



HUMAN RESOURCES & COMPENSATION COMMITTEE CHARTER

DATE OF ISSUE:	May 30, 2012
VERSION NO.:	4
PROCEDURES:	None

North American Energy Partners Inc.

HUMAN RESOURCES & COMPENSATION COMMITTEE CHARTER

1. PURPOSE

The Board of Directors (the "Board") of North American Energy Partners Inc. (the "Company") has established the Human Resources & Compensation Committee (the "Committee") for the purpose of assisting the Board in meeting its oversight responsibilities in relation to: (a) human resource policies; (b) executive compensation; and (c) executive succession and development; for the Company, its subsidiaries, affiliates and related companies.

2. AUTHORITY

The Committee has the authority to:

- (a) review and recommend to the Board for approval the Company's general compensation philosophy, policies and guidelines;
- (b) review and recommend to the Board for approval on an annual basis the corporate goals and objectives relevant to the compensation of the President and Chief Executive Officer ("CEO");
- (c) review and recommend to the Board for approval the compensation package for the CEO, including without limitation, base salary, annual incentive compensation, retirement, health and welfare benefits and perquisites;
- (d) review and approve the compensation package for the Executive Management of the Company, other than the CEO, including without limitation, base salaries, annual incentive compensation, retirement, health and welfare benefits and perquisites. In this Charter, "Executive Management" includes the CEO and all individuals reporting directly to the CEO (save and except for the CEO's Executive Assistant);
- (e) review and recommend to the Board for approval the structure, implementation, participation, amendments or termination of all long-term incentive compensation programs, including but not limited to, the Share Option Plan, Director Deferred Share Plan, Performance Share Unit Plan, and Restricted Share Unit Plan;
- (f) review and recommend to the Board for approval the compensation package for the Committee Chairs and other directors;
- (g) review and recommend to the Board for approval the recruitment, evaluation and succession plans for the CEO;
- (h) review and approve the recruitment, appointment, evaluation and succession plans for the Executive Management of the Company, other than the CEO;

- (i) retain, compensate, and terminate, as applicable, any independent compensation consultants or other consultants to be used to advise and assist the Committee with respect to its responsibilities. The Committee shall have the sole authority to approve such consultant's fees and the other terms and conditions of the consultant's retention; and
- (j) undertake any other activity that may be reasonably necessary in order for the Committee to carry out its responsibilities as set out in this Charter.

3. COMPOSITION

- 3.1.** The Board will appoint annually, from among its members, the Committee and its Chair. The Committee will consist of at least three and not more than six members. The Board will appoint the members to the Committee at the Board meeting that coincides with the annual shareholder meeting, or the first meeting thereafter.
- 3.2.** Members of the Committee will be selected on the basis of their experience and qualifications in such areas as corporate governance, business strategy, finance, human resources and executive compensation.
- 3.3.** Each member of the Committee must be "independent" as that term is defined under the requirements of applicable securities laws and the standards of any stock exchange on which the Company's securities are listed. The Committee shall not include any director employed by the Company.
- 3.4.** Any member of the Committee who ceases to be a director of the Company is automatically removed as a member of the Committee. Any member may resign from the Committee and the Board maintains the authority to remove the Chair or any member from the Committee.
- 3.5.** Members will serve a one-year term and may serve consecutive terms to ensure continuity of experience.
- 3.6.** The responsibilities of a member of the Committee are in addition to that member's duties as a director.

4. MEETINGS

- 4.1.** The Committee will meet at least two times per year, with authority to convene additional meetings as circumstances require. A meeting may be convened by the Chair or any member of the Committee. The Chair will determine the time, place and procedures for calling and conducting Committee meetings, subject to the requirements of the bylaws of the Company, of this Charter and of the *Canada Business Corporations Act*.
- 4.2.** A majority of the members of the Committee will constitute a quorum. Members of the Committee may participate in a meeting through any means which permits all parties to communicate adequately with each other. Any member not physically present but participating in the meeting through such means is deemed to be present

at the meeting. A quorum, once established, is maintained even if members of the Committee leave before the meeting concludes.

- 4.3. In the event of a tie vote on a resolution, the issue will be forwarded to the full board for a vote.
- 4.4. A resolution signed (including signatures communicated by fax or electronic mail) by all members of the Committee entitled to vote on that resolution is as valid as if it had been passed at a meeting of the Committee.
- 4.5. The Committee may invite such officers, directors and employees of the Company as it may see fit from time to time to attend at meetings and provide information pertinent to any matter being discussed. Any director of the Company is entitled to attend Committee meetings, however, only members of the Committee are eligible to establish a quorum or to vote, subject always to s.4.3. The Committee will periodically meet *in camera* alone and separately with any advisor or consultant engaged by the Committee, the individual responsible for the human resource function, individual members of management and the Committee itself.
- 4.6. The Chair will ensure that meeting agendas are prepared and provided in advance to members of the Committee, along with appropriate briefing materials. The Committee will keep and approve minutes of each meeting which record the decisions reached by the Committee. Once approved, the minutes will be distributed to Committee members with copies provided to the Board, the chief executive officer of the Company and the Vice President Corporate Services.

5. RESPONSIBILITIES

The Committee will carry out the following responsibilities:

5.1. Compensation Philosophy

- (a) The Committee will review and recommend to the Board for approval the Company's compensation philosophy, policies and guiding principles.
- (b) The Committee will assess whether the Company's financial and non-financial performance indicators and the variable and long-term incentive plans are consistent with Company business strategy and where appropriate recommend to the Board any proposed changes thereto.
- (c) The Committee will review the Company's high level functional and organizational structure and where appropriate recommend to the Board any material changes thereto.

5.2. Executive Management

- (a) The Committee will review, assess and approve where appropriate those persons recommended by the CEO for appointment to Executive Management (other than the CEO) or as a corporate officer of the Company. The Committee

has the right of veto and if the Committee does not approve of the CEO's recommendation of a person to be appointed to Executive Management, that person will not be appointed.

- (b) The Committee will review and make recommendations to the Board with respect to the approval of all agreements dealing with employment, termination, retirement or other special circumstance between the Company and the CEO.
- (c) The Committee will review and approve all agreements dealing with employment, termination, retirement or other special circumstance between the Company and any member of Executive Management, other than the CEO.
- (d) The Committee will review the CEO's performance evaluations of the other members of Executive Management.
- (e) The Committee will review and make recommendations to the Board with respect to the approval of the succession plan for the CEO.
- (f) The Committee will review and approve the succession plans for Executive Management other than the CEO on an annual basis.

5.3. Executive Compensation & Benefits

- (a) The Committee will review and recommend to the Board for approval on an annual basis the corporate goals and objectives relevant to the compensation of the CEO. The Committee shall evaluate at least once a year the CEO's performance in light of the established goals and objectives and, based upon such evaluation, shall, together with all other independent members of the Board, determine and approve the CEO's annual compensation, including, as appropriate, salary, short term incentive and equity compensation. In determining the incentive components of the CEO's compensation, the Committee may consider a number of factors, including, but not limited to, the Company's performance and relative shareholder return, the value of similar incentive awards to CEO's at comparable companies and the awards given to the CEO in past years.
- (b) The Committee will review and approve the adequacy and form of compensation for Executive Management other than the CEO. The Committee will review and approve the levels and types of benefits and perquisites granted to Executive Management other than the CEO, and, except in respect of any long-term incentive plans, shall review and approve the annual incentive plan or plans for Executive Management other than the CEO.
- (c) The Committee will review and approve the compensation of individual members of Executive Management other than the CEO (including perquisites, annual bonus and other incentive awards, other than long-term incentive plans), such review to include any recommendations of the CEO made with respect to such individual member.

- (d) The Committee will review and recommend to the Board for approval the Executive share ownership requirements, amendments thereof and any changes to the mechanisms to achieve such requirements.

5.4. Long-term Incentive Plans

- (a) The Committee will review and recommend to the Board for approval the implementation of, or any proposed changes to:
 - (i) the Share Option Plan, Share Option Agreement, Directors' Deferred Share Unit Plan, Performance Share Unit Plan, Restricted Share Unit Plan or any other incentive plan requiring the issuance or use of, or tied to the value of, Company securities, directly or indirectly, and
 - (ii) any incentive or bonus plan where the duration of the underlying performance measure(s) exceeds one year;collectively referred to as the "long-term incentive plans".
- (b) The Committee will review and recommend to the Board for approval the eligibility of participants in the long-term incentive plans.
- (c) The Committee will review and recommend to the Board for approval any new grants, awards or payments under any long-term incentive plan.

5.5. Director Compensation

- (a) The Committee will review and recommend to the Board for approval the director compensation including the quarterly retainer and meeting fees, the annual retainer paid to the Chair of the Board and to the Chairs of the committees of the Board, and any directors' equity program.
- (b) The Committee will review and recommend to the Board for approval any changes to the Director share ownership requirements or mechanisms to achieve such requirements.

5.6. Other Compensation

- (a) The Committee will review and approve the annual general percentage salary increase for the Company's full-time permanent employees, such review to include any recommendations of the CEO made with respect to such increase.
- (b) The Committee will review and recommend to the Board for approval any incentive or bonus plan for the Company's full-time permanent employees, such review to include any recommendations of the CEO made with respect to such incentive or bonus plan.

5.7. Reporting

- (a) The Committee will review and approve reports on executive compensation for publication in the Company's information circulars and similar disclosure documents as required by law, including where applicable, securities laws and the rules of any applicable stock exchanges.
- (b) The committee will review each quarter the reports pertaining to compensation and human resources matters from ClearView Connects, the company's Ethics Reporting Service.

6. GENERAL

- 6.1.** The Committee will report to the Board on all matters in this charter as well as such matters as the Board may from time to time refer or delegate to the Committee.
- 6.2.** The Committee will review and re-assess the adequacy of the charter annually and recommend any proposed changes to the Board for approval.
- 6.3.** The Committee members will conduct an annual self-evaluation of the performance and effectiveness of the Committee.

Prepared By: /s/ Jordan Slator Jordan Slator General Counsel and Secretary	Approved By: /s/ Peter Tomsett Peter Tomsett, Chair Human Resources & Compensation Committee	Date of Approval and Issue: May 30, 2012
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