

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company : **NOVAGOLD PETRO-RESOURCES LTD.**
 Quarter ending on : **30-09-2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49 II	YES	
(A) Composition of Board	49(IIA)	YES	
(B) Independent Directors	49 (IIB)	YES	
----- (C) Non-executive Directors' compensation & disclosures	49 (IIC)	-----	NO COMPENSATION PAID
(D) Other provisions as to Board and Committees	49 (IID)	YES	PERIODICAL REVIEW IS DONE
(E) Code of Conduct	49 (IIE)	YES	-----
(F) Whistle Blower Policy	49(IIF)	YES	
III. Audit Committee	49 (II)	YES	
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49(IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	-----
IV. Nomination and Remuneration Committee	49(IV)		
V. Subsidiary Companies	49 (V)	N.A.	NO SUBSIDIARY COMPANY
VI. RISK MANAGEMENT	49 (VI)	YES	
VII. RELATED PARTY TRANSACTIONS	49 (VII)	YES	AS PER AS-18 OF ICAI
VIII. Disclosures	49 (VIII)	YES	
(A) Related Party Transactions	49 (VIII A)	YES	
(B) Disclosure of Accounting Treatment	49 (VIII B)	YES	
(C) Remuneration of Directors	49 (VIII C)	YES	REMUNERATION TO EX.CH./EX.DIRECTORS/WTD ARE PAID AS PER PROVISIONS
(D) Management	49 (VIII D)	YES	
(E) Shareholders	49 (VIII E)	YES	-
(F) Disclosure of resignation of directors	49(VIIIF)	YES	-
(G) Disclosure of formal letter of Appointment	49(VIIIG)	YES	-
(H) Disclosures in the Annual Report	49(VIIIH)	YES	ALL DISCLOSURES MADE IN ANNUAL REPORT FOR F.Y. 2013-14
(I) Proceeds from Public Issue, rights issue, preferential issue etc.	49(VIII I)	N.A.	-

IX. CEO/CFO Certification	49 (IX)	YES	
X. Report on Corporate Governance	49 (X)	YES	ALREADY GIVEN IN ANNUAL REPORT 2013-14
XI. Compliance	49 (XI)	YES	COMPLIANCE CERTIFICATE OBTAINED FROM PRACTISING COMPANY SECRETARY ENCLOSED WITH ANNUAL REPORT OF 2013-14

FOR NOVAGOLD PETRO-RESOURCES LTD.,



(DIRECTOR/AUTHORIZED SIGNATORY)