

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**NAME OF THE COMPANY: NOVAGOLD PETRO-RESOURCES LIMITED.**

**QUARTER ENDING ON : 30-06-2014**

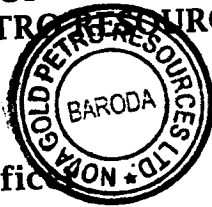
Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I	YES	
(A) Composition of Board	49(IA)	YES	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	N.A.	<b>NO COMPENSATION PAID</b>
(C) Other provisions as to Board and Committees	49 (IC)	YES	<b>PERIODICAL REVIEW IS DONE</b>
D) Code of Conduct	(49 (ID)	YES	
<b>II. Audit Committee</b>	49 (II)	YES	
(A) Qualified Independent Audit Committee &	49 (IIA)	YES	
(B) Meeting of Audit Committee		YES	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	YES	
(D) Role of Audit Committee	49 II(D)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	<b>NO SUBSIDIARY COMPANY</b>
<b>IV. Disclosures</b>	49 (IV)	YES	
(A) Basis of related party transactions	49 (IV A)	N.A.	<b>NO RELATED PARTY TRANSACTION</b>
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	
(C) Board Disclosures	49 (IV C)	YES	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	<b>THERE IS NO P.I., R.I., PR.I.</b>



(E) Remuneration of Directors	49 (IV E)	N.A.	NO REMUNERATION PAID
(F) Management	49 (IV F)	YES	
(G) Shareholders	49 (IV G)	YES	
V.CEO/CFO Certification	49 (V)	YES	
VI. Report on Corporate Governance	49 (VI)	YES	ALREADY GIVEN IN ANNUAL REPORT 2012-13.
VII. Compliance	49 (VII)	YES	COMPLIANCE CERTIFICATE OBTAINED FROM AUDITOR ENCLOSED WITH ANNUAL REPORT OF 2012-13.

FOR & BEHALF OF  
NOVAGOLD PETRO RESOURCES LIMITED

Compliance Officer



*[Handwritten Signature]*