

XI to the Listing Agreement

Annual Compliance Report on Corporate Governance

Name of the Company: Novagold Petro-Resources Limited

Quarter ending on: 31st March 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remark
II. Board of Directors	49(II)	YES	
(A) Composition of Board	49(IIA)	YES	
(B) Independent Directors	49(II B)	YES	
© Non-executive Director's compensation & disclosures	49(II C)	YES	NO COMPENSATION PAID
(D) Other provisions as to Board and Committees	49(II D)	YES	PERIODICAL REVIEW IS DONE
(E) Code of Conduct	49(II E)	YES	
(F) Whistle Blower Policy	49(II F)	YES	
III. Audit Committee	49(III)	YES	
(A) Constituted & Independent Audit Committee	49(III A)	YES	
(B) Meeting of Audit Committee	49(III B)	YES	
© Powers of Audit Committee	49(III C)	YES	
(D) Role of Audit Committee	49(III D)	YES	
(E) Review of Information by Audit Committee	49(III E)	YES	
IV. Nomination and Remuneration Committee	49(IV)	YES	
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	
© Remuneration of Directors	49(VIII C)	YES	REMUNERATION OF EX.CH/EX. DIRECTORS/WTD ARE PAID AS PER PROVISION
(D) Management	49(VIII D)	YES	
(E) Shareholders	49(VIII E)	YES	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49(VIII F)	YES	
IX. CEO/CFO Certification	49(IX)	YES	
X. Report on Corporate Governance	49(X)	YES	
XI. Compliance	49(XI)	YES	

Date: 02/04/2015

For, Novagold Petro-Resources Limited

(Director/ Authorized Signatory)

