing the oil and gas industry in western Canada and the United States.

Pricing and Marketing

Oil

In Canada and the United States, producers of oil are entitled to negotiate sales contracts directly with oil purchasers. Worldwide supply and demand factors primarily determine oil prices; however, prices are also influenced by regional markets and transportation issues. The specific price depends in part on oil quality, prices of competing fuels, distance to market, availability of transportation, value of refined products, the supply/demand balance and contractual terms of sale.

Oil can be exported from Canada provided that an order approving such export has been obtained from the National Energy Board of Canada (the "**NEB**") and the term of the export contract does not exceed one year in the case of light crude oil and two years in the case of heavy crude oil. Any Canadian oil export to be made pursuant to a contract of longer duration (to a maximum of 25 years) requires an exporter to obtain an export license from the NEB. Oil exports from the United States are controlled by the United States Department of Commerce. However, since December, 2015, only exports to embargoed or sanctioned countries require authorization from the U.S. Department of Commerce.

In an effort to increase the price for crude oil and bitumen produced in Alberta, the Government of Alberta announced production curtailments which came into effect on January 1, 2019. As implemented, each producer was provided a production allocation determined in part based upon each producer's prior year production measured over a one month or six month period. Production curtailments were removed as of December 2020 and the Government of Alberta has stated that it will monitor market conditions and may reintroduce the curtailments if storage levels approach capacity.

Natural Gas

In Canada and the United States, producers of natural gas are entitled to negotiate sales contracts directly with purchasers. Supply and demand determine the price of natural gas, which is calculated at the sale point, being the wellhead, the outlet of a gas processing plant, on a gas transmission system, at a storage facility, at the inlet to a utility system or at the point of receipt by the consumer. Accordingly, the price for natural gas is dependent upon such producer's own arrangements (whether long or short-term contracts and the specific point of sale). As natural gas is also traded on trading platforms such as the Natural Gas Exchange (NGX), Intercontinental Exchange or the New York Mercantile Exchange (NYMEX) in the United States, spot and future prices can also be influenced by supply and demand fundamentals on these platforms.

Natural gas exported from Canada is subject to regulation by the NEB and the Government of Canada. Exporters are free to negotiate prices and other terms with purchasers, provided that the export contracts must continue to meet certain other criteria prescribed by the NEB and the Government of Canada. Natural gas (other than propane, butane and ethane) exports for a term of less than two years or for a term of two to 20 years (in quantities of not more than 30,000 m^3/day) must be made pursuant to an NEB order. Any natural gas export to be made pursuant to a contract of longer duration (to a maximum of 25 years) or for a larger quantity requires an export license from the NEB.

Natural gas exported from the United States is regulated principally by the Federal Energy Regulatory Commission (" **FERC**") and the United States Department of Energy ("**DOE**"). U.S. law provides for very limited regulation of exports to and imports from any country that has entered into a free trade agreement with the United States that provides for national treatment of trade in natural gas; however, the DOE regulation of imports and exports from and to countries without such free trade agreements is more comprehensive.

The FERC regulates rates and service conditions for the transportation of natural gas in interstate commerce. The prices and terms of access to intrastate pipeline transportation are subject to state regulation. In Texas, the primary regulator is the Railroad Commission of Texas ("**RRC**"). Facilities used in the production or gathering of natural gas in interstate commerce are generally exempt from FERC

jurisdiction. However, the distinction between FERC-regulated transmission pipelines and unregulated gathering systems is made by the FERC on a case-by-case basis and has been subject to extensive litigation.

North American Free Trade

The North American Free Trade Agreement among the governments of Canada, the United States and Mexico came into force on January 1, 1994. On July 1, 2020 this agreement was updated and replaced by the United States Mexico Canada Agreement "**USMCA**". In the context of energy resources, Canada continues to remain free to determine whether exports of energy resources to the United States or Mexico will be allowed, provided that any export restrictions do not: (i) reduce the proportion of energy resources exported relative to the total supply of goods of the party maintaining the restriction as compared to the proportion prevailing in the most recent 36-month period; (ii) impose an export price higher than the domestic price (subject to an exception with respect to certain measures which only restrict the volume of exports); and (iii) disrupt normal channels of supply.

All three signatory countries are prohibited from imposing a minimum or maximum export price requirement in any circumstance where any other form of quantitative restriction is prohibited. The signatory countries are also prohibited from imposing a minimum or maximum import price requirement, except as permitted in enforcement of countervailing and anti-dumping orders and undertakings. USMCA requires energy regulators to ensure the orderly and equitable implementation of any regulatory changes and to ensure that the application of those changes will cause minimal disruption to contractual arrangements and avoid undue interference with pricing, marketing and distribution arrangements, all of which are important for Canadian oil and natural gas exports.

Royalties and Incentives

In addition to federal regulation, each province in Canada and each state in the United States has legislation and regulations that govern royalties, production rates and other matters. The royalty regime is a significant factor in the profitability of hydrocarbon production. Royalties payable on production from lands other than Crown lands in Canada and federal and state lands in the United States are determined by negotiation between the mineral freehold owner and the lessee, although production from such lands is subject to certain taxes and royalties. Royalties from production on Crown lands in Canada and federal and state lands in the United States are determined by governmental regulation and are generally calculated as a percentage of the value of gross production. The rate of royalties payable generally depends in part on prescribed reference prices, well productivity, geographical location, field discovery date, method of recovery and the type or quality of the petroleum product produced.

From time to time the federal and provincial governments in Canada and the federal and state governments in the United States create incentive programs for exploration and development. Such programs often provide for royalty rate reductions, royalty holidays or royalty tax credits and are generally introduced to encourage specific types of exploration and development activity.

Land Tenure

In the Provinces of Alberta and Saskatchewan, the rights to crude oil and natural gas are predominantly owned by the provincial government. Provincial governments grant rights to explore for and produce oil and natural gas pursuant to leases, licenses, and permits for varying terms, and on conditions set forth in provincial legislation, including requirements to perform specific work or make payments. In the United States, private ownership of the rights to crude oil and natural gas is predominant. Where mineral rights are privately owned, the rights to explore for and produce such oil and natural gas are granted by lease on such terms and conditions as may be negotiated. Private ownership of oil and natural gas also exists in western Canada. Government and private leases are generally granted for an initial fixed term but may generally be continued provided certain minimum levels of drilling operations or production have been achieved and all lease rentals have been timely paid, subject to certain exceptions.

To develop minerals, including oil and gas, it is necessary for the mineral estate owner(s) to have access to the surface estate. Under common law in Canada and the United States, the mineral estate is considered the "dominant" estate with the right to extract minerals subject to reasonable use of the surface. Each province and state has developed and adopted their own statutes that operators must follow both prior to drilling and following drilling, including notification requirements and the provision of compensation for lost land use and surface damages. The surface rights required for pipelines and facilities are generally governed by leases, easements, rights-of-way, permits or licenses granted by landowners or governmental authorities.

Liability Management Rating Programs

The provinces of Alberta and Saskatchewan have each implemented similar liability management programs in respect of most conventional upstream oil and gas wells, facilities and pipelines. These programs require a licensee whose deemed liabilities equal or exceed its deemed assets within the jurisdiction to provide a security deposit. In response to a number of insolvencies, Alberta and Saskatchewan have made their liability management programs more stringent in recent years. In particular, a licensee is held to a higher standard when accepting the transfer of licensees from a third party. This has reduced the number of parties which can acquire assets. Alberta and Saskatchewan have both announced plans to overhaul their liability management programs.

In Texas, each operator of a well must file a bond, letter of credit, or cash deposit with the RRC. The amount of the bond, letter of credit or deposit varies by number and type of wells, but is not dependent upon the financial capacity of the operator.

Environmental and Occupational Safety and Health Regulation

The oil and natural gas industry is currently subject to stringent environmental, health and safety regulation pursuant to a variety of municipal, provincial, state and federal controls, laws, and regulations governing occupational health and safety aspects of our operations, the spill, release or emission of materials into the environment, or otherwise relating to environmental protection, all of which is subject to governmental review and revision from time to time. Such controls, laws and regulations, among other things, require the acquisition of permits or other approvals to conduct drilling and other regulated activities; restrict the types, quantities and concentration of various substances that can be released into the environment or injected into formations in connection with oil and natural gas drilling and production activities; limit or prohibit drilling activities on certain lands lying within wilderness, wetlands and other protected areas; require remedial measures to mitigate pollution from former and ongoing operations, such as requirements to close pits and plug abandoned wells; impose specific safety and health criteria addressing worker protection; and impose substantial liabilities for pollution resulting from drilling and production operations. In addition, controls, laws and regulations set out the requirements with respect to oilfield waste handling and storage, habitat protection and the satisfactory operation, maintenance, abandonment and reclamation of well and facility sites. Compliance with such controls, laws and regulations can require significant expenditures and a breach of such requirements may result in suspension or revocation of necessary licenses and authorizations, remedial obligations, civil liability and the imposition of material administrative, civil and criminal penalties.

Environmental legislation in the Province of Alberta is, for the most part, set out in the Environmental Protection and Enhancement Act and the Oil and Gas Conservation Act, which impose strict environmental standards with respect to releases of effluents and emissions, including monitoring and reporting obligations, and impose significant penalties for non-compliance. Environmental legislation in the Province of Saskatchewan is, for the most part, set out in the Environmental Management and Protection Act, 2002 and the Oil and Gas Conservation Act, which regulate harmful or potentially harmful activities and substances, any release of such substances, and remediation obligations.

In the United States, occupational safety and health, environmental conservation, cultural and natural resources protection are administered by numerous agencies under multiple statutes, as amended from

time to time. The environmental and occupational health and safety agencies that most significantly affect our operations include the Federal Occupational Safety and Health Administration ("**OSHA**"), Federal Environmental Protection Agency ("**EPA**"), Texas Commission on Environmental Quality ("**TCEQ**") and the RRC.

The OSHA regulates working conditions by setting and enforcing safety and health standards through multiple federal Acts of Congress, most notably the Occupational Safety and Health Act of 1970. OSHA frequently amends/updates regulations, and has recently increased its attention given to the oil and gas industry. The EPA regulates activities that could affect human health and the environment. It derives its authority from a long list of Acts of Congress, including the Clean Water Act, the Clean Air Act, the Oil Pollution Act of 1990, the Comprehensive Environmental Response, Compensation and Liability Act of 1980 and the Resource Conservation and Recovery Act. The EPA establishes and strictly enforces standards for environmental pollution. At the state level in Texas, the TCEQ regulates public health and natural resources, including air, water and waste, and the RRC regulates the stewardship of oil and natural gas resources, along with some aspects of environmental protection and safety related to extraction of those resources. The RRC regulations establish environmental remediation and reporting criteria for the cleanup of oil and produced water spills.

Climate Change Regulation and Litigation

Canada and the United States are signatories to the United Nations Framework Convention on Climate Change (the " **UNFCCC**") and are participants in the Copenhagen Accord (a non-binding agreement created by the UNFCCC which represents a broad political consensus and reinforces commitments to reducing GHG emissions). Both governments also signed the Paris Agreement in December 2015, which included a commitment to keep any increase in global temperatures below two degrees Celsius. Additionally, Canada pledged to reduce GHG emissions by 30% by 2030 from 2005 levels. In 2017, the United States announced that it would withdraw from the Paris Agreement at its first opportunity in 2020 and would, in the meantime, cease implementing the pledges made in connection with the Paris Agreement.

The Government of Canada implemented a carbon tax in 2019 starting at $20/tonne rising by $10/tonne a year to $50/tonne in 2022. This federal carbon tax is intended to be implemented in concert with the provinces and territories and will only be implemented in those provinces and territories that do not have their own equivalent carbon tax. The Provinces of Saskatchewan and Alberta have not implemented an equivalent carbon tax and are therefore currently subject to the Government of Canada carbon tax. The Provinces of Alberta and Saskatchewan continue to regulate large industrial emitters and their programs for pricing carbon have been accepted by the federal government. In Alberta and Saskatchewan the aggregation of emissions from multiple small wells and facilities into larger aggregate facilities is allowed. These aggregate facilities can then be registered into the large emitter programs (output-based performance standard (OBPS) in Saskatchewan and The Technology Innovation and Emissions Reduction (TIER) Regulation in Alberta). The result of the aggregate facility submissions is likely to lessen the impact of the federal carbon tax on upstream oil & gas operations. Federal and provincial laws and regulations in this area that are applicable to oil and gas companies in western Canada continue to evolve.

In addition, certain municipal entities and advocacy organizations have sued oil companies in the United States and threatened to sue oil companies in Canada for damage caused by climate change. Certain large oil companies have also been sued in the United States under securities laws for failing to disclose the risks associated with climate change. At this time we cannot anticipate if we will be included in any such litigation, whether the legal theories advanced in such lawsuits will be accepted by the courts or the potential impact of any such lawsuits.

General

Implementation of more stringent environmental regulations on our operations could affect the capital and operating expenditures and plans for our operations. In addition to the agencies that directly regulate oil and gas operations, there are other state and local conservation and environmental protection agencies that regulate air quality, water quality, fish, wildlife, visual quality, transportation, noise, spills, incidents and transportation.

We believe that, in all material respects, we are in compliance with, and have complied with, all applicable environmental laws and regulations. We have made and will continue to make expenditures in our efforts to comply with all environmental regulations and requirements. We consider these a normal, recurring cost of our ongoing operations and not an extraordinary cost of compliance with governmental regulations. We believe that our continued compliance with existing requirements has been accounted for and will not have a material and adverse impact on our financial condition, results of operations and operating cash flows. However, we cannot predict the passage of or quantify the potential impact of any more stringent future laws and regulations at this time.

DIVIDENDS

We do not currently pay a dividend and have not paid a dividend in any of the last three years. Any dividends declared in the future will be subject to review by the Board of Directors taking into account our prevailing financial circumstances at the relevant time and any amount distributed in the future will depend on numerous factors, including profitability, fluctuations in working capital, the timing and amount of capital expenditures, applicable law and other factors that the Board may deem relevant. In addition, we may be restricted from paying dividends by the provisions of the agreements governing our current indebtedness and any indebtedness we may incur in the future.

DESCRIPTION OF CAPITAL STRUCTURE

Share Capital

Baytex is authorized to issue an unlimited number of Common Shares without nominal or par value and 10,000,000 preferred shares, without nominal or par value, issuable in series. As at the date of this AIF, there were no preferred shares outstanding.

The following is a summary of certain provisions of the share capital of Baytex. For a complete description of the share provisions, reference should be made to the Articles of Incorporation of Baytex, a copy of which is accessible on the SEDAR website at *www.sedar.com* (filed on January 10, 2011).

Common Shares

Holders of Common Shares are entitled to notice of meetings of the holders of Common Shares and to attend the meetings and to one vote per share at such meetings (other than for meetings of a class or series of shares of the Corporation other than the Common Shares).

Holders of Common Shares will be entitled to receive dividends as and when declared by the Board, subject to prior satisfaction of all preferential rights to dividends attached to shares of other classes of shares of the Corporation ranking in priority to the Common Shares in respect of dividends.

Holders of Common Shares will be entitled in the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, and subject to prior satisfaction of all preferential rights to return of capital on dissolution attached to all shares of other classes of shares of the Corporation ranking in priority to the Common Shares in respect of return of capital on dissolution, to share rateably, together with the holders of shares of any other class of shares of the Corporation ranking equally with the Common Shares in respect of return of capital on dissolution, in such assets of the

Corporation as are available for distribution.

Preferred Shares

Preferred Shares may be issued from time to time in one or more series, each series to consist of such number of shares as a may be authorized by the Board, and subject to the provisions of the ABCA, the Board may fix the rights, restrictions, privileges, conditions and designations attached to each series of Preferred Shares. The Preferred Shares shall be entitled to preference over the Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares with respect to payment of dividends and the distribution of assets in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, to the extent fixed in the case of each respective series, and may also be given such other preferences over the Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares as may be fixed in the case of each such series.

Senior Notes

On June 6, 2014 we issued US$400 million of 5.625% notes due June 1, 2024. The 2024 Notes pay interest semi-annually and are redeemable at the Company's option, in whole or in part, commencing on June 1, 2019 at the redemption prices specified in the 2014 Debt Indenture.

On February 5, 2020 we issued US$500 million of 8.75% senior unsecured notes due April 1, 2027. The 2027 Notes pay interest semi-annually and are redeemable at the Company's option, in whole or in part, commencing on June 1, 2023 at the redemption prices specified in the 2020 Debt Indenture.

For a complete description of the Senior Notes, reference should be made to the applicable debt indenture, copies of which are accessible on *www.sedar.com*. See *"Material Contracts"*.

Credit Facilities

Our Credit Facilities consist of the Revolving Facilities and the Term Loan. The Revolving Facilities total US$575 million and consist of: (i) a US$50 million operating loan and a US$325 million syndicated revolving loan for Baytex and (ii) a US$200 million syndicated revolving loan for Baytex USA. The Revolving Facilities are secured and have an extendible four-year term that, unless extended by the lenders, will mature on April 2, 2024. The Term Loan is a $300 million syndicated loan for Baytex Energy Limited Partnership. The Term Loan is with the same syndicate of lenders as the Revolving Facilities and also matures on April 2, 2024

For additional details regarding the covenants in our Credit Facilities and our compliance therewith, see our MD&A for the year ended December 31, 2020. Also see *"Material Contracts"*.

RATINGS

The following information relating to our credit ratings is provided as it relates to our financing costs, liquidity and operations. Specifically, credit ratings affect our ability to obtain short-term and long-term financing and the cost of such financing. A reduction in our current credit ratings by the rating agencies, particularly a downgrade below the current ratings or a negative change in the ratings outlook, could adversely affect our cost of financing and our access to sources of liquidity and capital. In addition, changes in credit ratings may affect our ability and the associated costs to (i) enter into ordinary course derivative or hedging transactions and may require us to post additional collateral under certain of our contracts, and (ii) enter into and maintain ordinary course contracts with customers and suppliers on acceptable terms.

	Credit Ratings Received as at the date of this AIF		
	S&P Global Ratings ("**S&P**")	Moody's Investors Service ("**Moody's**")	Fitch Ratings ("**Fitch**")
Issuer Credit Rating	B	B2	B
Senior Unsecured Debt (Senior Notes)	B+	B3	B

S&P's credit ratings are on a long-term debt rating scale that ranges from AAA to D, which represents the range from highest to lowest quality of such securities rated. According to the S&P rating system, debt rated "B" is more vulnerable to nonpayment than obligations rated 'BB', but the obligor currently has the capacity to meet its financial commitments on the obligation. Adverse business, financial, or economic conditions will likely impair the obligor's capacity or willingness to meet its financial commitments on the obligation. The ratings from AA to CCC may be modified by the addition of a plus (+) or a minus (-) sign to show relative standing within the major rating categories. In addition, S&P may add a rating outlook of "positive", "negative" or "stable" which assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years).

Moody's credit ratings are on a long-term debt rating scale that ranges from Aaa to C, which represents the range from highest to lowest quality of such securities rated. According to the Moody's rating system, securities rated "B" are considered speculative and are subject to high credit risk. Moody's appends numerical modifiers 1, 2 and 3 to each generic rating classification from Aa through C. The modifier 1 indicates that the security ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of its generic rating category. In addition, Moody's may add a rating outlook of "positive", "negative", "stable" or "developing" which assess the likely direction of an issuers rating over the medium term.

Fitch's issuer credit ratings are on a rating scale that ranges from AAA to D which represents the range from highest to lowest quality. The ratings from AA to CCC may be modified by the addition of a plus (+) or minus (-) sign to show the relative standing within the major rating categories. An issuer credit rating of "B" by Fitch is within the sixth highest of eleven categories and indicates that material default risk is present, but a limited margin of safety remains. Financial commitments are currently being met; however, capacity for continued payment is vulnerable to deterioration in the business and economic environment. Fitch's "stable" outlook indicates a low likelihood of a rating change over a one to two year period. Fitch's ratings of individual securities are on a rating scale that ranges from AAA to C, which represents the highest to lowest quality of such securities rated. The ratings from AA to CCC may be modified by the addition of a plus (+) or minus (-) sign to show the relative standing within the major rating categories.

The credit ratings accorded to Baytex by S&P, Moody's and Fitch are not recommendations to purchase, hold or sell any of our securities inasmuch as such ratings do not comment as to market price or suitability for a particular investor. There is no assurance that any rating will remain in effect for any given period of time or that any rating will not be revised or withdrawn entirely by a rating agency in the future if in its judgment circumstances so warrant.

We have made payments to S&P, Moody's and Fitch in connection with the assignment of ratings to our long-term debt and may make payments to S&P, Moody's and Fitch in the future in connection with the confirmation of such ratings for purposes of the offering of debt securities.

MARKET FOR SECURITIES

The Common Shares are listed and trade on the TSX under the symbol "BTE". The Common Shares were listed and traded on the NYSE until December 3, 2020. See "*Development of our Business*". The following tables set forth the price range and trading volume of the Common Shares on the TSX and NYSE for the periods indicated.

	Canada Composite Trading			United States Composite Trading		
	Price Range			Price Range		
	High ($)	Low ($)	Volume Traded	High (US$)	Low (US$)	Volume Traded
2020						
January	2.10	1.44	236,063,904	1.62	1.09	45,214,954
February	1.54	1.11	172,680,609	1.17	0.82	42,780,567
March	1.29	0.27	338,665,370	0.98	0.19	56,736,812
April	0.50	0.29	367,718,746	0.35	0.21	105,648,365
May	0.48	0.34	208,958,243	0.34	0.24	67,319,280
June	1.04	0.42	441,919,143	0.75	0.30	113,526,956
July	0.74	0.60	144,743,233	0.55	0.45	45,899,738
August	0.78	0.63	153,585,335	0.60	0.46	37,766,139
September	0.68	0.43	190,935,732	0.53	0.32	50,579,742
October	0.51	0.39	98,617,463	0.39	0.29	22,979,327
November	0.76	0.39	155,945,598	0.59	0.29	33,226,501
December	0.87	0.66	178,456,384	0.55	0.51	6,058,156

DIRECTORS AND OFFICERS

Directors of the Corporation

The following table sets forth the name, municipality of residence, age as at December 31, 2020, year of appointment as a director of the Corporation and principal occupation for each of the directors of the Corporation.

Name and Municipality of Residence	Age	Director Since	Principal Occupation for Past Five Years
Mark R. Bly [1] Incline Village, Nevada	61	November 2017	Independent businessman. Formerly served in senior leadership roles with BP until 2013, including leading its North American onshore unit, Group Vice President for approximately 25% of global production and Executive Vice President of Group Safety and Operational Risk.
Trudy M. Curran [2][4] Calgary, Alberta	58	July 2016	Independent businesswoman. Formerly an officer of Canadian Oil Sands Limited from September 2002 until February 2016 including as Senior Vice President, General Counsel & Corporate Secretary and interim CEO and managing director of Riversdale Resources from February 2019 to June 2019.
Naveen Dargan [3][5] Calgary, Alberta	63	September 2003	Independent businessman.

Name and Municipality of Residence	Age	Director Since	Principal Occupation for Past Five Years
Don G. Hrap [2][3] Houston, Texas	61	March 2020	Independent businessman. Formerly served in senior leadership roles with Conoco Phillips from 2009-2018, most recently as President, Lower 48 and, prior to that, President Lower 48 and Latin America and Senior Vice President of Western Canada Gas.
Edward D. LaFehr Calgary, Alberta	61	May 2017	President and Chief Executive Officer of the Corporation since May 2017, previously President of the Corporation since July 2016. Formerly Chief Operating Officer of the Abu Dhabi National Energy Company until June 2016.
Jennifer A. Maki [2][5] North York, Ontario	50	September 2019	Independent businesswoman. Formerly CEO of Vale Canada and Executive Director of Vale-SA-Base Metals from November 2014 until December 2017.
Greg Melchin [4][5] Calgary, Alberta	67	May 2008	Independent businessman.
David L. Pearce [3][4] Calgary, Alberta	66	August 2018	Deputy Managing Partner, Azimuth Capital Management.
Stephen D.L. Reynish [3][4] Calgary, Alberta	62	November 2020	President and Chief Executive Officer of Enlighten Innovations. Formerly Executive Vice President at Suncor Energy Inc. since 2012.

Notes:

(1) Chair of the Board and ex officio member of all board committees to which he is not appointed.

(2) Member of our Human Resources and Compensation Committee.

(3) Member of our Reserves and Sustainability Committee.

(4) Member of our Nominating and Governance Committee.

(5) Member of our Audit Committee.

Officers of the Corporation

The following table sets forth the name, municipality of residence, age as at December 31, 2020, position held with the Corporation and principal occupation of each of the officers of the Corporation.

Name and Municipality of Residence	Age	Office	Principal Occupation for Past Five Years
Edward D. LaFehr Calgary, Alberta	61	President and Chief Executive Officer	President, Chief Executive Officer and a Director of the Corporation since May 2017 and President of the Corporation since July 2016. Formerly Chief Operating Officer of the Abu Dhabi National Energy Company until June 2016.
Rodney D. Gray Calgary, Alberta	49	Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer of the Corporation since August 2018. Prior thereto, Chief Financial Officer of the Corporation since April 2014.

Name and Municipality of Residence	Age	Office	Principal Occupation for Past Five Years
Kendall D. Arthur Calgary, Alberta	40	Vice President, Heavy Oil	Vice President, Heavy Oil of the Corporation since December 2018. Prior thereto, a business unit Vice President with the Corporation since January 2012.
Brian G. Ector Calgary, Alberta	52	Vice President, Capital Markets	Vice President, Capital Markets of the Corporation since August 2018. Prior thereto, an officer of the Corporation since June 2011.
Chad L. Kalmakoff Calgary, Alberta	44	Vice President, Finance	Vice President, Finance of the Corporation since September 2015.
Chad E. Lundberg Calgary, Alberta	39	Vice President, Light Oil	Vice President, Light Oil since December 2018. Prior thereto Vice President, Viking Business unit of the Corporation since August 2018, Vice President, Operations of Raging River Exploration Inc. from October 2016 until August 2018 and various management and technical positions with Crescent Point from 2008 until September 2016.
M. Scott Lovett Calgary, Alberta	47	Vice President, Corporate Development	Vice President, Corporate Development of the Corporation since September 2017. Prior thereto, Executive Vice President, Business Development with Eagle Energy Inc. from September 2014 until August 2017.

Ownership of Securities by Management

As at March 1, 2021, the directors and officers of Baytex, as a group, beneficially owned, or controlled or directed, directly or indirectly, 3,554,866 Common Shares.

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed below, to the Corporation's knowledge, no director or executive officer of Baytex (nor any personal holding company of any of such persons) is, as of the date of this AIF, or was within ten years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including Baytex), that was subject to a cease trade order (including a management cease trade order), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days (collectively, an "**Order**") that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer or was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Other than as disclosed below, to the Corporation's knowledge, no director or executive officer of Baytex (nor any personal holding company of any of such persons), or shareholder holding a sufficient number of our securities to materially affect control of us, is, as of the date of this AIF, or has been within the ten years before the date of this AIF, a director or executive officer of any company (including Baytex) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold its assets or has, within the ten years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or

become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Mr. Dargan, a director of Baytex, was formerly a director of Tervita Corporation (a private environmental solutions company). Tervita made a proposal under the *Canada Business Corporations Act* on September 14, 2016 and a voluntary filing under Chapter 15 of the United States Bankruptcy Code on October 20, 2016, which resulted in a plan of arrangement under the *Canada Business Corporations Act*. Mr. Dargan resigned as a director of Tervita on December 13, 2016.

Penalties or Sanctions

To the Corporation's knowledge, no director or executive officer of Baytex (nor any personal holding company of any of such persons), or shareholder holding a sufficient number of our securities to materially affect control of us, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts

There are potential conflicts of interest to which the directors and officers of Baytex will be subject in connection with the operations of Baytex. In particular, certain of the directors and officers of Baytex are involved in managerial or director positions with other oil and gas companies whose operations may, from time to time, be in direct competition with those of Baytex or with entities which may, from time to time, provide financing to, or make equity investments in, competitors of Baytex. Conflicts, if any, will be subject to the procedures and remedies available under the ABCA. The ABCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director will disclose his interest in such contract or agreement and will refrain from voting on any matter in respect of such contract or agreement unless otherwise provided in the ABCA.

AUDIT COMMITTEE INFORMATION

Audit Committee Mandate and Terms of Reference

The text of the Audit Committee's Mandate and Terms of Reference is attached as Appendix C.

Composition of the Audit Committee

The members of our Audit Committee are Naveen Dargan, Gregory K. Melchin and Jennifer A. Maki, each of whom is independent and financially literate within the meaning of National Instrument 52-110. The relevant education and experience of each Audit Committee member is outlined below:

Name	Relevant Education and Experience
Naveen Dargan	Bachelor of Arts (Honours) degree in Mathematics and Economics, Master of Business Administration degree and Chartered Business Valuator designation. Independent businessman since June 2003; prior thereto Senior Managing Director and Head of Energy Investment Banking of Raymond James Ltd.
Gregory K. Melchin	Bachelor of Science degree (major in accounting) and a Fellow Chartered Accountant designation from the Institute of Chartered Accountants of Alberta. Also completed the Directors Education Program with the Institute of Corporate Directors. Member of the Legislative Assembly of Alberta from March 1997 to March 2008. Prior to being elected to the Legislative Assembly of Alberta, served in various management positions for 20 years in the Calgary business community.
Jennifer A. Maki	Bachelor of Commerce degree from Queen's University and a postgraduate diploma from the Institute of Chartered Accountants of Ontario. Formerly served as CEO of Vale Canada and Executive Director of Vale-SA-Base Metals. Prior thereto, CFO and Executive Vice President, of Vale-SA-Base Metals. Before joining Vale/Inco, worked at PricewaterhouseCoopers LLP for 10 years.

Pre-Approval of Policies and Procedures

Although the Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services by our auditors, it does pre-approve all non-audit services to be provided to us and our subsidiaries by the external auditors. The pre-approval for recurring services, such as preliminary work on the integrated audit, securities filings, translation of our financial statements and related MD&A into the French language and tax and tax-related services, is provided on an annual basis and other services are subject to pre-approval as required.

External Auditor Service Fees

The following table provides information about the fees billed to us and our subsidiaries for professional services rendered by our external auditors, during fiscal 2020 and 2019:

Year	Audit Fees [1]	Audit-Related Fees [2]	Tax Fees [3]	All Other Fees [4]	Total
2020	$ 1,083	$ —	$ —	$ —	$ 1,083
2019	$ 952	$ —	$ —	$ —	$ 952

Notes:

(1) Audit fees consist of fees for the audit of our annual financial statements or services that are normally provided in connection with statutory and regulatory filings or engagements. In addition to the fees for annual audits of financial statements and review of quarterly financial statements, services in this category for fiscal 2020 and 2019 also include amounts for audit work performed in relation to the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 relating to internal control over financial reporting.

(2) Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported as Audit Fees.

(3) Tax fees include fees for tax compliance, tax advice and tax planning.

(4) Other fees include all other non-audit services.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

In June 2016, certain indirect subsidiary entities received reassessments from the Canada Revenue Agency (CRA) that deny non-capital loss deductions relevant to the calculation of income taxes for the years 2011 through 2015. These reassessments follow the previously disclosed letter which we received in November 2014 from the CRA, proposing to issue such reassessments.

We remain confident that the tax filings of the affected entities are correct and are vigorously defending our tax filing positions. The reassessments do not require us to pay any amounts in order to participate in the appeals process.

In September 2016, we filed a notice of objection for each notice of reassessment received which will be reviewed by the Appeals Division of the CRA. An Appeals Officer was assigned to our file in July 2018, we estimate the remaining Appeals Division process could take another year. If the Appeals Division upholds the notices of reassessment, we have the right to appeal to the Tax Court of Canada; a process that we estimate could take a further two years. Should we be unsuccessful at the Tax Court of Canada, additional appeals are available; a process that we estimate could take another two years and potentially longer.

By way of background, we acquired several privately held commercial trusts in 2010 with accumulated non-capital losses of $591 million (the "Losses"). The Losses were subsequently used to reduce the taxable income of those trusts. The reassessments disallow the deduction of the Losses under the general anti-avoidance rule of the Income Tax Act (Canada). If, after exhausting available appeals, the deduction of Losses continues to be disallowed, we will owe cash taxes for the years 2012 through 2015 and an additional amount for late payment interest. The amount of cash taxes owing and the late payment interest are dependent upon the amount of unused tax shelter available to offset the reassessed income, including tax shelter from future years that may be applied to the years 2012 through 2015.

Other than the foregoing, there are no legal proceedings that we are or were a party to, or that any of our property is or was the subject of, during our most recently completed financial year, that were or are material to us, and there are no such material legal proceedings that we are currently aware of that are contemplated.

There were no: (i) penalties or sanctions imposed against us by a court relating to securities legislation or by a securities regulatory authority during our most recently completed financial year; (ii) other penalties or sanctions imposed by a court or regulatory body against us that would likely be considered important to a reasonable investor in making an investment decision; or (iii) settlement agreements we entered into with a court relating to securities legislation or with a securities regulatory authority during our most recently completed financial year.

INTEREST OF INSIDERS AND OTHERS IN MATERIAL TRANSACTIONS

Other than in connection with the Raging River merger as disclosed in the joint information circular of Baytex and Raging River filed on SEDAR on July 20, 2018, there were no material interests, direct or indirect, of our directors and executive officers, any holder of Common Shares who beneficially owns or controls or directs, directly of indirectly, more than 10 percent of the outstanding Common Shares, or any known associate or affiliate of such persons, in any transactions within the three most recently completed financial years or since the beginning of our last completed financial year which has materially affected or is reasonably expected to materially affect us.

TRANSFER AGENT AND REGISTRAR

Odyssey Trust Company, at its principal offices in Calgary, Alberta, Vancouver, British Columbia and Toronto, Ontario, is the transfer agent and registrar for the Common Shares in Canada. Odyssey Transfer US Inc., at its principal office in Denver, Colorado is the transfer agent and registrar for the Common Shares in the United States. Computershare Trust Company, N.A., at its principal office in Canton, Massachusetts, is the transfer agent and registrar for the 2024 Notes and the 2027 Notes.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only material contracts entered into by us within the most recently completed financial year, or before the most recently completed financial year but are still material and are still in effect, are the following:

a. the credit agreement in respect of the Revolving Credit Facilities (filed on April 13, 2016), the first amendment thereof (filed on May 2, 2018), the second amendment thereof (filed on October 12, 2018), the third amendment thereof (filed May 16, 2019) and the fourth amendment thereof (filed March 9, 2020);

b. the credit agreement in respect of the Term Facility (filed on October 12, 2018), the first amendment thereof (filed May 16, 2019) and the second amendment thereof (filed March 9, 2020);

c. 2014 Debt Indenture (filed on June 20, 2014) and supplemental indentures thereto (filed on August 13, 2014, September 9, 2014, February 20, 2018 and October 12, 2018)

d. 2020 Debt Indenture (filed on February 10, 2020); and

e. our share award incentive plan (filed on April 18, 2016) and our amended share award incentive plan (filed on January 28, 2018).

Copies of each of these contracts are accessible on the SEDAR website at *www.sedar.com*.

INTERESTS OF EXPERTS

There is no person or company whose profession or business gives authority to a statement made by such person or company and who is named as having prepared or certified a report, valuation, statement or opinion described or included in a filing, or referred to in a filing, made under National Instrument 51-102 "Continuous Disclosure Obligations" by us during, or related to, our most recently completed financial year other than McDaniel, our independent qualified reserves evaluator. None of the designated professionals of McDaniel have any registered or beneficial interests, direct or indirect, in any of our securities or other property or of our associates or affiliates either at the time they prepared a report, valuation, statement or opinion, at any time thereafter or to be received by them.

KPMG LLP are the auditors of the Corporation and have confirmed with respect to the Corporation, that they are independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations, and also that they are independent accountants with respect to the Corporation under all relevant US professional and regulatory standards.

In addition, none of the aforementioned persons or companies, nor any director, officer or employee of any of the aforementioned persons or companies, is or is expected to be elected, appointed or employed as a director, officer or employee of Baytex or of any associate or affiliate of Baytex.

ADDITIONAL INFORMATION

Additional information relating to us can be found on our website and on the SEDAR website at *www.sedar.com*. Further information, including directors' and officers' remuneration and indebtedness, principal holders of our securities and securities issued and authorized for issuance under our equity compensation plans will be contained in our Information Circular - Proxy Statement for the annual meeting of Shareholders to be held April 29, 2021. Additional financial information is contained in our consolidated financial statements for the year ended December 31, 2020 and the related MD&A which are accessible on the SEDAR website at *www.sedar.com*.

For additional copies of this AIF and the materials listed in the preceding paragraph, please contact:

Baytex Energy Corp.
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520 – 3rd Avenue S.W.
Calgary, Alberta T2P 0R3
Phone: (587) 952-3000
Fax: (587) 952-3029
Website: *www.baytexenergy.com*

APPENDIX A

REPORT OF MANAGEMENT AND DIRECTORS ON OIL AND GAS DISCLOSURE

Form 51-101F3

Management of Baytex Energy Corp. (" **Baytex**") is responsible for the preparation and disclosure of information with respect to Baytex's oil and natural gas activities in accordance with securities regulatory requirements. This information includes reserves data.

Independent qualified reserves evaluators have evaluated Baytex's reserves data. The report of the independent qualified reserves evaluators is presented below.

The Reserves and Sustainability Committee of the Board of Directors of Baytex (the " **Reserves Committee**") has:

a. reviewed Baytex's procedures for providing information to the independent qualified reserves evaluators;

b. met with the independent qualified reserves evaluators to determine whether any restrictions affected the ability of the independent qualified reserves evaluators to report without reservation; and

c. reviewed the reserves data with management and the independent qualified reserves evaluator.

The Reserves Committee has reviewed Baytex's procedures for assembling and reporting other information associated with oil and natural gas activities and has reviewed that information with management. The Board of Directors of Baytex has, on the recommendation of the Reserves Committee, approved:

a. the content and filing with securities regulatory authorities of Form 51-101F1 containing reserves data and other oil and gas information;

b. the filing of Form 51-101F2 which is the report of the independent qualified reserves evaluators on the reserves data; and

c. the content and filing of this report.

Because the reserves data are based on judgments regarding future events, actual results will vary and the variations may be material.

(signed) *"Edward D. LaFehr"*
Edward D. LaFehr
President and Chief Executive Officer

(signed) *"Rodney D. Gray"*
Rodney D. Gray
Executive Vice President and Chief Financial Officer

(signed) *"David L. Pearce"*

Director and Chair of the Reserves and Sustainability Committee

(signed) *"Don G. Hrap"*

Director and Member of the Reserves and Sustainability Committee

March 1, 2021

APPENDIX B

REPORT ON RESERVES DATA BY INDEPENDENT QUALIFIED RESERVES EVALUATOR

Form 51-101F2

To the Board of Directors of Baytex Energy Corp. ("Company"):

1. We have evaluated Baytex's reserves data as at December 31, 2020. The reserves data is an estimate of proved reserves and probable reserves and related future net revenue as at December 31, 2020 estimated using forecast prices and costs.

2. The reserves data are the responsibility of the Company's management. Our responsibility is to express an opinion on the reserves data based on our evaluation.

3. We carried out our evaluation in accordance with standards set out in the Canadian Oil and Gas Evaluation Handbook as amended from time to time (the "COGE Handbook") maintained by the Society of Petroleum Evaluation Engineers (Calgary Chapter).

4. Those standards require that we plan and perform an evaluation to obtain reasonable assurance as to whether the reserves data are free of material misstatement. An evaluation also includes assessing whether the reserves data are in accordance with principles and definitions presented in the COGE Handbook.

5. The following table shows the estimated future net revenue (before deduction of income taxes) attributed to proved + probable reserves, estimated using forecast prices and costs and calculated using a discount rate of 10 percent, included in the reserves data of the Company evaluated for the year ended December 31, 2020, and identifies the respective portions thereof that we have evaluated and reported on to Company's management:

Independent Qualified Reserves Evaluator or Auditor	Effective Date of Evaluation or Review Report	Location of Reserves	Net Present Value of Future Net Revenue (before income taxes, 10% discount rate) (in $ thousands)			
			Audited	Evaluated	Reviewed	Total
McDaniel & Associates	December 31, 2020	Canada	—	1,488,630.2	—	1,488,630.2
McDaniel & Associates	December 31, 2020	United States	—	1,790,186.4	—	1,790,186.4
TOTALS				3,278,816.6		3,278,816.6

6. In our opinion, the reserves data evaluated by us have, in all material respects, been determined and are in accordance with the COGE Handbook, consistently applied. We express no opinion on the reserves data that we reviewed but did not evaluate.

7. We have no responsibility to update the report referred to in paragraph 5 for events and circumstances occurring after the effective date of our report.

8. Because the reserves data is based on judgments regarding future events, actual results will vary and the variations may be material.

Executed as to our report referred to above:

MCDANIEL & ASSOCIATES CONSULTANTS LTD.

(signed) *"Brian R. Hamm"*

Brian R. Hamm, P. Eng.
President & CEO

Calgary, Alberta
February 4, 2021

APPENDIX C

BAYTEX ENERGY CORP.

AUDIT COMMITTEE

MANDATE AND TERMS OF REFERENCE

ROLE AND OBJECTIVE

The Audit 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 responsibility of the Committee is to review the interim and annual financial statements of the Corporation and to recommend their approval or otherwise to the Board. The Committee is also responsible for reviewing and recommending to the Board the appointment and compensation of the external auditors of the Corporation, overseeing the work of the external auditors, including the nature and scope of the audit of the annual financial statements of the Corporation, pre-approving services to be provided by the external auditors and reviewing the assessments prepared by management and the external auditors on the effectiveness of the Corporation's internal controls over financial reporting.

The objectives of the Committee are to:

1. assist directors in meeting their responsibilities in respect of the preparation and disclosure of the financial statements of the Corporation and related matters;
2. facilitate communication between directors and the external auditors;
3. enhance the external auditors' independence;
4. increase the credibility and objectivity of financial reports; and
5. strengthen the role of the independent directors by facilitating in depth discussions between the Committee, management and the external auditors.

MEMBERSHIP OF THE COMMITTEE

1. The Committee shall be comprised of not less than three members all of whom are "independent" directors and "financially literate" (within the meaning 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

1. It is the responsibility of the Committee to oversee the work of the external auditors, including resolution of disagreements between management and the external auditors regarding financial reporting. The external auditors shall report directly to the Committee.

2. It is the responsibility of the Committee to satisfy itself on behalf of the Board with respect to the Corporation's internal control systems by:

    - identifying, monitoring and mitigating business risks; and
    - ensuring compliance with legal, ethical and regulatory requirements.

3. It is a primary responsibility of the Committee to review the interim and annual financial statements of the Corporation prior to their submission to the Board for approval. The review process should include, without limitation:

    - reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future years' financial statements;
    - reviewing significant accruals, reserves or other estimates such as the ceiling test calculation;
    - reviewing accounting treatment of unusual or non-recurring transactions;
    - ascertaining compliance with covenants under loan agreements;
    - reviewing disclosure requirements for commitments and contingencies;
    - reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
    - reviewing unresolved differences between management and the external auditors;
    - obtaining explanations of significant variances with comparative reporting periods; and
    - determining through inquiry if there are any related party transactions and ensuring that the nature and extent of such transactions are properly disclosed.

4. The Committee is to review all public disclosure of audited or unaudited financial information by the Corporation before its release (and, if applicable, prior to its submission to the Board for approval), including the interim and annual financial statements of the Corporation, management's discussion and analysis of results of operations and financial condition, press releases and the Annual Information Form. The Committee must be satisfied that adequate procedures are in place for the review of the Corporation's disclosure of financial information and shall periodically assess the accuracy of those procedures.

5. With respect to the external auditors of the Corporation, the Committee shall:

    - recommend to the Board the appointment of the external auditors, including the terms of their engagement for the integrated audit;
    - review and approve any other services to be provided by the external auditors (including the fee for such services); and
    - when there is to be a change in the external auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change.

6. Review with the external auditors (and the internal auditor if one is appointed by the Corporation) their assessment of the internal controls of the Corporation, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses. The Committee shall also review annually with the external auditors their plan for the audit and, upon completion of the audit, their reports upon the financial statements of the Corporation and its subsidiaries.

7. The Committee must pre-approve all services to be provided to the Corporation or its subsidiaries by the external auditors. In pre-approving any service, the Committee shall consider the impact that the provision of such service may have on the external auditors' independence. The Committee may delegate to one or more of its members the authority to pre-approve services, provided that the member report to the Committee at the next scheduled meeting such pre-approval and the member comply with such other procedures as may be established by the Committee from time to time.

8. The Committee shall review the risk management policies and procedures of the Corporation (i.e., hedging, litigation and insurance).

9. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Corporation and its subsidiary entities of concerns regarding questionable accounting or auditing matters.

10. The Committee shall review and approve the Corporation's hiring policies regarding employees and former employees of the present and former external auditors of the Corporation.

11. The Committee shall have the authority to investigate any financial activity of the Corporation. All employees of the Corporation and its subsidiary entities are to cooperate as requested by the Committee.

12. The Committee shall forthwith report the results of meetings and reviews undertaken and any associated recommendations to the Board.

13. The Committee shall meet with the external auditors at least four times per year (in connection with their review of the interim and annual financial statements) and at such other times as the external auditors and the Committee consider appropriate.

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 four 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, provided that the Chief Financial Officer of the Corporation shall attend all meetings of the Committee, unless otherwise excused from all or part of any such meeting by the chairman of the meeting.

7. Minutes of the Committee's meetings will be recorded and 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 Executive Chairman or the Lead Independent Director, as applicable, by the Committee Chair.

Approved by the Board of Directors on February 28, 2011

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Baytex Energy Corp. (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision of our President and Chief Executive Officer and our Executive Vice President and Chief Financial Officer we have conducted an evaluation of the effectiveness of our internal control over financial reporting based on the Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on our assessment, we have concluded that as of December 31, 2020, our internal control over financial reporting was effective.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements and even those systems determined to be effective can provide only reasonable assurance with respect to the financial statement preparation and presentation.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2020 has been audited by KPMG LLP, the Company's Independent Registered Public Accounting Firm, who also audited the Company's consolidated financial statements for the year ended December 31, 2020.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

Management, in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board, has prepared the accompanying consolidated financial statements of the Company. Financial and operating information presented throughout this Annual Report is consistent with that shown in the consolidated financial statements.

Management is responsible for the integrity of the financial information. Internal control systems are designed and maintained to provide reasonable assurance that assets are safeguarded from loss or unauthorized use and to produce reliable accounting records for financial reporting purposes.

KPMG LLP were appointed by the Company's Board of Directors to express an audit opinion on the consolidated financial statements. Their examination included such tests and procedures, as they considered necessary, to provide a reasonable assurance that the consolidated financial statements are presented fairly in accordance with IFRS.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal control. The Board of Directors exercises this responsibility through the Audit Committee, with assistance from the Reserves Committee regarding the annual review of our petroleum and natural gas reserves. The Audit Committee meets regularly with management and the Independent Registered Public Accounting Firm to ensure that management's responsibilities are properly discharged, to review the consolidated financial statements and recommend that the consolidated financial statements be presented to the Board of Directors for approval. The Audit Committee also considers the independence of KPMG LLP and reviews their fees. The Independent Registered Public Accounting Firm has access to the Audit Committee without the presence of management.



Edward D. LaFehr
President and Chief Executive Officer
Baytex Energy Corp.

Rodney D. Gray
Executive Vice President and Chief Financial Officer
Baytex Energy Corp.

February 24, 2021

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Baytex Energy Corp.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of Baytex Energy Corp. (the "Company") as of December 31, 2020 and 2019, the related consolidated statements of loss and comprehensive loss, changes in equity, and cash flows for each of the years then ended, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and its financial performance and its cash flows for the years then ended, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2020, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 24, 2021 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Assessment of the recoverable amount of of oil and gas properties

As discussed in note 6 to the consolidated financial statements, the Company recorded a total impairment charge of $2,247 million related to the Company's Conventional, Peace River, Lloydminster, Duvernay, Viking and Eagle Ford cash generating units (CGUs). The Company identified indicators of impairment as of March 31, 2020 and indicators of impairment reversal as of December 31, 2020 for each of its CGUs and determined the recoverable amount as of March 31, 2020 and December 31, 2020 of each of the CGUs. The determination of recoverable amount of a CGU involves numerous estimates, including cash flows associated with estimated proved and probable oil and gas reserves of the CGU ("CGU reserves") and the discount rate. The estimation of proved and probable oil and gas reserves involves the expertise of independent reserves evaluators, who take into consideration assumptions related to forecasted production volumes, royalty, operating and capital costs and commodity prices (collectively "reserve assumptions"). The Company engages independent reserves evaluators to estimate CGU reserves.

We identified the assessment of the recoverable amount of each of the Company's CGUs as a critical audit matter. Minor changes in reserve assumptions and discount rates could have had a significant impact on the estimate of recoverable amounts and the resulting impairment expense of the CGUs. A high degree of auditor judgment was required to evaluate the Company's estimates of CGU reserves, and related reserve assumptions, and the discount rates, which were inputs into the calculation of recoverable amounts. Additionally, the evaluation of these estimates required involvement of valuation professionals with specialized skills and knowledge.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the critical audit matter. This included controls related to the

Company's determination of the recoverable amount of each of the CGUs, including controls over the determination of reserve assumptions and resulting cash flows of the CGU reserves and determination of the discount rate.

We evaluated the competence, capabilities and objectivity of the independent reserves evaluators engaged by the Company. We evaluated the methodology used by the independent reserves evaluators to estimate the CGU reserves for compliance with regulatory standards. We compared the current year actual CGU production volumes, royalty, operating and capital costs to those estimates used in the prior year estimate of proved reserves by CGU to assess the Company's ability to accurately forecast. We assessed the forecasted commodity prices used in the estimate of the CGU reserves by comparing them to those published by other reserve engineering companies. We assessed the forecasted production volumes and forecasted royalty, operating and capital costs assumptions used in the current year estimate of the CGU reserves by comparing them to historical results. We involved valuation professionals with specialized skills and knowledge, who assisted in:

- evaluating the Company's discount rate, by comparing the discount rate against publicly available market data for comparable assets and assessing the resulting discount rate
- evaluating the Company's estimate of the aggregate recoverable amount of all CGUs by comparing the implied enterprise value to publicly available market data.

Impact of estimated oil and gas reserves on depletion expense related to oil and gas properties

As discussed in note 3 to the consolidated financial statements, the Company depletes its oil and gas properties using the unit-of-production method by depletable area. Under such method, capitalized costs are depleted over estimated proved and probable oil and gas reserves by depletable area ("area reserves"). As discussed in Note 6 to the consolidated financial statements, the Company recorded depletion expense related to oil and gas properties of $479 million for the year ended December 31, 2020. The estimation of area reserves requires the expertise of independent reserves evaluators who take into consideration reserve assumptions. The Company engages independent reserves evaluators to estimate area reserves.

We identified the assessment of the impact of estimated area reserves on depletion expense related to oil and gas properties as a critical audit matter. Changes in assumptions used to estimate area reserves could have had a significant impact on the calculation of depletion expense of the depletable area. A high degree of auditor judgment was required in evaluating the area reserves, and related reserve assumptions, which were used in the calculation of depletion expense.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the critical audit matter. This included controls related to the calculation of depletion expense and the estimation of area reserves and related reserves assumptions.

We assessed the calculation of depletion expense for compliance with regulatory standards. We evaluated the competence, capabilities and objectivity of the independent reserves evaluators engaged by the Company. We evaluated the methodology used by the independent reserves evaluators to estimate area reserves for compliance with regulatory standards. We compared 2020 actual area production volumes, royalty, operating and capital costs to those estimates used in the prior year estimate of proved reserves by area to assess the Company's ability to accurately forecast. We assessed the forecasted commodity prices used in the estimate of area reserves by comparing them to those published by other reserves engineering companies. We assessed the forecasted production volumes and forecasted royalty, operating and capital costs assumptions used in the estimate of area reserves by comparing them to historical results.



Chartered Professional Accountants

We have served as the Company's auditor since 2016.

Calgary, Canada
February 24, 2021

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Baytex Energy Corp.

Opinion on Internal Control Over Financial Reporting

We have audited Baytex Energy Corp.'s (and subsidiaries') (the "Company") internal control over financial reporting as of December 31, 2020, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated statements of financial position of the Company as of December 31, 2020 and 2019, the related consolidated statements of loss and comprehensive loss, changes in equity, and cash flows for the years then ended, and the related notes (collectively, the consolidated financial statements), and our report dated February 24, 2021 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting included in Management's Discussion and Analysis. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



Chartered Professional Accountants

Calgary, Canada
February 24, 2021

Baytex Energy Corp.
Consolidated Statements of Financial Position
(thousands of Canadian dollars)

As at	Notes	December 31, 2020	December 31, 2019
ASSETS			
Current assets			
Cash		**$ —**	$ 5,572
Trade and other receivables		**107,477**	173,762
Financial derivatives	18	**5,057**	5,433
		112,534	184,767
Non-current assets			
Exploration and evaluation assets	5	**191,865**	320,210
Oil and gas properties	6	**3,077,548**	5,387,889
Other plant and equipment		**7,996**	7,598
Lease assets	7	**11,098**	13,619
Deferred income tax asset	15	**$ 7,055**	$ —
		$ 3,408,096	$ 5,914,083
LIABILITIES			
Current liabilities			
Trade and other payables		**$ 155,955**	$ 207,454
Financial derivatives	18	**26,792**	8,668
Lease obligations	7	**4,289**	5,798
Asset retirement obligations	10	**11,820**	11,579
		198,856	233,499
Non-current liabilities			
Credit facilities	8	**649,221**	505,412
Long-term notes	9	**1,132,868**	1,328,175
Lease obligations	7	**6,787**	8,085
Asset retirement obligations	10	**748,563**	656,395
Deferred income tax liability	15	**93,588**	235,308
		2,829,883	2,966,874
SHAREHOLDERS' EQUITY			
Shareholders' capital	11	**5,729,418**	5,718,835
Contributed surplus		**14,345**	17,712
Accumulated other comprehensive income		**618,976**	556,224
Deficit		**(5,784,526)**	(3,345,562)
		578,213	2,947,209
		$ 3,408,096	$ 5,914,083

Commitments (note 20)

See accompanying notes to the consolidated financial statements.



Naveen Dargan
Director, Baytex Energy Corp.



Jennifer A. Maki
Director, Baytex Energy Corp.

Baytex Energy Corp.
Consolidated Statements of Loss and Comprehensive Loss
(thousands of Canadian dollars, except per common share amounts)

Years Ended December 31	Notes	2020	2019
Revenue, net of royalties			
Petroleum and natural gas sales	14	**$ 975,477**	$ 1,805,919
Royalties		**(163,735)**	(320,241)
		811,742	1,485,678
Expenses			
Operating		**331,345**	397,716
Transportation		**28,437**	43,942
Blending and other		**48,381**	68,795
General and administrative		**34,268**	45,469
Exploration and evaluation	5	**14,011**	11,764
Depletion and depreciation		**486,380**	731,686
Impairments	5, 6	**2,360,220**	187,822
Share-based compensation	12	**9,469**	15,894
Financing and interest	16	**125,441**	125,865
Financial derivatives (gain) loss	18	**(29,336)**	7,197
Foreign exchange loss (gain)	17	**8,688**	(61,787)
Gain on dispositions		**(901)**	(2,238)
Other income		**(5,304)**	(7,526)
		3,411,099	1,564,599
Net loss before income taxes		**(2,599,357)**	(78,921)
Income tax expense (recovery)	15		
Current income tax expense		**574**	2,093
Deferred income tax recovery		**(160,967)**	(68,555)
		(160,393)	(66,462)
Net loss		**$ (2,438,964)**	$ (12,459)
Other comprehensive income (loss)			
Foreign currency translation adjustment		**62,752**	(111,650)
Comprehensive loss		**$ (2,376,212)**	$ (124,109)
Net loss per common share	13		
Basic		**$ (4.35)**	$ (0.02)
Diluted		**$ (4.35)**	$ (0.02)
Weighted average common shares	13		
Basic		**560,657**	557,048
Diluted		**560,657**	557,048

See accompanying notes to the consolidated financial statements.

Baytex Energy Corp.
Consolidated Statements of Changes in Equity
(thousands of Canadian dollars)

	Notes	Shareholders' capital	Contributed surplus	Accumulated other comprehensive income	Deficit	**Total equity**
Balance at December 31, 2018		$ 5,701,516	$ 19,137	$ 667,874	$ (3,333,103)	**$ 3,055,424**
Vesting of share awards	11	17,319	(17,319)	—	—	**—**
Share-based compensation	12	—	15,894	—	—	**15,894**
Comprehensive loss		—	—	(111,650)	(12,459)	**(124,109)**
Balance at December 31, 2019		$ 5,718,835	$ 17,712	$ 556,224	$ (3,345,562)	**$ 2,947,209**
Vesting of share awards	11	10,583	(10,583)	—	—	**—**
Share-based compensation	12	—	7,216	—	—	**7,216**
Comprehensive income (loss)		—	—	62,752	(2,438,964)	**(2,376,212)**
Balance at December 31, 2020		$ 5,729,418	$ 14,345	$ 618,976	$ (5,784,526)	**$ 578,213**

See accompanying notes to the consolidated financial statements.

Baytex Energy Corp.
Consolidated Statements of Cash Flows
(thousands of Canadian dollars)

Years Ended December 31	Notes	**2020**	2019
CASH PROVIDED BY (USED IN):			
Operating activities			
Net loss		**$ (2,438,964)**	$ (12,459)
Adjustments for:			
Share-based compensation	12	**7,216**	15,894
Unrealized foreign exchange loss (gain)	17	**9,232**	(62,753)
Exploration and evaluation	5	**14,011**	11,764
Depletion and depreciation		**486,380**	731,686
Impairments	5, 6	**2,360,220**	187,822
Non-cash financing, accretion and early redemption expense	16	**18,907**	18,448
Non-cash other income	10	**(2,128)**	—
Unrealized financial derivatives loss	18	**18,500**	82,817
Gain on dispositions		**(901)**	(2,238)
Deferred income tax recovery	15	**(160,967)**	(68,555)
Asset retirement obligations settled	10	**(7,168)**	(15,417)
Change in non-cash working capital	19	**48,758**	(52,070)
		353,096	834,939
Financing activities			
Increase (decrease) in credit facilities	8	**143,248**	(7,775)
Payments on lease obligations	7	**(5,925)**	(5,956)
Net proceeds from issuance of long-term notes	9	**652,150**	—
Redemption of long-term notes	9	**(833,672)**	(198,128)
		(44,199)	(211,859)
Investing activities			
Additions to exploration and evaluation assets	5	**(4,490)**	(2,948)
Additions to oil and gas properties	6	**(275,850)**	(549,343)
Additions to other plant and equipment		**(2,280)**	(552)
Property acquisitions		**—**	(3,667)
Proceeds from dispositions		**182**	1,487
Change in non-cash working capital	19	**(32,031)**	(62,485)
		(314,469)	(617,508)
Change in cash		**(5,572)**	5,572
Cash, beginning of year		**5,572**	—
Cash, end of year		**$ —**	$ 5,572
Supplementary information			
Interest paid		**$ 102,358**	$ 112,241
Income taxes paid		**$ 1,155**	$ 1,160

See accompanying notes to the consolidated financial statements.

1. REPORTING ENTITY

Baytex Energy Corp. (the “Company” or “Baytex”) is an oil and gas corporation engaged in the acquisition, development and production of oil and natural gas in the Western Canadian Sedimentary Basin and in Texas, United States. The Company’s common shares are traded on the Toronto Stock Exchange under the symbol BTE. The Company’s head and principal office is located at 2800, 520 – 3rd Avenue S.W., Calgary, Alberta, T2P 0R3, and its registered office is located at 2400, 525 – 8th Avenue S.W., Calgary, Alberta, T2P 1G1.

2. BASIS OF PRESENTATION

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (the "IASB"). The significant accounting policies set forth below were consistently applied to all periods presented.

The consolidated financial statements were approved by the Board of Directors of Baytex on February 24, 2021.

The consolidated financial statements have been prepared on a historical cost basis, with the exception of certain fair value measurements noted in the accounting policies set forth below. The consolidated financial statements are presented in Canadian dollars which is the functional currency of the Company. References to “US$” are to United States ("U.S.") dollars. All financial information is rounded to the nearest thousand, except per share amounts or where otherwise indicated.

Current Environment and Estimation Uncertainty

Management makes judgements and assumptions about the future in deriving estimates used in preparation of these consolidated financial statements in accordance with IFRS. Sources of estimation uncertainty include estimates used to determine economically recoverable oil, natural gas, and natural gas liquids reserves, the recoverable amount of long-lived assets or cash generating units, the provision for asset retirement obligations and the provision for income taxes and the related deferred tax assets and liabilities.

In March 2020, the World Health Organization declared a global pandemic related to the novel coronavirus ("COVID-19"). The emergence of COVID-19 and the steps taken by governments to control the spread of the virus resulted in significant instability in the global economy and a sharp decline in demand for crude oil. This combined with the increased supply of crude oil due to the Russia and Saudi Arabia (collectively, "OPEC+") price war resulted in an unprecedented collapse in global crude oil prices and significant volatility during Q2/2020. Global crude oil prices began to recover during the second half of 2020 as Russia and members of OPEC agreed to curtail production and governments began to ease restrictions which increased demand. In Q4/2020 vaccines were approved and distribution began which fueled further optimism that demand will be restored. Vaccine approval and distribution has continued in 2021 and OPEC+ has agreed to continue production curtailments which has resulted in recent improvements in crude oil prices in 2021.

These factors have impacted our results for the year ended December 31, 2020. We recorded impairments of $3.4 billion for the year ended December 31, 2020 which included amounts related to our exploration and evaluation assets (note 5) and oil and gas properties (note 6). These impairments were a result of a sharp drop in forecasted prices for the commodities we produce. In the current environment, assumptions and estimates regarding future commodity prices, the amount of economically recoverable reserves, exchange rates, and interest rates are subject to greater variability than normal. Actual results may differ from these estimates as the effect of future events cannot be determined with certainty.

We took action to protect our financial liquidity in response to the volatility in commodity prices and instability in the global economy. We reduced our capital expenditures during 2020 and reduced production of oil and natural gas when commodity prices did not support economic production. As a result of these actions we maintained $367.2 million of availability on our credit facilities at December 31, 2020.

Measurement Uncertainty and Judgments

The preparation of the consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues and expenses. These judgments, estimates and assumptions are based on all relevant information available to the Company at the time of financial statement preparation. Actual results can differ from those estimates as the effect of future events cannot be determined with certainty. The key areas of judgment or estimation uncertainty that have a significant risk of causing material adjustment to the reported amounts of assets, liabilities, revenues, and expenses are discussed below.

Reserves

The Company uses estimates of oil, natural gas and natural gas liquids ("NGL") reserves in the calculation of depletion, evaluating the recoverability of deferred income tax assets and in the determination of fair value estimates for non-financial assets. The process to estimate reserves is complex and requires significant judgment. Estimates of the Company's reserves are evaluated annually by independent reserves evaluators and represent the estimated recoverable quantities of oil, natural gas and NGL and the related net cash flows. This evaluation of reserves is prepared in accordance with the reserves definition contained in National Instrument 51-101 "Standards of Disclosure for Oil and Gas Activities" and the Canadian Oil and Gas Evaluation Handbook.

Estimates of economically recoverable oil, natural gas and NGL and their future net cash flows are based on a number of factors and assumptions. Changes to estimates and assumptions such as forward price forecasts, production rates, ultimate reserve recovery, timing and amount of capital expenditures, production costs, marketability of oil and natural gas, royalty rates and other geological, economic and technical factors could have a significant impact on reported reserves. Changes in the Company's reserves estimates can have a significant impact on the carrying values of the Company's oil and gas properties, the calculation of depletion, the valuation of deferred income tax assets, the timing of cash flows for asset retirement obligations, asset impairments and estimates of fair value determined in accounting for business combinations.

Cash-generating Units ("CGUs")

The Company's oil and gas properties are aggregated into CGUs which are the smallest identifiable group of assets that generates cash flows that are largely independent of the cash flows from other assets or groups of assets. The aggregation of assets in CGUs requires management judgment and is based on geographical proximity, shared infrastructure and similar exposure to market risk.

Identification of Impairment and Impairment Reversal Indicators

Judgment is required to assess when indicators of impairment or impairment reversal exist and when a calculation of the recoverable amount is required. The CGUs comprising oil and gas properties are reviewed at each reporting date to assess whether there is any indication of impairment or impairment reversal. The assessment for each CGU considers significant changes in reservoir performance including forecasted production volumes, forecasted royalty, operating, capital and abandonment and reclamation costs, forecasted oil and gas prices and the resulting cash flows from proved plus probable oil and gas reserves.

Measurement of Recoverable Amount

If indicators of impairment or impairment reversal are determined to exist, the recoverable amount of an asset or CGU is calculated based on the higher of value-in-use ("VIU") and fair value less cost of disposal ("FVLCD"). These calculations require the use of estimates and assumptions including cash flows associated with proved plus probable oil and gas reserves, the discount rate used to present value future cash flows and assumptions regarding the timing and amount of capital expenditures and future abandonment and reclamation obligations. Any changes to these estimates and assumptions could impact the calculation of the recoverable amount and the carrying value of assets.

Exploration and Evaluation ("E&E") Assets

Costs associated with acquiring oil and natural gas licenses and exploratory drilling are accumulated as E&E assets pending determination of technical feasibility and commercial viability. The determination of technical feasibility and commercial viability of E&E assets for the purposes of reclassifying such assets to oil and gas properties is subject to management judgment. Management uses the establishment of commercial reserves as the basis for determining technical feasibility and commercial viability. Upon determination of commercial reserves, E&E assets are tested for impairment and reclassified to oil and natural gas properties.

Asset Retirement Obligations

The Company's provision for asset retirement obligations is based on estimated costs to abandon and reclaim the wells and the facilities, the estimated time period during which these costs will be incurred in the future, and discount and inflation rates. The provision for asset retirement obligations represents management's best estimate of the present value of the future abandonment and reclamation costs required under current regulatory requirements. Actual abandonment and reclamation costs could be materially different from estimated amounts.

Income Taxes

Tax regulations and legislation in the various jurisdictions in which the Company and its subsidiaries operate are subject to change and there are differing interpretations requiring management judgment. Deferred tax assets are recognized when it is considered probable that deductible temporary differences will be recovered in future periods, which requires management

judgment. Deferred tax liabilities are recognized when it is considered probable that temporary differences will be payable to tax authorities in future periods, which requires management judgment. Income tax filings are subject to audit and re-assessment and changes in facts, circumstances and interpretations of the standards may result in a material change to the Company's provision for income taxes. Estimates of future income taxes are subject to measurement uncertainty.

3. SIGNIFICANT ACCOUNTING POLICIES

Changes in Significant Accounting Policies

Business Combinations

Baytex adopted amendments to IFRS 3 Business Combinations effective January 1, 2020, which will be applied prospectively to acquisitions that occur on or after January 1, 2020. These amendments did not result in changes to the Company's accounting policies for applying the acquisition method but could result in future acquisitions being accounted for as an asset acquisition as opposed to a business combination should the criteria of the optional asset concentration test within these amendments be met.

Significant Accounting Policies

Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Subsidiaries are entities controlled by the Company. Control exists when the Company has the power to govern the financial and operating policies to obtain benefits from its activities. Significant subsidiaries included in the Company's accounts include Baytex Energy USA, Inc., Baytex Energy Ltd. and Baytex Energy Limited Partnership. Intercompany transactions are eliminated in preparation of the consolidated financial statements.

Many of the Company's exploration, development and production activities are conducted through joint arrangements. The consolidated financial statements include the Company's proportionate share of the assets, liabilities, revenues and expenses generated by joint arrangements.

Business Combinations

Business combinations are accounted for using the acquisition method of accounting when the acquired assets meet the definition of a business under IFRS. The cost of an acquisition is measured as cash paid and the fair value of assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The acquired identifiable assets and liabilities assumed are measured at their fair values at the date of acquisition. Any excess of the cost of acquisition over the fair value of the net identifiable assets acquired is recognized as goodwill. If the cost of acquisition is below the fair values of the identifiable net assets acquired, the difference is recognized as a bargain purchase gain in net income or loss. Associated transaction costs are expensed when incurred.

Revenue Recognition

Revenue from the sale of light oil and condensate, heavy oil, natural gas liquids, and natural gas is recognized based on the consideration specified in contracts with customers. Baytex recognizes revenue by unit of production and when control of the product transfers to the customer and collection is reasonably assured. This is generally at the point in time when the customer obtains legal title to the product which is when it is physically transferred to the pipeline or other transportation method agreed upon.

The nature of the Company's performance obligations, including roles of third parties and partners, are evaluated to determine if the Company acts as a principal. Baytex recognizes revenue on a gross basis when it acts as the principal and has primary responsibility for the transaction. Revenue is recognized on a net basis when Baytex acts in the capacity of an agent rather than as a principal.

The transaction price for variable price contracts in the Canadian and U.S. operating segments is based on a representative commodity price index, and may include adjustments for quality, location, delivery method, or other factors depending on the agreed upon terms of the contract. The amount of revenue recorded can vary depending on the grade, quality and quantities of oil or natural gas transferred to customers. Market conditions, which impact the Company's ability to negotiate certain components of the transaction price, can also cause the amount of revenue recorded to fluctuate from period to period.

Tariffs, tolls and fees charged to other entities for the use of pipelines and facilities owned by Baytex are evaluated by management to determine if these originate from contracts with customers or from incidental or collaborative arrangements. Tariffs, tolls and fees charged to other entities that are from contracts with customers are recognized in revenue when the related services are provided.

Exploration and Evaluation Assets

Pre-license costs, including certain geological, geophysical and seismic expenditures, are incurred before the legal rights to explore a specific area have been obtained. These costs are charged to exploration expense in the period in which they are incurred.

Once the legal right to explore has been acquired, costs directly associated with an exploration program are capitalized as an intangible asset until results of the exploration program have been evaluated. Costs capitalized as E&E assets include costs of license acquisition, technical services and studies, seismic acquisition, exploration drilling and testing of initial production results.

E&E costs are subject to technical, commercial and management review to confirm the continued intent to develop or otherwise extract the underlying reserves. The technical feasibility and commercial viability of extracting petroleum and natural gas resources is dependent on the existence of economically recoverable reserves for the project. If the asset is determined not to be technically feasible or commercially viable the accumulated E&E costs associated with the exploration project are charged to E&E expense in the period the determination is made.

Upon determination of technical feasibility and commercial viability, as evidenced by the classification of proved or probable reserves and management's intention to develop the E&E asset, the accumulated costs associated with the exploration project are tested for impairment and transferred to oil and gas properties.

Oil and Gas Properties

Items of oil and gas properties are initially recorded at cost. The initial cost of oil and gas properties includes the costs to acquire developed or producing oil and gas properties, and to develop oil and gas properties, such as costs of completing geological and geophysical surveys, drilling development wells, and the costs to construct and install development infrastructure such as wellhead equipment and processing facilities.

Oil and gas properties includes costs related to planned major inspection, overhaul and turnaround activities to maintain items of oil and gas properties and benefit future years of operations. Replacements outside of a major inspection, overhaul or turnaround are recognized as oil and gas properties when it is probable the future economic benefits of the replacement will be realized by the Company. The carrying amount of any replaced or disposed item of oil and gas properties is derecognized. Repair and maintenance costs incurred for servicing an item of oil and gas properties is recorded as operating expense as incurred.

Depletion and Depreciation

The costs associated with an item of oil and gas properties are depleted on a unit-of-production basis by depletable area over proved plus probable reserves once commercial production has commenced. Future development costs required to bring those reserves into production are included in the depletable base. For purposes of the depletion calculation, petroleum and natural gas reserves are converted to a common unit of measurement on the basis of their relative energy content where six thousand cubic feet of natural gas equates to one barrel of oil equivalent.

The depreciation methods and estimated useful lives for other plant and equipment are as follows:

Classification	Method	Rate or period
Motor Vehicles	Diminishing balance	15%
Office Equipment	Diminishing balance	20%
Computer Hardware	Diminishing balance	30%
Furniture and Fixtures	Diminishing balance	10%
Leasehold Improvements	Straight-line over life of the lease	Various
Lease assets	Straight-line over the shorter of the useful life or the lease term	Various
Other Assets	Diminishing balance	Various

The expected lives of other plant and equipment are reviewed on an annual basis and, if necessary, changes in expected useful lives are accounted for prospectively.

Impairment and Impairment Reversals

Non-financial assets

The Company reviews its non-financial assets, other than E&E assets, for indicators of impairment and impairment reversal at the end of each reporting period. The recoverable amount of the asset is estimated if indicators of impairment or impairment reversal exist. E&E assets are assessed for impairment when they are reclassified to oil and gas properties and if facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

When reviewing for indicators of impairment and impairment reversal, and testing for impairment or impairment reversal when indicators have been identified, assets are grouped together at a CGU level. The recoverable amount of an asset or CGU is the higher of its FVLCD and its VIU. The determination of recoverable amount includes estimates of proved and probable oil and gas reserves and the associated cash flows. Factors that impact these cash flows includes CGU production volumes, royalty obligations, operating costs, capital costs, forecast commodity prices, along with inflation and discount rates used to estimate present value. FVLCD is determined as the amount that would be obtained from the sale of an asset or CGU in an arm's length transaction between willing parties. In determining FVLCD, recent market transactions are considered if available. In the absence of such transactions, an appropriate valuation model is used. VIU is assessed using the present value of the estimated future cash flows of the asset or CGU. The estimated future cash flows are adjusted for risks specific to the asset or CGU and are discounted using a discount rate that reflects current market assessments of the time value of money.

Where the carrying amount of a CGU exceeds its recoverable amount, the CGU is considered impaired and is written down to its recoverable amount. The impairment reduces the carrying amount of any goodwill allocated to the CGU first, with any remaining impairment being allocated to the individual assets in the CGU on a pro-rata basis.

Impairments may be reversed for all CGUs and individual assets, other than goodwill, when there is indication that a previously recognized impairment may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. An impairment may be reversed only to the extent that the asset’s revised carrying amount does not exceed the carrying amount that would have been determined, net of depreciation and depletion, had no impairment been recognized. Impairment recognized in relation to goodwill is not reversed for subsequent increases in its recoverable amount.

Impairments and impairment reversals are recorded in net income or loss in the period the impairment or impairment reversal occurs.

Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. A lease obligation and corresponding right-of-use asset ("lease asset") are recognized at the commencement of the lease. The present value of the lease obligation is based on the future lease payments and is discounted using the Company's incremental borrowing rate when the rate implicit in the lease is not readily available. The Company uses a single discount rate for a portfolio of leases with similar characteristics. The lease asset is recognized at the amount of the lease obligation, adjusted for lease incentives received and initial direct costs, on commencement of the lease. Depreciation is recognized on the lease asset over the shorter of the estimated useful life of the asset or the lease term.

Lease payments are allocated between the liability and interest expense. Interest expense is recognized on the lease obligations using the effective interest rate method and payments are applied against the lease obligation.

Management judgement is required to determine the discount rate used to calculate the present value of the lease obligation. The carrying amounts of the lease assets, lease obligations, and the resulting interest and depletion and depreciation expense are based on the implicit interest rate within the lease arrangement or, if this information is unavailable, the incremental borrowing rate. Incremental borrowing rates are based on judgments including economic environment, term, and the underlying risk inherent to the asset.

Asset Retirement Obligations

The Company recognizes asset retirement obligations when it has a legal or constructive obligation as a result of past events, it is probable that an outflow of economic resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The Company’s asset retirement obligations are based on its net ownership in wells and facilities. Management estimates the costs to abandon and reclaim the wells and the facilities using existing technology and the estimated time period during which these costs will be incurred in the future.

Asset retirement obligations are recognized for future asset retirement costs associated with the abandonment and reclamation of the Company's E&E assets and oil and gas properties. Asset retirement obligations are measured at the present value of management's best estimate of the future cash flows required to settle the present obligation, discounted using the risk-free interest rate. The present value of the liability is capitalized as part of the cost of the related asset and depleted over its useful life. The asset retirement obligation is accreted until the date of expected settlement of the retirement obligation and is recognized within finance expense in the statements of income or loss. Changes in the future cash flow estimates resulting from revisions to the estimated timing or amount of undiscounted cash flows or the discount rates are recognized as changes in the asset retirement obligation provision and related asset at each reporting date.

Foreign Currency Translation

Foreign transactions

Transactions completed in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the time of the transactions. Foreign currency assets and liabilities are translated to functional currency at the period-end exchange rate. Revenue and expenses are translated to functional currency using the average exchange rate for the period. Realized and unrealized gains and losses resulting from the settlement or translation of foreign currency transactions are included in net income or loss.

Foreign operations

The functional currency of the Company's subsidiaries is the currency of the primary economic environment in which the entity operates. Certain subsidiaries of the Company operate and transact primarily in currencies other than the Canadian dollar. The designation of a subsidiary's functional currency is a management judgment based on the currency of the primary economic environment in which the subsidiary operates.

The financial statements of each entity are translated into Canadian dollars in preparation of the Company's consolidated financial statements. The assets and liabilities of a foreign operation are translated to Canadian dollars at the period-end exchange rate. Revenues and expenses of foreign operations are translated to Canadian dollars using the average exchange rate for the period. Foreign exchange differences are recognized in other comprehensive income or loss.

If the Company or any of its entities disposes of its entire interest in a foreign operation, or loses control, joint control, or significant influence over a foreign operation, the accumulated foreign currency translation gains or losses related to the foreign operation are recognized in net income or loss.

Financial Instruments

Financial assets are initially classified into three categories: measured at amortized cost; fair value through other comprehensive income (“FVOCI”); or fair value through profit or loss (“FVTPL”). Financial assets are categorized based on the Company’s objective for the asset and the contractual cash flows. A financial asset is classified as amortized cost if the asset is held with the objective to collect contractual cash flows that are solely payments of principal and interest on principal amounts outstanding. A financial asset is classified as FVOCI if the asset is held with the objective to both collect contractual cash flows and sell the financial asset. All other financial assets are measured at FVTPL. Financial assets are assessed for impairment using an expected credit loss model. Trade and other receivables are classified and measured at amortized cost.

The measurement categories for each class of financial asset and financial liability is set forth in the following table.

Financial Instrument	**Classification**
Cash and cash equivalents	Amortized cost
Trade and other receivables	Amortized cost
Financial derivatives	Fair value through profit or loss
Trade and other payables	Amortized cost
Credit facilities	Amortized cost
Long-term notes	Amortized cost
Lease obligations	Amortized cost

An embedded derivative is a component of a contract that modifies the cash flows of the contract. These hybrid contracts consist of a host contract and an embedded derivative. The embedded derivative is separated from the host contract and accounted for as a derivative unless the economic characteristics and risks of the embedded derivative are closely related to the host contract. The embedded derivatives are measured at FVTPL.

Debt issuance costs related to the amendment of our credit facilities or the issuance of long term notes are capitalized and amortized as financing costs over the term of the credit facilities or long term notes. For a financial asset or a financial liability carried at amortized cost, transaction costs directly attributable to acquiring or issuing the asset or liability are added to, or deducted from, the fair value on initial recognition and amortized through net income or loss over the term of the financial instrument. Transaction costs that are directly attributable to the acquisition or issue of a financial asset or a financial liability classified as FVTPL are expensed at inception of the contract.

The Company formally documents its risk management objectives and strategies to manage exposures to fluctuations in commodity prices, interest rates and foreign currency exchange rates. The risk management policy permits the use of certain derivative financial instruments, including swaps and collars, to manage these fluctuations. All transactions of this nature entered into by the Company are related to underlying financial instruments or future petroleum and natural gas production. These instruments are classified as FVTPL. The Company does not use financial derivatives for trading or speculative purposes. The Company has not designated its financial derivative contracts as effective accounting hedges, and therefore has not applied hedge accounting. As a result, the Company applies the fair value method of accounting for all derivative instruments by recording an asset or liability on the statements of financial position and recognizing changes in the fair value of the instrument in the statements of income or loss for the current period. The fair values of these instruments are based on quoted market prices or, in their absence, third-party market indications and forecasts. Attributable transaction costs are recognized in net income or loss when incurred.

The Company has accounted for its physical delivery sales contracts, which were entered into and continue to be held for the purpose of receipt or delivery of non-financial items in accordance with its expected purchase, sale or usage requirements as executory contracts. As such, these contracts are not considered to be derivative financial instruments and have not been recorded at fair value on the statements of financial position. Settlements on these physical delivery sales contracts are recognized in revenue in the period the product is delivered to the sales point.

Impairment of financial assets is determined by calculating the expected credit loss ("ECL"). The Company measures an ECL allowance for trade and other receivables. The Company determines the ECL which is the probability of default events related to the financial asset by using historical realized bad debts and forward looking information. The carrying amounts of financial assets are reduced by the amount of the ECL through an allowance account and losses are recognized in the statement of income or loss.

Fair Value of Financial Instruments

Baytex classifies the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instruments:

- Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.
- Level 2: Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.
- Level 3: Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

Income Taxes

Current and deferred income taxes are recognized in net income or loss, except when they relate to items that are recognized directly in equity, in which case the current and deferred taxes are also recognized directly in equity.

Current income taxes for the current and prior periods are measured at the amount expected to be recoverable from or payable to the taxation authorities based on the income tax rates enacted at the end of the reporting period. The Company recognizes the financial statement impact of a tax filing position when it is probable that the position will be sustained upon audit. The liability is measured based on an assessment of possible outcomes and their associated probabilities.

The Company follows the asset and liability method of accounting for income taxes. Under this method, deferred income taxes are recorded for the effect of any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax basis used in the computation of taxable income. Deferred income tax liabilities are generally recognized for all taxable temporary differences. Deferred income tax assets are recognized for all temporary differences deductible to the extent future recovery is probable. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the asset to be recovered. Deferred income taxes are calculated using enacted or substantively enacted tax rates. Deferred income tax balances are adjusted for any changes in the enacted or substantively enacted tax rates and the adjustment is recognized in the period that the rate change occurs.

Share-based Compensation Plans

The Company has a full-value award plan (the "Share Award Incentive Plan") pursuant to which restricted awards and performance awards (collectively, "share awards") may be granted to the directors, officers and employees of the Company and its subsidiaries. The maximum number of common shares issuable under the Share Award Incentive Plan (and any other long-term incentive plans of the Company) shall not at any time exceed 3.8% of the then-issued and outstanding common shares.

Each restricted award entitles the holder to be issued the number of common shares designated in the restricted award (plus dividend equivalents). Each performance award entitles the holder to be issued the number of common shares designated in the performance award (plus dividend equivalents) multiplied by a payout multiplier. Expenses related to the Share Award Incentive Plan are determined based on the fair value of the share awards on the grant date which is based on quoted market prices for the Company's common shares. Both restricted and performance awards are expensed over the vesting period using the graded vesting method, with a corresponding increase to contributed surplus. The payout multiplier is dependent on the performance of the Company relative to predefined corporate performance measures for a particular period. In the case of both restricted and performance awards, the number of common shares to be issued on the applicable issue date is adjusted to account for the payments of dividends from the grant date to the applicable issue date.

The Company has a cash-settled incentive award plan (the "Incentive Award Plan") pursuant to which incentive awards may be granted to officers and employees of the Company and its subsidiaries. Each incentive award entitles the holder to receive a cash payment equal to the value of one Baytex common share at the time of vesting. The incentive awards vest in equal tranches on the first, second and third anniversaries of the grant date. The cumulative expense is recognized at fair value at each period end and is included in trade and other payables.

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4. SEGMENTED FINANCIAL INFORMATION

Baytex's reportable segments are determined based on the geographic location and nature of the underlying operations:

- Canada includes the exploration for, and the development and production of, crude oil and natural gas in Western Canada;
- U.S. includes the exploration for, and the development and production of, crude oil and natural gas in the U.S.; and
- Corporate includes corporate activities and items not allocated between operating segments.

	Canada		U.S.		Corporate		Consolidated	
Years Ended December 31	**2020**	2019	**2020**	2019	**2020**	2019	**2020**	2019
Revenue, net of royalties								
Petroleum and natural gas sales	**$ 571,741**	$ 1,077,724	**$ 403,736**	$ 728,195	**$ —**	$ —	**$ 975,477**	$ 1,805,919
Royalties	**(46,064)**	(107,467)	**(117,671)**	(212,774)	**—**	—	**(163,735)**	(320,241)
	525,677	970,257	**286,065**	515,421	**—**	—	**811,742**	1,485,678
Expenses								
Operating	**247,050**	298,303	**84,295**	99,413	**—**	—	**331,345**	397,716
Transportation	**28,437**	43,942	**—**	—	**—**	—	**28,437**	43,942
Blending and other	**48,381**	68,795	**—**	—	**—**	—	**48,381**	68,795
General and administrative	**—**	—	**—**	—	**34,268**	45,469	**34,268**	45,469
Exploration and evaluation	**14,011**	11,764	**—**	—	**—**	—	**14,011**	11,764
Depletion and depreciation	**309,420**	463,501	**169,439**	261,766	**7,521**	6,419	**486,380**	731,686
Impairment	**1,737,000**	187,822	**623,220**	—	**—**	—	**2,360,220**	187,822
Share-based compensation	**—**	—	**—**	—	**9,469**	15,894	**9,469**	15,894
Financing and interest	**—**	—	**—**	—	**125,441**	125,865	**125,441**	125,865
Financial derivatives (gain) loss	**—**	—	**—**	—	**(29,336)**	7,197	**(29,336)**	7,197
Foreign exchange loss (gain)	**—**	—	**—**	—	**8,688**	(61,787)	**8,688**	(61,787)
Gain on dispositions	**(901)**	(2,238)	**—**	—	**—**	—	**(901)**	(2,238)
Other income	**(2,128)**	—	**—**	—	**(3,176)**	(7,526)	**(5,304)**	(7,526)
	2,381,270	1,071,889	**876,954**	361,179	**152,875**	131,531	**3,411,099**	1,564,599
Net income (loss) before income taxes	**(1,855,593)**	(101,632)	**(590,889)**	154,242	**(152,875)**	(131,531)	**(2,599,357)**	(78,921)
Income tax expense (recovery)								
Current income tax expense	**469**	101	**105**	1,992	**—**	—	**574**	2,093
Deferred income tax (recovery) expense	**(77,201)**	(32,942)	**(57,199)**	10,055	**(26,567)**	(45,668)	**(160,967)**	(68,555)
	(76,732)	(32,841)	**(57,094)**	12,047	**(26,567)**	(45,668)	**(160,393)**	(66,462)
Net income (loss)	**$ (1,778,861)**	$ (68,791)	**$ (533,795)**	$ 142,195	**$ (126,308)**	$ (85,863)	**$ (2,438,964)**	$ (12,459)
Total oil and natural gas capital expenditures [1]	**$ 174,770**	$ 376,543	**$ 105,388**	$ 177,928	**$ —**	$ —	**$ 280,158**	$ 554,471

(1) Includes acquisitions, net of proceeds from divestitures.

As at	**December 31, 2020**	December 31, 2019
Canadian assets	**$ 1,646,412**	$ 3,484,123
U.S. assets	**1,737,533**	2,403,310
Corporate assets	**24,151**	26,650
Total consolidated assets	**$ 3,408,096**	$ 5,914,083

5. EXPLORATION AND EVALUATION ASSETS

	December 31, 2020	December 31, 2019
Balance, beginning of year	**$ 320,210**	$ 358,935
Capital expenditures	**4,490**	2,948
Property acquisitions	**—**	1,523
Divestitures	**—**	(443)
Impairment	**(113,058)**	(7,822)
Property swaps	**468**	417
Exploration and evaluation expense	**(14,011)**	(11,764)
Transfers to oil and gas properties (note 6)	**(8,585)**	(16,204)
Foreign currency translation	**2,351**	(7,380)
Balance, end of year	**$ 191,865**	$ 320,210

At March 31, 2020, the Company identified indicators of impairment for the exploration and evaluation assets within each of its six CGUs. The estimated recoverable amount was below the carrying value of the exploration and evaluation assets in the Conventional, Peace River, Lloydminster, Viking and Eagle Ford CGUs and an impairment of $127.9 million was recorded as at March 31, 2020. The recoverable amount of each CGU was based on its FVLCD and was estimated with reference to arm's length transaction in comparable locations and the discounted cash flows associated with the Company's future development plans. The following table indicates the impairment booked for each CGU at March 31, 2020.

	Impairment at March 31, 2020
Conventional CGU	$ 4,000
Peace River CGU	20,000
Lloydminster CGU	42,000
Viking CGU	13,000
Eagle Ford CGU	48,861
	$ 127,861

At December 31, 2020, the Company estimated the recoverable amount of the exploration and evaluation assets within each of its six CGUs due to the ongoing volatility in future oil and natural gas prices. The recoverable amount supported the carrying amount for the Conventional, Peace River, Lloydminster, and Duvernay CGUs and no impairment or impairment reversal was recorded. The recoverable amount for the Viking and Eagle Ford CGUs exceeded their carrying amounts which resulted in an impairment reversal of $14.8 million at December 31, 2020. The recoverable amount of each CGU was based on its FVLCD and was estimated with reference to arm's length transaction in comparable locations and the discounted cash flows associated with the Company's future development plans. The following table indicates the impairment reversal booked for the Viking and Eagle Ford CGUs at December 31, 2020.

	Impairment reversal at December 31, 2020
Viking CGU	$ 2,000
Eagle Ford CGU	12,803
	$ 14,803

At December 31, 2019 the Company identified indicators of impairment for the exploration and evaluation assets within the Peace River CGU. The estimated recoverable amount was below the carrying value of the exploration and evaluation assets in the Peace River CGU and an impairment $7.8 million was recorded as at December 31, 2019. There were no indicators of impairment for exploration and evaluation assets in the remaining CGUs at December 31, 2019.

6. OIL AND GAS PROPERTIES

	Cost	Accumulated depletion	Net book value
Balance, December 31, 2018	**$ 10,744,533**	**$ (4,926,644)**	**$ 5,817,889**
Capital expenditures	549,343	—	549,343
Property acquisitions	2,636	—	2,636
Transfers from exploration and evaluation assets (note 5)	16,204	—	16,204
Change in asset retirement obligations (note 10)	23,894	—	23,894
Divestitures	(2,069)	1,690	(379)
Property swaps	1,773	—	1,773
Impairment	—	(180,000)	(180,000)
Foreign currency translation	(208,017)	89,813	(118,204)
Depletion	—	(725,267)	(725,267)
Balance, December 31, 2019	**$ 11,128,297**	**$ (5,740,408)**	**$ 5,387,889**
Capital expenditures	275,850	—	275,850
Transfers from exploration and evaluation assets (note 5)	8,585	—	8,585
Change in asset retirement obligations (note 10)	94,994	—	94,994
Property swaps	(1,190)	178	(1,012)
Impairments	—	(2,247,162)	(2,247,162)
Foreign currency translation	(82,860)	120,123	37,263
Depletion	—	(478,859)	(478,859)
Balance, December 31, 2020	**$ 11,423,676**	**$ (8,346,128)**	**$ 3,077,548**

Baytex recorded total impairments related to oil and gas properties of $2.2 billion for the year ended December 31, 2020 and $180.0 million for the year ended December 31, 2019.

At March 31, 2020, the Company identified indicators of impairment for each of its six CGUs due to a significant decline in forecasted commodity prices. The recoverable amount was not sufficient to support the carrying amount which resulted in an impairment of $2.6 billion recorded at March 31, 2020. The recoverable amount of each CGU was based on its FVLCD which was estimated using a discounted cash flow model of proved plus probable cash flows from an independent reserve report prepared as at December 31, 2019 and was adjusted for operations between December 31, 2019 and March 31, 2020. The after-tax discount rates applied to the cash flows were between 8% and 14%.

The recoverable amount of the Company's CGUs were calculated at March 31, 2020 using the following benchmark reference prices for the years 2020 to 2029 adjusted for commodity differentials specific to the Company. The prices and costs subsequent to 2029 have been adjusted for inflation at an annual rate of 2%.

	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029
WTI crude oil (US$/bbl)	29.17	40.45	49.17	53.28	55.66	56.87	58.01	59.17	60.35	61.56
WCS heavy oil (CA$/bbl)	19.21	34.65	46.34	51.25	54.28	55.72	56.96	58.22	59.51	60.82
LLS crude oil (US$/bbl)	32.17	43.80	52.55	56.68	59.10	60.35	61.52	62.72	63.94	65.19
Edmonton par oil (CA$/bbl)	29.22	46.85	59.27	65.02	68.43	69.81	71.24	72.70	74.19	75.71
Henry Hub gas (US$/mmbtu)	2.10	2.58	2.79	2.86	2.93	3.00	3.07	3.13	3.19	3.25
AECO gas (CA$/mmbtu)	1.74	2.20	2.38	2.45	2.53	2.60	2.66	2.72	2.79	2.85
Exchange rate (CAD/USD)	1.41	1.37	1.34	1.34	1.34	1.33	1.33	1.33	1.33	1.33

The following table demonstrates the sensitivity of the estimated recoverable amount of the Company's CGUs to reasonably possible changes in key assumptions inherent in the estimate.

	Recoverable amount	Impairment	Change in discount rate of 1%	Change in oil price of $2.50/bbl	Change in gas price of $0.25/mcf
Conventional CGU	$ 37,444	$ 41,000	$ 3,000	$ 3,500	$ 8,500
Peace River CGU	109,631	345,000	9,500	53,500	3,000
Lloydminster CGU	227,967	470,000	25,000	69,500	—
Duvernay CGU	61,197	5,000	5,500	9,500	1,500
Viking CGU	962,134	915,000	57,000	123,000	4,000
Eagle Ford CGU	1,576,423	812,488	120,750	141,500	32,000
	$ 2,974,796	$ 2,588,488	$ 220,750	$ 400,500	$ 49,000

At December 31, 2020, the Company estimated the recoverable amount of each of its six CGUs due to the volatility in commodity prices during the year and a reduction in future development costs per well for the Viking and Eagle Ford CGUs. The recoverable amount supported the carrying amount for the Conventional, Peace River, Lloydminster, and Duvernay CGUs and no impairment or impairment reversal was recorded. The recoverable amount for the Viking and Eagle Ford CGUs exceeded their carrying amounts which resulted in an impairment reversal of $341.3 million recorded at December 31, 2020. The recoverable amount for each CGU was based on its FVLCD which was estimated using a discounted cash flow model of proved plus probable cash flows from an independent reserve report prepared as at December 31, 2020. The after-tax discount rates applied to the cash flows were between 10% and 17%.

The recoverable amount of the Company's CGUs were calculated at December 31, 2020 using the following benchmark reference prices for the years 2021 to 2030 adjusted for commodity differentials specific to the Company. The prices and costs subsequent to 2030 have been adjusted for inflation at an annual rate of 2%.

	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
WTI crude oil (US$/bbl)	47.17	50.17	53.17	54.97	56.07	57.19	58.34	59.50	60.69	61.91
WCS heavy oil (CA$/bbl)	44.63	48.18	52.10	54.10	55.19	56.29	57.42	58.57	59.74	60.93
LLS crude oil (US$/bbl)	49.50	52.85	55.87	57.69	58.82	59.97	61.15	62.34	63.56	64.83
Edmonton par oil (CA$/bbl)	55.76	59.89	63.48	65.76	67.13	68.53	69.95	71.40	72.88	74.34
Henry Hub gas (US$/mmbtu)	2.83	2.87	2.90	2.96	3.02	3.08	3.14	3.20	3.26	3.33
AECO gas (CA$/mmbtu)	2.78	2.70	2.61	2.65	2.70	2.76	2.81	2.87	2.92	2.98
Exchange rate (CAD/USD)	1.30	1.31	1.31	1.31	1.31	1.31	1.31	1.31	1.31	1.31

The following table demonstrates the sensitivity of the estimated recoverable amount of the Company's CGUs to reasonably possible changes in key assumptions inherent in the estimate.

	Recoverable amount	Impairment reversal	Change in discount rate of 1%	Change in oil price of $2.50/bbl	Change in gas price of $0.25/mcf
Conventional CGU	$ 54,265	$ —	$ 1,000	$ 3,000	$ 9,000
Peace River CGU	104,225	—	1,000	49,500	3,000
Lloydminster CGU	212,979	—	7,000	57,500	500
Duvernay CGU	70,491	—	5,500	12,000	1,500
Viking CGU	1,026,026	116,000	34,500	106,500	5,000
Eagle Ford CGU	1,609,562	225,326	91,600	157,500	38,400
	$ 3,077,548	$ 341,326	$ 140,600	$ 386,000	$ 57,400

At December 31, 2019, the Company identified indicators of impairment for its Peace River CGU due to a sustained decline in Canadian heavy oil prices and a reduction in planned exploration and development expenditures related to thermal properties in the Peace River CGU. The recoverable amount of the Peace River CGU was based on its VIU which was estimated using a discounted cash flow model using proved plus probable cash flows from an independent reserve report prepared as at December 31, 2019 and an after-tax discount rate of 11%. The recoverable amount was not sufficient to support the carrying amount of the CGU which resulted in an impairment of $180.0 million recorded as at December 31, 2019. There were no indicators of impairment or impairment reversal for the remaining CGUs at December 31, 2019.

7. LEASES

Lease Assets

Baytex had the following right-of-use assets at December 31, 2020.

	Office Leases	Field Equipment	Vehicles and Other	Total
Balance, January 1, 2019[1]	**$ 14,775**	**$ 2,254**	**$ 969**	**$ 17,998**
Additions	—	1,668	159	1,827
Modifications	(6)	4	19	17
Depreciation	(4,904)	(837)	(482)	(6,223)
Balance, December 31, 2019	**$ 9,865**	**$ 3,089**	**$ 665**	**$ 13,619**
Additions	20	962	203	1,185
Modifications	1,846	80	7	1,933
Depreciation	(3,799)	(1,381)	(459)	(5,639)
Balance, December 31, 2020	**$ 7,932**	**$ 2,750**	**$ 416**	**$ 11,098**

(1) The Company adopted IFRS 16 Leases on January 1, 2019 using the modified retrospective approach.

Lease Obligations

Baytex had the following future commitments associated with its lease obligations at December 31, 2020.

	December 31, 2020	December 31, 2019
Less than 1 year	**$ 4,504**	$ 6,216
1 - 3 years	**4,302**	7,748
3 - 5 years	**3,044**	604
After 5 years	**—**	—
Total lease payments	**$ 11,850**	$ 14,568
Amounts representing interest over the term of the lease	**(774)**	(685)
Present value of net lease payments	**$ 11,076**	$ 13,883
Less current portion of lease obligations	**4,289**	5,798
Non-current portion of lease obligations	**$ 6,787**	$ 8,085

The Company recorded interest expense related to its lease obligations of $0.4 million and recorded lease payments of $5.9 million for the year ended December 31, 2020 (December 31, 2019 - $0.6 million and 6.0 million, respectively).

8. CREDIT FACILITIES

	December 31, 2020	December 31, 2019
Credit facilities - U.S. dollar denominated[1]	**$ 140,815**	$ 206,144
Credit facilities - Canadian dollar denominated	**510,358**	300,327
Credit facilities - principal [2]	**$ 651,173**	$ 506,471
Unamortized debt issuance costs	**(1,952)**	(1,059)
Credit facilities	**$ 649,221**	$ 505,412

(1) U.S. dollar denominated credit facilities balance was US$110.4 million as at December 31, 2020 (December 31, 2019 - US$159.0 million).
(2) The increase in the principal amount of the credit facilities outstanding from December 31, 2019 to December 31, 2020 is the result of net draws of $145.0 million and a decrease in the reported amount of U.S. denominated debt of $0.3 million due to foreign exchange.

Baytex has US$575 million of revolving credit facilities (the "Revolving Facilities") and a $300 million non-revolving secured term loan (the "Term Loan") (collectively the "Credit Facilities"). On March 3, 2020, Baytex amended its Credit Facilities to extend maturity from April 2, 2021 to April 2, 2024. These facilities will automatically be extended to June 4, 2024 providing Baytex has either refinanced, or has the ability to repay, the outstanding 2024 long-term notes with existing credit capacity as of April 1, 2024.

The extendible secured Revolving Facilities are comprised of a US$50 million operating loan and a US$325 million syndicated revolving loan for Baytex and a US$200 million syndicated revolving loan for Baytex's wholly-owned subsidiary, Baytex Energy USA, Inc. The $300 million Term Loan is secured by the assets of Baytex's wholly-owned subsidiary, Baytex Energy Limited Partnership.

The Credit Facilities are not borrowing base facilities and do not require annual or semi-annual reviews. The Credit Facilities contain standard commercial covenants in addition to the financial covenants detailed below. There are no mandatory principal payments required prior to maturity which could be extended upon Baytex's request. Advances (including letters of credit) under the Credit Facilities can be drawn in either Canadian or U.S. funds and bear interest at the bank's prime lending rate, bankers' acceptance discount rates or London Interbank Offered Rates ("LIBOR"), plus applicable margins.

The LIBOR benchmark will no longer be published after December 31, 2021. We expect the LIBOR benchmark to be replaced with an alternative that will apply to our U.S. dollar borrowing at our option. We do not expect this change to have a material impact to Baytex as U.S. dollar borrowings under the credit facilities can also bear interest at the U.S. base loan rate.

At December 31, 2020, Baytex had $15.0 million of outstanding letters of credit (December 31, 2019 - $15.2 million) under the Credit Facilities.

At December 31, 2020, Baytex was in compliance with all of the covenants contained in the Credit Facilities and is forecasting compliance with these covenants based on current forward prices. The following table summarizes the financial covenants applicable to the Revolving Facilities and Baytex's compliance therewith as at December 31, 2020.

Covenant Description	Position as at December 31, 2020	Covenant
Senior Secured Debt [1] to Bank EBITDA [2] (Maximum Ratio)	**1.6:1.0**	3.5:1.0
Interest Coverage [3] (Minimum Ratio)	**3.9:1.0**	2.0:1.0

(1) "Senior Secured Debt" is defined as the principal amount of the credit facilities and other secured obligations identified in the credit agreement. As at December 31, 2020, the Company's Senior Secured Debt totaled $666.2 million which includes $651.2 million of principal amounts outstanding and $15.0 million of letters of credit.

(2) "Bank EBITDA" is calculated based on terms and definitions set out in the credit agreement which adjusts net income or loss for financing and interest expenses, income tax, non-recurring losses, certain specific unrealized and non-cash transactions (including depletion, depreciation, exploration and evaluation expenses, impairment, deferred income tax expense or recovery, unrealized gains and losses on financial derivatives and foreign exchange and share-based compensation) and is calculated based on a trailing twelve month basis including the impact of material acquisitions as if they had occurred at the beginning of the twelve month period. Bank EBITDA for the twelve months ended December 31, 2020 was $414.9 million.

(3) "Interest coverage" is computed as the ratio of Bank EBITDA to financing and interest expense, excluding accretion of debt issue costs and asset retirement obligations, and is calculated on a trailing twelve month basis. Financing and interest expenses, excluding accretion of debt issue costs and asset retirement obligations, for the twelve months ended December 31, 2020 were $106.1 million.

9. LONG-TERM NOTES

	December 31, 2020	December 31, 2019
5.125% notes (US$400,000 – principal) due June 1, 2021	**$ —**	$ 518,600
6.625% notes ($300,000 – principal) due July 19, 2022	**—**	300,000
5.625% notes (US$400,000 – principal) due June 1, 2024	**510,200**	518,600
8.75% notes (US$500,000 – principal) due April 1, 2027	**637,750**	—
Total long-term notes - principal [1]	**$ 1,147,950**	$ 1,337,200
Unamortized debt issuance costs	**(15,082)**	(9,025)
Total long-term notes - net of unamortized debt issuance costs	**$ 1,132,868**	$ 1,328,175

(1) The decrease in the principal amount of long-term notes outstanding from December 31, 2019 to December 31, 2020 is the result of principal repayments of $830.4 million, the issuance of $664.7 million aggregate principal amount and changes in the reported amount of U.S. denominated debt of $23.6 million.

On February 5, 2020, Baytex issued US$500 million aggregate principal amount of senior unsecured notes due April 1, 2027 bearing interest at a rate of 8.75% per annum payable semi-annually (the "8.75% Senior Notes"). The 8.75% Senior Notes are redeemable at Baytex's option, in whole or in part, at specified redemption prices after April 1, 2023 and will be redeemable at par from April 1, 2026 to maturity. Transaction costs of $12.5 million were incurred in conjunction with the issuance which resulted in net proceeds of $652.2 million.

On February 20, 2020, Baytex used a portion of the net proceeds from the issuance of the 8.75% Senior Notes to complete the early redemption of the US$400 million principal amount of the 5.125% senior unsecured notes due June 1, 2021 at par plus accrued interest. The principal payment was $530.4 million.

On March 5, 2020, Baytex completed the early redemption of the $300 million principal amount of the 6.625% senior unsecured notes due July 19, 2022 at 101.104% of the principal amount plus accrued interest. The principal payment was $300.0 million plus early redemption expense of $3.3 million.

The long-term notes do not contain any significant financial maintenance covenants but do contain a debt incurrence covenant that restricts the Company's ability to raise additional debt beyond the existing Credit Facilities and long-term notes.

10. ASSET RETIREMENT OBLIGATIONS

	December 31, 2020	December 31, 2019
Balance, beginning of year	**$ 667,974**	$ 646,898
Liabilities incurred	**15,189**	21,748
Liabilities settled	**(7,168)**	(15,417)
Liabilities acquired from property acquisitions	**—**	1,648
Liabilities divested	**(721)**	(1,331)
Property swaps	**(525)**	792
Accretion (note 16)	**8,978**	13,713
Government grants [(1)]	**(2,128)**	—
Change in estimate [(2)]	**(12,771)**	19,632
Changes in discount rates and inflation rates	**92,576**	(17,486)
Foreign currency translation	**(1,021)**	(2,223)
Balance, end of year	**$ 760,383**	$ 667,974
Less current portion of asset retirement obligations	**11,820**	11,579
Non-current portion of asset retirement obligations	**$ 748,563**	$ 656,395

(1) Baytex received $2.1 million of government grants from the Governments of Alberta and Saskatchewan. The grants were used to abandon and reclaim well sites which reduced our assets retirement obligations and was included in other income.
(2) Changes in the estimated costs, the timing of abandonment and reclamation and the status of wells are factors resulting in a change in estimate.

At December 31, 2020, the undiscounted amount of estimated cash flows required to settle the asset retirement obligations is $721.0 million (December 31, 2019 - $714.8 million). The discounted amount of estimated cash flow required to settle the asset retirement obligations at December 31, 2020, calculated using an estimated inflation rate of 1.5% (December 31, 2019 - 1.4%) and a risk free discount rate of 1.2% (December 31, 2019 - 1.8%), is $760.4 million (December 31, 2019 - $668.0 million). These costs are expected to be incurred over the next 60 years.

11. SHAREHOLDERS' CAPITAL

The authorized capital of Baytex consists of an unlimited number of common shares without nominal or par value and 10.0 million preferred shares without nominal or par value, issuable in series. Baytex establishes the rights and terms of the preferred shares upon issuance. As at December 31, 2020, no preferred shares have been issued by the Company and all common shares issued were fully paid.

The holders of common shares may receive dividends as declared from time to time and are entitled to one vote per share at any meetings of the holders of common shares. All common shares rank equally with regard to the Company's net assets in the event the Company is wound-up or terminated.

	Number of Common Shares *(000s)*	Amount
Balance, December 31, 2018	**554,060**	**$ 5,701,516**
Vesting of share awards	4,245	17,319
Balance, December 31, 2019	**558,305**	**$ 5,718,835**
Vesting of share awards	2,922	10,583
Balance, December 31, 2020	**561,227**	**$ 5,729,418**

12. SHARE-BASED COMPENSATION PLAN

The Company recorded compensation expense related to the share awards of $9.5 million for the year ended December 31, 2020 ($15.9 million for the year ended December 31, 2019) which includes $2.3 million of cash compensation expense related to the incentive award plan and the associated equity total return swaps.

Share Award Plans

Baytex has a share award plan pursuant to which it issues restricted and performance awards. A restricted award entitles the holder of each award to receive one common share of Baytex at the time of vesting. A performance award entitles the holder of each award to receive between zero and two common shares on vesting; the number of common shares issued is determined by a multiplier. The multiplier, which ranges between zero and two, is calculated based on a number of factors determined and approved by the Board of Directors on an annual basis. The restricted awards and performance awards vest in equal tranches on the first, second and third anniversaries of the grant date.

The weighted average fair value of share awards granted during the year ended December 31, 2020 was $1.48 per restricted and performance award (December 31, 2019 - $2.63).

The number of share awards outstanding is detailed below:

(000s)	Number of restricted awards	Number of performance awards[(1)]	Total number of share awards
Balance, December 31, 2018	**3,243**	**3,273**	**6,516**
Granted	3,184	3,245	6,429
Vested and converted to common shares	(2,081)	(2,164)	(4,245)
Forfeited	(545)	(1,219)	(1,764)
Balance, December 31, 2019	**3,801**	**3,135**	**6,936**
Granted	2,239	3,253	5,492
Vested and converted to common shares	(1,730)	(1,192)	(2,922)
Forfeited	(188)	(1,108)	(1,296)
Balance, December 31, 2020	**4,122**	**4,088**	**8,210**

(1) Based on underlying awards before applying the payout multiplier which can range from 0x to 2x.

Incentive Award Plan

Baytex has a cash-settled incentive award plan (the "Incentive Award" plan) whereby the holder of each incentive award is entitled to receive a cash payment equal to the value of one Baytex common share at the time of vesting. The incentive awards vest in equal tranches on the first, second and third anniversaries of the grant date. The cumulative expense is recognized at fair value at each period end and is included in trade and other payables.

The Company uses equity total return swaps ("Equity TRS") on the equivalent number of Baytex common shares in order to fix the aggregate cost of the Incentive Award plan at the fair value determined on the grant date. The carrying value of the financial derivatives includes the fair value of the Equity TRS which was a liability of $1.1 million on December 31, 2020.

During the year ended December 31, 2020, Baytex granted 2.9 million awards under the Incentive Award plan at a fair value of $1.50 per award.

Share Options

Baytex assumed share option plans pursuant to a business combination in 2018. No new grants will be made under the option plans. At December 31, 2020, 0.3 million share options were outstanding with a weighted average remaining life of 0.3 years and a weighted average exercise price of $5.40 (December 31, 2019 - 2.5 million options with a weighted average exercise price of $6.83).

13. NET INCOME (LOSS) PER SHARE

Baytex calculates basic income or loss per share based on the net income or loss attributable to shareholders using the weighted average number of shares outstanding during the period. Diluted income per share amounts reflect the potential dilution that could occur if share awards and share options were converted to common shares. The treasury stock method is used to determine the dilutive effect of share awards and share options whereby the potential conversion of share awards and share options and the amount of compensation expense, if any, attributed to future services are assumed to be used to purchase common shares at the average market price during the year.

	Years Ended December 31					
	2020			2019		
	Net loss	Weighted average common shares (000's)	Net loss per share	Net loss	Weighted average common shares (000's)	Net loss per share
Net loss - basic	**$ (2,438,964)**	**560,657**	**$ (4.35)**	$ (12,459)	557,048	$ (0.02)
Dilutive effect of share awards	**—**	**—**	**—**	—	—	—
Dilutive effect of share options	**—**	**—**	**—**	—	—	—
Net loss - diluted	**$ (2,438,964)**	**560,657**	**$ (4.35)**	$ (12,459)	557,048	$ (0.02)

For the years ended December 31, 2020 and December 31, 2019, all share awards and share options were excluded from the calculation of diluted earnings per share as their effect was anti-dilutive given the Company recorded a net loss.

14. PETROLEUM AND NATURAL GAS SALES

The Company's petroleum and natural gas sales from contracts with customers for each reportable segment is set forth in the following table.

	Years Ended December 31					
	2020			2019		
	Canada	U.S.	Total	Canada	U.S.	Total
Light oil and condensate	**$ 296,125**	**$ 327,460**	**$ 623,585**	$ 538,487	$ 600,163	$ 1,138,650
Heavy oil	**236,235**	**—**	**236,235**	500,187	—	500,187
NGL	**6,037**	**34,845**	**40,882**	8,430	60,647	69,077
Natural gas sales	**33,344**	**41,431**	**74,775**	30,620	67,385	98,005
Total petroleum and natural gas sales	**$ 571,741**	**$ 403,736**	**$ 975,477**	$ 1,077,724	$ 728,195	$ 1,805,919

Included in accounts receivable at December 31, 2020 is $81.3 million (December 31, 2019 - $138.0 million) of accrued petroleum and natural gas sales related to deliveries for periods ended prior to the reporting date.

15. INCOME TAXES

The provision for income taxes has been computed as follows:

	Years Ended December 31	
	2020	2019
Net loss before income taxes	**$ (2,599,357)**	$ (78,921)
Expected income taxes at the statutory rate of 25.42%[1] (2019 – 26.72%)	**(660,757)**	(21,088)
(Increase) decrease in income tax recovery resulting from:		
Share-based compensation	**1,834**	4,247
Effect of foreign exchange	**1,017**	(8,155)
Effect of change in income tax rates	**10,969**	(6,098)
Effect of rate adjustments for foreign jurisdictions	**22,375**	(27,785)
Effect of change in deferred tax benefit not recognized	**444,117**	(7,563)
Effect of U.S. tax change	**19,807**	—
Adjustments and assessments	**245**	(20)
Income tax recovery	**$ (160,393)**	$ (66,462)

(1) On October 20, 2020 the Alberta government enacted legislation to decrease the corporate income tax rate from 10% to 8% effective July 1, 2020.

At December 31, 2020, a deferred tax asset of $469.7 million remains unrecognized due to uncertainty surrounding future commodity prices and future capital gains (December 31, 2019 - $28.0 million). These deferred income tax assets relate to deductible temporary differences of $854.2 million, capital losses of $237.9 million and non-capital losses of $1,015.2 million, which expire from 2034 to 2040.

In June 2016, certain indirect subsidiary entities received reassessments from the Canada Revenue Agency (the "CRA") that denied $591 million of non-capital loss deductions that relate to the calculation of income taxes for the years 2011 through 2015. In September 2016, Baytex filed notices of objection with the CRA appealing each reassessment received. There has been no change in the status of these reassessments since an Appeals Officer was assigned to the Company's file in July 2018. Baytex remains confident that the original tax filings are correct and intends to defend those tax filings through the appeals process.

On April 7, 2020, the U.S. Department of the Treasury and the IRS published final regulations addressing "anti-hybrid" rules under section 267A of the U.S. tax code and thus became substantially enacted. Pursuant to these regulations, the Company is no longer entitled to certain tax benefits previously recognized during 2019. Accordingly, a charge against deferred income taxes in the amount of $19.8 million was recorded in 2020.

A continuity of the net deferred income tax liability is detailed in the following tables:

As at	January 1, 2020	Recognized in Net Income	Foreign Currency Translation Adjustment	December 31, 2020
Taxable temporary differences:				
Petroleum and natural gas properties	$ (881,994)	$ 378,321	$ 1,048	**$ (502,625)**
Financial derivatives	—	—	—	**—**
Other	(2,403)	(18,839)	(1,135)	**(22,377)**
Deductible temporary differences:				
Asset retirement obligations	164,523	23,432	(115)	**187,840**
Financial derivatives	802	4,608	—	**5,410**
Non-capital losses	386,717	(141,468)	(3,735)	**241,514**
Other	97,047	(85,087)	(8,255)	**3,705**
Net deferred income tax liability [(1)]	$ (235,308)	$ 160,967	$ (12,192)	**$ (86,533)**

(1) Non-capital loss carry-forwards at December 31, 2020 totaled $2,165.2 million and expire from 2034 to 2040.

As at	January 1, 2019	Recognized in Net Loss	Foreign Currency Translation Adjustment	December 31, 2019
Taxable temporary differences:				
Petroleum and natural gas properties	$ (954,506)	$ 48,995	$ 23,517	**$ (881,994)**
Financial derivatives	(21,486)	21,486	—	**—**
Other	(3,045)	5,192	(4,550)	**(2,403)**
Deductible temporary differences:				
Asset retirement obligations	172,359	(7,364)	(472)	**164,523**
Financial derivatives	—	802	—	**802**
Non-capital losses	399,699	(1,460)	(11,522)	**386,717**
Finance costs	96,143	904	—	**97,047**
Net deferred income tax liability [(1)]	$ (310,836)	$ 68,555	$ 6,973	**$ (235,308)**

(1) Non-capital loss carry-forwards at December 31, 2019 totaled $1,714.6 million and expire from 2034 to 2039.

16. FINANCING AND INTEREST

	Years Ended December 31	
	2020	2019
Interest on credit facilities	**$ 15,256**	$ 20,376
Interest on long-term notes	**90,830**	86,431
Interest on lease obligations	**448**	610
Non-cash financing	**6,617**	4,735
Accretion of asset retirement obligations (note 10)	**8,978**	13,713
Early redemption expense (note 9)	**3,312**	—
Financing and interest	**$ 125,441**	$ 125,865

17. FOREIGN EXCHANGE

	Years Ended December 31	
	2020	2019
Unrealized foreign exchange loss - intercompany notes[(1)]	**$ 31,617**	$ —
Unrealized foreign exchange gain - long-term notes	**(22,385)**	(62,753)
Realized foreign exchange (gain) loss	**(544)**	966
Foreign exchange loss (gain)	**$ 8,688**	$ (61,787)

(1) During 2020, a series of intercompany notes totaling US$751.0 million were issued from a Canadian subsidiary to a U.S. subsidiary. These notes are eliminated upon consolidation within the Statement of Financial Position and are revalued at the relevant foreign exchange rate at each period end. Foreign exchange gains or losses incurred within the Canadian subsidiary are recognized in unrealized foreign exchange gain or loss whereas those within the U.S. subsidiary are recognized in other comprehensive income.

18. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial assets and liabilities are comprised of cash, trade and other receivables, trade and other payables, financial derivatives, credit facilities and long-term notes. The carrying value of cash, trade and other receivables and trade and other payables approximates their fair value due to the short period to maturity of these instruments. The fair value of the credit facilities is equal to the principal amount outstanding as the credit facilities bear interest at floating rates and credit spreads that are indicative of market rates. The fair value of the long-term notes is determined based on market prices. The fair value of financial derivatives is measured with reference to quoted market prices, estimated of future volatility and interest rates available at period end.

The carrying value and fair value of the Company's financial instruments carried on the consolidated statements of financial position are classified into the following categories:

	December 31, 2020		December 31, 2019		
	Carrying value	**Fair value**	Carrying value	Fair value	Fair Value Measurement Hierarchy
Financial Assets					
FVTPL					
Financial Derivatives	**$ 5,057**	**$ 5,057**	$ 5,433	$ 5,433	Level 2
Total	**$ 5,057**	**$ 5,057**	$ 5,433	$ 5,433	
Financial assets at amortized cost					
Cash	**$ —**	**$ —**	$ 5,572	$ 5,572	—
Trade and other receivables	**107,477**	**107,477**	173,762	173,762	—
Total	**$ 107,477**	**$ 107,477**	$ 179,334	$ 179,334	
Financial Liabilities					
FVTPL					
Financial Derivatives	**$ (26,792)**	**$ (26,792)**	$ (8,668)	$ (8,668)	Level 2
Total	**$ (26,792)**	**$ (26,792)**	$ (8,668)	$ (8,668)	
Financial liabilities at amortized cost					
Trade and other payables	**$ (155,955)**	**$ (155,955)**	$ (207,454)	$ (207,454)	—
Credit Facilities	**(649,221)**	**(651,173)**	(505,412)	(506,471)	—
Long-term notes	**(1,132,868)**	**(761,129)**	(1,328,175)	(1,290,817)	Level 1
Total	**$ (1,938,044)**	**$ (1,568,257)**	$ (2,041,041)	$ (2,004,742)	

There were no transfers between Level 1 and Level 2 in during the years ended December 31, 2020 or 2019.

Financial Risk

Baytex is exposed to a variety of financial risks, including market risk, liquidity risk and credit risk. The Company's process to mitigate these risks is described below.

Market Risk

Market risk is the risk that the fair value or future cash flows of financial assets or liabilities will fluctuate due to movements in market prices. Market risk is comprised of foreign currency risk, interest rate risk and commodity price risk.

Foreign Currency Risk

Baytex is exposed to fluctuations in foreign exchange rates as a result of the U.S. dollar portion of its credit facilities, long-term notes, intercompany notes, crude oil sales based on U.S. dollar benchmark prices and commodity financial derivative contracts that are settled in U.S. dollars. The Company's net income or loss, comprehensive income or loss and cash flow will therefore be impacted by fluctuations in foreign exchange rates.

To manage the impact of foreign exchange rate fluctuations, the Company may enter into agreements to fix the Canadian to U.S. dollar exchange rate. At December 31, 2020 and 2019, the Company did not have any currency derivative contracts outstanding.

A $0.01 increase or decrease in the CAD/USD foreign exchange rate on the revaluation of outstanding U.S. dollar denominated assets and liabilities, would impact net income or loss before income taxes by approximately $1.8 million.

The carrying amounts of the Company's U.S. dollar denominated monetary assets and liabilities recorded in entities with a Canadian dollar functional currency at the reporting date are as follows:

	Assets		Liabilities	
	December 31, 2020	December 31, 2019	**December 31, 2020**	December 31, 2019
U.S. dollar denominated	**US$759,508**	US$8,733	**US$934,731**	US$841,961

Interest Rate Risk

The Company's interest rate risk arises from borrowing at floating rates under the Revolving Facilities and Term Loan (note 8). Based on the principal outstanding on the Credit Facilities, as at December 31, 2020, a change of 100 basis points in interest rates would have an impact on net income or loss before income taxes of approximately $6.5 million.

Commodity Price Risk

Baytex utilizes financial derivative contracts or physical delivery contracts to manage the risk associated with changes in commodity prices. The use of derivatives is governed by a Risk Management Policy approved by the Board of Directors of Baytex which sets out limits on the use of derivatives. Baytex does not use financial derivatives for speculative purposes. Baytex's financial derivative contracts are subject to master netting agreements that create a legally enforceable right to offset by the counterparty the related financial assets and financial liabilities.

When assessing the potential impact of crude oil price changes on the crude oil financial derivative contracts outstanding as at December 31, 2020, a US$1.00/bbl change in the underlying benchmark crude oil prices would impact net income or loss before income taxes by approximately $8.9 million.

When assessing the potential impact of natural gas price changes on the financial derivative contracts outstanding as at December 31, 2020, a US$0.25 change in the underlying benchmark natural gas prices would impact net income or loss before income taxes by approximately $4.6 million.

Financial Derivative Contracts

Baytex had the following commodity financial derivative contracts outstanding as at February 24, 2021.

	Period	Volume	Price/Unit [1]	Index
Oil				
Basis swap	Jan 2021 to Jun 2021	2,000 bbl/d	WTI less US$13.75/bbl	WCS
Basis swap	Jan 2021 to Dec 2021	7,000 bbl/d	WTI less US$13.68/bbl	WCS
Basis swap [4]	Apr 2021 to Dec 2021	1,000 bbl/d	WTI less US$11.50/bbl	WCS
Basis swap [4]	Jan 2022 to Dec 2022	6,000 bbl/d	WTI less US$12.76/bbl	WCS
Basis swap	Jan 2021 to Dec 2021	6,000 bbl/d	WTI less US$5.17/bbl	MSW
Basis swap [4]	Mar 2021 to Dec 2021	1,500 bbl/d	WTI less US$4.50/bbl	MSW
Fixed - Sell	Jan 2021 to Dec 2021	4,000 bbl/d	US$45.00/bbl	WTI
3-way option [2]	Jan 2021 to Dec 2021	500 bbl/d	US$35.00/US$45.00/US$49.03	WTI
3-way option [2]	Jan 2021 to Dec 2021	1,500 bbl/d	US$35.00/US$45.00/US$49.10	WTI
3-way option [2]	Jan 2021 to Dec 2021	3,500 bbl/d	US$35.00/US$45.00/US$49.50	WTI
3-way option [2]	Jan 2021 to Dec 2021	10,000 bbl/d	US$35.00/US$45.00/US$55.00	WTI
3-way option [2]	Jan 2021 to Dec 2021	2,000 bbl/d	US$37.00/US$42.50/US$48.00	WTI
3-way option [2][4]	Jan 2022 to Dec 2022	1,500 bbl/d	US$40.00/US$50.00/US$58.10	WTI
Swaption [3]	Jan 2022 to Dec 2022	5,000 bbl/d	US$53.00/bbl	WTI
Swaption [3]	Jan 2022 to Dec 2022	5,000 bbl/d	US$54.00/bbl	WTI
Natural Gas				
Fixed - Sell	Jan 2021 to Jun 2021	3,000 GJ/d	$2.71/GJ	AECO 7A
Fixed - Sell	Jan 2021 to Dec 2021	16,000 GJ/d	$2.36/GJ	AECO 7A
Fixed - Sell	Jan 2021 to Dec 2021	2,500 GJ/d	$2.40/GJ	AECO 5A
Fixed - Sell	Jan 2021 to Dec 2021	12,000 mmbtu/d	US$2.70/mmbtu	NYMEX
3-way option [2]	Jan 2022 to Dec 2022	2,500 mmbtu/d	US$2.25/US$2.75/US$3.06	NYMEX
3-way option [2][4]	Jan 2022 to Dec 2022	2,500 mmbtu/d	US$2.65/US$2.90/US$3.40	NYMEX

(1) Based on the weighted average price per unit for the period.
(2) Producer 3-way option consists of a sold call, a bought put and a sold put. To illustrate, in a US$35.00/US$45.00/US$55.00 contract, Baytex receives WTI plus US$10.00/bbl when WTI is at or below US$35.00/bbl; Baytex receives US$45.00/bbl when WTI is between US$35.00/bbl and US$45.00/bbl; Baytex receives the market price when WTI is between US$45.00/bbl and US$55.00/bbl; and Baytex receives US$55.00/bbl when WTI is above US$55.00/bbl.
(3) For these contracts, the counterparty has the right, if exercised on December 31, 2021, to enter a swap transaction for the remaining term, notional volume and fixed price per unit indicated above.
(4) Contracts entered subsequent to December 31, 2020.

The following table sets forth the realized and unrealized gains and losses recorded on financial derivatives.

	Years Ended December 31	
	2020	2019
Realized financial derivatives gain	**$ (47,836)**	$ (75,620)
Unrealized financial derivatives loss	**18,500**	82,817
Financial derivatives (gain) loss	**$ (29,336)**	$ 7,197

Liquidity Risk

Liquidity risk is the risk that Baytex will encounter difficulty in meeting obligations associated with financial liabilities. Baytex manages its liquidity risk through cash and debt management. Such strategies include monitoring forecasted and actual cash flows from operating, financing and investing activities, available credit under existing banking arrangements, opportunities to issue additional common shares as well as reducing capital expenditures.

As at December 31, 2020, Baytex had available unused credit facilities in the amount of $367.2 million (December 31, 2019 - $523.8 million).

The timing of cash outflows relating to financial liabilities as at December 31, 2020 is outlined in the table below:

	Total	Less than 1 year	1-3 years	3-5 years	Beyond 5 years
Trade and other payables	**$ 155,955**	$ 155,955	$ —	$ —	$ —
Financial derivatives	**26,792**	26,792	—	—	—
Credit facilities [1][2]	**651,173**	—	—	651,173	—
Long-term notes [2]	**1,147,950**	—	—	510,200	637,750
Interest on long-term notes [3]	**446,854**	84,502	169,004	123,479	69,869
Lease obligations [2]	**11,850**	4,504	4,302	3,044	—
	$ 2,440,574	**$ 271,753**	**$ 173,306**	**$ 1,287,896**	**$ 707,619**

(1) At December 31, 2019, the credit facilities were set to mature on April 2, 2021. On March 3, 2020, Baytex amended the credit facilities to extend maturity to April 2, 2024 which will automatically be extended to June 4, 2024 providing the Company has either refinanced or has the ability to repay the outstanding 2024 long-term notes with existing credit capacity as of April 1, 2024.

(2) Principal amount of instruments. On February 5, 2020, Baytex issued US$500 million principal amount of 8.75% senior unsecured notes due 2027. On February 20, 2020 Baytex completed the redemption of the US$400 million principal amount of senior unsecured notes due 2021 and, on March 5, 2020, completed the redemption of $300 million principal amount of 6.625% senior unsecured notes due 2022 (note 9).

(3) Excludes interest on credit facilities as interest payments on credit facilities fluctuate based on amounts outstanding and the prevailing interest rate at the time of borrowing.

Credit Risk

Credit risk is the risk that a counterparty to a financial asset will default resulting in Baytex incurring a loss. As at December 31, 2020, the Company is exposed to credit risk with respect to its trade and other receivables and financial derivatives. Baytex manages these risks through the selection and monitoring of credit-worthy counterparties.

Most of the Company's trade and other receivables relate to petroleum and natural gas sales. Baytex reviews its exposure to individual entities on a regular basis and manages its credit risk by entering into sales contracts after reviewing the creditworthiness of the entity. Letters of credit or parental guarantees may be obtained prior to the commencement of business with certain counterparties. Credit risk may also arise from financial derivative instruments. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company considers all financial assets that are not impaired or past due to be of good credit quality.

The majority of the Company's credit exposure on trade and other receivables at December 31, 2020 relates to accrued revenues. Accounts receivable from purchasers of the Company's petroleum and natural gas sales are typically collected on the 25th day of the month following production. Joint interest receivables are typically collected within one to three months following production. Included in trade and other receivables at December 31, 2020 is $1.3 million (December 31, 2019 - $138.0 million) of accrued petroleum and natural gas sales.

Should the Company determine that the ultimate collection of a receivable is in doubt, the carrying amount of trade and other receivables is reduced by adjusting the allowance for doubtful accounts and a charge to net income or loss. If the Company subsequently determines the accounts receivable is uncollectible, the receivable and allowance for doubtful accounts are adjusted accordingly. As at December 31, 2020, allowance for doubtful accounts was $2.0 million (December 31, 2019 - $1.6 million).

In determining whether amounts past due are collectible, the Company will assess the nature of the past due amounts as well as the credit worthiness and past payment history of the counterparty. As at December 31, 2020, accounts receivable that Baytex has deemed past due (more than 90 days) but not impaired was $1.6 million (December 31, 2019 - $2.7 million). Baytex has estimated the lifetime expected credit loss as at and for the year ended December 31, 2020 to be nominal.

The Company's trade and other receivables, net of the allowance for doubtful accounts, were aged as follows at December 31, 2020.

Trade and Other Receivables Aging	**December 31, 2020**	December 31, 2019
Current (less than 30 days)	**$ 104,210**	$ 169,500
31-60 days	**1,493**	1,199
61-90 days	**220**	342
Past due (more than 90 days)	**1,554**	2,721
	$ 107,477	$ 173,762

19. SUPPLEMENTAL INFORMATION

Changes in Non-Cash Working Capital Items

	Years Ended December 31	
	2020	2019
Trade and other receivables	**$ 66,285**	$ (62,198)
Trade and other payables	**(51,499)**	(50,660)
	$ 14,786	$ (112,858)
Changes in non-cash working capital related to:		
Operating activities	**$ 48,758**	$ (52,070)
Investing activities	**(32,031)**	(62,485)
Foreign currency translation on non-cash working capital	**(1,941)**	1,697
	$ 14,786	$ (112,858)

Income Statement Presentation

Baytex's consolidated statements of income or loss and comprehensive income or loss are prepared primarily according to the nature of expense, with the exception of employee compensation costs which are included in both operating expense and general and administrative expense line items.

The following table details the amount of total employee compensation costs included in the operating expense and general and administrative expense.

	Years Ended December 31	
	2020	2019
Operating	**$ 9,065**	$ 12,918
General and administrative	**22,802**	33,728
Total employee compensation costs	**$ 31,867**	$ 46,646

20. COMMITMENTS

Baytex has a number of financial obligations that are incurred in the ordinary course of business. These obligations are of a recurring nature and impact the Company's cash flow from operations in an ongoing manner. A significant portion of these obligations will be funded by adjusted funds flow. These obligations as of December 31, 2020, and the expected timing of funding of these obligations, are noted in the table below.

	Total	Less than 1 year	1-3 years	3-5 years	Beyond 5 years
Processing agreements	**$ 6,361**	836	1,320	474	3,731
Transportation agreements	**98,406**	16,698	40,351	24,903	16,454
Total	**$ 104,767**	$ 17,534	$ 41,671	$ 25,377	$ 20,185

Baytex also has ongoing obligations related to the abandonment and reclamation of well sites and facilities which have reached the end of their economic lives. The present value of the future estimated abandonment and reclamation costs are included in the asset retirement obligations presented in the statements of financial position. Programs to abandon and reclaim wellsites and facilities are undertaken regularly in accordance with applicable legislative requirements.

21. RELATED PARTIES

Transactions with key management personnel and directors are noted in the table below.

	Years Ended December 31	
	2020	2019
Short-term employee benefits	**$ 4,295**	$ 6,202
Share-based compensation	**4,080**	9,188
Termination payments	**—**	2,208
Total compensation for key management personnel	**$ 8,375**	$ 17,598

22. CAPITAL MANAGEMENT

The Company's capital management objective is to maintain financial flexibility and sufficient sources of liquidity to execute its capital programs, while meeting short and long-term commitments. Baytex strives to actively manage its capital structure in response to changes in economic conditions. At December 31, 2020, the Company's capital structure was comprised of shareholders' capital, long-term notes, trade and other receivables, trade and other payables and the credit facilities.

During 2020, Baytex took additional action to protect financial liquidity in response to lower oil prices and the global economic instability related to COVID-19. The Company's 2020 exploration and development expenditures were reduced by moderating the pace of activity in the U.S. and suspending drilling and completion operations in Canada. Certain high cost, low margin, production was shut-in for a portion of 2020 when netbacks were challenged by low commodity prices. Baytex remains committed to cost saving initiatives which resulted in lower operating expenses and general administrative costs during 2020.

The capital intensive nature of Baytex's operations requires the maintenance of adequate sources of liquidity to fund ongoing exploration and development. Baytex's capital resources consist primarily of adjusted funds flow, available credit facilities and proceeds received from the divestiture of oil and gas properties. The Company's adjusted funds flow depends on a number of factors, including commodity prices, production and sales volumes, royalties, operating expenses, taxes and foreign exchange rates. In order to manage its capital structure and liquidity, Baytex may from time to time issue equity or debt securities, enter into business transactions including the sale of assets or adjust capital spending to manage current and projected debt levels. There is no certainty that any of these additional sources of capital would be available if required.

At December 31, 2020, Baytex was in compliance with all of the covenants contained in the Credit Facilities and had unused capacity of **$**67.2 million (December 31, 2019 - $523.8 million).

Baytex considers adjusted funds flow a key measure that provides a more complete understanding of operating performance and the Company's ability to generate funds for exploration and development expenditures, debt repayment, settlement of abandonment obligations and potential future dividends. Baytex eliminates settlements of abandonment obligations from cash flow from operations as the amounts can be discretionary and may vary from period to period depending on the Company's capital programs and the maturity of its operating areas. The settlement of abandonment obligations are managed through the capital budgeting process which considers available adjusted funds flow. Changes in non-cash working capital are eliminated in the determination of adjusted funds flow as the timing of collection, payment and incurrence is variable and by excluding them from the calculation Baytex is able to provide a more meaningful measure of cash flow on a continuing basis.

Adjusted funds flow should not be construed as an alternative to performance measures determined in accordance with IFRS, such as cash flow from operating activities and net income or loss.

Adjusted funds flow does not have any standardized meaning prescribed by IFRS and may not be comparable with the calculation of similar measures for other entities. It is reconciled to the nearest measure determined in accordance with IFRS, cash flow from operating activities, as set forth below.

	Years Ended December 31	
	2020	2019
Cash flow from operating activities	**$ 353,096**	$ 834,939
Change in non-cash working capital	**(48,758)**	52,070
Asset retirement obligations settled	**7,168**	15,417
Adjusted funds flow	**$ 311,506**	$ 902,426

The Company believes that net debt assists in providing a more complete understanding of its financial position and provides a key measure to assess liquidity. Net debt is calculated based on the principal amounts of the credit facilities and long-term notes outstanding, including trade and other payables, cash, and trade and other receivables. The principal amounts of the credit facilities and long-term notes outstanding are used in the calculation of net debt as these amounts represent the Company's total repayment obligation at maturity. The carrying amount of debt issue costs associated with the credit facilities and long-term notes are excluded on the basis that these amounts have already been paid by Baytex at inception of the contract and do not represent an additional source of liquidity or repayment obligation.

Net debt does not have any standardized meaning prescribed by IFRS and may not be comparable with the calculation of similar measure for other entities. The computation of net debt is set forth below.

	December 31, 2020	December 31, 2019
Credit facilities - principal	**$ 651,173**	$ 506,471
Long-term notes - principal	**1,147,950**	1,337,200
Trade and other payables	**155,955**	207,454
Cash	**—**	(5,572)
Trade and other receivables	**(107,477)**	(173,762)
Net debt	**$ 1,847,601**	$ 1,871,791

BAYTEX ENERGY CORP.
Management's Discussion and Analysis
For the years ended December 31, 2020 and 2019
Dated February 24, 2021

The following is management's discussion and analysis ("MD&A") of the operating and financial results of Baytex Energy Corp. for the years ended December 31, 2020 and 2019. This information is provided as of February 24, 2021. In this MD&A, references to "Baytex", the "Company", "we", "us" and "our" and similar terms refer to Baytex Energy Corp. and its subsidiaries on a consolidated basis, except where the context requires otherwise. The results for the three months and year ended December 31, 2020 ("Q4/2020" and "2020") have been compared with the results for the three months and year ended December 31, 2019 ("Q4/2019" and "2019"). This MD&A should be read in conjunction with the Company's audited consolidated financial statements ("consolidated financial statements") for the years ended December 31, 2020 and 2019, together with the accompanying notes and the Annual Information Form for the year ended December 31, 2020. These documents and additional information about Baytex are accessible on the SEDAR website at www.sedar.com and through the U.S. Securities and Exchange Commission at www.sec.gov. All amounts are in Canadian dollars, unless otherwise stated, and all tabular amounts are in thousands of Canadian dollars, except for percentages and per common share amounts or as otherwise noted.

In this MD&A, barrel of oil equivalent ("boe") amounts have been calculated using a conversion rate of six thousand cubic feet of natural gas to one barrel of oil, which represents an energy equivalency conversion method applicable at the burner tip and does not represent a value equivalency at the wellhead. While it is useful for comparative measures, it may not accurately reflect individual product values and may be misleading if used in isolation.

This MD&A contains forward-looking information and statements along with certain measures which do not have any standardized meaning prescribed by Canadian Generally Accepted Accounting Principles ("GAAP"). The terms "adjusted funds flow", "operating netback", "exploration and development expenditures", "free cash flow", "net debt", and "Bank EBITDA" do not have any standardized meaning as prescribed by GAAP and therefore may not be comparable to similar measures presented by other companies where similar terminology is used. We refer you to our advisory on forward-looking information and statements and a summary of our non-GAAP measures at the end of the MD&A.

BAYTEX ENERGY CORP.

Baytex Energy Corp. is a North American focused oil and gas company based in Calgary, Alberta. The company operates in Canada and the United States ("U.S"). The Canadian operating segment includes our light oil assets in the Viking and Duvernay, our heavy oil assets in Peace River and Lloydminster and our conventional oil and natural gas assets in Western Canada. The U.S. operating segment includes our Eagle Ford assets in Texas.

CURRENT ENVIRONMENT

In March 2020, the World Health Organization declared a global pandemic related to the novel coronavirus ("COVID-19"). The emergence of COVID-19 and the steps taken by governments to control the spread of the virus resulted in significant instability in the global economy and a sharp decline in demand for crude oil. This combined with the increased supply of crude oil due to the Russia and Saudi Arabia price war resulted in an unprecedented collapse in global crude oil prices and significant volatility during Q2/2020. Global crude oil prices began to recover during the second half of 2020 as Russia and members of OPEC (collectively, "OPEC+") agreed to curtail production and governments began to ease restrictions which increased demand. In Q4/2020 vaccines were approved and distribution began which fueled further optimism that demand will be restored. Vaccine approval and distribution has continued in 2021 and OPEC+ has agreed to continue production curtailments which has resulted in recent improvements in crude oil prices in 2021.

During 2020, we took significant action in response to COVID-19 and the uncertain outlook for our industry. We preserved our financial liquidity by reducing exploration and development expenditures, limiting discretionary spending and shutting-in low margin production when operating netbacks were challenged. As a result 2020 production and capital spending were lower than 2019. Despite lower production and volatile commodity prices we generated free cash flow of $18.1 million during 2020 which reflects the success of our cost savings initiatives and the disciplined execution of our capital programs. We also maintained $367.2 million of availability on our credit facilities at December 31, 2020.

2020 ANNUAL HIGHLIGHTS

Our financial and operating results for 2020 reflect the challenging market conditions caused by the COVID-19 pandemic. Q1/2020 included an active capital program with commodity prices remaining fairly consistent with 2019, however capital spending was suspended during Q2/2020 as prices collapsed and we focused on reducing costs and preserving our liquidity. We initiated a targeted restart of development activity on our light oil properties in the U.S. and Canada as prices stabilized and the economic outlook improved during the second half of 2020. Exploration and development expenditures of $280.3 million were approximately half of the original budget which resulted in production of 79,781 boe/d for 2020. Despite the volatile commodity prices we were able to generate $18.1 million of free cash flow during 2020 which reflects our focus on cost savings along with the disciplined execution of our capital programs in the U.S. and Canada.

In Q1/2020, we issued US$500 million principal amount of senior unsecured notes. We used the proceeds from the issuance and availability on our credit facilities to redeem the US$400 million principal amount of senior unsecured notes due in 2021 and the $300 million principal amount of senior unsecured notes due in 2022. In addition, we extended the maturity on our credit facilities to April 2, 2024. As a result of these actions, we do not have any debt maturities until 2024 and we had $367.2 million available on our credit facilities at December 31, 2020.

In Canada, production of 48,602 boe/d for 2020 was consistent with expectations after we adjusted development expenditures in response to volatile commodity prices. We were active on our Viking light oil and heavy oil properties during Q1/2020 as the outlook for Canadian oil prices was stable early in the year. After Q1/2020 Canadian development was limited until Q4/2020 when we initiated completions activity on two (2.0 net) light oil wells in the Duvernay and began development of two (2.0 net) wells on our conventional properties as the outlook for light oil and natural gas prices continued to improve. Total exploration and development expenditures of $175.0 million for 2020 included costs associated with drilling 102 (99.2 net) light oil wells in the Viking, 2 (2.0 net) light oil wells in the Duvernay, 33 (33.0 net) heavy oil wells, and 2 (2.0 net) natural gas wells.

In the U.S., we invested $105.4 million on exploration and development activity during 2020 and drilled 65 (16.3 net) wells and initiated production from 62 (14.1 net) wells. Production of 31,179 boe/d was consistent with expectations and reflects moderated completion activity on our Eagle Ford properties during Q2/2020 after the sharp decline in crude oil prices. Activity was restarted during Q3/2020 and was maintained leading into 2021 as the outlook for oil prices improved.

Global benchmark prices for crude oil were volatile during 2020. After a sharp decline in March 2020, oil prices stabilized in the second half of 2020 due to renewed production curtailments by OPEC+ along with improved demand after governments eased restrictions intended to limit the spread of COVID-19. Even with recent improvements, the WTI benchmark price was 31% lower in 2020 relative to 2019 due to elevated global inventory levels and lower demand caused by the COVID-19 pandemic. The WTI benchmark price averaged US$39.40/bbl for 2020 compared to US$57.03/bbl for 2019.

Adjusted funds flow was $311.5 million for 2020 compared to $902.4 million for 2019. Our financial and operating results for 2020 reflect our reduced development activity during a period of low oil prices. Lower crude oil prices were the main factor that lead to a $571.6 million decrease in operating netback relative to 2019. We remained focused on our cost savings initiatives, which resulted in a $93.1 million decrease in operating, transportation, and general and administrative expenses for 2020 compared to 2019. Our net loss of $2.4 billion for 2020 compared to $12.5 million in 2019 reflects impairments of $2.4 billion recorded in 2020 due to the sharp decline in forecasted commodity prices.

Net debt was $1.85 billion at December 31, 2020 which is consistent with $1.87 billion at December 31, 2019. Net debt was reduced with $18.1 million of free cash flow for 2020 along with a $22.4 million decrease in the reported amount of our U.S. dollar denominated public debt due to the strengthening of the Canadian dollar at December 31, 2020 relative to December 31, 2019. These decreases were partially offset by total transaction and financing costs of $17.6 million related to the refinancing transactions in Q1/2020 resulting in the $24.2 million decrease in net debt in 2020 compared to 2019. We had $367.2 million available on our credit facilities at December 31, 2020.

GUIDANCE

The following table compares our 2020 annual guidance to our 2020 results. We delivered production that was consistent with our annual guidance while exploration and development expenditures approximated the mid-point of our guidance range. Expenses, lease expenditures, and settlement of asset retirement obligations were within or slightly below our annual guidance due to our continued efforts to control costs during a period of volatile oil prices.

	Original Annual Guidance[(1)]	Revised Annual Guidance[(2)]	2020 Results
Exploration and development expenditures ($ millions)	$500 - $575	$260 - $290	$280.3
Production (boe/d)	93,000 - 97,000	78,000 - 82,000	79,781
Expenses:			
Royalty rate (%)	18.0 - 18.5	18.5	17.7
Operating ($/boe)	$11.25 - $12.00	$11.75 - $12.50	$11.35
Transportation ($/boe)	$1.20 - $1.30	$0.95 - $1.05	$0.97
General and administrative ($ millions)	$45 ($1.30/boe)	$38 ($1.30/boe)	$34.3 ($1.17/boe)
Interest ($ millions)	$112 ($3.23/boe)	$112 ($3.84/boe)	$106.5 ($3.65/boe)
Leasing expenditures ($ millions)	$7	$7	$6
Asset retirement obligations ($ millions)	$19	$10	$7

(1) As announced on December 4, 2019.
(2) As announced on June 25, 2020.

On December 2, 2020 our Board of Directors approved our 2021 capital budget of $225 - $275 million which is designed to generate production of 73,000 - 77,000 boe/d. The program is expected to be equally weighted between the first and second half of 2021 and we will maintain operational flexibility to adjust spending in response to commodity prices.

The following table summarizes our 2021 annual guidance as released on December 2, 2020.

	2021 Guidance
Exploration and development expenditures ($ millions)	$225 - $275
Production (boe/d)	73,000 - 77,000
Expenses:	
Royalty rate (%)	18.0 - 18.5
Operating ($/boe)	$11.50 - $12.25
Transportation ($/boe)	$1.00 - $1.10
General and administrative ($ millions)	$42 ($1.53/boe)
Interest ($ millions)	$105 ($3.84/boe)
Leasing expenditures ($ millions)	$4
Asset retirement obligations ($ millions)	$6

RESULTS OF OPERATIONS

The Canadian operating segment includes our light oil assets in Viking and Duvernay, our heavy oil assets in Peace River and Lloydminster and our conventional oil and natural gas assets in Western Canada. The U.S. operating segment includes our Eagle Ford assets in Texas.

Production

	Years Ended December 31					
	2020			2019		
	Canada	**U.S.**	**Total**	Canada	U.S.	Total
Daily Production						
Liquids (bbl/d)						
Light oil and condensate	**19,103**	**17,953**	**37,056**	22,358	21,229	43,587
Heavy oil	**21,142**	**—**	**21,142**	26,741	—	26,741
Natural Gas Liquids ("NGL")	**1,224**	**6,116**	**7,340**	1,364	8,865	10,229
Total liquids (bbl/d)	**41,469**	**24,069**	**65,538**	50,463	30,094	80,557
Natural gas (mcf/d)	**42,799**	**42,665**	**85,464**	48,969	53,773	102,742
Total production (boe/d)	**48,602**	**31,179**	**79,781**	58,625	39,055	97,680
Production Mix						
Segment as a percent of total	**61 %**	**39 %**	**100 %**	60 %	40 %	100 %
Light oil and condensate	**39 %**	**58 %**	**46 %**	38 %	54 %	45 %
Heavy oil	**44 %**	**— %**	**27 %**	46 %	— %	27 %
NGL	**3 %**	**20 %**	**9 %**	2 %	23 %	10 %
Natural gas	**14 %**	**22 %**	**18 %**	14 %	23 %	18 %

Production was 79,781 boe/d in 2020 compared to 97,680 boe/d in 2019. Our production results for 2020 were lower relative to 2019 as a result of lower development activity in Canada and the U.S. following the sharp decline in crude oil prices in March 2020.

In Canada, production was 48,602 boe/d in 2020 compared to 58,625 boe/d in 2019. Lower production in 2020 is the result of lower development activity relative to 2019 in addition to temporarily shutting-in production in response to the sharp decline in crude oil prices in March 2020. We brought production back online as prices improved in June 2020 and restarted our development programs as the outlook for oil and natural gas prices improved during Q4/2020.

Production in the U.S. was 31,179 boe/d in 2020 compared to 39,055 boe/d for 2019. Lower production is the result of lower completion activity relative to 2019 as drilling and completion activity was suspended during Q2/2020 and moderated for the remainder of 2020. During 2020 we initiated production from 62 (14.1 net) wells compared to 109 (25.1 net) wells during 2019.

Annual production of 79,781 boe/d for 2020 was in line with expectations and within our annual guidance range of 78,000 - 82,000 boe/d. We expect to sustain production of 73,000 - 77,000 boe/d in 2021 with an objective to maximize free cash flow.

Commodity Prices

The prices received for our crude oil and natural gas production directly impact our earnings, adjusted funds flow and our financial position.

Crude Oil

Global benchmark prices for crude oil were relatively strong leading into 2020 due to a stable outlook for supply and demand. Benchmark prices declined rapidly in March after members of the OPEC+ group began to increase the supply of crude oil to the global market and measures to limit the spread of COVID-19 resulted in a significant decrease in the demand for crude-oil. Global benchmark prices began to improve in July 2020 following the OPEC+ decision to reinstate supply cuts, combined with improved demand after measures intended to limit the spread of COVID-19 were relaxed. Despite the increasing presence of a second wave of COVID-19, prices further improved in Q4/2020 after the first of several vaccines was approved and optimism about the resumption of economic activity improved. Even with the WTI benchmark price increasing in Q4/2020, the benchmark was lower during 2020 and averaged US$39.40/bbl compared to US$57.03/bbl during 2019.

We compare the price received for our U.S. crude oil production to the Magellan East Houston ("MEH") stream at Houston, Texas which is a representative benchmark for light oil pricing at the U.S. Gulf coast. The MEH benchmark averaged US$40.15/bbl during 2020, representing a premium of US$0.75/bbl relative to WTI, compared to US$61.98/bbl or a premium of US$4.95/bbl for 2019. The decrease in the MEH benchmark premium to WTI in 2020 was a result of elevated inventory levels and lower refinery demand on the U.S. Gulf coast relative to 2019.

Prices for Canadian oil trade at a discount to WTI due to a lack of egress to diversified markets from Western Canada. Canadian light and heavy oil differentials to WTI were wider in early 2020 relative to 2019 as a result of higher Canadian oil production leading into the year. During Q1/2020, the Edmonton par discount to WTI was US$7.92/bbl and the WCS differential was US$20.53/bbl. Canadian oil differentials began to narrow due to production shut-ins in Western Canada during Q2/2020. This resulted in an Edmonton par differential of US$5.60/bbl and a WCS differential of US$12.60/bbl for 2020 which was relatively consistent with US$4.86/bbl and US$12.75/bbl for 2019, respectively.

We compare the price received for our light oil production in Canada to the Edmonton par benchmark oil price which is the representative benchmark for light grades of crude oil in Western Canada. The Edmonton par price averaged $45.34/bbl for 2020 compared to $69.22/bbl for 2019. Edmonton par traded at a discount to WTI of US$5.60/bbl in 2020 which is relatively consistent with US$4.86/bbl for 2019.

The price received for our heavy oil production in Canada is based on the WCS benchmark price which is the representative benchmark for heavy grades of crude oil in Western Canada. The WCS heavy oil price for 2020 averaged $35.95/bbl, which represents a differential of US$12.60/bbl to WTI, compared to $58.75/bbl for 2019, which represents a differential of US$12.75/bbl.

Natural Gas

U.S. natural gas prices for 2020 were lower than 2019 as U.S. natural gas inventory levels remained elevated due to lower demand despite falling natural gas production. Canadian natural gas prices improved during 2020 due to low Alberta inventory levels along with improved demand in Western Canada and high utilization of pipeline export capacity during 2020.
Our U.S. natural gas production is priced in reference to the New York Mercantile Exchange ("NYMEX") natural gas index. The NYMEX natural gas benchmark averaged US$2.08/mmbtu in 2020 which is lower than US$2.63/mmbtu in 2019. Record U.S. natural gas production levels leading in to 2020 resulted in an oversupplied North American market and lower natural gas prices in 2020 relative to 2019.

In Canada, we receive natural gas pricing based on the AECO benchmark which continues to trade at a discount to NYMEX as a result of limited market access for Canadian natural gas production. The AECO benchmark averaged $2.24/mcf during 2020 compared to $1.62/mcf during 2019. The AECO benchmark was higher in 2020 relative to 2019 due to lower associated gas production from lower oil production in Western Canada during 2020.

The following tables compare select benchmark prices and our average realized selling prices for the years ended December 31, 2020 and 2019.

	Years Ended December 31		
	2020	2019	Change
Benchmark Averages			
WTI oil (US$/bbl) [(1)]	**39.40**	57.03	(17.63)
MEH oil (US$/bbl) [(2)]	**40.15**	61.98	(21.83)
MEH oil differential to WTI (US$/bbl)	**0.75**	4.95	(4.20)
Edmonton par oil ($/bbl) [(3)]	**45.34**	69.22	(23.88)
Edmonton par oil differential to WTI (US$/bbl)	**(5.60)**	(4.86)	(0.74)
WCS heavy oil ($/bbl) [(4)]	**35.95**	58.75	(22.80)
WCS heavy oil differential to WTI (US$/bbl)	**(12.60)**	(12.75)	0.15
AECO natural gas price ($/mcf) [(5)]	**2.24**	1.62	0.62
NYMEX natural gas price (US$/mmbtu) [(6)]	**2.08**	2.63	(0.55)
CAD/USD average exchange rate	**1.3413**	1.3269	0.0144

(1) WTI refers to the arithmetic average of NYMEX prompt month WTI for the applicable period.
(2) MEH refers to arithmetic average of the Argus WTI Houston differential weighted index price for the applicable period.
(3) Edmonton par refers to the average posting price for the benchmark MSW crude oil.
(4) WCS refers to the average posting price for the benchmark WCS heavy oil.
(5) AECO refers to the AECO arithmetic average month-ahead index price published by the Canadian Gas Price Reporter ("CGPR").
(6) NYMEX refers to the NYMEX last day average index price as published by the CGPR.

	Years Ended December 31					
	2020			2019		
	Canada	**U.S.**	**Total**	Canada	U.S.	Total
Average Realized Sales Prices						
Light oil and condensate ($/bbl)	**$ 42.35**	**$ 49.84**	**$ 45.98**	$ 65.99	$ 77.46	$ 71.57
Heavy oil ($/bbl) [(1)]	**24.28**	**—**	**24.28**	44.20	—	44.20
NGL ($/bbl)	**13.47**	**15.57**	**15.22**	16.93	18.74	18.50
Natural gas ($/mcf)	**2.13**	**2.65**	**2.39**	1.71	3.43	2.61
Weighted average ($/boe) [(1)]	**$ 29.42**	**$ 35.38**	**$ 31.75**	$ 47.15	$ 51.08	$ 48.72

(1) Realized heavy oil prices are calculated based on sales volumes and sales dollars, net of blending and other expense.

Average Realized Sales Prices

Our weighted average sales price was $31.75/boe for 2020 compared to $48.72/boe for 2019. Our realized price in the U.S. was $35.38/boe in 2020 which is $15.70/boe lower than $51.08/boe in 2019. In Canada, our realized price of $29.42/boe for 2020 was $17.73/boe lower than $47.15/boe for 2019. The decrease in our realized price in Canada and the U.S. for 2020 was a result of the decrease in North American benchmark prices relative to 2019.

We compare our light oil realized price in Canada to the Edmonton par benchmark price. Our realized light oil and condensate price in 2020 was $42.35/bbl representing a discount of $2.99/bbl to the Edmonton par benchmark which is relatively consistent with 2019 when our realized price was $65.99/bbl or a discount of $3.23/bbl. The $23.64/boe decrease in our realized light oil pricing in 2020 was driven by the $23.88/boe decline in the Edmonton par benchmark relative to 2019.

We compare the price received for our U.S. light oil and condensate production to the MEH benchmark. Our realized light oil and condensate price averaged $49.84/bbl for 2020 compared to $77.46/bbl for 2019. Expressed in U.S. dollars, our realized light oil and condensate price of US$37.16/bbl for 2020 reflects a US$2.99/bbl discount to the MEH benchmark for 2020 compared to a realized price of US$58.38/bbl and discount of US$3.60/bbl in 2019. A change in marketing contracts during Q3/2019 resulted in improved price realizations for 2020 relative to 2019 which partially offset the impact of a US$21.83/bbl decrease in the MEH benchmark price over the same period.

Our realized heavy oil price, net of blending and other expense averaged $24.28/bbl in 2020 compared to $44.20/bbl in 2019. Our realized heavy oil price for 2020 decreased $19.92/bbl compared to a $22.80/bbl decrease in the WCS benchmark. Our realized heavy oil price did not decrease as much as the WCS benchmark as we shut-in certain properties with lower quality production during 2020 which resulted in improved price realizations during the year.

Our realized NGL price as a percentage of WTI can vary from period to period based on the product mix of our NGL volumes and changes in the market prices of the underlying products. Our realized NGL price was $15.22/bbl in 2020 or 29% of WTI (expressed in Canadian dollars) compared to $18.50/bbl or 24% of WTI (expressed in Canadian dollars) in 2019. Our realized NGL price was higher as a percentage of WTI in 2020 relative to 2019 as the decrease in the underlying products was not as large relative to the decrease in WTI over the same periods.

We compare our realized natural gas price in Canada to the AECO benchmark price. Our realized natural gas price for 2020 was $2.13/mcf compared to $1.71/mcf in 2019. The increase in our realized natural gas price in Canada during 2020 compared to 2019 is consistent with the increase in the AECO natural gas price in 2020. In the U.S., our realized natural gas price was US$1.98/mcf for 2020 compared to US$2.58/mcf in 2019. The decrease in our realized natural gas price in the U.S. during 2020 is consistent with the US$0.55/mmbtu decrease in the NYMEX benchmark in 2020 compared to 2019.

Petroleum and Natural Gas Sales

	Years Ended December 31					
	2020			2019		
($ thousands)	**Canada**	**U.S.**	**Total**	Canada	U.S.	Total
Oil sales						
Light oil and condensate	**$ 296,125**	**$ 327,460**	**$ 623,585**	$ 538,487	$ 600,163	$ 1,138,650
Heavy oil	**236,235**	**—**	**236,235**	500,187	—	500,187
NGL	**6,037**	**34,845**	**40,882**	8,430	60,647	69,077
Total liquids sales	**538,397**	**362,305**	**900,702**	1,047,104	660,810	1,707,914
Natural gas sales	**33,344**	**41,431**	**74,775**	30,620	67,385	98,005
Total petroleum and natural gas sales	**571,741**	**403,736**	**975,477**	1,077,724	728,195	1,805,919
Blending and other expense	**(48,381)**	**—**	**(48,381)**	(68,795)	—	(68,795)
Total sales, net of blending and other expense	**$ 523,360**	**$ 403,736**	**$ 927,096**	$ 1,008,929	$ 728,195	$ 1,737,124

Total sales, net of blending and other expense, of $927.1 million for 2020 decreased $810.0 million from $1,737.1 million for 2019. The decrease in total sales in 2020 is a result of lower realized pricing from the decrease in benchmark pricing along with lower production relative to 2019.

In Canada, total sales, net of blending and other expense, was $523.4 million for 2020 which is a decrease of $485.6 million from $1,008.9 million reported for 2019. Lower pricing resulted in a $315.4 million decrease in total sales, net of blending and other expense and lower production caused a $170.2 million decrease in total sales net of blending and other expense.

In the U.S., petroleum and natural gas sales were $403.7 million for 2020 which is a decrease of $324.5 million from $728.2 million reported for 2019. Lower pricing in 2020 resulted in a $179.2 million decrease in total petroleum and natural gas sales while lower production caused a $145.3 million decrease in total petroleum and natural gas sales relative to 2019.

Royalties

Royalties are paid to various government entities and to land and mineral rights owners. Royalties are calculated based on gross revenues or on operating netbacks less capital investment for specific heavy oil projects and are generally expressed as a percentage of total sales, net of blending and other expense. The actual royalty rates can vary for a number of reasons, including the commodity produced, royalty contract terms, commodity price level, royalty incentives and the area or jurisdiction. The following table summarizes our royalties and royalty rates for the years ended December 31, 2020 and 2019.

	Years Ended December 31					
	2020			2019		
($ thousands except for % and per boe)	**Canada**	**U.S.**	**Total**	Canada	U.S.	Total
Royalties	**$ 46,064**	**$ 117,671**	**$ 163,735**	$ 107,467	$ 212,774	$ 320,241
Average royalty rate [(1)]	**8.8 %**	**29.1 %**	**17.7 %**	10.7 %	29.2 %	18.4 %
Royalty rate per boe	**$ 2.59**	**$ 10.31**	**$ 5.61**	$ 5.02	$ 14.93	$ 8.98

(1) Average royalty rate is calculated as royalties divided by total sales, net of blending and other expense.

Royalties for 2020 were $163.7 million or 17.7% of total sales, net of blending and other expense, compared to $320.2 million or 18.4% in 2019. Total royalty expense is lower in 2020 due to lower total sales, net of blending and other expense, relative to 2019. Our average royalty rate of 17.7% for 2020 is slightly lower than 18.4% for 2019 due to a lower royalty rate on our Canadian properties as a result of lower commodity prices.

In Canada, royalties averaged 8.8% of sales for 2020 which was lower than 10.7% for 2019 due to lower benchmark commodity prices which resulted in a lower royalty rate on our Canadian properties. In the U.S., royalties averaged 29.1% of sales for 2020 which is consistent with 29.2% for 2019 as the royalty rate on our U.S. production does not vary with price but can vary across our acreage.

Our average royalty rate of 17.7% for 2020 is consistent with expectations and was slightly below our annual guidance of approximately 18.5% for 2020. We expect our average royalty rate to be 18.0% to 18.5% in 2021.

Operating Expense

	Years Ended December 31					
	2020			2019		
($ thousands except for per boe)	**Canada**	**U.S.**	**Total**	Canada	U.S.	Total
Operating expense	**$ 247,050**	**$ 84,295**	**$ 331,345**	$ 298,303	$ 99,413	$ 397,716
Operating expense per boe	**$ 13.89**	**$ 7.39**	**$ 11.35**	$ 13.94	$ 6.97	$ 11.16

Operating expense was $331.3 million ($11.35/boe) in 2020 compared to $397.7 million ($11.16/boe) in 2019. The decrease in total operating expense can be attributed to a decrease in production in addition to our cost savings initiatives in 2020. The per unit costs increased slightly to $11.35/boe in 2020 from $11.16/boe in 2019 as cost reductions did not completely offset the impact of fixed costs on lower production volumes.

In Canada, operating expense was $247.1 million ($13.89/boe) for 2020 compared to $298.3 million ($13.94/boe) for 2019. Operating expense in Canada decreased with lower production in 2020 compared to 2019. Despite lower production, per unit operating expense of $13.89/boe for 2020 was consistent with $13.94/boe for 2019 due to our cost savings initiatives in addition to shutting in certain properties with higher operating costs for a portion of 2020.

U.S. operating expense was $84.3 million ($7.39/boe) for 2020 compared to $99.4 million ($6.97/boe) for 2019. Operating expense in the U.S. decreased with lower production in 2020 compared to 2019. Expressed in U.S. dollars, per unit operating expense was US$5.51/boe for 2020 compared to US$5.25/boe for 2019. The slight increase in per unit operating expense in the U.S. was a result of lower production in 2020 relative to 2019 as a portion of our operating expenses are fixed costs.

Operating expense of $11.35/boe for 2020 is consistent with our expectations and was slightly below our annual guidance range of $11.75 - $12.50 per boe as we had higher operating cost production shut-in for a portion of 2020. We expect annual operating expense of $11.50 - $12.25 per boe for 2021.

Transportation Expense

Transportation expense includes the costs to move production from the field to the sales point. The largest component of transportation expense relates to the trucking of oil in Canada to pipeline and rail terminals which can vary from period to period depending on hauling distances as we seek to optimize sales prices and trucking rates. The following table compares our transportation expense for the years ended December 31, 2020 and 2019.

	Years Ended December 31					
	2020			2019		
($ thousands except for per boe)	**Canada**	**U.S.**	**Total**	Canada	U.S.	Total
Transportation expense	**$ 28,437**	**$ —**	**$ 28,437**	$ 43,942	$ —	$ 43,942
Transportation expense per boe	**$ 1.60**	**$ —**	**$ 0.97**	$ 2.05	$ —	$ 1.23

Transportation expense was $28.4 million ($0.97/boe) for 2020 compared to $43.9 million ($1.23/boe) for 2019. The decrease in total transportation expense in 2020 relative to 2019 is primarily the result of lower light and heavy oil production in Canada. Optimization of light and heavy oil deliveries in Canada resulted in lower per boe transportation expense for 2020 relative to 2019. Transportation expense of $0.97/boe for 2020 is consistent with expectations and is at the low end of our annual guidance range of $0.95 - $1.05 per boe for 2020. We expect annual transportation expense of $1.00 - $1.10 per boe for 2021.

Blending and Other Expense

Blending and other expense primarily relates to the cost of diluent purchased to reduce the viscosity of our heavy oil transported through pipelines in order to meet pipeline specifications. The price received for the blended product is recorded as heavy oil sales revenue. We net blending and other expense against heavy oil sales to compare the realized price on our produced volumes to benchmark pricing.

Blending and other expense was $48.4 million for 2020 compared to $68.8 million for 2019. The reduction in blending and other expense in 2020 compared to 2019 reflects lower heavy oil sales due to shut-in heavy oil production in addition to a lower per unit cost of blending diluent during 2020.

Financial Derivatives

As part of our normal operations, we are exposed to movements in commodity prices, foreign exchange rates and interest rates. In an effort to manage these exposures, we utilize various financial derivative contracts which are intended to partially reduce the volatility in our adjusted funds flow. Contracts settled in the period result in realized gains or losses based on the market price compared to the contract price and the notional volume outstanding. Changes in the fair value of unsettled contracts are reported as unrealized gains or losses in the period as the forward markets for commodities and currencies fluctuate and as new contracts are executed. The following table summarizes the results of our financial derivative contracts for the years ended December 31, 2020 and 2019.

	Years Ended December 31		
($ thousands)	**2020**	2019	Change
Realized financial derivatives gain (loss)			
Crude oil	**$ 48,495**	$ 72,052	$ (23,557)
Natural gas	**138**	3,577	(3,439)
Interest and financing	**(797)**	(9)	(788)
Total	**$ 47,836**	$ 75,620	$ (27,784)
Unrealized financial derivatives gain (loss)			
Crude oil	**$ (17,696)**	$ (80,602)	$ 62,906
Natural gas	**282**	(1,857)	2,139
Interest and financing	**34**	(358)	392
Equity total return swap	**(1,120)**	—	(1,120)
Total	**$ (18,500)**	$ (82,817)	$ 64,317
Total financial derivatives gain (loss)			
Crude oil	**$ 30,799**	$ (8,550)	$ 39,349
Natural gas	**420**	1,720	(1,300)
Interest and financing	**(763)**	(367)	(396)
Equity total return swap	**(1,120)**	—	(1,120)
Total	**$ 29,336**	$ (7,197)	$ 36,533

We recorded total financial derivatives gains of $29.3 million for 2020. The realized financial derivatives gain for 2020 of $47.8 million was primarily a result of the market prices for crude oil settling at levels below those set in our derivative contracts. The unrealized loss on financial derivatives of $18.5 million for 2020 was primarily due to fluctuations in future commodity prices and the revaluation of contracts in place at December 31, 2020 compared to the value of contracts in place at the start of the year.

Realized gains on crude oil financial derivatives of $48.5 million in 2020 were primarily a result of market prices for WTI settling at levels below the prices set in our contracts outstanding during the year.

The unrealized financial derivatives loss of $18.5 million recorded for 2020 is primarily associated with an increase in forecasted crude oil pricing used in the valuation of WTI contracts entered during the year. The fair value of our financial derivative contracts resulted in a net liability of $21.7 million at December 31, 2020 compared to a net liability of $3.2 million at December 31, 2019.

Baytex had the following commodity financial derivative contracts as at February 24, 2021.

	Period	Volume	Price/Unit [1]	Index
Oil				
Basis swap	Jan 2021 to Jun 2021	2,000 bbl/d	WTI less US$13.75/bbl	WCS
Basis swap	Jan 2021 to Dec 2021	7,000 bbl/d	WTI less US$13.68/bbl	WCS
Basis swap [4]	Apr 2021 to Dec 2021	1,000 bbl/d	WTI less US$11.50/bbl	WCS
Basis swap [4]	Jan 2022 to Dec 2022	6,000 bbl/d	WTI less US$12.76/bbl	WCS
Basis swap	Jan 2021 to Dec 2021	6,000 bbl/d	WTI less US$5.17/bbl	MSW
Basis swap [4]	Mar 2021 to Dec 2021	1,500 bbl/d	WTI less US$4.50/bbl	MSW
Fixed - Sell	Jan 2021 to Dec 2021	4,000 bbl/d	US$45.00/bbl	WTI
3-way option [2]	Jan 2021 to Dec 2021	500 bbl/d	US$35.00/US$45.00/US$49.03	WTI
3-way option [2]	Jan 2021 to Dec 2021	1,500 bbl/d	US$35.00/US$45.00/US$49.10	WTI
3-way option [2]	Jan 2021 to Dec 2021	3,500 bbl/d	US$35.00/US$45.00/US$49.50	WTI
3-way option [2]	Jan 2021 to Dec 2021	10,000 bbl/d	US$35.00/US$45.00/US$55.00	WTI
3-way option [2]	Jan 2021 to Dec 2021	2,000 bbl/d	US$37.00/US$42.50/US$48.00	WTI
3-way option [2][4]	Jan 2022 to Dec 2022	1,500 bbl/d	US$40.00/US$50.00/US$58.10	WTI
Swaption [3]	Jan 2022 to Dec 2022	5,000 bbl/d	US$53.00/bbl	WTI
Swaption [3]	Jan 2022 to Dec 2022	5,000 bbl/d	US$54.00/bbl	WTI
Natural Gas				
Fixed - Sell	Jan 2021 to Jun 2021	3,000 GJ/d	$2.71/GJ	AECO 7A
Fixed - Sell	Jan 2021 to Dec 2021	16,000 GJ/d	$2.36/GJ	AECO 7A
Fixed - Sell	Jan 2021 to Dec 2021	2,500 GJ/d	$2.40/GJ	AECO 5A
Fixed - Sell	Jan 2021 to Dec 2021	12,000 mmbtu/d	US$2.70/mmbtu	NYMEX
3-way option [2]	Jan 2022 to Dec 2022	2,500 mmbtu/d	US$2.25/US$2.75/US$3.06	NYMEX
3-way option [2][4]	Jan 2022 to Dec 2022	2,500 mmbtu/d	US$2.65/US$2.90/US$3.40	NYMEX

(1) Based on the weighted average price per unit for the period.
(2) Producer 3-way option consists of a sold put, a bought put and a sold call. To illustrate, in a US$35.00/US$45.00/US$55.00 contract, Baytex receives WTI plus US$10.00/bbl when WTI is at or below US$35.00/bbl; Baytex receives US$45.00/bbl when WTI is between US$35.00/bbl and US$45.00/bbl; Baytex receives the market price when WTI is between US$45.00/bbl and US$55.00/bbl; and Baytex receives US$55.00/bbl when WTI is above US$55.00/bbl.
(3) For these contracts, the counterparty has the right, if exercised on December 31, 2021, to enter a swap transaction for the remaining term, notional volume and fixed price per unit indicated above.
(4) Contracts entered subsequent to December 31, 2020.

Operating Netback

The following table summarizes our operating netback on a per boe basis for our Canadian and U.S. operations for the years ended December 31, 2020 and 2019.

	Years Ended December 31					
	2020			2019		
($ per boe except for volume)	**Canada**	**U.S.**	**Total**	Canada	U.S.	Total
Total production (boe/d)	**48,602**	**31,179**	**79,781**	58,625	39,055	97,680
Operating netback:						
Total sales, net of blending and other expense	**$ 29.42**	**$ 35.38**	**$ 31.75**	$ 47.15	$ 51.08	$ 48.72
Less:						
Royalties	**(2.59)**	**(10.31)**	**(5.61)**	(5.02)	(14.93)	(8.98)
Operating expense	**(13.89)**	**(7.39)**	**(11.35)**	(13.94)	(6.97)	(11.16)
Transportation expense	**(1.60)**	**—**	**(0.97)**	(2.05)	—	(1.23)
Operating netback	**$ 11.34**	**$ 17.68**	**$ 13.82**	$ 26.14	$ 29.18	$ 27.35
Realized financial derivatives gain	**—**	**—**	**1.64**	—	—	2.12
Operating netback after financial derivatives	**$ 11.34**	**$ 17.68**	**$ 15.46**	$ 26.14	$ 29.18	$ 29.47

Operating netback after financial derivatives was $15.46/boe for 2020 compared to $29.47/boe for 2019. Operating netback was lower in 2020 relative to 2019 due to the decrease in benchmark pricing which resulted in a $13.60/boe reduction in sales, net of royalties. Operating and transportation expense in Canada of $15.49/boe for 2020 reflects our production optimization and cost savings initiatives which resulted in lower costs relative to $15.99/boe for 2019. Operating expense in the U.S. of $7.39/boe for 2020 was slightly higher relative to $6.97/boe for 2019 as a result of lower production, as a portion of our operating expense in the U.S. are fixed costs.

General and Administrative Expense

General and administrative ("G&A") expense includes head office and corporate costs such as salaries and employee benefits, public company costs and administrative recoveries earned for operating exploration and development activities on behalf of our working interest partners. G&A expense fluctuates with head office staffing levels and the level of operated exploration and development activity during the period.

The following table summarizes our G&A expense for the years ended December 31, 2020 and 2019.

	Years Ended December 31		
($ thousands except for per boe)	**2020**	2019	Change
Gross general and administrative expense	**$ 37,217**	$ 51,660	$ (14,443)
Overhead recoveries	**(2,949)**	(6,191)	3,242
General and administrative expense	**$ 34,268**	$ 45,469	$ (11,201)
General and administrative expense per boe	**$ 1.17**	$ 1.28	$ (0.11)

G&A expense was $34.3 million ($1.17/boe) for 2020 compared to $45.5 million ($1.28/boe) for 2019.

G&A expense of $34.3 million for 2020 was $11.2 million lower than $45.5 million for 2019 due to reduced staffing levels combined with our cost saving initiatives, which included salary reductions and reduced consulting costs. G&A expense for 2020 includes a benefit of $3.9 million related to the Canada Emergency Wage Subsidy ("CEWS") program implemented by the federal government in response to the COVID-19 pandemic. Despite lower production in 2020 relative to 2019, G&A expense of $1.17/boe for 2020 was lower than $1.28/boe for 2019 as a result of our cost saving initiatives and the benefit of the CEWS.

G&A expense of $34.3 million ($1.17/boe) for 2020 was below our annual guidance of $38 million ($1.30/boe) due to our cost savings programs. We expect annual G&A expense of $42.0 million ($1.53/boe) for 2021 as we do not expect to benefit from the CEWS.

Financing and Interest Expense

Financing and interest expense includes interest on our credit facilities, long-term notes and lease obligations as well as non-cash financing costs which include the accretion on our debt issue costs and asset retirement obligations. Financing and interest expense varies depending on debt levels outstanding during the period, the applicable borrowing rates, CAD/USD foreign exchange rates, along with the carrying amount of asset retirement obligations and the discount rates used to present value these obligations.

The following table summarizes our financing and interest expense for the years ended December 31, 2020 and 2019.

	Years Ended December 31		
($ thousands except for per boe)	**2020**	2019	Change
Interest on credit facilities	**$ 15,256**	$ 20,376	$ (5,120)
Interest on long-term notes	**90,830**	86,431	4,399
Interest on lease obligations	**448**	610	(162)
Cash interest	**$ 106,534**	$ 107,417	$ (883)
Accretion of debt issue costs	**6,617**	4,735	1,882
Accretion of asset retirement obligations	**8,978**	13,713	(4,735)
Early redemption expense	**$ 3,312**	$ —	3,312
Financing and interest expense	**$ 125,441**	$ 125,865	$ (424)
Cash interest per boe	**$ 3.65**	$ 3.01	$ 0.64
Financing and interest expense per boe	**$ 4.30**	$ 3.53	$ 0.77

Financing and interest expense was $125.4 million ($4.30/boe) in 2020 compared to $125.9 million ($3.53/boe) in 2019.

Cash interest of $106.5 million ($3.65/boe) in 2020 is slightly lower than $107.4 million ($3.01/boe) in 2019. Interest on our credit facilities was lower in 2020 primarily due to a lower weighted average borrowing rate on amounts outstanding relative to 2019. The weighted average interest rate on our credit facilities was 2.0% in 2020 compared to 4.0% in 2019. Interest on our long-term notes was higher in 2020 due to the issuance of the US$500 million principal amount of 8.75% senior unsecured notes. Proceeds from the issuance of the US$500 million principal amount of 8.75% senior unsecured notes were used to redeem the US$400 million principal amount of 5.125% senior unsecured notes on February 20, 2020 along with the $300 million principal amount of 6.625% senior unsecured notes on March 5, 2020.

Financing and interest expense for 2020 also includes the accelerated amortization of debt issue costs and $3.3 million of early redemption expense associated with the $300 million principal amount of 6.625% senior unsecured notes which were redeemed at 101.104% of the principal amount on March 5, 2020. Accretion of asset retirement obligations of $9.0 million for 2020 was lower than $13.7 million for 2019 due to a lower risk free discount rate for 2020 relative to 2019.

Cash interest of $106.5 million ($3.65/boe) for 2020 was below our annual guidance of $112.0 million ($3.84/boe). We expect annual cash interest to be $105.0 million ($3.84/boe) for 2021.

Exploration and Evaluation Expense

Exploration and evaluation ("E&E") expense is related to the expiry of leases and the de-recognition of costs for exploration programs that have not demonstrated commercial viability and technical feasibility. E&E expense will vary depending on the timing of expiring leases, the accumulated costs of the expiring leases and the economic facts and circumstances related to the Company's exploration programs. E&E expense was $14.0 million for 2020 which is higher than $11.8 million for 2019 due to a higher amount of acreage expiring in 2020 relative to 2019.

Depletion and Depreciation

Depletion and depreciation expense varies with the carrying amount of the Company's oil and gas properties, the amount of proved plus probable reserves volumes and the rate of production for the period. The following table summarizes depletion and depreciation expense for the years ended December 31, 2020 and 2019.

	Years Ended December 31		
($ thousands except for per boe)	**2020**	2019	Change
Depletion	**$ 478,859**	$ 725,267	$ (246,408)
Depreciation	**7,521**	6,419	1,102
Depletion and depreciation	**$ 486,380**	$ 731,686	$ (245,306)
Depletion and depreciation per boe	**$ 16.66**	$ 20.52	$ (3.86)

Depletion and depreciation expense was $486.4 million ($16.66/boe) for 2020 compared to $731.7 million($20.52/boe) reported for 2019. Total depletion and depreciation expense was lower in 2020 relative to 2019 due to lower production in 2020 combined with a reduced depletable base resulting from the $2.6 billion of impairment recorded in Q1/2020.

Impairment

At March 31, 2020, we identified indicators of impairment due to the sharp decline in forecasted commodity prices. We performed impairment tests on the E&E assets and oil and gas properties for our six CGUs. We recorded total impairments of $2.7 billion in Q1/2020 as the carrying value of the E&E assets and oil and gas properties exceeded the estimated recoverable amounts of the CGUs. The total impairment recorded at Q1/2020 includes $2.6 billion related to oil and gas properties and $0.1 billion related to E&E assets.

At December 31, 2020, with updated development plans, including capital efficiencies and reduced well costs, reflected in our reserves along with changes in commodity prices, we estimated the recoverable amount for E&E assets and oil and gas properties in each of our six CGUs. We recorded an impairment reversal of $356.1 million at December 31, 2020 as the estimated recoverable amount of the Viking and Eagle Ford CGUs exceeded their carrying value. The total impairment reversal recorded at Q4/2020 includes $341.3 million related to oil and gas properties and $14.8 million related to E&E assets.

At March 31, 2020 the recoverable amount of the Company's CGUs were calculated using the following benchmark reference prices for the years 2020 to 2029 adjusted for commodity differentials specific to the Company. The prices and costs subsequent to 2029 have been adjusted for inflation at an annual rate of 2.0%.

	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029
WTI crude oil (US$/bbl)	29.17	40.45	49.17	53.28	55.66	56.87	58.01	59.17	60.35	61.56
WCS heavy oil (CA$/bbl)	19.21	34.65	46.34	51.25	54.28	55.72	56.96	58.22	59.51	60.82
LLS crude oil (US$/bbl)	32.17	43.80	52.55	56.68	59.10	60.35	61.52	62.72	63.94	65.19
Edmonton par oil (CA$/bbl)	29.22	46.85	59.27	65.02	68.43	69.81	71.24	72.70	74.19	75.71
Henry Hub gas (US$/mmbtu)	2.10	2.58	2.79	2.86	2.93	3.00	3.07	3.13	3.19	3.25
AECO gas (CA$/mmbtu)	1.74	2.20	2.38	2.45	2.53	2.60	2.66	2.72	2.79	2.85
Exchange rate (CAD/USD)	1.41	1.37	1.34	1.34	1.34	1.33	1.33	1.33	1.33	1.33

The following table summarizes the recoverable amount and impairment at March 31, 2020 and demonstrates the sensitivity of the estimated recoverable amount of the Company's CGUs comprising oil and gas properties to reasonably possible changes in key assumptions inherent in the estimate.

	Recoverable amount	Impairment	Change in discount rate of 1%	Change in oil price of $2.50/bbl	Change in gas price of $0.25/mcf
Conventional CGU	$ 37,444	$ 41,000	$ 3,000	$ 3,500	$ 8,500
Peace River CGU	109,631	345,000	9,500	53,500	3,000
Lloydminster CGU	227,967	470,000	25,000	69,500	—
Duvernay CGU	61,197	5,000	5,500	9,500	1,500
Viking CGU	962,134	915,000	57,000	123,000	4,000
Eagle Ford CGU	1,576,423	812,488	120,750	141,500	32,000
	$ 2,974,796	$ 2,588,488	$ 220,750	$ 400,500	$ 49,000

At December 31, 2020, the recoverable amount of the Company's CGUs were calculated using the following benchmark reference prices for the years 2021 to 2030 adjusted for commodity differentials specific to the Company. The prices and costs subsequent to 2030 have been adjusted for inflation at an annual rate of 2.0%.

	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
WTI crude oil (US$/bbl)	47.17	50.17	53.17	54.97	56.07	57.19	58.34	59.50	60.69	61.91
WCS heavy oil (CA$/bbl)	44.63	48.18	52.10	54.10	55.19	56.29	57.42	58.57	59.74	60.93
LLS crude oil (US$/bbl)	49.50	52.85	55.87	57.69	58.82	59.97	61.15	62.34	63.56	64.83
Edmonton par oil (CA$/bbl)	55.76	59.89	63.48	65.76	67.13	68.53	69.95	71.40	72.88	74.34
Henry Hub gas (US$/mmbtu)	2.83	2.87	2.90	2.96	3.02	3.08	3.14	3.20	3.26	3.33
AECO gas (CA$/mmbtu)	2.78	2.70	2.61	2.65	2.70	2.76	2.81	2.87	2.92	2.98
Exchange rate (CAD/USD)	1.30	1.31	1.31	1.31	1.31	1.31	1.31	1.31	1.31	1.31

The following table summarizes the recoverable amount and impairment reversal at December 31, 2020 and demonstrates the sensitivity of the estimated recoverable amount of the Company's CGUs comprising oil and gas properties to reasonably possible changes in key assumptions inherent in the estimate.

	Recoverable amount	Impairment reversal	Change in discount rate of 1%	Change in oil price of $2.50/bbl	Change in gas price of $0.25/mcf
Conventional CGU	$ 54,265	$ —	$ 1,000	$ 3,000	$ 9,000
Peace River CGU	104,225	—	1,000	49,500	3,000
Lloydminster CGU	212,979	—	7,000	57,500	500
Duvernay CGU	70,491	—	5,500	12,000	1,500
Viking CGU	1,026,026	116,000	34,500	106,500	5,000
Eagle Ford CGU	1,609,562	225,326	91,600	157,500	38,400
	$ 3,077,548	$ 341,326	$ 140,600	$ 386,000	$ 57,400

Share-Based Compensation Expense

Share-based compensation ("SBC") expense includes expense associated with our Share Award Incentive Plan and our Incentive Award Plan. SBC expense associated with our Share Award Incentive Plan is recognized in net income or loss over the vesting period of the awards with a corresponding increase in contributed surplus. SBC expense associated with our Incentive Award Plan is recognized in net income or loss over the vesting period of the awards with a corresponding financial liability and includes gains or losses on equity total return swaps used to fix the aggregate cost of new grants made under the plan. SBC expense varies with the quantity of unvested share awards outstanding and the grant date fair value assigned to the share awards.

We recorded SBC expense of $9.5 million for 2020 which is lower than $15.9 million reported for 2019. SBC expense is lower in 2020 as the total value of awards granted in 2020 was lower than prior years. The total expense for 2020 is comprised of non-cash compensation expense of $7.2 million related to the Share Award Incentive Plan and cash compensation expense of $2.3 million related to the Incentive Award Plan.

Foreign Exchange

Unrealized foreign exchange gains and losses are primarily a result of changes in the reported amount of our U.S. dollar denominated long-term notes and our U.S. dollar denominated intercompany notes. The long-term notes and intercompany notes are translated to Canadian dollars on the balance sheet date using the closing CAD/USD exchange rate resulting in unrealized gains and losses. Realized foreign exchange gains and losses are due to day-to-day U.S. dollar denominated transactions occurring in our Canadian functional currency entities.

	Years Ended December 31		
($ thousands except for exchange rates)	**2020**	2019	Change
Unrealized foreign exchange loss - intercompany notes[(1)]	**$ 31,617**	$ —	$ 31,617
Unrealized foreign exchange gain - long-term notes	**(22,385)**	(62,753)	40,368
Realized foreign exchange (gain) loss	**(544)**	966	(1,510)
Foreign exchange loss (gain)	**$ 8,688**	$ (61,787)	$ 70,475
CAD/USD exchange rates:			
At beginning of period	**1.2965**	1.3646	
At end of period	**1.2755**	1.2965	

(1) During 2020, a series of intercompany notes totaling US$751.0 million were issued from a Canadian subsidiary to a U.S. subsidiary. These notes are eliminated upon consolidation within the Statement of Financial Position and are revalued at the relevant foreign exchange rate at each period end. Foreign exchange gains or losses incurred within the Canadian subsidiary are recognized in unrealized foreign exchange gain or loss whereas those within the U.S. subsidiary are recognized in other comprehensive income.

We recorded an unrealized foreign exchange gain on our long-term notes of $22.4 million due to the strengthening of the Canadian dollar relative to the U.S. dollar at December 31, 2020 compared to December 31, 2019. This compares to an unrealized foreign exchange gain of $62.8 million in 2019 due to the strengthening of the Canadian dollar relative to the U.S. dollar at December 31, 2019 compared to December 31, 2018.

We recorded an unrealized foreign exchange loss of $31.6 million on our intercompany notes issued by our Canadian subsidiary due to the strengthening of the Canadian dollar relative to the U.S. dollar at December 31, 2020 from when the intercompany notes were issued in September 2020 when the CAD/USD rate was 1.3199.

Realized foreign exchange gains and losses will fluctuate depending on the amount and timing of day-to-day U.S. dollar denominated transactions for our Canadian operations. We recorded a realized foreign exchange gain of $0.5 million for 2020 compared to a loss of $1.0 million for 2019.

Income Taxes

	Years Ended December 31		
($ thousands)	**2020**	2019	Change
Current income tax expense	**$ 574**	$ 2,093	$ (1,519)
Deferred income tax recovery	**(160,967)**	(68,555)	(92,412)
Total income tax recovery	**$ (160,393)**	$ (66,462)	$ (93,931)

Current income expense was $0.6 million for 2020 compared to $2.1 million recorded in 2019. Current income tax is lower in 2020 due to lower state tax owed on our U.S. operations.

We recorded a deferred income tax recovery of $161.0 million for 2020 compared to $68.6 million for 2019. We recorded a higher deferred income tax recovery in 2020 primarily due to lower net income before tax as a result of the impairments recorded in 2020. The recovery for 2020 was reduced by a change in valuation allowance of $444.1 million which was recognized against certain deferred tax assets due to uncertainty of future cash flows.

As disclosed in the 2019 annual financial statements, certain indirect subsidiaries received reassessments from the Canada Revenue Agency (the "CRA") that deny $591.0 million of non-capital loss deductions relevant to the calculation of income taxes for the years 2011 through 2015. In September 2016, we filed notices of objection with the CRA appealing each reassessment received. There has been no change in the status of these reassessments since an Appeals Officer was assigned to our file in July 2018. We remain confident that our original tax filings are correct and intend to defend these tax filings through the appeals process.

Canadian Tax Pools *($ thousands)*	**December 31, 2020**	December 31, 2019
Canadian oil and natural gas property expenditures	**$ 449,670**	$ 492,616
Canadian development expenditures	**557,554**	696,298
Canadian exploration expenditures	**10,907**	9,726
Undepreciated capital costs	**347,297**	433,768
Non-capital losses	**1,015,152**	705,298
Financing costs and other	**14,780**	4,424
Total Canadian tax pools	**$ 2,395,360**	$ 2,342,130
U.S. Tax Pools *($ thousands)*		
Depletion	**$ 147,160**	$ 156,184
Intangible drilling costs	**5,521**	18,618
Tangibles	**39,028**	64,496
Non-capital losses	**1,150,068**	1,009,260
Other	**192,495**	452,710
Total U.S. tax pools	**$ 1,534,272**	$ 1,701,268

Net Income (Loss) and Adjusted Funds Flow

The components of adjusted funds flow and net income or loss for the years ended December 31, 2020 and 2019 are set forth in the following table.

	Years Ended December 31		
($ thousands)	**2020**	2019	Change
Petroleum and natural gas sales	**$ 975,477**	$ 1,805,919	$ (830,442)
Royalties	**(163,735)**	(320,241)	156,506
Revenue, net of royalties	**811,742**	1,485,678	(673,936)
Expenses			
Operating	**(331,345)**	(397,716)	66,371
Transportation	**(28,437)**	(43,942)	15,505
Blending and other	**(48,381)**	(68,795)	20,414
Operating netback	**$ 403,579**	$ 975,225	$ (571,646)
General and administrative	**(34,268)**	(45,469)	11,201
Cash financing and interest	**(106,534)**	(107,417)	883
Realized financial derivatives gain	**47,836**	75,620	(27,784)
Realized foreign exchange gain (loss)	**544**	(966)	1,510
Other income	**3,176**	7,526	(4,350)
Current income tax recovery	**(574)**	(2,093)	1,519
Share-based compensation	**(2,253)**	—	(2,253)
Adjusted funds flow	**$ 311,506**	$ 902,426	$ (590,920)
Exploration and evaluation	**(14,011)**	(11,764)	(2,247)
Depletion and depreciation	**(486,380)**	(731,686)	245,306
Non-cash share-based compensation	**(7,216)**	(15,894)	8,678
Non-cash financing and accretion	**(18,907)**	(18,448)	(459)
Non-cash other income	**2,128**	—	2,128
Unrealized financial derivatives loss	**(18,500)**	(82,817)	64,317
Unrealized foreign exchange (loss) gain	**(9,232)**	62,753	(71,985)
Gain on dispositions	**901**	2,238	(1,337)
Impairment	**(2,360,220)**	(187,822)	(2,172,398)
Deferred income tax recovery	**160,967**	68,555	92,412
Net loss	**$ (2,438,964)**	$ (12,459)	$ (2,426,505)

We generated adjusted funds flow of $311.5 million for 2020 compared to $902.4 million for 2019. The decrease in adjusted funds flow for 2020 is primarily due to the decline in commodity benchmark prices and lower production, which resulted in a $653.5 million decrease in revenue, net of royalties and blending and other expense. This decrease in adjusted funds flow in 2020 relative to 2019 was mitigated by our costs saving initiatives which resulted in a $93.1 million reduction in operating, transportation, and general and administrative expenses.

We reported a net loss of $2.4 billion for 2020 compared to $12.5 million for 2019. The net loss for 2020 was primarily a result of impairments of $2.4 billion along with lower commodity prices and production which resulted in a $590.9 million decrease in adjusted funds flow. This was partially offset by lower depletion and depreciation in 2020 compared to 2019.

Other Comprehensive Income (Loss)

Other comprehensive income or loss is comprised of the foreign currency translation adjustment on U.S. net assets which includes a series of intercompany debt instruments outstanding between our Canadian and U.S. subsidiaries. Foreign exchange gains or losses on the debt owing from the U.S. subsidiary is recorded in other comprehensive income and the offsetting foreign exchange gain or loss on debt owed to the Canadian subsidiary is included in profit and loss for the period.

The $62.8 million foreign currency translation gain for 2020 is a result of the U.S. dollar strengthening during Q1/2020 as we had a higher amount of U.S. net assets prior to impairment recorded at March 31, 2020. U.S. net assets were lower as a result of the impairment as the Canadian dollar strengthened relative to the U.S. dollar over the remainder of 2020. The foreign currency translation adjustment for 2020 also includes a gain of $31.6 million related to the remeasurement of intercompany notes in our U.S. subsidiary. The CAD/USD exchange rate was 1.2755 at December 31, 2020 compared to 1.4120 at March 31, 2020 and 1.2965 at December 31, 2019.

Capital Expenditures

Capital expenditures for the years ended December 31, 2020 and 2019 are summarized as follows.

	Years Ended December 31					
	2020			2019		
($ thousands)	**Canada**	**U.S.**	**Total**	Canada	U.S.	Total
Drilling, completion and equipping	**$ 143,013**	**$ 104,599**	**$ 247,612**	$ 319,417	$ 166,094	$ 485,511
Facilities	**26,043**	**21**	**26,064**	41,141	10,220	51,361
Land, seismic and other	**5,896**	**768**	**6,664**	13,805	1,614	15,419
Total exploration and development	**$ 174,952**	**$ 105,388**	**$ 280,340**	$ 374,363	$ 177,928	$ 552,291
Acquisitions, net of proceeds from divestitures	**$ (182)**	**$ —**	**$ (182)**	$ 2,180	$ —	$ 2,180

Exploration and development expenditures were $280.3 million for 2020 compared to $552.3 million for 2019. Expenditures were lower in 2020 compared to 2019 as we adjusted our development programs in the U.S. and Canada in response to the volatility in crude oil prices throughout 2020. We were active on our properties early in 2020 as crude oil prices were stable and supported active development. After the significant decline in crude oil prices in March 2020, we moderated the pace of development in the U.S. and suspended our operated capital activity in Canada. We re-started development activity on our light oil properties as crude oil prices increased during Q4/2020 and the outlook for global demand improved.

In Canada, we invested $175.0 million on exploration and development activities in 2020 which is $199.4 million lower than $374.4 million in 2019. Exploration and development activity in 2020 includes costs associated with drilling 104 (101.2 net) light oil wells, 33 (33.0 net) heavy oil wells, 2 (2.0 net) conventional natural gas wells, 6 (6.0 net) stratigraphic exploration wells and investing $26.0 million on facilities. Exploration and development expenditures of $374.4 million for 2019 included costs associated with drilling 279 (247.8 net) light oil wells, 42 (42.0 net) heavy oil wells, 4 (4.0 net) stratigraphic exploration wells, along with $41.1 million of associated facility expenditures. Total exploration and development costs were lower in 2020 relative to 2019 as we suspended development operations following the sharp decline in crude oil pricing in March 2020.

Total U.S. exploration and development expenditures were $105.4 million for 2020 which is $72.5 million lower than $177.9 million for 2019. Exploration and development expenditures of $105.4 million for 2020 included costs associated with the drilling of 65 (16.3 net) wells along with completing 62 (14.1 net) wells that were brought on production. Development expenditures were lower in 2020 due to lower drilling and completions activity relative to 2019 when we spent $177.9 million and drilled 96 (20.2 net) wells and brought 109 (25.1 net) wells on production.

We completed minor acquisition and disposition transactions in 2020 for net proceeds of $0.2 million compared to net consideration of $2.2 million in 2019.

Total exploration and development expenditures of $280.3 million for 2020 approximated the mid-point of our annual guidance range of $260 - $290 million. We expect annual exploration and development expenditures of $225 - $275 million for 2021.

CAPITAL RESOURCES AND LIQUIDITY

We took action to improve our capital structure and financial liquidity during 2020. On February 5, 2020, we issued US$500 million of senior unsecured notes bearing interest at 8.75% which mature on April 1, 2027. Proceeds from the issuance were used in conjunction with availability on our credit facilities to complete the early redemption of the US$400 million principal amount of 5.125% senior unsecured notes due June 1, 2021 and the $300 million principal amount of 6.625% senior unsecured notes due July 19, 2022. We also negotiated an extension to the maturity of our credit facilities from April 2, 2021 to April 2, 2024. As a result of these actions we do not have any debt maturities until 2024 and we had $367.2 million of undrawn capacity on our credit facilities at December 31, 2020.

Our objective for capital management involves maintaining a flexible capital structure and sufficient sources of liquidity to execute our capital programs, while meeting our short and long-term commitments. We strive to actively manage our capital structure in response to changes in economic conditions. At December 31, 2020, our capital structure was comprised of shareholders' capital, long-term notes, trade and other receivables, trade and other payables and the credit facilities.

During 2020 we took additional action to protect our financial liquidity in response to lower oil prices and the global economic instability related to the COVID-19 pandemic. Our 2020 exploration and development expenditures were reduced by moderating the pace of activity in the U.S. and suspending drilling and completion operations in Canada. Certain high cost, low margin, production was shut-in for a portion of 2020 when netbacks were challenged by low commodity prices. Our cost savings initiatives also resulted in lower operating expenses and general and administrative costs during 2020. We have also taken advantage of all government assistance programs available to our industry. As a result of these actions, we were able to maintain our liquidity and generate free cash flow of $18.1 million for 2020 during a period of extremely volatile commodity prices.

The capital-intensive nature of our operations requires us to maintain adequate sources of liquidity to fund ongoing capital programs. Our capital resources consist primarily of adjusted funds flow, available credit facilities and proceeds received from the divestiture of oil and gas properties. We believe that our internally generated adjusted funds flow and our existing undrawn credit facilities will provide sufficient liquidity to fund our planned capital expenditures. Adjusted funds flow depends on a number of factors, including commodity prices, production and sales volumes, royalties, operating expenses, taxes and foreign exchange rates. In order to manage our capital structure and liquidity, we may from time-to-time issue or repurchase equity or debt securities, enter into business transactions including the sale of assets or adjust capital spending to manage current and projected debt levels. There is no certainty that any of these additional sources of capital would be available if required.

At December 31, 2020, net debt of $1.85 billion was $24.2 million lower than $1.87 billion at December 31, 2019. Free cash flow of $18.1 million generated in 2020 was directed towards debt repayment and reduced net debt at December 31, 2020. The decrease in net debt was also the result of a $22.4 million decrease in the reported amount of our U.S. dollar denominated net debt due to the strengthening of the Canadian dollar at December 31, 2020 relative to December 31, 2019. These decreases were partially offset by transaction and financing costs of $17.6 million related to the refinancing transactions in Q1/2020.

We monitor our capital structure and liquidity requirements using a net debt to adjusted funds flow ratio calculated on a twelve-month trailing basis. At December 31, 2020, our net debt to adjusted funds flow ratio was 5.9 compared to a ratio of 2.1 as at December 31, 2019. The increase in the net debt to adjusted funds flow ratio relative to December 31, 2019 is attributed to lower adjusted funds flow due to lower commodity pricing during 2020.

Credit Facilities

At December 31, 2020, the principal amount of credit facilities and letters of credit outstanding was $666.2 million and we had approximately $367.2 million of undrawn capacity under our credit facilities that total approximately $1,033.4 million. Our credit facilities include US$575 million of revolving credit facilities and a $300 million non-revolving term loan (collectively, the "Credit Facilities").

On March 3, 2020, we amended our Credit Facilities to extend maturity from April 2, 2021 to April 2, 2024. These facilities will automatically be extended to June 4, 2024 providing we have either refinanced, or have the ability to repay, the outstanding 2024 long-term notes with existing credit capacity as of April 1, 2024.

The Credit Facilities are not borrowing base facilities and do not require annual or semi-annual reviews. The Credit Facilities contain standard commercial covenants in addition to the financial covenants detailed below. There are no mandatory principal payments required prior to maturity which could be extended upon our request. Advances (including letters of credit) under the Credit Facilities can be drawn in either Canadian or U.S. funds and bear interest at the bank’s prime lending rate, bankers’ acceptance discount rates or London Interbank Offered Rates ("LIBOR"), plus applicable margins.

The LIBOR benchmark will no longer be published after December 31, 2021. We expect the LIBOR benchmark to be replaced with an alternative that will apply to our U.S. dollar borrowing at our option. We do not expect this change to have a material impact to Baytex as U.S. dollar borrowings under the credit facilities can also bear interest at the U.S. base loan rate.

The agreements and associated amending agreements relating to the Credit Facilities are accessible on the SEDAR website at www.sedar.com.

The weighted average interest rate on the Credit Facilities was 2.0% for 2020 as compared to 4.0% for 2019.

Financial Covenants

At December 31, 2020, we were in compliance with all of the covenants contained in our Credit Facilities and we expect to remain in compliance with the financial covenants applicable to our credit facilities at current forward commodity prices. A decrease or a sustained period of low commodity prices may result in non-compliance with our financial covenants and reduced liquidity on our existing credit facilities. Non-compliance with the financial covenants in our credit facilities could result in our debt becoming due and payable on demand.

The following table summarizes the financial covenants applicable to the Credit Facilities and our compliance therewith at December 31, 2020.

Covenant Description	Position as at December 31, 2020	Covenant
Senior Secured Debt [1] to Bank EBITDA [2] (Maximum Ratio)	**1.6:1.0**	3.5:1.0
Interest Coverage [3] (Minimum Ratio)	**3.9:1.0**	2.0:1.0

(1) "Senior Secured Debt" is defined as the principal amount of the credit facilities and other secured obligations identified in the credit agreement. As at December 31, 2020, the Company's Senior Secured Debt totaled $666.2 million which includes $651.2 million of principal amounts outstanding and $15.0 million of letters of credit.

(2) "Bank EBITDA" is calculated based on terms and definitions set out in the credit agreement which adjusts net income or loss for financing and interest expenses, income tax, non-recurring losses, certain specific unrealized and non-cash transactions (including depletion, depreciation, exploration and evaluation expenses, impairment, deferred income tax expense and recovery, unrealized gains and losses on financial derivatives and foreign exchange and share-based compensation) and is calculated based on a trailing twelve-month basis including the impact of material acquisitions as if they had occurred at the beginning of the twelve month period. Bank EBITDA for the twelve months ended December 31, 2020 was $414.9 million.

(3) "Interest coverage" is computed as the ratio of Bank EBITDA to financing and interest expenses, excluding accretion of debt issue costs and asset retirement obligations, and is calculated on a trailing twelve-month basis. Financing and interest expenses, excluding accretion of debt issue costs and asset retirement obligations, for the twelve months ended December 31, 2020 were $106.1 million.

Long-Term Notes

We have two series of long-term notes outstanding that total $1.15 billion as at December 31, 2020. The long-term notes do not contain any financial maintenance covenants but contain a debt incurrence covenant that restricts our ability to raise additional debt beyond our existing Credit Facilities and long-term notes.

On June 6, 2014, we issued US$800 million of senior unsecured notes, comprised of US$400 million of 5.125% notes due June 1, 2021 (the "5.125% Notes"), which were redeemed February 20, 2020, and US$400 million of 5.625% notes due June 1, 2024 (the "5.625% Notes"), which remain outstanding. The 5.625% Notes pay interest semi-annually with the principal amount repayable at maturity. As of June 1, 2019, the 5.625% Notes are redeemable at our option, in whole or in part, at specified redemption prices and will be redeemable at par from June 1, 2022 to maturity.

On February 5, 2020, we issued US$500 million aggregate principal amount of senior unsecured notes due April 1, 2027 bearing interest at a rate of 8.75% per annum payable semi-annually (the "8.75% Senior Notes)". The 8.75% Senior Notes are redeemable at our option, in whole or in part, at specified redemption prices after April 1, 2023 and will be redeemable at par from April 1, 2026 to maturity. Transaction costs of $12.5 million were incurred in conjunction with the issuance which resulted in net proceeds of $652.2 million.

On February 20, 2020, we used a portion of the net proceeds from the issuance of the 8.75% Senior Notes to complete the early redemption of the US$400 million principal amount of the 5.125% senior unsecured notes due June 1, 2021 at par plus accrued interest. The payment at redemption was $530.4 million.

On March 5, 2020, we completed the early redemption of the $300 million principal amount of the 6.625% senior unsecured notes due July 19, 2022 at 101.104% of the principal amount plus accrued interest. The payment at redemption includes principal of $300.0 million plus early redemption expense of $3.3 million.

Shareholders' Capital

We are authorized to issue an unlimited number of common shares and 10.0 million preferred shares. The rights and terms of preferred shares are determined upon issuance. During the year ended December 31, 2020, we issued 2.9 million common shares pursuant to our share-based compensation program. As at February 24, 2021, we had 561.2 million common shares issued and outstanding and no preferred shares issued and outstanding.

Contractual Obligations

We have a number of financial obligations that are incurred in the ordinary course of business. These obligations are of a recurring nature and impact our adjusted funds flow in an ongoing manner. A significant portion of these obligations will be funded by adjusted funds flow. These obligations as of December 31, 2020 and the expected timing for funding these obligations are noted in the table below.

($ thousands)	**Total**	Less than 1 year	1-3 years	3-5 years	Beyond 5 years
Trade and other payables	**$ 155,955**	$ 155,955	$ —	$ —	$ —
Credit facilities [1] [2]	**651,173**	—	—	651,173	—
Long-term notes [2]	**1,147,950**	—	—	510,200	637,750
Interest on long-term notes [3]	**446,854**	84,502	169,004	123,479	69,869
Lease agreements [2]	**11,850**	4,504	4,302	3,044	—
Processing agreements	**6,361**	836	1,320	474	3,731
Transportation agreements	**98,406**	16,698	40,351	24,903	16,454
Total	**$ 2,518,549**	$ 262,495	$ 214,977	$ 1,313,273	$ 727,804

(1) The credit facilities mature on April 2, 2024. Maturity will automatically be extended to June 4, 2024 providing Baytex has either refinanced, or has the ability to repay, the outstanding 2024 long-term notes with existing credit capacity as of April 1, 2024.

(2) Principal amount of instruments.

(3) Excludes interest on our credit facilities as interest payments fluctuate based on a floating rate of interest and changes in the outstanding balances.

We also have ongoing obligations related to the abandonment and reclamation of well sites and facilities when they reach the end of their economic lives. Programs to abandon and reclaim well sites and facilities are undertaken regularly in accordance with applicable legislative requirements.

FOURTH QUARTER OPERATING AND FINANCIAL RESULTS

	Three Months Ended December 31					
	2020			2019		
($ thousands except for per boe)	**Canada**	**U.S.**	**Total**	Canada	U.S.	Total
Total daily production						
Light oil and condensate (bbl/d)	**15,212**	**14,356**	**29,568**	21,531	22,375	43,906
Heavy oil (bbl/d)	**21,725**	**—**	**21,725**	27,050	—	27,050
NGL (bbl/d)	**1,364**	**5,131**	**6,495**	1,170	7,529	8,699
Total liquids (bbl/d)	**38,301**	**19,487**	**57,788**	49,751	29,904	79,655
Natural gas (mcf/d)	**42,117**	**33,999**	**76,116**	48,260	51,975	100,235
Total production (boe/d)	**45,321**	**25,154**	**70,475**	57,794	38,566	96,360
Operating netback ($/boe)						
Light oil and condensate ($/bbl)	**$ 47.43**	**$ 52.73**	**$ 50.00**	$ 65.31	$ 76.46	$ 71.00
Heavy oil ($/bbl)	**27.87**	**—**	**27.87**	40.32	—	40.32
NGL ($/bbl)	**16.57**	**19.18**	**18.63**	16.22	18.75	18.41
Natural gas ($/mcf)	**2.50**	**3.26**	**2.84**	2.39	3.20	2.81
Total sales, net of blending and other per boe	**32.10**	**38.41**	**34.35**	45.52	52.33	48.25
Royalties per boe	**(2.90)**	**(11.11)**	**(5.83)**	(4.73)	(14.69)	(8.72)
Operating expense per boe	**(14.73)**	**(7.92)**	**(12.30)**	(14.41)	(6.47)	(11.23)
Transportation expense per boe	**(1.60)**	**—**	**(1.03)**	(1.66)	—	(1.00)
Operating netback per boe	**$ 12.87**	**$ 19.38**	**$ 15.19**	$ 24.72	$ 31.17	$ 27.30
Financial						
Petroleum and natural gas sales	**$ 144,741**	**$ 88,895**	**$ 233,636**	$ 260,217	$ 185,678	$ 445,895
Royalties	**(12,092)**	**(25,715)**	**(37,807)**	(25,154)	(52,128)	(77,282)
Revenue, net of royalties	**132,649**	**63,180**	**195,829**	235,063	133,550	368,613
Operating	**(61,409)**	**(18,339)**	**(79,748)**	(76,623)	(22,950)	(99,573)
Transportation	**(6,692)**	**—**	**(6,692)**	(8,840)	—	(8,840)
Blending and other	**(10,891)**	**—**	**(10,891)**	(18,167)	—	(18,167)
Operating netback	**$ 53,657**	**$ 44,841**	**$ 98,498**	$ 131,433	$ 110,600	$ 242,033
General and administrative	**—**	**—**	**(9,314)**	—	—	(9,893)
Cash interest	**—**	**—**	**(25,194)**	—	—	(24,389)
Realized financial derivatives gain	**—**	**—**	**17,105**	—	—	22,956
Other	**—**	**306**	**1,081**	—	—	1,440
Adjusted funds flow	**$ 53,657**	**$ 45,147**	**$ 82,176**	$ 131,433	$ 110,600	$ 232,147
Net income (loss)	**$ 112,954**	**$ 144,200**	**$ 221,160**	$ (134,348)	$ 44,937	$ (117,772)
Exploration and development expenditures	**$ 45,030**	**$ 32,779**	**$ 77,809**	$ 104,460	$ 48,657	$ 153,117
Acquisitions, net of proceeds from divestitures	**$ (33)**	**$ —**	**$ (33)**	$ 563	$ —	$ 563
Net debt			**$ 1,847,601**			$ 1,871,791

	Three Months Ended December 31		
	2020	2019	Change
Benchmark Averages			
WTI oil (US$/bbl) [(1)]	**42.66**	56.96	(14.30)
MEH oil (US$/bbl) [(2)]	**43.05**	60.04	(16.99)
MEH oil differential to WTI (US$/bbl)	**0.39**	3.08	(2.69)
Edmonton par oil ($/bbl)	**50.24**	68.10	(17.86)
Edmonton par oil differential to WTI (US$/bbl)	**(4.11)**	(5.37)	1.26
WCS heavy oil ($/bbl) [(3)]	**43.46**	54.29	(10.83)
WCS heavy oil differential to WTI (US$/bbl)	**(9.31)**	(15.83)	6.52
AECO natural gas price ($/mcf) [(4)]	**2.77**	2.34	0.43
NYMEX natural gas price (US$/mmbtu) [(5)]	**2.66**	2.50	0.16
CAD/USD average exchange rate	**1.3031**	1.3201	(0.0170)

(1) WTI refers to the arithmetic average of NYMEX prompt month WTI for the applicable period.
(2) MEH refers to arithmetic average of the Argus WTI Houston differential weighted index price for the applicable period.
(3) WCS refers to the average posting price for the benchmark WCS heavy oil.
(4) AECO refers to the AECO arithmetic average month-ahead index price published by the Canadian Gas Price Reporter ("CGPR").
(5) NYMEX refers to the NYMEX last day average index price as published by the CGPR.

Our operating and financial results for Q4/2020 reflect additional development activity after we limited exploration and development expenditures for two quarters in response to the challenging market conditions caused by COVID-19. We invested $77.8 million on exploration and development expenditures in Q4/2020 which were focused on our light oil assets in the U.S. and in Canada. Adjusted funds flow was $82.2 million for Q4/2020 and production of 70,475 boe/d was in line with expectations after two quarters of limited development spending.

In Canada, production averaged 45,321 boe/d in Q4/2020 which was 12,473 boe/d lower than 57,794 boe/d reported for Q4/2019. The decrease in production reflects lower exploration and development activity throughout 2020 relative to 2019. Our weighted average realized price of $32.10/boe for Q4/2020 was $13.42/boe lower than $45.52/boe for Q4/2019 due to a decrease in benchmark prices in Q4/2020 relative to Q4/2019. In Q4/2020, the Edmonton Par benchmark was $50.24/bbl and the WCS heavy oil price was $43.46/bbl compared to $68.10/bbl and $54.29/bbl for the same period of 2019, respectively. As a result of lower production and benchmark pricing, we generated operating netback of $53.7 million ($12.87/boe) for Q4/2020 which was $77.8 million ($11.85/boe) lower than $131.4 million ($24.72/boe) reported for Q4/2019. Exploration and development expenditures of $45.0 million in Q4/2020 includes drilling and completion costs associated with 32 (32.0 net) wells compared to 73 (70.7 net) wells in Q4/2019 when we spent $104.5 million.

In the U.S., production averaged 25,154 boe/d for Q4/2020 which is 13,412 boe/d lower than 38,566 boe/d reported for Q4/2019. The decrease in production reflects lower exploration and development activity throughout 2020 relative to 2019. Our realized price of $38.41/boe was $13.92/boe lower than our realized price of $52.33/boe in Q4/2019 due to a decrease in benchmark prices in Q4/2020 relative to Q4/2019. The MEH benchmark averaged US$43.05/bbl in Q4/2020 which is US$16.99/boe lower than US$60.04/bbl during Q4/2019. Operating netback of $44.8 million ($19.38/boe) was $65.8 million ($11.79/boe) lower than $110.6 million ($31.17/boe) for Q4/2019 due to lower benchmark prices and lower production in Q4/2020. Exploration and development expenditures of $32.8 million in Q4/2020 includes costs associated with drilling 26 (7.1 net) wells and commencing production from 9 (2.7 net) wells. Exploration and development expenditures were lower in Q4/2020 due to lower completion activity and a reduction in well costs relative to Q4/2019 when we spent $48.7 million and drilled 27 (6.3 net) wells and brought 24 (6.5 net) wells on production.

We generated adjusted funds flow of $82.2 million in Q4/2020 which is $150.0 million lower than $232.1 million in Q4/2019. The decrease in adjusted funds flow in Q4/2020 is due to lower realized pricing driven by the decline in benchmark pricing along with lower production due to lower capital spending in 2020. Production of 70,475 boe/d in Q4/2020 compared to 96,360 boe/d for Q4/2019 was a result of limited exploration and development activity during Q2/2020 and Q3/2020 relative to the same periods of 2019. Operating netback of $15.19/boe in Q4/2020 is $12.11/boe lower relative to $27.30/boe in Q4/2019 and reflects the impact that lower benchmark prices had on our realized pricing. The decrease in our realized price combined with the impact of lower production resulted in an $143.5 million decrease in operating netback in Q4/2020 compared to Q4/2019. We recorded a realized financial derivatives gain of $17.1 million in Q4/2020 compared to $23.0 million in Q4/2019. G&A expense of $9.3 million in Q4/2020 was lower than $9.9 million in Q4/2019 due to lower staffing and our cost saving initiatives, which included salary reductions. Interest expense of $25.2 million in Q4/2020 was $0.8 million higher than $24.4 million for Q4/2019 due to an increase in interest on long-term notes, partially offset by a reduction in interest on our credit facilities due to lower interest rates in Q4/2020 relative to Q4/2019. Net debt decreased from $1.87 billion in Q4/2019 to $1.85 billion in Q4/2020 due to the strengthening of the Canadian dollar relative to the U.S. dollar combined with debt repayment with free cash flow generated during 2020.

We recorded net income of $221.2 million in Q4/2020 compared to a net loss of $117.8 million in Q4/2019. Net income for Q4/2020 includes $341.3 million associated with the reversal of impairments due to a decrease in well costs in our Eagle Ford and Viking business units. In Q4/2019 we recorded an impairment expense of $187.8 million due to the sustained decline in Canadian heavy oil prices which resulted in a change in development plans for our thermal projects in Peace River.

QUARTERLY FINANCIAL INFORMATION

	2020				2019			
($ thousands, except per common share amounts)	**Q4**	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Petroleum and natural gas sales	**233,636**	252,538	152,689	336,614	445,895	424,600	482,000	453,424
Net income (loss)	**221,160**	(23,444)	(138,463)	(2,498,217)	(117,772)	15,151	78,826	11,336
Per common share - basic	**0.39**	(0.04)	(0.25)	(4.46)	(0.21)	0.03	0.14	0.02
Per common share - diluted	**0.39**	(0.04)	(0.25)	(4.46)	(0.21)	0.03	0.14	0.02
Adjusted funds flow	**82,176**	78,508	17,887	132,935	232,147	213,379	236,130	220,770
Per common share - basic	**0.15**	0.14	0.03	0.24	0.42	0.38	0.42	0.40
Per common share - diluted	**0.15**	0.14	0.03	0.24	0.42	0.38	0.42	0.40
Exploration and development	**77,809**	15,902	9,852	176,777	153,117	139,085	106,246	153,843
Canada	**45,030**	3,882	2,929	123,110	104,460	96,774	68,259	104,870
U.S.	**32,779**	12,020	6,923	53,667	48,657	42,311	37,987	48,973
Acquisitions, net of divestitures	**(33)**	(98)	(11)	(40)	563	(30)	1,647	—
Net debt	**1,847,601**	1,906,079	1,994,953	2,051,617	1,871,791	1,971,339	2,028,686	2,175,241
Total assets	**3,408,096**	3,156,414	3,267,820	3,441,040	5,914,083	6,233,875	6,222,190	6,359,157
Common shares outstanding	**561,227**	561,163	560,545	560,483	558,305	557,972	556,798	555,872
Daily production								
Total production (boe/d)	**70,475**	77,814	72,508	98,452	96,360	94,927	98,402	101,115
Canada (boe/d)	**45,321**	49,164	37,691	62,262	57,794	58,134	58,580	60,018
U.S. (boe/d)	**25,154**	28,650	34,817	36,190	38,566	36,793	39,822	41,097
Benchmark prices								
WTI oil (US$/bbl)	**42.66**	40.93	27.85	46.17	56.96	56.45	59.81	54.90
WCS heavy ($/bbl)	**43.46**	42.40	22.70	34.48	54.29	58.39	65.73	56.64
Edmonton Light ($/bbl)	**50.24**	49.83	29.85	51.43	58.10	68.41	73.84	66.53
CAD/USD avg exchange rate	**1.3031**	1.3316	1.3860	1.3445	1.3201	1.3207	1.3376	1.3293
AECO gas ($/mcf)	**2.77**	2.18	1.91	2.14	2.34	1.04	1.17	1.94
NYMEX gas (US$/mmbtu)	**2.66**	1.98	1.72	1.95	2.50	2.23	2.64	3.15
Sales price ($/boe)	**34.35**	33.79	22.31	35.19	48.25	47.14	51.49	47.98
Royalties ($/boe)	**(5.83)**	(5.59)	(4.42)	(6.33)	(8.72)	(8.59)	(9.67)	(8.94)
Operating expense ($/boe)	**(12.30)**	(10.26)	(11.17)	(11.66)	(11.23)	(11.15)	(11.22)	(11.02)
Transportation expense ($/boe)	**(1.03)**	(0.89)	(0.76)	(1.15)	(1.00)	(1.13)	(1.33)	(1.46)
Operating netback ($/boe)	**15.19**	17.05	5.96	16.05	27.30	26.27	29.27	26.56
Financial derivatives gain (loss) ($/boe)	**2.64**	(1.36)	2.06	3.00	2.59	2.39	1.45	2.07
Operating netback after financial derivatives ($/boe)	**17.83**	15.69	8.02	19.05	29.89	28.66	30.72	28.63

Our results for the previous eight quarters reflect the disciplined execution of our development programs and management of production in response to fluctuations in the prices for the commodities we produce. Production was 101,115 boe/d during Q1/2019 as stable crude oil prices supported an active development program in Canada and the U.S. Production was relatively consistent in the quarters following Q1/2019 until we shut-in production in Canada and moderated the pace of activity in the U.S. after the sharp decline in crude oil prices in March 2020. Production of 70,475 boe/d for Q4/2020 reflects reduced capital spending in Q2/2020 and Q3/2020 in response to low commodity prices.

North American benchmark commodity prices were stable throughout 2019 and were relatively strong leading into Q1/2020 with the WTI benchmark price averaging US$57.53/bbl in January. Decisions made by Saudi Arabia and Russia to increase production of crude oil as demand was decreasing due to the spread of COVID-19 resulted in a sharp decline in global crude oil prices with WTI averaging US$27.85/bbl in Q2/2020. Prices improved during the second half of 2020 as OPEC+ agreed to reinstate production

curtailments and measures to control the spread of COVID-19 were relaxed. Despite this recent improvement, commodity prices remained lower than Q1/2020 levels with WTI averaging US$42.66/bbl for Q4/2020. The impact of low commodity prices is reflected in our realized sales price of $34.35/boe for Q4/2020. Our development programs were significantly reduced in Canada and the U.S. for 2020 as a result of the decline in crude oil pricing with limited exploration and development spending during Q2/2020 and Q3/2020. Exploration and development spending of $77.8 million during Q4/2020 reflects the improving outlook for crude oil prices leading into 2021.

Adjusted funds flow is directly impacted by our average daily production and changes in benchmark commodity prices which are the basis for our realized sales price. Adjusted funds flow improved throughout 2019 due to increased production and strong well performance along with higher realizations associated with the higher weighting of light oil production. Adjusted funds flow of $82.2 million in Q4/2020 reflects the impact of lower commodity prices and reduced development expenditures which resulted in lower production relative to 2019.

Net debt can fluctuate on a quarterly basis depending on the timing of exploration and development expenditures, changes in our adjusted funds flow and the closing CAD/USD exchange rate which is used to translate our U.S. dollar denominated debt. Net debt has decreased from $2.2 billion at Q1/2019 to $1.8 billion at Q4/2020, which is primarily due to adjusted funds flow exceeding exploration and development expenditures by $381.3 million over the last eight quarters, which reflects our efforts to preserve liquidity during periods of challenging commodity prices. Our net debt has also been reduced by a decrease in the CAD/USD exchange rate used to translate our U.S. dollar denominated debt from 1.3360 CAD/USD at Q1/2019 to 1.2755 CAD/USD at Q4/2020.

OFF BALANCE SHEET TRANSACTIONS

We do not have any financial arrangements that are excluded from the consolidated financial statements as at December 31, 2020, nor are any such arrangements outstanding as of the date of this MD&A.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues and expenses. These judgments, estimates and assumptions are based on all relevant information available to the Company at the time of financial statement preparation. Actual results can differ from those estimates as the effect of future events cannot be determined with certainty. The key areas of judgment or estimation uncertainty that have a significant risk of causing material adjustment to the reported amounts of assets, liabilities, revenues, and expenses are discussed below.

Reserves

The Company uses estimates of oil, natural gas and NGL reserves in the calculation of depletion and in the determination of fair value estimates for non-financial assets. The process to estimate reserves is complex and requires significant judgment. Estimates of the Company's reserves are evaluated annually by independent reserves evaluators and represent the estimated recoverable quantities of oil, natural gas and NGL and the related net cash flows. This evaluation of reserves is prepared in accordance with the reserves definition contained in National Instrument 51-101 "Standards of Disclosure for Oil and Gas Activities" and the Canadian Oil and Gas Evaluation Handbook.

Estimates of economically recoverable oil, natural gas and NGL and their future net cash flows are based on a number of factors and assumptions. Changes to estimates and assumptions such as forward price forecasts, production rates, ultimate reserve recovery, timing and amount of capital expenditures, production costs, marketability of oil and natural gas, royalty rates and other geological, economic and technical factors could have a significant impact on reported reserves. Changes in the Company's reserves estimates can have a significant impact on the carrying values of the Company's oil and gas properties, the calculation of depletion, the timing of cash flows for asset retirement obligations, asset impairments and estimates of fair value determined in accounting for business combinations.

Cash-generating Units ("CGUs")

The Company's oil and gas properties are aggregated into CGUs which are the smallest identifiable group of assets that generates cash flows that are largely independent of the cash flows from other assets or groups of assets. The aggregation of assets in CGUs requires management judgment and is based on geographical proximity, shared infrastructure and similar exposure to market risk.

Identification of Impairment and Impairment Reversal Indicators

Judgment is required to assess when indicators of impairment or impairment reversal exist and when a calculation of the recoverable amount is required. The CGUs comprising oil and gas properties are reviewed at each reporting date to assess whether there is any indication of impairment or impairment reversal. The assessment for each CGU considers significant changes in reservoir performance including forecasted production volumes, forecasted royalty, operating, capital and abandonment and reclamation costs, forecasted oil and gas prices and the resulting cash flows from proved plus probable oil and gas reserves.

Measurement of Recoverable Amount

If indicators of impairment or impairment reversal are determined to exist, the recoverable amount of an asset or CGU is calculated based on the higher of value-in-use ("VIU") and fair value less cost of disposal ("FVLCD"). These calculations require the use of estimates and assumptions including cash flows associated with proved plus probable oil and gas reserves, the discount rate used to present value future cash flows, and assumptions regarding the timing and amount of capital expenditures and future abandonment and reclamation obligations. Any changes to these estimates and assumptions could impact the calculation of the recoverable amount and the carrying value of assets.

Exploration and Evaluation ("E&E") Assets

Costs associated with acquiring oil and natural gas licenses and exploratory drilling are accumulated as E&E assets pending determination of technical feasibility and commercial viability. The determination of technical feasibility and commercial viability of E&E assets for the purposes of reclassifying such assets to oil and gas properties is subject to management judgment. Management uses the establishment of commercial reserves as the basis for determining technical feasibility and commercial viability. Upon determination of commercial reserves, E&E assets are tested for impairment and reclassified to oil and natural gas properties.

Asset Retirement Obligations

The Company's provision for asset retirement obligations is based on estimated costs to abandon and reclaim the wells and the facilities, the estimated time period during which these costs will be incurred in the future, and discount and inflation rates. The provision for asset retirement obligations represents management's best estimate of the present value of the future abandonment and reclamation costs required under current regulatory requirements. Actual abandonment and reclamation costs could be materially different from estimated amounts.

Income Taxes

Regulations and legislation in the various jurisdictions in which the Company and its subsidiaries operate are subject to change. Interpretation and application of existing regulation and legislation requires management judgment. Income tax filings are subject to audit and re-assessment and changes in facts, circumstances and interpretations of the standards may result in a material change to the Company's provision for income taxes. Estimates of future income taxes are subject to measurement uncertainty.

CHANGES IN SIGNIFICANT ACCOUNTING POLICIES

Business Combinations

Baytex adopted amendments to IFRS 3 Business Combinations effective January 1, 2020, which will be applied prospectively to acquisitions that occur on or after January 1, 2020. These amendments did not result in changes to the Company's accounting policies for applying the acquisition method but could result in future acquisitions being accounted for as an asset acquisition as opposed to a business combination.

NYSE LISTING

On March 24, 2020 we received notice from the New York Stock Exchange (“NYSE”) that Baytex was no longer in compliance with one of the NYSE’s continued listing standards because the average closing price of Baytex’s common shares was less than US$1.00 per share over a consecutive 30-day trading period. Baytex did not regain compliance and its common shares were delisted from the NYSE on December 3, 2020.

Baytex's common share remain registered with the U.S. Securities and Exchange Commission. However, provided that Baytex remains listed on the TSX and the average daily trading volume of Baytex’s common shares in the U.S. is less than 5% of Baytex’s worldwide average daily trading volume over the 12-month period following the delisting, Baytex may be eligible to deregister its common shares at that time. Deregistration of Baytex's common shares would terminate its reporting obligations under the Securities Exchange Act of 1934, as amended.

NON-GAAP AND CAPITAL MEASUREMENT MEASURES

In this MD&A, we refer to certain capital management measures (such as adjusted funds flow, exploration and development expenditures, free cash flow, net debt, operating netback and Bank EBITDA) which do not have any standardized meaning prescribed by Canadian Generally Accepted Accounting Principles ("GAAP"). While adjusted funds flow, exploration and development expenditures, free cash flow, net debt, operating netback and Bank EBITDA are commonly used in the oil and natural gas industry, our determination of these measures may not be comparable with calculations of similar measures presented by other reporting issuers. We believe that inclusion of these non-GAAP financial measures provide useful information to investors and shareholders when evaluating the financial results of the Company.

Adjusted Funds Flow

We consider adjusted funds flow a key measure that provides a more complete understanding of operating performance and our ability to generate funds for exploration and development expenditures, debt repayment, settlement of our abandonment obligations and potential future dividends. In addition, we use a ratio of net debt to adjusted funds flow to manage our capital structure. We eliminate settlements of abandonment obligations from cash flow from operations as the amounts can be discretionary and may vary from period to period depending on our capital programs and the maturity of our operating areas. The settlement of abandonment obligations are managed with our capital budgeting process which considers available adjusted funds flow. Changes in non-cash working capital are eliminated in the determination of adjusted funds flow as the timing of collection, payment and incurrence is variable and by excluding them from the calculation we are able to provide a more meaningful measure of our operations on a continuing basis.

Adjusted funds flow should not be construed as an alternative to performance measures determined in accordance with GAAP, such as cash flow from operating activities and net income or loss.

The following table reconciles cash flow from operating activities to adjusted funds flow.

	Years Ended December 31	
($ thousands)	**2020**	2019
Cash flow from operating activities	**$ 353,096**	$ 834,939
Change in non-cash working capital	**(48,758)**	52,070
Asset retirement obligations settled	**7,168**	15,417
Adjusted funds flow	**$ 311,506**	$ 902,426

Exploration and Development Expenditures

We use exploration and development expenditures to measure and evaluate the performance of our capital programs. The total amount of exploration and development expenditures is managed as part of our budgeting process and can vary from period to period depending on the availability of adjusted funds flow and other sources of liquidity. We eliminate changes in non-cash working capital, acquisition and dispositions, and additions to other plant and equipment from investing activities as these amounts are generated by activities outside of our programs to explore and develop our existing properties.

Changes in non-cash working capital are eliminated in the determination of exploration and development expenditures as the timing of collection, payment and incurrence is variable and by excluding them from the calculation we are able to provide a more meaningful measure of our operations on a continuing basis. Our capital budgeting process is focused on programs to explore and develop our existing properties, accordingly, cash flows arising from acquisition and disposition activities are eliminated as we analyze these activities on a transaction by transaction basis separately from our analysis of the performance of our capital programs. Additions to other plant and equipment is primarily comprised of expenditures on corporate assets which do not generate incremental oil and natural gas production and are therefore analyzed separately from our evaluation of the performance of our exploration and development programs.

The following table reconciles cash flow used in investing activities to exploration and development expenditures.

	Years Ended December 31	
($ thousands)	**2020**	2019
Cash flow used in investing activities	**$ 314,469**	$ 617,508
Change in non-cash working capital	**(32,031)**	(62,485)
Proceeds from dispositions	**182**	1,487
Property acquisitions	**—**	(3,667)
Additions to other plant and equipment	**(2,280)**	(552)
Exploration and development expenditures	**$ 280,340**	$ 552,291

Free Cash Flow

We define free cash flow as adjusted funds flow less exploration and development expenditures (both non-GAAP measures defined above), payments on lease obligations and asset retirement obligations settled. We use free cash flow to evaluate funds available for debt repayment, common share repurchases, potential future dividends and acquisition opportunities.

The following table provides our computation of free cash flow.

	Years Ended December 31	
($ thousands)	**2020**	2019
Adjusted funds flow	**$ 311,506**	$ 902,426
Exploration and development expenditures	**(280,340)**	(552,291)
Payments on lease obligations	**(5,925)**	(5,956)
Asset retirement obligations settled	**(7,168)**	(15,417)
Free cash flow	**$ 18,073**	$ 328,762

Net Debt

We believe that net debt assists in providing a more complete understanding of our financial position and provides a key measure to assess our liquidity. We calculate net debt based on the principal amounts of our credit facilities and long-term notes outstanding, including trade and other payables, cash, and trade and other receivables. We use the principal amounts of the credit facilities and long-term notes outstanding in the calculation of net debt as these amounts represent our total repayment obligation at maturity. The carrying amount of debt issue costs associated with the credit facilities and long-term notes are excluded on the basis that these amounts have already been paid by Baytex at inception of the contract and do not represent an additional source of liquidity or repayment obligation.

The following table summarizes our calculation of net debt.

($ thousands)	**December 31, 2020**	December 31, 2019
Credit facilities [(1)]	**$ 651,173**	$ 506,471
Long-term notes [(1)]	**1,147,950**	1,337,200
Trade and other payables	**155,955**	207,454
Cash	**—**	(5,572)
Trade and other receivables	**(107,477)**	(173,762)
Net debt	**$ 1,847,601**	$ 1,871,791

(1) Principal amount of instruments expressed in Canadian dollars.

Operating Netback

We define operating netback as petroleum and natural gas sales, less blending expense, royalties, operating expense and transportation expense. Operating netback per boe is the operating netback divided by barrels of oil equivalent production volume for the applicable period. We believe that this measure assists in assessing our ability to generate cash margin on a unit of production basis and is a key measure used to evaluate our operating performance.

	Years Ended December 31	
($ thousands)	**2020**	2019
Petroleum and natural gas sales	**$ 975,477**	$ 1,805,919
Blending and other expense	**(48,381)**	(68,795)
Total sales, net of blending and other expense	**927,096**	1,737,124
Royalties	**(163,735)**	(320,241)
Operating expense	**(331,345)**	(397,716)
Transportation expense	**(28,437)**	(43,942)
Operating netback	**403,579**	975,225
Realized financial derivatives gain	**47,836**	75,620
Operating netback after realized financial derivatives	**$ 451,415**	$ 1,050,845

Bank EBITDA

Bank EBITDA is used to assess compliance with certain financial covenants contained in our credit facility agreements. Net income is adjusted for the items set forth in the table below as prescribed by the credit facility agreements. The following table reconciles net income or loss to Bank EBITDA on a twelve-month rolling basis.

	Years Ended December 31	
($ thousands)	**2020**	2019
Net income (loss)	**$ (2,438,964)**	$ (12,459)
Plus:		
Financing and interest	**125,441**	125,865
Unrealized foreign exchange loss (gain)	**9,232**	(62,753)
Unrealized financial derivatives loss	**18,500**	82,817
Current income tax expense	**574**	2,093
Deferred income tax recovery	**(160,967)**	(68,555)
Depletion and depreciation	**486,380**	731,686
Gain on dispositions	**(901)**	(2,238)
Impairment	**2,360,220**	187,822
Non-cash items [(1)]	**15,339**	27,048
Bank EBITDA	**$ 414,854**	$ 1,011,326

(1) Non-cash items include share-based compensation, exploration and evaluation expense, note redemption premiums, interest on lease obligations, and non-cash other income.

CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As of December 31, 2020, an evaluation was conducted of the effectiveness of our “disclosure controls and procedures” (as defined in the United States by Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”) and in Canada by National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109")) under the supervision of and with the participation of management, including the President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer of Baytex (collectively the "certifying officers"). Based on that evaluation, the certifying officers concluded that our disclosure controls and procedures are effective to ensure that the information required to be disclosed in the reports that we file or submit under the Exchange Act or under Canadian securities legislation is (i) recorded, processed, summarized and reported within the time periods specified in the applicable rules and forms and (ii) accumulated and communicated to our management, including the certifying officers, to allow timely decisions regarding the required disclosure.

It should be noted that while the certifying officers believe that our disclosure control and procedures provide a reasonable level of assurance that they are effective, they do not expect that our disclosure controls and procedures will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute assurance that the objectives of the control system are met.

Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over the Company's financial reporting. Internal control over our financial reporting is a process designed under the supervision of and with the participation of management, including the certifying officers, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements and even those systems determined to be effective can provide only reasonable assurance with respect to the financial statement preparation and presentation.

Management has assessed the effectiveness of our "internal control over financial reporting" as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act and as defined by NI 52-109. The assessment was based on the framework in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management concluded that our internal control over financial reporting was effective as of December 31, 2020.

The effectiveness of our internal control over financial reporting as of December 31, 2020 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their Report of Independent Registered Public Accounting Firm.

Changes in Internal Control over Financial Reporting

No changes were made to our internal control over financial reporting during the year ended December 31, 2020 that have materially affected, or are reasonably likely to materially affect, the internal controls over financial reporting.

SELECTED ANNUAL INFORMATION

The following table summarizes key annual financial and operating information over the three most recently completed financial years.

($ thousands, except per common share amounts)	**2020**	2019	2018
Revenues, net of royalties	**$ 811,742**	$ 1,485,678	$ 1,115,116
Adjusted funds flow	**$ 311,506**	$ 902,426	$ 472,983
Per common share - basic	**$ 0.56**	$ 1.62	$ 1.35
Per common share - diluted	**$ 0.56**	$ 1.62	$ 1.35
Net income (loss)	**$ (2,438,964)**	$ (12,459)	$ (325,309)
Per common share - basic	**$ (4.35)**	$ (0.02)	$ (0.93)
Per common share - diluted	**$ (4.35)**	$ (0.02)	$ (0.93)
Total assets	**$ 3,408,096**	$ 5,914,083	$ 6,377,198
Credit facilities - principal	**$ 651,173**	$ 506,471	$ 522,294
Long term notes - principal	**$ 1,147,950**	$ 1,337,200	$ 1,596,323
Average wellhead prices, net of blending costs ($/boe)	**$ 31.75**	$ 48.72	$ 46.31
Total production (boe/d)	**79,781**	97,680	80,458

FORWARD-LOOKING STATEMENTS

In the interest of providing our shareholders and potential investors with information regarding Baytex, including management's assessment of the Company's future plans and operations, certain statements in this document are "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" within the meaning of applicable Canadian securities legislation (collectively, "forward-looking statements"). In some cases, forward-looking statements can be identified by terminology such as "anticipate", "believe", "continue", "could", "estimate", "expect", "forecast", "intend", "may", "objective", "ongoing", "outlook", "potential", "plan", "project", "should", "target", "would", "will" or similar words suggesting future outcomes, events or performance. The forward-looking statements contained in this document speak only as of the date of this document and are expressly qualified by this cautionary statement.

Specifically, this document contains forward-looking statements relating to but not limited to: our business strategies, plans and objectives; our capital budget and expected average daily production for 2021; our expected royalty rate and operating, transportation, general and administrative and interest expenses for 2021; our expected lease expenditures and asset retirement obligations settled in 2021; the existence, operation and strategy of our risk management program; the reassessment of our tax filings by the Canada Revenue Agency; our intention to defend the reassessments; our view of our tax filing position; the length of time it would take to resolve the reassessments; that we would owe cash taxes and late payment interest if the reassessment is successful; that our internally generated adjusted funds flow and our existing undrawn credit facilities will provide sufficient liquidity to sustain our operations and planned capital expenditures; that we may issue or repurchase debt or equity securities from time to time or sell assets; our intent to fund certain financial obligations with cash flow from operations and the expected timing of the financial obligations; our plans with respect to asset retirement obligation activities; and that we may be eligible to deregister our common shares under the Securities Exchange Act of 1934. In addition, information and statements relating to reserves are deemed to be forward-looking statements, as they involve implied assessment, based on certain estimates and assumptions, that the reserves described exist in quantities predicted or estimated, and that the reserves can be profitably produced in the future.

These forward-looking statements are based on certain key assumptions regarding, among other things: petroleum and natural gas prices and differentials between light, medium and heavy oil prices; well production rates and reserve volumes; our ability to add production and reserves through our exploration and development activities; capital expenditure levels; our ability to borrow under our credit agreements; the receipt, in a timely manner, of regulatory and other required approvals for our operating activities; the availability and cost of labour and other industry services; interest and foreign exchange rates; the continuance of existing and, in certain circumstances, proposed tax and royalty regimes; our ability to develop our crude oil and natural gas properties in the manner currently contemplated; and current industry conditions, laws and regulations continuing in effect (or, where changes are proposed, such changes being adopted as anticipated). Readers are cautioned that such assumptions, although considered reasonable by Baytex at the time of preparation, may prove to be incorrect.

Actual results achieved will vary from the information provided herein as a result of numerous known and unknown risks and uncertainties and other factors. Such factors include, but are not limited to: the volatility of oil and natural gas prices and price differentials (including the impacts of Covid-19); the availability and cost of capital or borrowing; risks associated with our ability to exploit our properties and add reserves; availability and cost of gathering, processing and pipeline systems; that our credit facilities may not provide sufficient liquidity or may not be renewed; failure to comply with the covenants in our debt agreements; risks associated with a third-party operating our Eagle Ford properties; public perception and its influence on the regulatory regime; restrictions or costs imposed by climate change initiatives and the physical risks of climate change; new regulations on hydraulic fracturing; restrictions on or access to water or other fluids; changes in government regulations that affect the oil and gas industry; regulations regarding the disposal of fluids; changes in environmental, health and safety regulations; costs to develop and operate our properties; variations in interest rates and foreign exchange rates; risks associated with our hedging activities; retaining or replacing our leadership and key personnel; changes in income tax or other laws or government incentive programs; uncertainties associated with estimating oil and natural gas reserves; our inability to fully insure against all risks; risks of counterparty default; risks related to our thermal heavy oil projects; alternatives to and changing demand for petroleum products; risks associated with our use of information technology systems; results of litigation; risks associated with large projects; risks associated with the ownership of our securities, including changes in market-based factors; risks for United States and other non-resident shareholders, including the ability to enforce civil remedies, differing practices for reporting reserves and production, additional taxation applicable to non-residents and foreign exchange risk; and other factors, many of which are beyond our control. These and additional risk factors are discussed in our Annual Information Form, Annual Report on Form 40-F and Management's Discussion and Analysis for the year ended December 31, 2020, to be filed with Canadian securities regulatory authorities and the U.S. Securities and Exchange Commission not later than March 31, 2021 and in our other public filings.

The above summary of assumptions and risks related to forward-looking statements has been provided in order to provide shareholders and potential investors with a more complete perspective on Baytex's current and future operations and such information may not be appropriate for other purposes.

There is no representation by Baytex that actual results achieved will be the same in whole or in part as those referenced in the forward-looking statements and Baytex does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities law.

RISK FACTORS

We are focused on long-term strategic planning and have identified key risks, uncertainties and opportunities associated with our business that can impact the financial and operational results. Listed below is a description of these risks and uncertainties.

Volatility of oil and natural gas prices and price differentials

Our financial condition is substantially dependent on, and highly sensitive to, the prevailing prices of crude oil and natural gas. Low prices for crude oil and natural gas produced by us could have a material adverse effect on our operations, financial condition and the value and amount of our reserves.

Prices for crude oil and natural gas fluctuate in response to changes in the supply of, and demand for, crude oil and natural gas, market uncertainty and a variety of additional factors beyond our control. Crude oil prices are primarily determined by international supply and demand. Factors which affect crude oil prices include the actions of OPEC, OPEC+, the condition of the Canadian, United States, European and Asian economies (including conditions resulting from the impact of the COVID-19), government regulation, political stability in the Middle East and elsewhere, the supply of crude oil in North America and internationally, the ability to secure adequate transportation for products, the availability of alternate fuel sources and weather conditions. Natural gas prices realized by us are affected primarily in North America by supply and demand, weather conditions, industrial demand, prices of alternate sources of energy and developments related to the market for liquefied natural gas. All of these factors are beyond our control and can result in a high degree of price volatility. Fluctuations in currency exchange rates further compound this volatility when commodity prices, which are generally set in U.S. dollars, are stated in Canadian dollars.

Our financial performance also depends on revenues from the sale of commodities which differ in quality and location from underlying commodity prices quoted on financial exchanges. Of particular importance are the price differentials between our light/medium oil and heavy oil (in particular the light/heavy differential) and quoted market prices. Not only are these discounts influenced by regional supply and demand factors, they are also influenced by other factors such as transportation costs, capacity and interruptions, refining demand, storage capacity, the availability and cost of diluents used to blend and transport product and the quality of the oil produced, all of which are beyond our control. In addition, there is not sufficient pipeline capacity for Canadian crude oil to access the American refinery complex or tidewater to access world markets and the availability of additional transport capacity via rail is more expensive and variable, therefore, the price for Canadian crude oil is very sensitive to pipeline and refinery outages, which contributes to this volatility.

Decreases to or prolonged periods of low commodity prices, particularly for oil, may negatively impact our ability to meet guidance targets, maintain our business and meet all of our financial obligations as they come due. It could also result in the shut-in of currently producing wells without an equivalent decrease in expenses due to fixed costs, a delay or cancellation of existing or future drilling, development or construction programs, un-utilized long-term transportation commitments and a reduction in the value and amount of our reserves.

We conduct assessments of the carrying value of our assets in accordance with Canadian GAAP. If crude oil and natural gas forecast prices change, the carrying value of our assets could be subject to revision and our net earnings could be adversely affected.

Availability and cost of capital or borrowing to maintain and/or fund future development and acquisitions

The future development of our business may be dependent on our ability to obtain additional capital including, but not limited to, debt and equity financing. Unpredictable financial markets and the associated credit impacts may impede our ability to secure and maintain cost effective financing and limit our ability to achieve timely access to capital on acceptable terms and conditions. If external sources of capital become limited or unavailable, our ability to make capital investments, continue our business plan, meet all of our financial obligations as they come due and maintain existing properties may be impaired.

Our ability to obtain additional capital is dependent on, among other things, a general interest in energy industry investments and, in particular, interest in our securities along with our ability to maintain our credit ratings. If we are unable to maintain our indebtedness and financial ratios at levels acceptable to our credit rating agencies, or should our business prospects deteriorate, our credit ratings could be downgraded. This would adversely affect the value of our outstanding securities and existing debt and our ability to obtain new financing, and may increase our borrowing costs.

From time to time we may enter into transactions which may be financed in whole or in part with debt or equity. The level of our indebtedness from time to time, could impair our ability to obtain additional financing on a timely basis to take advantage of business opportunities that may arise. Additionally, from time to time, we may issue securities from treasury in order to reduce debt, complete acquisitions and/or optimize our capital structure.

Our success is highly dependent on our ability to exploit existing properties and add to our oil and natural gas reserves

Our oil and natural gas reserves are a depleting resource and decline as such reserves are produced, as a result, our long-term commercial success depends on our ability to find, acquire, develop and commercially produce oil and natural gas reserves. The business of exploring for, developing or acquiring reserves is capital intensive. If external sources of capital become limited or unavailable on commercially reasonable terms, our ability to make the necessary capital investments to maintain or expand our oil and natural gas reserves may be impaired. Future oil and natural gas exploration may involve unprofitable efforts, not only from unsuccessful wells, but also from wells that are productive but do not produce sufficient petroleum substances to return a profit. Completion of a well does not assure a profit on the investment. Drilling hazards or environmental liabilities or damages could

greatly increase the cost of operations, and various field operating conditions may adversely affect the production from successful wells. These conditions include delays or failure in obtaining governmental approvals or consents, shut-ins of connected wells resulting from extreme weather conditions, insufficient storage or transportation capacity or other geological and mechanical conditions. While diligent well supervision and effective maintenance operations can contribute to maximizing production rates over time, production delays and declines from normal field operating conditions cannot be eliminated and can be expected to adversely affect revenue and cash flow from operating activities to varying degrees.

There is no assurance we will be successful in developing our reserves or acquiring additional reserves at acceptable costs. Without these reserves additions, our reserves will deplete and as a consequence production from and the average reserve life of our properties will decline, which may adversely affect our business, financial condition, results of operations and prospects.

The amount of oil and natural gas that we can produce and sell is subject to the availability and cost of gathering, processing and pipeline systems

We deliver our products through gathering, processing and pipeline systems which we do not own and purchasers of our products rely on third party infrastructure to deliver our products to market. The lack of access to capacity in any of the gathering, processing and pipeline systems could result in our inability to realize the full economic potential of our production or in a reduction of the price offered for our production. Alternately, a substantial decrease in the use of such systems can increase the cost we incur to use them. Any significant change in market factors or other conditions affecting these infrastructure systems and facilities, as well as any delays in constructing new infrastructure systems and facilities, could harm our business and, in turn, our financial condition. A significant change may result from the conversion of most of the capacity on the Enbridge mainline from the common carrier model, which will end on July 1, 2021, to a contracted service model, where only shippers who sign long term transportation agreements will have access.

Access to the pipeline capacity for the export of crude oil from Canada has, at times, been inadequate for the amount of Canadian production being exported. This has resulted in significantly lower prices being realized by Canadian producers compared with the WTI price and the Brent price for crude oil. Although pipeline expansions are ongoing, the lack of pipeline capacity continues to affect the oil and natural gas industry in Canada and limit the ability to produce and obtain global benchmark pricing for oil and natural gas production. In addition, the pro-rationing of capacity on inter-provincial pipeline systems also continues to affect the ability to export oil and natural gas from Canada. There can be no certainty that investment in pipelines, which would result in additional long-term take-away capacity, will be made by applicable third party pipeline providers or that any requisite applications will receive regulatory approval. There is also no certainty that short-term operational constraints on pipeline systems, arising from pipeline interruption and/or increased supply of crude oil, will not occur.

There is no certainty that crude-by-rail transportation and other alternative types of transportation for our production will be sufficient to address any gaps caused by operational constraints on pipeline systems. In addition, our crude-by-rail shipments may be impacted by service delays, inclement weather, derailment or blockades and could adversely impact our crude oil sales volumes or the price received for our product. Crude oil produced and sold by us may be involved in a derailment or incident that results in legal liability or reputational harm.

A portion of our production may be processed through facilities controlled by third parties. From time to time these facilities may discontinue or decrease operations either as a result of normal servicing requirements or as a result of unexpected events. A discontinuance or decrease of operations could materially adversely affect our ability to process our production and to deliver the same for sale.

Our Credit Facilities may not provide sufficient liquidity and a failure to renew our Credit Facilities at maturity could adversely affect our financial condition

Our Credit Facilities and any replacement credit facilities may not provide sufficient liquidity. The amounts available under our Credit Facilities may not be sufficient for future operations, or we may not be able to obtain additional financing on economic terms, if at all. There can be no assurance that the amount of our Credit Facilities will be adequate for our future financial obligations, including future capital expenditures, or that we will be able to obtain additional funds. In the event we are unable to refinance our debt obligations, it may impact our ability to fund ongoing operations. In the event that the Credit Facilities are not extended before April 2, 2024, indebtedness under the Credit Facilities will be repayable at that time. There is also a risk that the Credit Facilities will not be renewed for the same amount or on the same terms.

Failure to comply with the covenants in the agreements governing our debt, including our obligation to repay the Senior Notes at maturity, could adversely affect our financial condition

We are required to comply with the covenants in our Credit Facilities and the Senior Notes. If we fail to comply with such covenants, are unable to pay, repay or refinance amounts owned at maturity or pay the debt service charges or otherwise commit an event of default, such as bankruptcy, it could result in the seizure and/or sale of our assets by our creditors. The proceeds from any sale of our assets would be applied to satisfy amounts owed to the secured creditors and then unsecured creditors. Only after the proceeds of that sale were applied towards our debt would the remainder, if any, be available for the benefit of our Shareholders.

We are not the operator of our drilling locations in our Eagle Ford acreage and, therefore, we will not be able to control the timing of development, associated costs or the rate of production of that acreage

Marathon Oil is the operator of our Eagle Ford acreage and we are reliant upon Marathon Oil to operate successfully. Marathon Oil will make decisions based on its own best interest and the collective best interest of all of the working interest owners of this acreage, which may not be in our best interest. We have a limited ability to exercise influence over the operational decisions of Marathon Oil, including the setting of capital expenditure budgets and determination of drilling locations and schedules. The success and timing of development activities, operated by Marathon Oil, will depend on a number of factors that will largely be outside of our control, including:

- the timing and amount of capital expenditures;
- Marathon Oil's expertise and financial resources;
- approval of other participants in drilling wells;
- selection of technology; and
- the rate of production of reserves, if any.

To the extent that the capital expenditure requirements related to our Eagle Ford acreage exceeds our budgeted amounts, it may reduce the amount of capital we have available to invest in our other assets. We have the ability to elect whether or not to participate in well locations proposed by Marathon Oil on an individual basis. If we elect to not participate in a well location, we forgo any revenue from such well until Marathon Oil has recouped, from our working interest share of production from such well, 300% to 500% of our working interest share of the cost of such well.

Public perception and its influence on the regulatory regime

Concern over the impact of oil and gas development on the environment and climate change has received considerable attention in the media and recent public commentary, and the social value proposition of resource development is being challenged. Additionally, certain pipeline leaks, rail car derailments, major weather events and induced seismicity events have gained media, environmental and other stakeholder attention. Future laws and regulation may be impacted by such incidents, which could have a material adverse effect on our financial condition, results of operations or prospects.

Restrictions and/or costs associated with regulatory initiatives to combat climate change and the physical risks of climate change may have a material adverse affect on our business

Regulatory and Policy Initiatives

Our exploration and production facilities and other operational activities emit GHGs. As such, it is highly likely that GHG emissions regulation (including carbon taxes) enacted in jurisdictions where we operate will impact us.

Negative consequences which could result from new GHG emissions regulation include, but are not limited to: increased operating costs, increased construction and development costs, additional monitoring and compliance costs, a requirement to redesign or retrofit current facilities, permitting delays, additional costs associated with the purchase of emission credits or allowances and reduced demand for crude oil. Additionally, if GHG emissions regulation differs by region or type of production, all or part of our production could be subject to costs which are disproportionately higher than those of other producers.

The direct or indirect costs of compliance with GHG emissions regulation may have a material adverse affect on our business, financial condition, results of operations and prospects. At this time, it is not possible to predict whether compliance costs will have a material adverse affect our financial condition, results of operations or prospects.

Although we provide for the necessary amounts in our annual capital budget to fund our currently estimated obligations, there can be no assurance that we will be able to satisfy our actual future obligations associated with GHG emissions from such funds.

Physical Risk

Climate change has been linked to extreme weather conditions. Extreme hot and cold weather, heavy snowfall, heavy rain fall, hurricanes and wildfires may restrict our ability to access our properties, cause operational difficulties including damage to machinery and facilities. Extreme weather also increases the risk of personnel injury as a result of dangerous working conditions. Certain of our assets are located where they are exposed to forest fires, floods, heavy rains, hurricanes and other extreme weather conditions which can lead to significant downtime, damage to such assets and/or increased costs of construction and maintenance. Moreover, extreme weather conditions may lead to disruptions in our ability to transport produced oil and natural gas as well as goods and services in our supply chain.

New regulations on hydraulic fracturing may lead to operational delays, increased costs and/or decreased production volumes

Hydraulic fracturing involves the injection of water, sand and small amounts of additives under pressure into rock formations to stimulate the production of oil and natural gas. Specifically, hydraulic fracturing enables the production of commercial quantities of oil and natural gas from reservoirs that were previously unproductive. Hydraulic fracturing has featured prominently in recent political, media and activist commentary on the subject of water usage, induced seismicity events and environmental damage. Any new laws, regulations or permitting requirements regarding hydraulic fracturing could lead to operational delays, increased operating costs, third party or governmental claims, and could increase the Corporation's costs of compliance and doing business as well as delay the development of oil and natural gas resources from shale formations, which are not commercial without the use of hydraulic fracturing. Restrictions on hydraulic fracturing could also reduce the amount of oil and natural gas that we are ultimately able to produce from our reserves.

Regulatory water use restrictions and/or limited access to water or other fluids may impact the Corporation's ability to fracture its wells or carry out waterflood operations

The Corporation undertakes or intends to undertake certain hydraulic fracturing, SAGD, CCS and waterflooding programs. To undertake such operations the Corporation needs to have access to sufficient volumes of water, or other liquids. There is no certainty that the Corporation will have access to the required volumes of water. In addition, in certain areas there may be restrictions on water use for activities such as hydraulic fracturing, SAGD, CCS and waterflooding. If the Corporation is unable to access such water it may not be able to undertake hydraulic fracturing, SAGD, CCS or waterflooding activities, which may reduce the amount of oil and natural gas that the Corporation is ultimately able to produce from its reserves.

Changes in government controls, legislation or regulations that affect the oil and gas industry, or failing to comply with such controls, legislation or regulations, could adversely affect us

The oil and gas industry is subject to extensive controls and regulations governing its operations (including land tenure, exploration, development, production, refining, transportation, and marketing) imposed by legislation enacted by various levels of government and, with respect to pricing and taxation of oil and natural gas, by agreements among the governments of Canada, Alberta, Saskatchewan, the United States and Texas, all of which should be carefully considered by investors in the oil and gas industry. All such controls, regulations and legislation are subject to revocation, amendment or administrative change, some of which have historically been material and in some cases materially adverse and there can be no assurance that there will not be further revocation, amendment or administrative change which will be materially adverse to our assets, reserves, financial condition, results of operations or prospects.

The oil and gas industry is also subject to regulation by governments in such matters as the awarding or acquisition of exploration and production rights, oil sands or other interests, the imposition of specific drilling obligations, environmental protection controls, control over the development and abandonment of fields (including restrictions on production) and possibly expropriation or cancellation of contract rights.

Other government controls, legislation or regulations may change from time to time in response to economic or political conditions. The exercise of discretion by governmental authorities under existing controls, legislation or regulations, the implementation of new controls, legislation or regulations or the modification of existing controls, legislation or regulations affecting the oil and gas industry could reduce demand for crude oil and natural gas, increase our costs, or delay or restrict our operations, all of which would have a material adverse effect on us. In addition, failure to comply with government controls, legislation or regulations may result in the suspension, curtailment or termination of operations and subject us to liabilities and administrative, civil and criminal penalties. Compliance costs can be significant.

In addition to regulatory requirements pertaining to the production, marketing and sale of oil and natural gas mentioned above, our business and financial condition could be influenced by federal legislation affecting, in particular, foreign investment, through legislation such as the *Competition Act* (Canada) and the *Investment Canada Act* (Canada) and the *Hart-Scott-Rodino Antitrust Improvements Act* in the United States.

Regulations regarding the disposal of fluids used in the Corporation's operations may increase its costs of compliance or subject it to regulatory penalties or litigation

The safe disposal of hydraulic fracturing fluids (including the additives) and water recovered from oil and natural gas wells is subject to ongoing regulatory review by the federal, provincial and state governments, including its effect on fresh water supplies and the ability of such water to be recycled, amongst other things. While it is difficult to predict the impact of any regulations that may be enacted in response to such review, the implementation of stricter regulations may increase the Corporation's costs of compliance.

The oil and gas industry is highly regulated and changes in environmental, health and safety controls, legislation or regulations may impose restrictions, costs or other liabilities

All phases of our operations are subject to environmental, health and safety regulation pursuant to a variety of Canadian, U.S. and other federal, provincial, state and municipal laws and regulations (collectively, "**environmental regulations**") governing occupational health and safety aspects of our operations, the spill, release or emission of materials into the environment or otherwise relating to environmental protection. Environmental regulations require that wells, facility sites and other properties associated with our operations be constructed, operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. In addition, certain types of operations, including exploration and development projects and changes to certain existing projects, may require the submission and approval of environmental impact assessments or permit applications. Environmental regulations impose, among other things, restrictions, liabilities and obligations in connection with the generation, handling, use, storage, transportation, treatment and disposal of hazardous substances and waste and in connection with spills, releases and emissions of various substances to the environment. It also imposes restrictions, liabilities and obligations in connection with the management of fresh or potable water sources that are being used, or whose use is contemplated, in connection with oil and gas operations. The jurisdictions where we operate have developed liability management programs designed to prevent taxpayers from incurring costs associated with suspension, abandonment, remediation and reclamation of wells, facilities and pipelines in the event that a licensee or permit holder becomes defunct. Changes to the requirements of liability management programs may result in significant increases to the security that must be posted, the timing of our abandonment and reclamation operations and the costs associated with such operations.

Compliance with environmental regulations can require significant expenditures, including expenditures for clean-up costs and damages arising out of contaminated properties. Failure to comply with environmental regulations may result in the imposition of administrative, civil and criminal penalties or issuance of clean up orders in respect of us or our properties, some of which may be material. We may also be exposed to civil liability for environmental matters or for the conduct of third parties, including private parties commencing actions and new theories of liability, regardless of negligence or fault. Although it is not expected that the costs of complying with environmental regulations will have a material adverse effect on our financial condition or results of operations, no assurance can be made that the costs of complying with environmental regulations in the future will not have such an effect. The implementation of new environmental regulations or the modification of existing environmental regulations affecting the oil and gas industry generally could reduce demand for crude oil and natural gas, resulting in stricter standards and enforcement, larger penalties and liability and increased capital expenditures and operating costs, which could have a material adverse effect on our financial condition, results of operations or prospects.

Our financial performance is significantly affected by the cost of developing and operating our assets

Our development and operating costs are affected by a number of factors including, but not limited to: price inflation, scheduling delays, trucking and fuel costs, failure to maintain quality construction standards, the cost of new technologies, supply chain disruptions and access to skilled labour. Natural gas, electricity, water, diluent, chemicals, supplies, reclamation, abandonment and labour costs are examples of operating and other costs that are susceptible to significant fluctuation. Increases to development and operating costs could have a material adverse effect on our financial condition, results of operations or prospects.

Variations in interest rates and foreign exchange rates could adversely affect our financial condition

There is a risk that interest rates will increase given the current historical low level of interest rates. An increase in interest rates could result in a significant increase in the amount we pay to service debt and could have an adverse effect on our financial condition, results of operations and prospects.

World oil prices are quoted in United States dollars and the price received by Canadian producers is therefore affected by the Canada/U.S. foreign exchange rate that may fluctuate over time. A material increase in the value of the Canadian dollar may negatively impact our revenues. A substantial portion of our operations and production are in the United States and, as such, we are exposed to foreign currency risk on both revenues and costs to the extent the value of the Canadian dollar decreases relative to the U.S. dollar. In addition, we are exposed to foreign currency risk as a large portion of our indebtedness is denominated in U.S. dollars and the interest payable thereon is payable in U.S. dollars. Future Canada/U.S. foreign exchange rates could also impact the future value of our reserves as determined by our independent evaluator.

A decline in the value of the Canadian dollar relative to the United States dollar provides a competitive advantage to United States companies acquiring Canadian oil and gas properties and may make it more difficult for us to replace reserves through acquisitions.

Our hedging activities may negatively impact our income and our financial condition

In response to fluctuations in commodity prices, foreign exchange and interest rates, we may utilize various derivative financial instruments and physical sales contracts to manage our exposure under a hedging program. The terms of these arrangements may limit the benefit to us of favourable changes in these factors, including receiving less than the market price for our production, and may also result in us paying royalties at a reference price which is higher than the hedged price. We may also suffer financial loss due to hedging arrangements if we are unable to produce oil or natural gas to fulfill our delivery obligations. There is also increased exposure to counterparty credit risk. To the extent that our current hedging agreements are beneficial to us, these benefits will only be realized for the period and for the commodity quantities in those contracts. In addition, there is no certainty that we will be able to obtain additional hedges at prices that have an equivalent benefit to us, which may adversely impact our revenues in future periods.

Failure to retain or replace our leadership and key personnel may have an adverse affect on our business

Our success is dependent upon our management, our leadership capabilities and the quality and competency of our talent. If we are unable to retain key personnel and critical talent or to attract and retain new talent with the necessary leadership, professional and technical competencies, it could have a material adverse effect on our financial condition, results of operations and prospects.

Income tax laws or other laws or government incentive programs or regulations relating to our industry may in the future be changed or interpreted in a manner that adversely affects us and our Shareholders

We file all required income tax returns and believe that we are in full compliance with the applicable tax legislation. However, such returns are subject to audit and reassessment by the applicable taxation authority. Any such reassessment may have an impact on current and future taxes payable. At present, the Canadian tax authorities have reassessed the returns of certain of our subsidiaries.

Tax authorities having jurisdiction over us or our Shareholders may disagree with the manner in which we calculate our income for tax purposes or could change their administrative practices to our detriment or the detriment of our Shareholders. In addition, income tax laws and government incentive programs relating to the oil and gas industry may change in a manner that adversely affects our financial condition, results of operations and prospects.

There are numerous uncertainties inherent in estimating quantities of recoverable oil and natural gas reserves, including many factors beyond our control

There are numerous uncertainties inherent in estimating quantities of reserves, including many factors beyond our control. In general, estimates of economically recoverable oil and natural gas reserves and the future net revenues therefrom are based upon a number of factors and assumptions made as of the date on which the reserves estimates were determined, such as geological and engineering estimates which have inherent uncertainties, the assumed effects of regulation by governmental agencies, historical production from the properties, initial production rates, production decline rates, the availability, proximity and capacity of oil and gas gathering systems, pipelines and processing facilities and estimates of future commodity prices and capital costs, all of which may vary considerably from actual results.

All such estimates are, to some degree, uncertain and classifications of reserves are only attempts to define the degree of uncertainty involved. For these reasons, estimates of the economically recoverable oil and natural gas reserves attributable to any particular group of properties, the classification of such reserves based on risk of recovery and estimates of future net revenues expected therefrom, prepared by different engineers or by the same engineers at different times, may vary substantially. Our reserves as at December 31, 2020 are estimated using forecast prices and costs. If we realize lower prices for crude oil, natural gas liquids and natural gas and they are substituted for the estimated price assumptions, the present value of estimated future net revenues for our reserves and net asset value would be reduced and the reduction could be significant. Our actual production, revenues, royalties, taxes and development, abandonment and operating expenditures with respect to our reserves will likely vary from such estimates, and such variances could be material.

Estimates of reserves that may be developed and produced in the future are often based upon volumetric calculations and upon analogy to similar types of reserves, rather than upon actual production history. Subsequent evaluation of the same reserves based upon production history will result in variations in the previously estimated reserves and such variances could be material.

Acquiring, developing and exploring for oil and natural gas involves many physical hazards. We have not insured and cannot fully insure against all risks related to our operations

Our crude oil and natural gas operations are subject to all of the risks normally incidental to the: (i) storing, transporting, processing, refining and marketing of crude oil, natural gas and other related products; (ii) drilling and completion of crude oil and natural gas wells; and (iii) operation and development of crude oil and natural gas properties, including, but not limited to: encountering unexpected formations or pressures, premature declines of reservoir pressure or productivity, blowouts, fires, explosions, equipment failures and other accidents, gaseous leaks, uncontrollable or unauthorized flows of crude oil, natural gas or well fluids, migration of harmful substances, oil spills, corrosion, adverse weather conditions, pollution, acts of vandalism, theft and terrorism and other adverse risks to the environment.

Although we maintain insurance in accordance with customary industry practice, we are not fully insured against all of these risks nor are all such risks insurable and in certain circumstances we may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. In addition, the nature of these risks is such that liabilities could exceed policy limits, in which event we could incur significant costs that could have a material adverse effect on our business, financial condition, results of operations and prospects.

We are subject to risk of default by the counterparties to our contracts and our counterparties may deem us to be a default risk

We are subject to the risk that counterparties to our risk management contracts, marketing arrangements and operating agreements and other suppliers of products and services may default on their obligations under such agreements or arrangements, including as a result of liquidity requirements or insolvency. Furthermore, low oil and natural gas prices increase the risk of bad debts related to our joint venture and industry partners. A failure by such counterparties to make payments or perform their operational or other obligations to us may adversely affect our results of operations, cash flow from operating activities and financial position. Conversely, our counterparties may deem us to be at risk of defaulting on our contractual obligations. These counterparties may require that we provide additional credit assurances by prepaying anticipated expenses or posting letters of credit, which would decrease our available liquidity and increase our costs.

Our thermal heavy oil projects face additional risks compared to conventional oil and gas production

Our thermal heavy oil projects are capital intensive projects which rely on specialized production technologies. Certain current technologies for the recovery of heavy oil, such as CSS and SAGD, are energy intensive, requiring significant consumption of natural gas and other fuels in the production of steam that is used in the recovery process. The amount of steam required in the production process varies and therefore impacts costs. The performance of the reservoir can also affect the timing and levels of production using new technologies. A large increase in recovery costs could cause certain projects that rely on CSS, SAGD or other new technologies to become uneconomic, which could have an adverse effect on our financial condition and our reserves. There are risks associated with growth and other capital projects that rely largely or partly on new technologies and the incorporation of such technologies into new or existing operations. The success of projects incorporating new technologies cannot be assured.

Project economics and our earnings may be reduced if increases in operating costs are incurred. Factors which could affect operating costs include, without limitation: labour costs; the cost of catalysts and chemicals; the cost of natural gas and electricity; water handling and availability; power outages; produced sand causing issues of erosion, hot spots and corrosion; reliability of facilities; maintenance costs; the cost to transport sales products; and the cost to dispose of certain by-products.

The adoption of alternatives to and changing demand for petroleum products may have an adverse affect on our business

Conservation measures, alternative fuel requirements, increasing consumer demand for alternatives to oil and natural gas and technological advances in fuel economy and renewable energy could reduce demand for oil and natural gas. Certain jurisdictions have implemented policies or incentives to decrease the use of fossil fuels and encourage the use of renewable fuel alternatives, which may lessen demand for petroleum products and put downward pressure on commodity prices. In addition, advancements in energy efficient products have a similar effect on the demand for oil and gas products. The Corporation cannot predict the impact of changing demand for oil and natural gas products, and any major changes may have a material adverse effect on the Corporation's business and financial condition by decreasing its cash flow from operating activities and the value of its assets.

Our information technology systems are subject to certain risks

We utilize a number of information technology systems for the administration and management of our business. If our ability to access and use these systems is interrupted and cannot be quickly and easily restored then such event could have a material adverse effect on us. Furthermore, although our information technology systems are considered to be secure, if an unauthorized party is able to access the systems then such unauthorized access may compromise our business in a materially adverse manner.

Adverse results from litigation may have an adverse affect on our business

In the normal course of our operations, we may become involved in, named as a party to, or be the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions. Potential litigation may develop in relation to personal injuries, property damage, royalties, taxes, land and access rights, environmental issues, natural resource damages and contract disputes. The outcome with respect to outstanding, pending or future proceedings cannot be predicted with certainty and may be determined adversely to us and could have a material adverse effect on our assets, liabilities, business, financial condition and results of operations. Even if we prevail in any such legal proceedings, the proceedings could be costly and time-consuming and may divert the attention of management and key personnel from business operations, which could have an adverse affect on our financial condition.

We may participate in larger projects and may have more concentrated risk in certain areas of our operations

We have a variety of exploration, development and construction projects underway at any given time. Project delays may result in delayed revenue receipts and cost overruns may result in projects being uneconomic. Our ability to complete projects is dependent on general business and market conditions as well as other factors beyond our control, including the availability of skilled labour and manpower, the availability and proximity of pipeline capacity and rail terminals, weather, environmental and regulatory matters, ability to access lands, availability of drilling and other equipment and supplies, and availability of processing capacity.

Risks Related to Ownership of our Securities

Changes in market-based factors may adversely affect the trading price of the Common Shares

The market price of our Common Shares is sensitive to a variety of market-based factors including, but not limited to, commodity prices, interest rates, foreign exchange rates, the decision of certain indices to include our Common Shares and the comparability of the Common Shares to other securities. Any changes in these market-based factors may adversely affect the trading price of the Common Shares.

Forward-Looking Information rely upon assumptions which may not prove correct

Shareholders and prospective investors are cautioned not to place undue reliance on our forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate.

Certain Risks for United States and other non-resident Shareholders

The ability of investors resident in the United States to enforce civil remedies is limited

We are a corporation incorporated under the laws of the Province of Alberta, Canada, our principal office is located in Calgary, Alberta and a substantial portion of our assets are located outside the United States. Most of our directors and officers and the representatives of the experts who provide services to us (such as our auditors and our independent qualified reserves evaluators), and all or a substantial portion of their assets are located outside the United States. As a result, it may be difficult for investors in the United States to effect service of process within the United States upon such directors, officers and representatives of experts who are not residents of the United States or to enforce against them judgments of the United States courts based upon civil liability under the United States federal securities laws or the securities laws of any state within the United States. There is doubt as to the enforceability in Canada against us or any of our directors, officers or representatives of experts who are not residents of the United States, in original actions or in actions for enforcement of judgments of United States courts of liabilities based solely upon the United States federal securities laws or securities laws of any state within the United States.

Canadian and United States practices differ in reporting reserves and production and our estimates may not be comparable to those of companies in the United States

We report our production and reserves quantities in accordance with Canadian practices and specifically in accordance with NI 51-101. These practices are different from the practices used to report production and to estimate reserves in reports and other materials filed with the SEC by companies in the United States.

We incorporate additional information with respect to production and reserves which is either not required to be included or prohibited under rules of the SEC and practices in the United States. We follow the Canadian practice of reporting gross production and reserve volumes (before deduction of Crown and other royalties). We also follow the Canadian practice of using forecast prices and costs when we estimate our reserves, whereas the SEC rules require that a 12-month average price, calculated as the unweighted arithmetic average of the first-day-of-the-month price for each month within the 12-month period prior to the end of the reporting period, be utilized.

We have included in this AIF estimates of proved reserves and proved plus probable reserves. Probable reserves have a lower certainty of recovery than proved reserves. The SEC requires oil and gas issuers in their filings with the SEC to disclose only proved reserves but permits the optional disclosure of probable reserves. The SEC definitions of proved reserves and probable reserves are different than NI 51-101; therefore, proved, probable and proved plus probable reserves disclosed in this AIF may not be comparable to United States standards.

As a consequence of the foregoing, our reserves estimates and production volumes in this AIF may not be comparable to those made by companies utilizing United States reporting and disclosure standards.

There is additional taxation applicable to non-residents

Tax legislation in Canada may impose withholding or other taxes on the cash dividends, stock dividends or other property transferred by us to non-resident shareholders. These taxes may be reduced pursuant to tax treaties between Canada and the non-resident shareholder's jurisdiction of residence. Evidence of eligibility for a reduced withholding rate must be filed by the non-resident shareholder in prescribed form with their broker (or in the case of registered shareholders, with the transfer agent). In addition, the country in which the non-resident shareholder is resident may impose additional taxes on such dividends. Any of these taxes may change from time to time.

Exhibit 99.4

CERTIFICATION PURSUANT TO RULE 13a-14 OR 15d-14 OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Edward D. LaFehr, certify that:

1. I have reviewed this annual report on Form 40-F of Baytex Energy Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Dated: March 1, 2021 BAYTEX ENERGY CORP.

/s/ *Edward D. LaFehr*
Name: Edward D. LaFehr
Title: President and Chief Executive Officer

Exhibit 99.5

CERTIFICATION PURSUANT TO RULE 13a-14 OR 15d-14 OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Rodney D. Gray, certify that:

1. I have reviewed this annual report on Form 40-F of Baytex Energy Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Dated: March 1, 2021 BAYTEX ENERGY CORP.

/s/ *Rodney D. Gray*
Name: Rodney D. Gray
Title: Executive Vice President and Chief Financial Officer

Exhibit 99.6

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Baytex Energy Corp. (the "Company") on Form 40-F for the fiscal year ended December 31, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Edward D. LaFehr, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 1, 2021 BAYTEX ENERGY CORP.

/s/ *Edward D. LaFehr*
Name: Edward D. LaFehr
Title: President and Chief Executive Officer

Exhibit 99.7

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Baytex Energy Corp. (the "Company") on Form 40-F for the fiscal year ended December 31, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Rodney D. Gray, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 1, 2021 BAYTEX ENERGY CORP.

/s/ *Rodney D. Gray*
Name: Rodney D. Gray
Title: Executive Vice President and Chief Financial Officer

Exhibit 99.8

KPMG LLP
205 5th Avenue SW
Suite 3100
Calgary AB T2P 4B9
Tel (403) 691-8000
Fax (403) 691-8008
www.kpmg.ca

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of Baytex Energy Corp.:

We, KPMG LLP, consent to the use of our reports, each dated February 24, 2021, with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting included in this annual report on Form 40-F.

KPMG LLP

Chartered Professional Accountants

Calgary, Canada
March 1, 2021

Exhibit 99.9

CONSENT OF INDEPENDENT ENGINEERS

We refer to our report dated February 4, 2021 and effective December 31, 2020, evaluating the proved and probable petroleum and natural gas reserves attributable to Baytex Energy Corp. and its affiliates (collectively, the "Company"), which is entitled "Baytex Energy Corp., Evaluation of Petroleum Reserves, based on Forecast Prices and Cost, As of December 31, 2020" (the "Report").

We hereby consent to the references to our name in the Company's Annual Report on Form 40-F to be filed with the United States Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, and to the incorporation by reference in Registration Statements No. 333-171568 on Form S-8 of the Company and to the use of the Report.

We also confirm that we have read the Company's Annual Information Form for the year ended December 31, 2020 dated March 1, 2021, and that we have no reason to believe that there are any misrepresentations in the information contained therein that was derived from the Report or that is within our knowledge as a result of the services we performed in connection with such Report.

MCDANIEL & ASSOCIATES CONSULTANTS LTD.

/s/ *Brian R. Hamm*

Brian R. Hamm, P. Eng.
President and CEO

Calgary, Alberta, Canada
March 1, 2021

Baytex Energy Corp.
Supplemental Disclosures about Extractive Activities - Oil and Gas (unaudited)
December 31, 2020

Exhibit 99.10

The following disclosures have been prepared by Baytex Energy Corp. ("Baytex" or the "Company") in accordance with Accounting Standards Codification 932 "Extractive Activities - Oil & Gas" ("ASC 932") issued by the Financial Accounting Standards Board. The standard requires the use of a 12 month average price to estimate proved reserves calculated as the unweighted arithmetic average of first-day-of-the-month prices within the 12 month period prior to the end of the reporting period.

Petroleum and Natural Gas Reserves Information

Users of this information should be aware that the process of estimating quantities of "proved developed" and "proved undeveloped" crude oil, natural gas liquids, bitumen and natural gas is very complex, requiring significant subjective decisions in the evaluation of all available geological, engineering and economic data for each reservoir. The data for a given reservoir may change substantially over time as a result of numerous factors including, but not limited to, additional development activity, evolving production history, and continual reassessment of the viability of production under varying economic conditions. Consequently, material revisions to existing reserve estimates occur from time to time. Although every reasonable effort is made to ensure that reserve estimates reported represent the most accurate assessments possible, the significance of the subjective decisions required and variances in available data for reservoirs make these estimates generally less precise than other estimates presented in connection with financial statement disclosures. Future fluctuations in prices and costs, production rates, or changes in political or regulatory environments could cause the Company's reserves to be materially different from that presented.

Proved petroleum and natural gas reserves are the estimated quantities of crude oil, natural gas and natural gas liquids ("NGL") that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions.

Proved developed petroleum and natural gas reserves are reserves that can be expected to be recovered through existing wells with existing equipment and operating methods, which may require future expenditures.

Proved undeveloped petroleum and natural gas reserves are reserves that are expected to be recovered from known accumulations where a future expenditure is required.

Proved reserves and production volumes are presented net of royalties. Such royalties are subject to change by legislation or regulation and can also vary depending on production rates, selling prices and timing of initial production. Figures reported as natural gas reserves and production volumes do not include flared gas, injected gas or gas consumed in operations. All natural gas reserves and production volumes presented are sales volumes. Undrilled locations underlying the estimates of our proved undeveloped reserves as of December 31, 2019 and 2020 are included in a development plan that was adopted by Baytex for the applicable year as a result of our annual long-range planning process and associated corporate financial model and all such locations were scheduled to be drilled within five years of the initial development plan adoption date.

The changes in Baytex's net proved crude oil, NGL, bitumen and natural gas reserves under constant prices and costs for the two-year period ended December 31, 2020 were as follows:

	Canada				United States			
	Crude Oil (mbbl)	**NGL** (mbbl)	**Bitumen** (mbbl)	**Natural Gas** (mmcf)	**Crude Oil** (mbbl)	**NGL** (mbbl)	**Bitumen** (mbbl)	**Natural Gas** (mmcf)
Net proved reserves								
December 31, 2018	96,289	1,224	11,435	54,978	37,161	52,705	—	151,136
Revisions of previous estimates	(2,324)	694	429	13,188	91	(97)	—	11,900
Improved recovery	—	—	—	—	—	—	—	—
Purchases of minerals in place	1,209	1	—	85	—	—	—	—
Extensions and discoveries	18,990	1,321	—	18,392	4,158	5,426	—	16,813
Production	(14,995)	(436)	(727)	(16,372)	(3,725)	(4,359)	—	(14,485)
Sales of minerals in place	(2,289)	—	—	(83)	—	—	—	—
December 31, 2019	96,879	2,804	11,136	70,188	37,685	53,675	—	165,363
Revisions of previous estimates	(49,515)	(892)	(8,251)	(11,898)	449	(2,736)	—	(794)
Improved recovery	—	—	—	—	—	—	—	—
Purchases of minerals in place	7	—	—	8	—	—	—	—
Extensions and discoveries	1,092	516	2,824	10,364	486	446	—	1,550
Production	(12,812)	(384)	(825)	(14,271)	(3,493)	(2,992)	—	(11,530)
Sales of minerals in place	(13)	—	—	(23)	—	—	—	—
December 31, 2020	35,639	2,044	4,883	54,367	35,127	48,393	—	154,589
Net proved developed reserves								
End of year 2018	46,557	772	8,616	39,222	13,466	23,432	—	68,273
End of year 2019	47,577	1,179	9,286	44,537	16,119	23,906	—	71,748
End of year 2020	20,749	1,616	808	37,858	15,809	21,277	—	67,187

Baytex Energy Corp.
Supplemental Disclosures about Extractive Activities - Oil and Gas (unaudited)
December 31, 2020

	Canada				United States			
	Crude Oil (mbbl)	NGL (mbbl)	Bitumen (mbbl)	Natural Gas (mmcf)	Crude Oil (mbbl)	NGL (mbbl)	Bitumen (mbbl)	Natural Gas (mmcf)
Net proved undeveloped reserves								
End of year 2018	49,732	452	2,819	15,756	23,696	29,272	—	82,863
End of year 2019	49,302	1,625	1,850	25,651	21,566	29,769	—	93,615
End of year 2020	14,889	428	4,075	16,508	19,318	27,116	—	87,402

	Total				
	Crude Oil (mbbl)	NGL (mbbl)	Bitumen (mbbl)	Natural Gas (mmcf)	Total (mboe)
Net proved reserves					
December 31, 2018	133,450	53,929	11,435	206,114	233,165
Revisions of previous estimates	(2,233)	597	429	25,088	2,974
Improved recovery	—	—	—	—	—
Purchases of minerals in place	1,209	1	—	85	1,224
Extensions and discoveries	23,148	6,748	—	35,205	35,763
Production	(18,720)	(4,795)	(727)	(30,857)	(29,385)
Sales of minerals in place	(2,289)	—	—	(83)	(2,303)
December 31, 2019	134,564	56,479	11,136	235,551	241,438
Revisions of previous estimates	(49,066)	(3,628)	(8,251)	(12,693)	(63,060)
Improved recovery	—	—	—	—	—
Purchases of minerals in place	7	—	—	8	8
Extensions and discoveries	1,578	962	2,824	11,914	7,349
Production	(16,305)	(3,376)	(825)	(25,802)	(24,806)
Sales of minerals in place	(13)	—	—	(23)	(17)
December 31, 2020	70,766	50,437	4,883	208,956	160,912
Net proved developed reserves					
End of year 2018	60,022	24,204	8,616	107,495	110,758
End of year 2019	63,696	25,085	9,286	116,285	117,447
End of year 2020	36,559	22,894	808	105,045	77,768
Net proved undeveloped reserves					
End of year 2018	73,428	29,724	2,819	98,619	122,407
End of year 2019	70,869	31,395	1,850	119,266	123,991
End of year 2020	34,207	27,544	4,075	103,910	83,144

Revisions of previous estimates

In 2020, the Company realized total proved revisions of -63,060 mboe. These revisions are primarily due to changes in the constant pricing from YE 2019 (the average first day-of-the-month price for WTI decreased from $55.85/bbl in 2019 to $39.54/bbl in 2020). The Company realized a 65,780 mboe loss in Canada and a 3,901 mboe loss in the US due to pricing changes. The Company also realized positive revisions in both Canada and the US. In Canada positive revisions of 5,139 mboe were realized due to the result of performance versus previous forecasts. In the U.S. positive revisions of 1,482 mboe are also the result of performance versus previous forecasts.

Extensions and Discovery

In 2019, the Company added 35,763 mboe of net proved reserves. 23,376 mboe were added in Canada as a result of our 2019 drilling program and 12,387 mboe were added in our Eagle Ford acreage due to improved well performance.

Standardized Measure of Discounted Future Net Cash Flows Relating to Proved Petroleum and Natural Gas Reserves

The following information has been developed utilizing procedures prescribed by ASC 932 and based on crude oil, NGL and natural gas reserves and production volumes estimated by Baytex's independent reserves evaluator, McDaniel & Associates Consultants Ltd. The methodology used in calculating our price assumptions for the standardized measure of discounted future net cash flows for reserves estimation is based upon the average first-day-of-the-month prices during the year.

Future production and development costs are based on forecast price assumptions and assume the continuation of existing economic, operating and regulatory conditions. Future income taxes are calculated by applying statutory income tax rates to future pre-tax cash flows after providing for the tax cost of the petroleum and natural gas properties based upon existing laws and regulations. A 10% discount factor was applied to the future net cash flows.

The information contained in the following table should not be considered as representative of realistic assessments of future cash flows, nor should the standardized measure of discounted future net cash flows be viewed as representative of the fair market value of Baytex's petroleum and natural gas properties. Management does not rely upon the following information in making investment and operating decisions. Such decisions are based upon a wide range of factors, including estimates of probable as well as proved reserves, and varying price and cost assumptions considered more representative of a range of possible economic conditions that may be anticipated. The prescribed discount rate of 10% may not appropriately reflect interest rates.

The computation of the standardized measure of discounted future net cash flows relating to proved oil and natural gas reserves was based on an unweighted arithmetic average of the first-day-of-the-month price for each month in 2020 and 2019.

	Commodity Pricing	
	2020	**2019**
WTI crude (US$/bbl)	$ 39.54	$ 55.85
Edmonton Light crude (Cdn$/bbl)	$ 45.56	$ 66.73
Western Canadian Select crude (WCS) [1] (Cdn$/bbl)	$ 36.90	$ 56.10
AECO spot (Cdn$/mmbtu)	$ 2.23	$ 1.76
Henry Hub (US$/mmbtu)	$ 2.00	$ 2.58
Exchange rate (US$/Cdn$)	0.7440	0.7500

(1) Price used in the preparation of heavy oil and bitumen reserves in Canada.

The standardized measure of discounted future net cash flows relating to net proved petroleum and natural gas reserves are as follows:

	Canada		United States		Total	
(thousands of Canadian dollars)	**2020**	**2019**	**2020**	**2019**	**2020**	**2019**
Future cash inflows	$ 1,664,979	$ 5,636,229	$ 3,743,041	$ 5,504,339	$ 5,408,020	$ 11,140,569
Future production costs	(759,574)	(2,301,149)	(1,622,638)	(1,790,853)	(2,382,212)	(4,092,002)
Future development costs [1]	(643,571)	(1,520,834)	(826,413)	(1,131,768)	(1,469,984)	(2,652,602)
Future income taxes	—	—	(18,752)	(213,922)	(18,752)	(213,922)
Future net cash flows	261,834	1,814,246	1,275,238	2,367,796	1,537,072	4,182,043
Deduct: 10% annual discount factor	31,709	(550,900)	(566,538)	(1,081,329)	(534,829)	(1,632,229)
Standardized measure	$ 293,543	$ 1,263,346	$ 708,701	$ 1,286,467	$ 1,002,243	$ 2,549,814

(1) Our estimated future costs to settle asset retirement obligations includes both: (i) estimated costs associated with future undrilled proved locations, and (ii) estimated costs associated with producing reserves. These costs are included in the "Future development costs" line.

Reconciliation of Changes in Standardized Measure of Future Net Cash Flows Discounted at 10% per Year Relating to Net Proved Petroleum and Natural Gas Reserves

As at December 31, 2020 (thousands of Canadian dollars)		Canada	United States	Total
Balance, beginning of year	$	1,263,346	$ 1,286,467	$ 2,549,814
Sales, net of production costs		(230,246)	(201,770)	(432,016)
Net change in prices and production costs related to future production		(777,611)	(773,203)	(1,550,814)
Changes in previously estimated production costs incurred during the period		607,008	134,253	741,260
Development costs incurred during the period		170,462	105,388	275,850
Extensions, discoveries and improved recovery, net of related costs		22,234	9,246	31,480
Revisions of previous quantity estimates		(887,803)	(39,120)	(926,923)
Sales of reserves in place		(206)	—	(206)
Purchases of reserves in place		24	—	24
Accretion of discount		126,335	134,536	260,870
Net change in income taxes		—	52,904	52,904
Balance, end of year	$	293,543	$ 708,701	$ 1,002,243

As at December 31, 2019 (thousands of Canadian dollars)		Canada	United States	Total
Balance, beginning of year	$	1,452,372	$ 1,518,587	$ 2,970,959
Sales, net of production costs		(603,159)	(416,008)	(1,019,167)
Net change in prices and production costs related to future production		(22,899)	(411,465)	(434,364)
Changes in previously estimated production costs incurred during the period		(236,918)	(23,926)	(260,844)
Development costs incurred during the period		371,415	177,928	549,343
Extensions, discoveries and improved recovery, net of related costs		177,952	127,763	305,715
Revisions of previous quantity estimates		8,532	98,307	106,839
Sales of reserves in place		(31,147)	—	(31,147)
Purchases of reserves in place		1,961	—	1,961
Accretion of discount		145,237	163,151	308,388
Net change in income taxes		—	52,130	52,130
Balance, end of year	$	1,263,346	$ 1,286,467	$ 2,549,814

Capitalized Costs Relating to Petroleum and Natural Gas Producing Activities

As at December 31, 2020 (thousands of Canadian dollars)		Canada	United States	Total
Proved properties	$	6,580,549	$ 4,843,127	$ 11,423,676
Unproved properties		99,989	91,876	191,865
Total capital costs		6,680,538	4,935,003	11,615,541
Accumulated depletion and impairment		(5,112,622)	(3,233,506)	(8,346,128)
Net capitalized costs	$	1,567,916	$ 1,701,497	$ 3,269,413

As at December 31, 2019 (thousands of Canadian dollars)		Canada	United States	Total
Proved properties	$	6,327,290	$ 4,801,007	$ 11,128,297
Unproved properties		187,262	132,948	320,210
Total capital costs		6,514,552	4,933,955	11,448,507
Accumulated depletion and impairment		(3,143,380)	(2,597,028)	(5,740,408)
Net capitalized costs	$	3,371,172	$ 2,336,927	$ 5,708,099

Baytex Energy Corp.
Supplemental Disclosures about Extractive Activities - Oil and Gas (unaudited)
December 31, 2020

Costs Incurred in Petroleum and Natural Gas Property Acquisition, Exploration and Development Activities

For year ended December 31, 2020 (thousands of Canadian dollars)		Canada	United States	Total
Property acquisition costs				
Proved properties	$	—	$ —	$ —
Unproved properties		—	—	—
Development costs [1]		170,462	105,388	275,850
Exploration costs [2]		4,490	—	4,490
Total	$	174,952	$ 105,388	$ 280,340

For year ended December 31, 2019 (thousands of Canadian dollars)		Canada	United States	Total
Property acquisition costs				
Proved properties	$	2,636	$ —	$ 2,636
Unproved properties		1,523	—	1,523
Development costs [1]		371,415	177,928	549,343
Exploration costs [2]		2,948	—	2,948
Total	$	378,522	$ 177,928	$ 556,450

(1) Development and facilities capital expenditures.
(2) Cost of geological and geophysical capital expenditures and drilling costs for exploratory wells.

Results of Operations for Producing Activities

For year ended December 31, 2020 (thousands of Canadian dollars except per boe amounts)		Canada	United States	Total
Petroleum and natural gas revenues, net of royalties	$	525,677	$ 286,065	$ 811,742
Less:				
Operating costs, production and mineral taxes		247,050	84,295	331,345
Transportation and blending expense		76,818	—	76,818
Exploration and evaluation		14,011	—	14,011
Depletion and impairment		2,046,420	792,659	2,839,079
Operating loss		(1,858,622)	(590,889)	(2,449,511)
Income tax expense		469	105	574
Results of operations [1]	$	(1,859,091)	$ (590,994)	$ (2,450,085)

For year ended December 31, 2019 (thousands of Canadian dollars except per boe amounts)		Canada	United States	Total
Petroleum and natural gas revenues, net of royalties	$	970,257	$ 515,421	$ 1,485,678
Less:				
Operating costs, production and mineral taxes		298,303	99,413	397,716
Transportation and blending expense		112,737	—	112,737
Exploration and evaluation		11,764	—	11,764
Depletion and impairment		651,323	261,766	913,089
Operating income (loss)		(103,870)	154,242	50,372
Income tax recovery		101	1,992	2,093
Results of operations [1]	$	(103,971)	$ 152,250	$ 48,279

(1) Excludes corporate overhead and interest costs.