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File Reference: NS791-706

October 10, 2006

Office of Mergers and Acquisitions
U.S. Securities and Exchange Commission
100 F. Street, N.E.
Washington, DC 20549-3628

Attention: Brian V. Breheny, Esq., Chief

Dear Sirs/Mesdames:

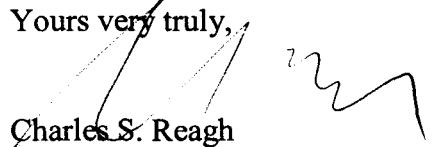
We are Nova Scotia counsel to Barrick Gold Corporation ("**Barrick**"), a corporation existing under the laws of the Province of Ontario. We are writing in respect of the letter (the "**Application Letter**") dated October 10, 2006 from Cravath, Swaine & Moore LLP requesting on behalf of Barrick exemptive relief from certain provisions of the *United States Securities and Exchange Act* of 1934, as amended in connection with a cash offer made by Barrick for Common Shares of NovaGold Resources Inc. ("**NovaGold**").

We have reviewed the Application Letter and are of the opinion that the statements made therein relating to section 132 of the *Companies Act* (Nova Scotia) and other matters of Nova Scotia corporate law are a fair and accurate summary of the provisions of such law.

The opinion expressed above is limited to the laws of the Province of Nova Scotia and the federal laws of Canada applicable therein, and we express no opinion as to any laws, or matters governed by any laws, other than the laws of the Province of Nova Scotia and the federal laws of Canada applicable therein in effect as of the date hereof.

The opinion expressed above is provided solely for the benefit of the addressee in connection with the transactions contemplated by the Application Letter and may not be used or relied upon by any other person or for any other purpose.

Yours very truly,


Charles S. Reagh

CSR/