

**05/10/2015**

To

BSE Limited  
Corporate Services Department  
Dalal Street  
Mumbai-400 001

Dear Sir,

**Sub: CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED 30<sup>th</sup> SEPTEMBER, 2015 .**

In compliance with clause 49 of listing agreement we are herewith submitting the above stated report.

Please find the enclosed and update your records

Thanking You

Yours Faithfully  
For Novagold Petro-Resources Limited

  
Authorised Signatory

Encl: As stated

Annexure - XI to the Listing Agreement

Quarterly Compliance Report on Corporate Governance

Name of the Company: Novagold Petro-Resources Limited

Quarter ending on: 30th September 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remark
<b>II. Board of Directors</b>	49(II)	YES	
(A) Composition of Board	49(IIA)	YES	
(B) Independent Directors	49(IIB)	YES	
© Non-executive Director's compensation & disclosures	49(IIC)	YES	NO COMPENSATON 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	
<b>III. Audit Committee</b>	49(III)	YES	
(A) Qualified & Independent Audit Committee	49(IIIA)	YES	
(B) Meeting of Audit Committee	49(IIIB)	YES	
© 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	
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	YES	
<b>V. Subsidiary Companies</b>	49(V)	N.A	NO SUBSIDIARY COMPANY
<b>VI. Risk Management</b>	49(VI)	YES	
<b>VII. Related Party Transactions</b>	49(VII)	YES	AS PER AS-18 OF ICAI
<b>VIII. Disclosures</b>	49(VIII)	YES	
(A) Related Party Transactions	49(VIIIA)	YES	
(B) Disclosure of Accounting Treatment	49(VIIIB)	YES	
© Remuneration of Directors	49(VIIIC)	YES	REMUNERATION OF EX.CH/EX. DIRECTORS/WTD ARE PAID AS PER PROVISION
(D) Management	49(VIIID)	YES	
(E) Shareholders	49(VIIIE)	YES	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49(VIIIF)	YES	
<b>IX. CEO/CFO Certification</b>	49(IX)	YES	
<b>X. Report on Corporate Governance</b>	49(X)	YES	
<b>XI. Compliance</b>	49(XI)	YES	

Date: 05/10/2015

For, Novagold Petro-Resources Limited

(Director/ Authorized Signatory)

