

DEEPWELL ENERGY SERVICES TRUST

**CERTIFICATE PURSUANT TO UNDERTAKING PROVIDED UNDER
NATIONAL POLICY 41-201**

Alberta Securities Commission
British Columbia Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
Ontario Securities Commission
New Brunswick Securities Commission

Reference is made to National Policy 41-201 (“NP 41-201”) and the undertaking filed with the above securities commissions or similar regulatory authorities on August 21, 2006 (the “Undertaking”), a copy of which is attached as Schedule “A”. Deepwell Energy Services Trust hereby certifies that, as of the date hereof, it has complied with the provisions of the Undertaking.

The undersigned has executed this certificate in his capacity as an officer of Deepwell Energy Services Ltd. and not in his personal capacity.

DATED at Calgary, Alberta this 31st day of March, 2009.

**DEEPWELL ENERGY SERVICES TRUST
by its Administrator DEEPWELL ENERGY SERVICES
LTD.**

Per: (signed) “Jay B. Simmons”
Jay B. Simmons
President & Chief Executive Officer

SCHEDULE "A"

**UNDERTAKING PURSUANT TO SECTIONS 3.1 AND 3.4 OF
NATIONAL POLICY 41-201 ("NP 41-201")**

TO: Alberta Securities Commission
British Columbia Securities Commission
Saskatchewan Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
Office of the Administrator, New Brunswick

RE: Deepwell Energy Services Trust Prospectus dated August 18, 2006 (the "**Prospectus**")

To the extent that the securities legislation in some jurisdictions is ambiguous regarding certain matters set forth in NP 41 201, and in connection with the filing of the Prospectus, Deepwell Energy Services Trust (the "**Trust**") hereby undertakes as follows:

- (i) in complying with its reporting issuer obligations, the Trust will treat Deepwell Energy Services Limited Partnership ("**Deepwell LP**") as a subsidiary of the Trust; however, if generally accepted accounting principles prohibit the consolidation of financial information of the operating entity and the income trust, we expect that, for as long as the operating entity (and any of its significant business interests) represents a significant asset of the income trust, the income trust will provide unitholders with separate financial statements for the operating entity (including information about any of its significant business interests);
- (ii) for so long as the Trust is a reporting issuer, the Trust will take appropriate measures to require each person who would be an insider of Deepwell LP and Deepwell Energy Services Ltd. (the "**General Partner**") if Deepwell LP and the General Partner were reporting issuers to file insider reports about trades in trust units of the Trust (including securities which are exchangeable into trust units of the Trust); and comply with statutory prohibitions against insider trading; and
- (iii) the Trust will annually certify that it has complied with this undertaking and file the certificate on SEDAR concurrently with the filing of its annual financial statements.

DATED this 18th day of August, 2006.

DEEPWELL ENERGY SERVICES TRUST *by its Administrator* **DEEPWELL ENERGY SERVICES LTD.**

Per: "Scott F. Gerecke"
Scott F. Gerecke,
Vice President Finance and Chief Financial Officer