

UNDERTAKING

TO: Alberta Securities Commission

FROM: North American Energy Partners Inc. (the "Issuer")

RE: Preliminary Short Form Prospectus of the Issuer dated February 28, 2017 (the "Prospectus")

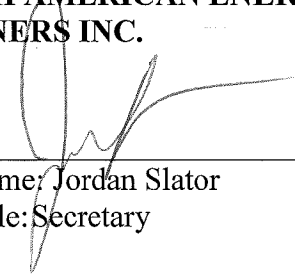
The Issuer hereby undertakes to file by SEDAR, at the applicable time, pursuant to sections 4.2(a)(x) and 4.2(a)(x.1) of National Instrument 44-101 *Short Form Prospectus Distributions*, a copy of the Debenture Indenture (as such term is defined in the Prospectus).

The Debenture Indenture was not executed prior to the filing of the Prospectus. The Debenture Indenture will be filed as soon as practicable after being entered into, under the same project number as the Prospectus, and in any event, within seven days of execution.

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DATED as of March 6, 2017.

**NORTH AMERICAN ENERGY
PARTNERS INC.**

By: 

Name: Jordan Slator

Title: Secretary