



ANNUAL GENERAL MEETING OF SHAREHOLDERS

Wednesday, May 18, 2022

Agenda

1. Welcome and Formal Business – **David Ottewell, Vice President and Chief Financial Officer and Chair of the Meeting**
 - a. Receive Minutes of Shareholder Meeting Held May 12, 2021
 - b. Presentation of Annual Financial Statements for the year ended November 30, 2021
 - c. Setting the Number of Directors*
 - d. Election of Directors*
 - e. Appointment of PricewaterhouseCoopers LLP as Company Auditors*
 - f. Proposal to Approve Non-Binding Resolution on Executive Compensation*
 - g. Other Business
2. Fiscal Year 2021 in Review, Looking Ahead to 2022 – **Greg Lang, President & CEO**
3. Closing Remarks – **Dr. Thomas Kaplan, Chairman of the Board**
4. Shareholder Q & A
5. Conclusion

**indicates voting item*



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Rules and Procedures for the Conduct of the Meeting

NOVAGOLD welcomes you to its 2022 Annual General Meeting of Shareholders. In fairness to all shareholders, and to provide shareholders an opportunity to be heard – and in the interest of conducting an orderly meeting within the scheduled time – we require you to honor these rules of conduct:

1. Taking screenshots or photographs and the use of audio or video recording equipment is prohibited without the express consent of NOVAGOLD. A recording of the meeting will be made available for viewing on NOVAGOLD's website.
2. Subject to the discretion of the Chair of the Meeting, we will follow the Agenda provided.
3. Because this is a meeting of our shareholders, only our shareholders or duly appointed proxyholders who have logged in with control numbers are permitted to ask questions and make comments during the meeting. You need to have held stock as of the close of business on the record date for the meeting, March 21, 2022, or be a duly appointed proxyholder, to vote or submit questions or comments while participating in the virtual meeting. To vote or submit questions or comments, please log in as a registered shareholder by entering the 16-digit control number you received with your proxy materials. Proxyholders should log in by following the instructions provided on www.proxyvote.com or the instructions from their bank or broker. If you have voted your shares prior to the start of the meeting, your vote has been received by NOVAGOLD's scrutineer and there is no need to vote those shares during the meeting unless you wish to revoke or change your vote.
4. Submit all questions and comments digitally through the Q&A button in the lower right-hand corner of your screen. The President and CEO will

either respond directly or invite another officer or director of NOVAGOLD to respond.

5. If a shareholder or duly appointed proxyholder has a question about one of the matters in the Agenda to be voted on by the shareholders at the meeting, that question may be submitted through the Q&A button in the lower right-hand corner of your screen at or before the time the matters are before the meeting for consideration. If you believe your question or comment relates to the formal business of the meeting please label it as Official Business in your submission. We will answer relevant questions on any matters in the Agenda to be voted on by the shareholders at the meeting before the voting is closed.
6. To make the best use of everyone's time, and as shown on the Agenda, we will handle the formal business of the meeting first. There will be a question-and-answer period about matters that may be of concern to shareholders after the voting on proposals. We plan to conclude the meeting no later than 2:45 pm Pacific Time.
7. To allow as many shareholders to be heard from as possible, we ask attendees to limit themselves to two questions/comments.

The views and concerns of all shareholders are welcome; however, the business purpose of the meeting will be strictly observed. The Chair of the Meeting or the President & CEO may rule questions or comments as out of order if they:

- Are not related to the business at hand;
- Are irrelevant to the business of the Company;
- Relate to pending or threatened litigation; or
- Are derogatory or related to personal matters or grievances.

Thank you