

POLICY ON MAJORITY VOTING FOR DIRECTOR NOMINEES

The form of proxy for use at any meeting of North American Energy Partners Inc. ("NAEPI") shareholders where directors are to be elected will enable shareholders to either: (a) vote in favour; or (b) withhold their shares from being voted in respect of each nominee separately. At the meeting, the Chair will ensure that the number of shares voted in favour or withheld from voting for each nominee is recorded. If, with respect to any nominee, the total number of shares withheld exceeds the total number of shares voted in favour of the nominee, then for purposes of this policy such nominee shall be considered not to have received the support of shareholders even though duly elected as a matter of corporate law. Following each meeting of shareholders at which there is a vote on the election of directors, NAEPI will promptly issue a news release providing detailed disclosure of the voting results for the election of directors.

Any nominee who is considered under the above test not to have the support of the shareholders shall, forthwith submit his or her resignation to the board of directors to take effect immediately upon acceptance by the board of directors.

Upon the board's receipt of such a conditional resignation, the Governance Committee shall consider the matter and, as soon as possible, make a recommendation to the full board of directors regarding whether or not exceptional circumstances exist such that, in the Governance Committee's view, the resignation should not be accepted.

After considering the recommendation of the Governance Committee, the board of directors shall within 90 days of the shareholders meeting accept the resignation unless it determines that exceptional circumstances exist such that the tendered resignation should not be accepted. As soon as possible after making such determination, the board shall issue a press release which either confirms that they have accepted the resignation or provides an explanation for why they have refused to accept such resignation. A copy of such press release shall be provided to the TSX. The director tendering his or her resignation will not participate in any meeting of the Governance Committee or board of directors which considers the resignation.

Subject to any restrictions or requirements contained in applicable corporate law or NAEPI's constating documents, the board may, in its discretion: (a) leave a resulting vacancy unfilled until the next annual meeting; (b) appoint a replacement director whom the board considers merits the confidence of the shareholders; or (c) call a special meeting of shareholders to elect a replacement director nominated by management.

This policy does not apply in respect of any contested shareholders meeting. For purposes hereof, a contested meeting is any meeting of shareholders where proxy material is circulated in support of one or more director nominees who are not part of a slate of director nominees supported by the existing board of directors.
