



**NOVAGOLD RESOURCES INC.
(the "Company")**

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
May 12, 2021**

MINUTES OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS (the "Meeting") held virtually using the Broadridge virtual meeting platform on Wednesday, May 12, 2021 at 1:00 p.m. (Pacific Daylight Time).

CHAIRMAN, SECRETARY AND INSPECTOR OF ELECTION

The Meeting was called to order. David Ottewell acted as Chair, Tricia Pannier acted as Secretary, and Beth VanDerbeck of The Carideo Group acted as Inspector of Election for the Meeting. The Chair led the official business portion of the meeting.

NOTICE OF MEETING

The Chair confirmed that notice calling the Meeting had been mailed to all Shareholders of record as of March 18, 2021 by Broadridge Financial Solutions, Inc. ("Broadridge"). The Chair noted that the Affidavits of Distribution prepared by Broadridge as to such mailings were available for inspection by any Shareholder. The Affidavits are attached hereto as Schedule A.

QUORUM

The Chair reviewed the Inspector of Election's Report and declared that a quorum was present and the Meeting was regularly called and duly constituted for the transaction of business. The Final Inspector of Election's Report is attached hereto as Schedule B.

MINUTES

The Chair stated that the minutes of the last meeting of the Shareholders, being the annual general meeting held on May 14, 2020, were available for perusal by any Shareholder. Receiving no objections, the minutes were taken as read and verified.

ANNUAL REPORT AND FINANCIAL STATEMENTS

The Chair placed the financial statements of the Company for the year ended November 30, 2020, and the Auditor's Report thereon before the Meeting.

ELECTION OF DIRECTORS

The Chair advised that the Board of Directors (the “Board”) and Shareholders had determined that the business of the Company can be properly conducted by a Board consisting of ten Directors and that the following ten persons were nominated to the Board as set out in the management information circular dated March 25, 2021 (the “2021 Circular”):

Dr. Elaine Dorward-King	Igor Levental
Sharon Dowdall	Kalidas Madhavpeddi
Dr. Diane Garrett	Clynton Nauman
Dr. Thomas Kaplan	Ethan Schutt
Gregory Lang	Anthony Walsh

The Chair confirmed that all of the persons nominated to the Board had been contacted and that all had consented to their nomination to the Board.

The Shareholders voted by way of ballot and the foregoing nominees were elected as Directors of the Company and to hold such office until the next annual meeting or until their successors are duly elected or appointed. The final tally of the ballot vote is provided in the Inspector of Election’s Report attached hereto as Schedule B.

APPOINTMENT OF AUDITORS

The Chair advised that the next item of business was the consideration and, if thought fit, approval of an ordinary resolution appointing the auditors of the Company and authorizing the Board of Directors, acting through the Audit Committee, to fix their remuneration.

The Shareholders voted by way of ballot and the firm of PricewaterhouseCoopers, LLP located in Vancouver, British Columbia was appointed as auditor of the Company to hold office until the next annual meeting or until their successors are duly appointed and that the Directors, acting through the Audit Committee, were authorized to fix their remuneration. The final tally of the ballot vote is provided in the Inspector of Election’s Report attached hereto as Schedule B.

APPROVAL OF AMENDMENTS TO THE COMPANY’S ARTICLES

The Chair advised that the next item of business was the consideration and, if thought fit, approval of a special resolution approving certain amendments to the Company’s Articles.

The Shareholders voted by way of ballot and it was resolved as a special resolution, that:

1. The current Articles of the Company be terminated;
2. The form of Articles attached as Appendix “A” to the 2021 Circular be adopted as the Articles of the Company in substitution for, and to the exclusion of, the current Articles;

3. The Company be authorised to revoke this special resolution and abandon or terminate the replacement of the current Articles if the Board deems it appropriate and in the best interests of the Company to do so without further confirmation, ratification or approval of the shareholders; and
4. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver all such documents, instruments and assurances as in the opinion of such director or officer may be necessary or desirable to give effect to the foregoing resolutions.

The final tally of the ballot vote is provided in the Inspector of Election's Report attached hereto as Schedule B.

APPROVAL OF NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Chair advised that the next item of business was the consideration and, if thought fit, approval of a non-binding resolution approving the compensation of the Company's Named Executive Officers.

The Shareholders voted by way of ballot and it was resolved as a non-binding ordinary resolution, that the compensation paid to the named executive officers in fiscal year 2020, as disclosed in the Company's 2021 Circular pursuant to the SEC's executive compensation disclosure rules (which disclosure includes the Compensation Discussion and Analysis, the compensation tables and the narrative discussion that accompanies the compensation tables), be approved. The final tally of the ballot vote is provided in the Inspector of Election's Report attached hereto as Schedule B.

OTHER BUSINESS

There being no further business, the official business portion of the Meeting was then concluded.

Tricia Pannier, Meeting Secretary

SCHEDULE A

Broadridge Affidavits of Distribution


(attached)

AFFIDAVIT OF DISTRIBUTION

STATE OF NEW YORK)
) ss:
 COUNTY OF SUFFOLK)

Joanne Vogel, being duly sworn, deposes and says: I am employed with Broadridge Financial Solutions, Inc., and I caused to be processed and distributed 955 records relating to the NOVAGOLD RESOURCES INC. Annual Meeting scheduled for May 12, 2021. The said records were supplied by Computershare to Broadridge Financial Solutions, Inc.

Packages were mailed and deposited with the United States Post Office Farmingdale, New York commencing on March 25, 2021.



Joanne Vogel
 Manager
 Broadridge Financial Solutions, Inc.

Sworn to and subscribed
 before me on April 28, 2021



Kathleen M. Archila
 Notary Public State of New York
 Registration No. 01AR6388118
 Qualified in Suffolk County
 Commission Expires March 4, 2023



May 3, 2021

ATTN: TRICIA PANNIER
NOVAGOLD RESOURCES INC.
201 SOUTH MAIN STREET, SUITE 400
SALT LAKE CITY, UT 84111
USA

This Affidavit of Mailing certifies that the package described below was mailed from Farmingdale, New York Post Office 11735.

Company Name: NOVAGOLD RESOURCES INC.

Type of mailing: NI Card Mailing

Completed Mailing: April 21, 2021

Sincerely,

A handwritten signature in black ink that reads "Joanne Vogel". The signature is written in a cursive style and is positioned above a horizontal line.

Joanne Vogel
Manager
Broadridge Financial Solutions, Inc.

Sworn to before me this 3rd
Day of May , 2021

A handwritten signature in black ink that reads "Kathleen M. Archila". The signature is written in a cursive style.

Kathleen M. Archila
Notary Public State of New York
Registration No. 01AR6388118
Qualified in Suffolk County
Commission Expires March 4, 2023

SCHEDULE B

Final Inspector of Election's Report

(attached)

NOVAGOLD RESOURCES INC.
Annual and Special Meeting of Shareholders
May 12, 2021

Final Report of the Inspector of Election

I, the undersigned, the duly appointed Inspector of Election at the Annual Meeting of Shareholders (the “Meeting”) of NOVAGOLD RESOURCES INC., (the “Company”), held on May 12, 2021, hereby certify that:

- 1) Before entering upon the discharge of my duties as Inspector of Election at the Meeting, I took and signed an Oath of Inspector of Election.
- 2) The Meeting was held virtually at www.virtualshareholdermeeting.com/NG2021, pursuant to notice duly given.
- 3) At the close of business on March 18, 2021, the record date for the determination of stockholders entitled to vote at the Meeting, there were 331,331,184 shares of the Company’s Common Stock, each share being entitled to one vote, constituting all of the outstanding voting securities of the Company.
- 4) A quorum was present at the Meeting:
 - a. 75 shareholders were represented in person or by proxy at the Meeting, and
 - b. A total of 237,189,817 shares of the Company’s Common Stock, represented in person or by proxy, were voted, representing 71.58% of the outstanding Common Stock entitled to vote at the Meeting.
- 5) The undersigned canvassed the votes of the shareholders cast by ballot or proxy on the matters presented at the Meeting.
- 6) At the Meeting, the vote to elect ten (10) directors, was as follows:

	<u>FOR #</u>	<u>FOR %</u>	<u>WITHHELD #</u>	<u>WITHHELD %</u>	<u>BROKER NON- VOTE</u>
Dr. Elaine Dorward-King	<u>205,642,112</u>	<u>94.71</u>	<u>11,471,114</u>	<u>5.28</u>	<u>20,076,591</u>
Sharon Dowdall	<u>215,042,413</u>	<u>99.04</u>	<u>2,070,813</u>	<u>0.95</u>	<u>20,076,591</u>
Dr. Diane Garrett	<u>215,636,682</u>	<u>99.31</u>	<u>1,476,544</u>	<u>0.68</u>	<u>20,076,591</u>
Dr. Thomas Kaplan	<u>215,361,591</u>	<u>99.19</u>	<u>1,751,635</u>	<u>0.80</u>	<u>20,076,591</u>
Gregory Lang	<u>216,325,254</u>	<u>99.63</u>	<u>787,972</u>	<u>0.36</u>	<u>20,076,591</u>
Igor Levental	<u>213,776,468</u>	<u>98.46</u>	<u>3,336,758</u>	<u>1.53</u>	<u>20,076,591</u>
Kalidas Madhavpeddi	<u>212,681,016</u>	<u>97.95</u>	<u>4,432,210</u>	<u>2.04</u>	<u>20,076,591</u>
Clynton Nauman	<u>214,523,577</u>	<u>98.80</u>	<u>2,589,649</u>	<u>1.19</u>	<u>20,076,591</u>
Ethan Schutt	<u>215,639,976</u>	<u>99.32</u>	<u>1,473,250</u>	<u>0.67</u>	<u>20,076,591</u>
Anthony Walsh	<u>216,098,688</u>	<u>99.53</u>	<u>1,014,538</u>	<u>0.46</u>	<u>20,076,591</u>

- 7) At the Meeting, the vote to ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending November 30, 2021 and authorizing the Directors to fix their remuneration, was as follows:

FOR #	FOR %	WITHHELD #	WITHHELD %
<u>234,513,131</u>	<u>98.87</u>	<u>2,676,686</u>	<u>1.12</u>

- 8) At the Meeting, the vote to approve certain amendments to the Company's Articles, as set out in the Company's Management Information Circular dated March 25, 2021, was as follows:


FOR #	FOR %	AGAINST #	AGAINST %	ABSTAIN #	ABSTAIN %	BROKER NON- VOTE
<u>214,920,464</u>	<u>98.99</u>	<u>1,600,712</u>	<u>0.73</u>	<u>592,050</u>	<u>0.27</u>	<u>20,076,591</u>

- 9) At the Meeting, the vote on an advisory (non-binding) basis to approve the compensation paid to the Company's named executive officers ("Say-on-Pay"), was as follows:

FOR #	FOR %	AGAINST #	AGAINST %	ABSTAIN #	ABSTAIN %	BROKER NON- VOTE
<u>209,570,570</u>	<u>96.52</u>	<u>6,849,714</u>	<u>3.15</u>	<u>692,942</u>	<u>0.31</u>	<u>20,076,591</u>

IN WITNESS WHEREOF, I have made this Final Report and have been hereunto set my hand this 13th day of May, 2021.

The Carideo Group
Inspection Election Services


Beth W. VanDerbeck