

North American Energy Partners Inc.  
Form 6-K  
July 31, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 6-K**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16**

**under the Securities Exchange Act of 1934**

For the month of July 2009

Commission File Number 001-33161

**NORTH AMERICAN ENERGY PARTNERS INC.**

**Zone 3 Acheson Industrial Area**

**2-53016 Highway 60**

**Acheson, Alberta**

**Canada T7X 5A7**

**(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Documents Included as Part of this Report**

1. Notice of Annual and Special Meeting and Management Information Circular.
2. Form of Proxy.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NORTH AMERICAN ENERGY PARTNERS INC.

By: /s/ David Blackley

Name: David Blackley

Title: Chief Financial Officer

Date: July 31, 2009

**NORTH AMERICAN ENERGY PARTNERS INC.**

**NOTICE OF ANNUAL & SPECIAL MEETING  
AND MANAGEMENT INFORMATION CIRCULAR**

**ANNUAL & SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON  
SEPTEMBER 24, 2009**

**JULY 31, 2009**

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**NORTH AMERICAN ENERGY PARTNERS INC.**

**NOTICE OF ANNUAL & SPECIAL MEETING OF SHAREHOLDERS TO BE HELD**

**ON SEPTEMBER 24, 2009**

**NOTICE IS HEREBY GIVEN** that the annual & special meeting of holders of common shares (the NAEP Shareholders ) of North American Energy Partners Inc. (the Corporation ) will be held at the Calgary Petroleum Club, 319 Avenue SW, Calgary, Alberta T2P 0L5 on the 24<sup>th</sup> day of September, 2009, at 4:00 p.m. (Mountain Time) (the Meeting ), for the following purposes:

1. to receive the financial statements of the Corporation for the year ended March 31, 2009 and the auditors report thereon;
2. to elect the Directors of the Corporation for the ensuing year;
3. to re-appoint the auditors of the Corporation for the ensuing year and to authorize the Directors to fix the remuneration of the auditors as such;
4. to consider and, if appropriate, approve the unallocated options under the Share Option Plan established by the Corporation; and
5. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the management information circular (the Information Circular ). Capitalized terms used in this notice of annual & special meeting and not otherwise defined herein shall have the meanings ascribed to such terms in the Information Circular.

**A copy of the 2009 Annual Report of the Corporation, the Information Circular and a form of proxy accompany this notice.**

NAEP Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out in the form of proxy and in the Information Circular accompanying this notice. A proxy will not be valid unless it is deposited with CIBC Mellon Trust Company at Proxy Dept., CIBC Mellon Trust Company, P.O. Box 721, Agincourt, Ontario M1S 0A1 (facsimile no. (416) 368-2502 or toll free in North America only at facsimile no. 1-866-781-3111) no later than 6:30 p.m. (Eastern Time) on September 22, 2009 and if the Meeting is adjourned, no later than 24 hours (excluding Saturdays and holidays) prior to the commencement of any adjournment thereof.

**DATED** at Acheson, Alberta, this 31<sup>st</sup> day of July, 2009.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
NORTH AMERICAN ENERGY PARTNERS INC.**

/s/ David Blackley  
Name: David Blackley

Title: Chief Financial Officer

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NORTH AMERICAN ENERGY PARTNERS INC.

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This management information circular (the **Information Circular** ) and accompanying form of proxy (the **Proxy** ) are furnished in connection with the solicitation of proxies by or on behalf of management of North American Energy Partners Inc. (the **Corporation** or **NAEP** ) for use at the annual & special meeting (the **Meeting** ) of holders of common shares of the Corporation (the **NAEP Shareholders** ) to be held at the Calgary Petroleum Club, 319 5<sup>th</sup> Avenue SW, Calgary, Alberta, T2P 0L5, on the 24<sup>th</sup> day of September, 2009, at 4:00 p.m. (Mountain Time), and at any adjournments thereof, for the purposes set forth in the accompanying notice of meeting dated July 31, 2009 (the **Notice of Meeting** ).

It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by officers of the Corporation at nominal cost. The cost of this solicitation will be borne by the Corporation. The Corporation may pay the reasonable costs incurred by persons who are the registered but not beneficial owners of voting shares of the Corporation (such as brokers, dealers, other registrants under applicable securities laws, nominees and/or custodians) in sending or delivering copies of this Information Circular, the Notice of Meeting and Proxy to the beneficial owners of such shares. The Corporation will provide, without cost to such persons, upon request to the Secretary of the Corporation, additional copies of the foregoing documents required for this purpose. The Notice of Meeting, Proxy and this Information Circular will be mailed to NAEP Shareholders commencing on or about August 25, 2009. In this Information Circular, except where otherwise indicated, all dollar amounts are expressed in Canadian currency.

No person has been authorized by the Corporation to give any information or make any representations in connection with the matters contained herein other than those contained in this Information Circular and, if given or made, any such information or representation must not be relied upon as having been authorized by the Corporation.

This Information Circular does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful.

**STATEMENT REGARDING FORWARD LOOKING STATEMENTS**

This Information Circular may contain forward-looking information that is based on expectations and estimates as of the date of this Information Circular. Our forward-looking information is information that is subject to known and unknown risks and other factors that may cause future actions, conditions or events to differ materially from the anticipated actions, conditions or events expressed or implied by such forward-looking information. Forward-looking information is information that does not relate strictly to historical or current facts, and can be identified by the use of the future tense or other forward-looking words such as **plan** , **estimate** , **should** , **may** , **could** , **would** , **target** , **objective** , **forecast** , **position** or the negative of those terms or other variations of them or comparable terminology.

While we anticipate that subsequent events and developments may cause our views to change, we do not have an intention to update any forward-looking information, except as required by applicable securities laws. **There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those expected or estimated in such statements. Accordingly, readers should not place undue reliance on forward-looking information.** See risk factors highlighted in materials filed with the securities regulatory authorities in the United States and Canada from time to time, including, but not limited to, our most recent annual Management's Discussion and Analysis.

#### RECORD DATE

The record date (the Record Date ) for determining which NAEP Shareholders shall be entitled to receive notice of and to vote at the Meeting is August 14, 2009. Only NAEP Shareholders of record as of the Record Date are entitled to receive notice of and to vote at the Meeting, unless after the Record Date such shareholder of record transfers its shares and the transferee (the Transferee ), upon establishing that the Transferee owns such shares, requests in writing at least 10 days prior to the Meeting or any adjournments thereof that the Transferee may have his or her name included on the list of NAEP Shareholders entitled to vote at the Meeting, in which case the Transferee is entitled to vote such shares at the Meeting. Such written request by the Transferee shall be filed with CIBC Mellon Trust Company at Proxy Dept., CIBC Mellon Trust Company, P.O. Box 721, Agincourt, Ontario M1S 0A1, together with a copy to the Secretary of the Corporation at North American Energy Partners Inc., Zone 3, Acheson Industrial Area, 2-53016 Highway 60, Acheson, Alberta T7X 5A7.

Under normal conditions, confidentiality of voting is maintained by virtue of the fact that the Corporation's transfer agent tabulates proxies and votes. However, such confidentiality may be lost as to any proxy or ballot if a question arises as to its validity or revocation or any other like matter. Loss of confidentiality may also occur if the Board of Directors decides that disclosure is in the interest of the Corporation or its shareholders.

#### APPOINTMENT OF PROXYHOLDERS

The persons named in the accompanying Proxy as proxyholders are representatives of management of NAEP. **Every NAEP Shareholder has the right to appoint a person or company to represent them at the Meeting other than the persons named in the accompanying Proxy. A NAEP Shareholder desiring to appoint some other person (who need not be a shareholder of NAEP) to represent him or her at the Meeting, may do so either by striking out the printed names and inserting the desired person's name in the blank space provided in the Proxy or by completing another proper proxy and, in either case, delivering the completed proxy to CIBC Mellon Trust Company at Proxy Dept., CIBC Mellon Trust Company, P.O. Box 721, Agincourt, Ontario M1S 0A1 (facsimile no. (416) 368-2502 or toll free in North America only at facsimile no. 1-866-781-3111) no later than 6:30 p.m. (Eastern Time) on September 22, 2009 and if the Meeting is adjourned, no later than 24 hours (excluding Saturdays and holidays) prior to the commencement of any adjournment thereof. A Proxy must be signed by a NAEP Shareholder or its attorney duly authorized in writing or, if a NAEP Shareholder is a corporation, by a duly authorized officer, attorney or other authorized signatory of the NAEP Shareholder. If a proxy is given by joint shareholders, it must be executed by all such joint shareholders.**

#### VOTING OF PROXIES

If a Proxy is completed, signed and delivered to the Corporation in the manner specified above, the persons named as proxyholders therein shall vote or withhold from voting the shares in respect of which they are appointed as proxyholders at the Meeting, in accordance with the instructions of the NAEP Shareholder appointing them, on any show of hands or any ballot that may be called for and, if the NAEP Shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the persons appointed as proxyholders shall vote in accordance with the specification so made. **In the absence of such specification, or if the specification is not certain, the shares represented by such Proxy will be voted in favour of the matters to be acted upon as specified in the Notice of Meeting.**

**A Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and all other matters which may properly come before the Meeting or any adjournments thereof. As of the date of this Information Circular, the Board of Directors of the Corporation knows of no such amendments, variations or other matters to come before the Meeting, other than matters referred to in the Notice of Meeting. However, if amendments, variations or other matters should properly come before the Meeting, the Proxy will be voted on such amendments, variations and other matters in accordance with the best judgment of the person or persons voting such Proxy.**

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### REVOCABILITY OF PROXY

Any NAEP Shareholder returning an enclosed Proxy may revoke the same at any time insofar as it has not been exercised. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing executed by the NAEP Shareholder or by his or her attorney authorized in writing or, if the NAEP Shareholder is a corporation, by an officer or attorney thereof duly authorized, and deposited at the registered office of the Corporation to the attention of Kevin Rowand, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or with the chairperson of the Meeting, prior to the commencement of the Meeting. A NAEP Shareholder attending the Meeting has the right to vote in person and, if he or she does so, his or her proxy is nullified with respect to the matters such person votes upon and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

### ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES

**The information set forth in this section is of significant importance to many NAEP Shareholders, as a substantial number of NAEP Shareholders do not hold common shares of the Corporation ( NAEP Common Shares ) in their own name, and thus are considered non-registered shareholders.** NAEP Shareholders who do not hold their NAEP Common Shares in their own name ( Beneficial Shareholders ) should note that only Proxies deposited by NAEP Shareholders whose names appear on the records of the Corporation as the registered holders of NAEP Common Shares can be recognized and acted upon at the Meeting. If NAEP Common Shares are listed in an account statement provided to a NAEP Shareholder by a broker, then, in almost all cases, those NAEP Common Shares will not be registered in the NAEP Shareholder's name on the records of the Corporation. Such NAEP Common Shares will more likely be registered under the name of the NAEP Shareholder's broker or an agent of that broker or another similar entity (called an Intermediary ). NAEP Common Shares held by an Intermediary can only be voted by the Intermediary (for, withheld or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, Intermediaries are prohibited from voting NAEP Common Shares.

**Beneficial Shareholders should ensure that instructions respecting the voting of their NAEP Common Shares are communicated in a timely manner and in accordance with the instructions provided by their Intermediary.** Applicable regulatory rules require Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. **Every Intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their NAEP Common Shares are voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting NAEP Common Shares registered in the name of their Intermediary, a Beneficial Shareholder may attend at the Meeting as proxyholder for the Intermediary and vote the NAEP Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their NAEP Common Shares as a proxyholder, should enter their own names in the blank space on the form of proxy provided to them by their Intermediary and timely return the same to their Intermediary in accordance with the instructions provided by their Intermediary, well in advance of the Meeting.**

### NOTICE TO UNITED STATES SHAREHOLDERS

The solicitation of proxies by the Corporation is not subject to the requirements of Section 14(a) of the *United States ( US ) Securities Exchange Act* of 1934, as amended (the *US Exchange Act* ), by virtue of an exemption applicable to proxy solicitations by foreign private issuers as defined in Rule 3b-4 under the *US Exchange Act*. Accordingly, this Information Circular has been prepared in accordance with the applicable disclosure requirements in Canada. Residents of the United States should be aware that such requirements may be different than those of the United States applicable to proxy statements under the *US Exchange Act*.



## VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation's authorized capital consists of an unlimited number of NAEP Common Shares and an unlimited number of non-voting NAEP Common Shares. As at July 31, 2009, there were a total of 36,038,476 NAEP Common Shares outstanding and no non-voting NAEP Common Shares outstanding. Each NAEP Common Share entitles the holder thereof to one vote in respect of each of the matters to be voted upon at the Meeting. For a list of all persons or corporations who beneficially owns, or controls or directs, directly or indirectly, securities carrying more than 10% of the voting rights attached to the NAEP Common Shares, please see the table included under the Section captioned *Business to be Transacted at The Meeting - Election of Directors*.

## QUORUM

A quorum for the transaction of business at the Meeting shall consist of at least two persons holding or representing by proxy not less than twenty (20%) percent of the outstanding shares of the Corporation entitled to vote at the meeting.

If a quorum is not present at the opening of the Meeting, the NAEP Shareholders present may adjourn the meeting to a fixed time and place but may not transact any other business. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of less than 30 days it is not necessary to give notice of the adjourned meeting other than by announcement at the time of an adjournment. If a meeting of NAEP Shareholders is adjourned by one or more adjournments for an aggregate of more than 29 days and not more than 90 days, notice of the adjourned meeting shall be given as for an original meeting but the management of the Corporation shall not be required to send a form of proxy in the form prescribed by applicable law to each NAEP Shareholder who is entitled to receive notice of the meeting.

The Corporation's list of NAEP Shareholders as of the Record Date has been used to deliver to NAEP Shareholders the Notice of Meeting and this Information Circular as well as to determine the NAEP Shareholders who are eligible to vote.

## PRESENTATION OF FINANCIAL STATEMENTS

The audited comparative consolidated financial statements of the Corporation for the financial year ended March 31, 2009, together with the report of the auditors thereon, copies of which are contained in the Corporation's annual report, will be presented to the NAEP Shareholders at the Meeting. Receipt in the Meeting of the auditors' report and the Corporation's financial statements for its last completed financial period will not constitute approval or disapproval of any matters referred to therein.

## BUSINESS TO BE TRANSACTED AT THE MEETING

### 1. Election of Directors

The Board of Directors of the Corporation presently consists of ten directors. All of the nominees below are now directors of the Corporation and have been directors since the dates indicated below. Management does not contemplate that any of the following nominees will be unable or unwilling to serve as a director but if that should occur for any reason prior to the Meeting, the persons named in the enclosed Proxy will have the right to vote for another nominee in their discretion. Each director elected at the Meeting will hold office until the next annual meeting or until his or her successor is duly elected or appointed.

The following table and the notes thereto state, as of July 31, 2009, the: (i) name, municipality, province or state of residence, country of residence, and age of each nominee; (ii) the date each nominee first became a director of the Corporation (with the current term of each nominee expiring as of the holding of the Meeting); (iii) where applicable, the current position of each nominee with the Corporation (other than that of director); (iv) the present status of each nominee as an independent or non-independent director; (v) the committees upon which each nominee presently serves; (vi) the present principal occupation, business or employment of each nominee; (vii) the number of NAEP Common Shares and options beneficially owned, or controlled or directed, directly or indirectly, by each nominee; and (viii) the Board and committee meeting attendance record for each nominee in the 2009 financial year.

**George R. Brokaw Southampton, NY,**

**U.S.A, 41**

Mr. Brokaw joined Perry Capital, LLC, an affiliate of Perry Corp., in August 2005 as a Managing Director. From January 2003 to May 2005, Mr. Brokaw was Managing Director (Mergers & Acquisitions) of Lazard Frères & Co. LLC, which he joined in 1996. Between 1994 and 1996, he was an investment banking associate for Dillon Read & Co. Mr. Brokaw received a Bachelor of Arts degree from Yale University and a J.D. and MBA from the University of Virginia.

Director since: June 28, 2006

Independent Director

**Securities Held**

**Common**

<b>Fiscal Year</b>	<b>DSUs (#)</b>	<b>Shares (#)</b>
2008	1,718	
2009	15,768	

**Options Held**

<b>Date Granted</b>	<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Options Granted and Vested (#)</b>	<b>Total Unexercised (#)</b>	<b>Total At-Risk Value of Options Unexercised <sup>(1)</sup></b>
June 29, 2006	June 29, 2016	\$5.00	27,760 / 11,104	11,104	Nil

**Committee Membership and Attendance Record**

Board	9 of 9
Audit	6 of 6
Health, Safety, Environment and Business Risk	8 of 8

**John A. Brussa**

**Calgary, AB,**

**Canada, 52**

Mr. Brussa is a senior partner and head of the Tax Department at the law firm of Burnet, Duckworth & Palmer LLP, a leading natural resource and energy law firm located in Calgary. He has been a partner since 1987 and has worked at the firm since 1981. Mr. Brussa is Chairman of Penn West Energy Trust, Crew Energy Inc., and Divestco Inc. Mr. Brussa also serves as a director of a number of natural resource and energy companies and mutual fund trusts. He is a member and former Governor of the Executive Committee of the Canadian Tax Foundation. Mr. Brussa attended the University of Windsor and received his Bachelor of Arts in History and Economics in 1978 and his Bachelor of Laws in 1981.

**Securities Held**

Director since: November 26, 2003

**Common**

Independent Director

<b>Fiscal Year</b>	<b>DSUs (#)</b>	<b>Shares (#)</b>
2008	953	112,400
2009	10,845	

**Options Held**

<b>Date Granted</b>	<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Options Granted and Vested (#)</b>	<b>Total Unexercised (#)</b>	<b>Total At-Risk Value of Options Unexercised <sup>(1)</sup></b>
November 26, 2003	November 26, 2013	\$5.00	27,760 / 27,760	27,760	Nil

**Committee Membership and Attendance Record**

Board	9 of 9
Compensation	4 of 4
Governance	2 of 2

**John D. Hawkins**

**Houston, TX,**

**U.S.A., 45**

Mr. Hawkins joined The Sterling Group, L.P. in 1992 and has been a Partner since 1999. Before joining The Sterling Group L.P., he was on the professional staff of Arthur Andersen & Co. from 1986 to 1990. Mr. Hawkins also serves on the boards of private companies including BTEC Turbines, L.P. and Velcon Filters LLC. He received a Bachelor of Science in Business Administration in Accounting from the University of Tennessee and his MBA from the Owen Graduate School of Management at Vanderbilt University.

**Securities Held**

**Common**

Director since: October 17, 2003

Independent Director

<b>Fiscal Year</b>	<b>DSUs (#)</b>	<b>Shares (#)</b>
2008	898	
2009	13,742	31,208

**Options Held**

<b>Date Granted</b>	<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Options Granted and Vested (#)</b>	<b>Total Unexercised (#)</b>	<b>Total At-Risk Value of Options Unexercised <sup>(1)</sup></b>
November 26, 2003	November 26, 2013	\$5.00	27,760 / 27,760	5,552	Nil

**Committee Membership and Attendance Record**

Board	8 of 9
Audit	5 of 6
Governance (Chair)	2 of 2

**Ronald A. McIntosh Calgary, AB,**

**Canada, 67**

Director since: May 20, 2004

Independent Director

Ronald A. McIntosh became the Chairman of our Board of Directors on May 20, 2004. From January 2004 until August 2006, Mr. McIntosh was Chairman of NAV Energy Trust, a Calgary-based oil and natural gas investment trust. Between October 2002 and January 2004, he was President and Chief Executive Officer of Navigo Energy Inc. and was instrumental in the conversion of Navigo into NAV Energy Trust. He was Senior Vice President and Chief Operating Officer of Gulf Canada Resources Limited from December 2001 to July 2002 and Vice President, Exploration and International of Petro-Canada from April 1996 through November 2001. Mr. McIntosh's significant experience in the energy industry includes the former positions of Chief Operating Officer of Amerada Hess Canada and former Director of both Crispin Energy Inc. and C1 Energy Ltd. Mr. McIntosh is on the Board of Directors of Advantage Oil & Gas Ltd.

**Securities Held**

**Common**

Chairman of the Board

<b>Fiscal Year</b>	<b>DSUs (#)</b>	<b>Shares (#)</b>
2008	1,945	56,200
2009	21,673	

**Options Held**

<b>Date Granted</b>	<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Options Granted and Vested (#)</b>	<b>Total Unexercised (#)</b>	<b>Total At-Risk Value of Options Unexercised <sup>(1)</sup></b>
April 22, 2004	April 22, 2014	\$5.00	70,000 / 56,000	56,000	Nil

**Committee Membership and Attendance Record**

Board	9 of 9
Audit	5 of 6
Governance	1 of 2
Health, Safety, Environment and Business Risk	7 of 8

**William C. Oehmig Houston, TX,**

**U.S.A., 60**

Director since: May 20, 2004

Independent Director

Mr. Oehmig served as Chairman of our Board of Directors from November 26, 2003 until passing off this position and assuming the role of Director and Chair of the Executive Committee on May 20, 2004. The Board's committee structure was changed following the Company's listing in November 2006 at which time, Mr. Oehmig took on the role of Chairman of the Risk Committee which was subsequently renamed the Health, Safety, Environment and Business Risk Committee. He is a Partner with The Sterling Group, L.P., a private equity investment firm. Prior to joining The Sterling Group, L.P. in 1984, Mr. Oehmig worked in banking, mergers and acquisitions, and represented foreign investors in purchasing and managing U.S. companies in the oilfield service, manufacturing, distribution, heavy equipment and real estate sectors. He began his career in Houston in 1974 at Texas Commerce Bank. Mr. Oehmig currently serves on the Board of Universal Fibers Inc. and serves on the Board of Trustees of Baylor School, Chattanooga, TN. In the past, he has served as Chairman of Royster-Clark, Purina Mills and as a director of Exopack, Sterling Diagnostic Imaging, Airtron, Panolam, Propex, Inc. and Rives Carlberg. Mr. Oehmig received his BBA in economics from Transylvania University and his MBA from the Owen Graduate School of Management at Vanderbilt University.

**Securities Held**

**Common**

<b>Fiscal Year</b>	<b>DSUs (#)</b>	<b>Shares (#)</b>
2008	2,170	
2009	22,789	526,220

**Options Held**

<b>Date Granted</b>	<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Options Granted and Vested (#)</b>	<b>Total Unexercised (#)</b>	<b>Total At-Risk Value of Options Unexercised <sup>(1)</sup></b>
November 26, 2003	November 26, 2013	\$5.00	27,760 / 27,760	Nil	N/A

**Committee Membership and Attendance Record**

Board	7 of 9
Compensation	3 of 4
Health, Safety, Environment and Business Risk (Chair)	6 of 8

**Rodney J. Ruston**

**Calgary, AB,**

**Canada, 58**

Director since: May 9, 2005

Non- Independent Director

Mr. Ruston became President and Chief Executive Officer of NAEP on May 9, 2005 and took the Company public with a listing on both the NYSE and TSX on November 22, 2006. Previously, Mr. Ruston was Managing Director and Chief Executive Officer of Tigor Limited, a publicly-listed, Australian natural resources company with operations in Australia, South Africa and Madagascar. He was a Principal with Ruston Consulting Services Pty. Ltd., a management consultant company providing business advice to the natural resources industry, from September 1999 to June 2000. Mr. Ruston has spent his entire career in the natural resources industry, holding management positions with Pasminco Limited, Savage Resources Limited, Wambo Mining Corporation, Oakbridge Limited and Kembla Coal & Coke Pty. Limited. He was Chairman of the Australian Minerals Tertiary Education Council from July 2003 until May 2005 and received his Masters of Business Administration from the University of Wollongong and Bachelor of Engineering (Mining) from the University of New South Wales in Australia.

**Securities Held**

**Common  
Shares (#)**  
28,700

President & Chief Executive

Officer

**Options Held**

<b>Date Granted</b>	<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Options Granted and Vested (#)</b>	<b>Total Unexercised (#)</b>	<b>Total At-Risk Value of Options Unexercised <sup>(1)</sup></b>
May 9, 2005	May 9, 2015	\$5.00	550,000 / 330,000	330,000	Nil
November 27, 2007	November 27, 2017	\$13.50	21,900 / 4,380	4,380	Nil
December 4, 2008	December 4, 2018	\$3.69	29,200 / Nil	Nil	Nil

**Committee Membership and Attendance Record**

Board	9 of 9
Audit	5 of 6
Compensation	3 of 4
Health, Safety, Environment and Business Risk	6 of 8

**Allen R. Sello**

**West Vancouver, BC,**

**Canada, 70**

Director since: January 26, 2006

Independent Director

Mr. Sello's career began at Ford Motor Company of Canada in 1964, where he held numerous finance and marketing management positions, including Treasurer. In 1979 Mr. Sello joined Gulf Canada Limited, where he held various senior financial positions, including Vice President and Controller. He was appointed Vice President, Finance of successor company Gulf Canada Resources Limited in 1987 and Chief Financial Officer in 1988. Mr. Sello then joined International Forest Products Ltd. in 1996 as Chief Financial Officer. From 1999 until his retirement in 2004 he held the position of Senior Vice President and Chief Financial Officer for UMA Group Limited. Mr. Sello is currently Chairman of the Vancouver Board of Trade Government Budget and Finance Committee and a trustee of Sterling Shoes Income Fund. Mr. Sello received his Bachelor of Commerce from the University of Manitoba and his MBA from the University of Toronto.

**Securities Held**

Fiscal Year	DSUs (#)	Common
		Shares (#)
2008	953	28,100
2009	10,346	

**Options Held**

Date Granted	Expiry Date	Exercise Price	Options Granted and Vested (#)	Total Unexercised (#)	Total At-Risk Value of Options Unexercised <sup>(1)</sup>
February 23, 2006	February 23, 2016	\$5.00	27,760 / 16,656	16,656	Nil

**Committee Membership and Attendance Record**

Board	9 of 9
Audit (Chair)	6 of 6
Compensation	4 of 4



***Peter W. Tomsett***

***West Vancouver, BC,***

***Canada, 51***

Director since: September 19, 2006

Independent Director

Mr. Tomsett became one of our directors on September 19, 2006. From September 2004 to January 2006, Mr. Tomsett was President & Chief Executive Officer of Placer Dome Inc. based in Vancouver. He joined the Placer Dome Group in 1986 as a Mining Engineer with the Project Development group in Sydney, Australia. After various project and operating positions, he assumed the role of Executive Vice President, Asia-Pacific for Placer Dome Inc. in 2001. In 2004, Mr. Tomsett also took on responsibility for Placer Dome Africa which included mines in South Africa and Tanzania.