

NOVAGOLD RESOURCES INC.
(the “Corporation”)

Annual Meeting of Shareholders
May 14, 2020

REPORT OF VOTING RESULTS

Section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*

Common Shares represented at the Meeting:	269,575,448
Total issued and outstanding Common Shares as at record date:	328,671,632
Percentage of issued and outstanding Common Shares represented:	82.02%

Business of the Meeting

1. The shareholders voted by way of ballot and the following nominees were elected as directors to serve until immediately before the election of directors at the next annual meeting of shareholders or until their successors are duly elected or appointed.

Nominee	Votes For	% Votes For	Votes Withheld	% Votes Withheld
Elaine Dorward-King	228,384,768	96.74%	7,692,753	3.26%
Sharon Dowdall	233,297,446	98.82%	2,780,075	1.18%
Dr. Diane Garrett	234,017,892	99.13%	2,059,629	0.87%
Dr. Thomas Kaplan	234,329,359	99.26%	1,748,162	0.74%
Gregory Lang	235,598,250	99.80%	479,271	0.20%
Igor Levental	231,882,849	98.22%	4,194,672	1.78%
Kalidas Madhavpeddi	232,968,133	98.68%	3,109,388	1.32%
Clynton Nauman	233,463,642	98.89%	2,613,879	1.11%
Ethan Schutt	235,517,677	99.76%	559,844	0.24%
Anthony Walsh	234,855,318	99.48%	1,222,203	0.52%

2. The shareholders voted by way of a show of hands and PricewaterhouseCoopers LLP, Chartered Accountants, were reappointed as auditors of the Corporation until the close of the next annual general meeting of shareholders and the directors were authorized to determine their remuneration. Proxies were received as follows:

For the Motion: 265,977,177 (98.67%)
Withheld/Abstain: 3,597,313 (1.33%)
Total Shares Voted: 269,574,490 (82.02% of shares issued and outstanding as of the record date)

3. The shareholders voted by way of a show of hands and approved certain amendments to the Corporation’s Stock Award Plan and approved all unallocated entitlements under the Stock Award Plan. Proxies were received as follows:

For the Motion: 223,685,676 (94.75%)
Against the Motion: 11,815,167 (5.00%)
Abstain: 575,719 (0.24%)
Total Shares Voted: 235,500,843 (71.65% of shares issued and outstanding as of the record date)

4. The shareholders voted by way of a show of hands and approved certain amendments to the Corporation's Performance Share Unit Plan and approved all unallocated entitlements under the Performance Share Unit Plan. Proxies were received as follows:

For the Motion: 226,784,994 (96.06%)
Against the Motion: 8,680,650 (3.68%)
Abstain: 610,918 (0.26%)
Total Shares Voted: 235,465,644 (71.64% of shares issued and outstanding as of the record date)

5. The shareholders voted by way of a show of hands and approved all unallocated entitlements under the Corporation's Deferred Share Unit Plan. Proxies were received as follows:

For the Motion: 229,432,606 (97.19%)
Against the Motion: 5,997,404 (2.54%)
Abstain: 646,552 (0.27%)
Total Shares Voted: 235,430,010 (71.63% of shares issued and outstanding as of the record date)

6. The shareholders voted by way of a show of hands and approved the non-binding resolution approving the compensation of the Corporation's Named Executive Officers. Proxies were received as follows:

For the Motion: 206,218,591 (87.35%)
Against the Motion: 29,183,993 (12.36%)
Abstain: 673,978 (0.29%)
Total Shares Voted: 235,402,584 (71.62% of shares issued and outstanding as of the record date)

7. The shareholders voted by way of a show of hands and approved a non-binding resolution approving the frequency of holding a non-binding vote on the compensation of the Corporation's Named Executive Officers on an annual basis. Proxies were received as follows:

1 Year: 233,840,325 (99.05%)
2 Years: 433,665 (0.18%)
3 Years: 1,261,069 (0.53%)
Abstain: 541,501 (0.23%)
Total Shares Voted: 235,535,059 (71.66% of shares issued and outstanding as of the record date)

The final scrutineer's report is attached to this report as Schedule 1.

No other business was voted upon at the Meeting.

Dated: May 15, 2020

Schedule 1

Please see attached.

NOVAGOLD RESOURCES INC.
ANNUAL GENERAL MEETING OF SHAREHOLDERS
HELD ON MAY 14, 2020

PREPARED BY



COMPUTERSHARE INVESTOR SERVICES INC.
VANCOUVER

NOVAGOLD RESOURCES INC.
ANNUAL GENERAL MEETING OF SHAREHOLDERS
HELD ON MAY 14, 2020

FINAL SCRUTINEER'S REPORT

<u>2</u> SHAREHOLDERS IN PERSON, REPRESENTING	<u>958</u> SHARES
<u>186</u> SHAREHOLDERS BY PROXY, REPRESENTING	<u>269,574,490</u> SHARES
<u>188</u> TOTAL SHAREHOLDERS, HOLDING	<u>269,575,448</u> SHARES

TOTAL ISSUED AND OUTSTANDING AS AT RECORD DATE: 328,671,632

PERCENTAGE OF OUTSTANDING SHARES REPRESENTED AT THE MEETING: 82.02 %



DAVID CAVASIN
SCRUTINEER

The figures reported by Computershare in its capacity as Scrutineer represent our tabulation of proxies returned to us by registered securityholders and, if Computershare has mailed voting instruction forms (VIFs) directly to non-objecting beneficial owners (NOBOs) on behalf of the issuer, VIFs returned directly to us by NOBOs, combined with cumulative reports of beneficial holder voting compiled and submitted by one or more third parties. As such, Computershare is only responsible for, and warrants the accuracy of our own tabulation of proxies and VIFs. Computershare is not responsible for and does not warrant the accuracy of the cumulative reports of beneficial holder voting submitted by any third party.

If Computershare has mailed voting instruction forms directly to NOBOs on behalf of the issuer, these have been distributed on the basis of electronic files received by Computershare from intermediaries or their agents. Although Computershare reconciles these records to the Form 54-101F4 Omnibus Proxy delivered to us as required under National Instrument 54-101, in some cases insufficient securities may be held within intermediary positions at The Canadian Depository for Securities, Limited as at record date to support all securities represented. In these cases, if the situation cannot be rectified, over voting rules are applied as directed by the Chair.

Upon receipt of any cumulative reports of beneficial holder voting compiled and submitted by one or more third parties, Computershare reviews the total votes received for each intermediary and reconciles the number to the position available to the intermediary on any omnibus proxy or supplemental omnibus proxy received. In the event the intermediary's position is insufficient to allow for the tabulation of the entire vote, Computershare may, but shall not be required to, take steps to rectify the situation. In the event the situation is not rectified, over voting rules are applied as directed by the Chair.

Acting on the direction of the Chair of the meeting, Computershare may have included in our reports, the details of beneficial holders attending in person, whose ownership or previous voting status we cannot confirm or verify but whose identity may be supported by documentation, such as a VIF issued by a third party. In such cases, Computershare makes no warranty or representation as to the accuracy of the numbers included as a result of the direction from the Chair, and assumes no liability or responsibility whatsoever for their inclusion in our report as Scrutineer.

**NOVAGOLD RESOURCES INC
ANNUAL GENERAL MEETING OF SHAREHOLDERS
HELD ON MAY 14, 2020**

FINAL REPORT ON BALLOT

**MOTION #1
ELECTION OF DIRECTORS**

I, the undersigned scrutineer, hereby report that the result of the vote by ballot with respect to the above matter is as follows:

NAME	VOTES IN FAVOR		WITHHELD	
DR. ELAINE DORWARD-KING	228,384,768	96.74%	7,692,753	3.26%
SHARON DOWDALL	233,297,446	98.82%	2,780,075	1.18%
DR. DIANE GARRETT	234,017,892	99.13%	2,059,629	0.87%
D.R THOMAS KAPLAN	234,329,359	99.26%	1,748,162	0.74%
GREGORY LANG	235,598,250	99.80%	479,271	0.20%
IGOR LEVENTAL	231,882,849	98.22%	4,194,672	1.78%
KALIDAS MADHAVPEDDI	232,968,133	98.68%	3,109,388	1.32%
CLYNTON NAUMAN	233,463,642	98.89%	2,613,879	1.11%
ETHAN SCHUTT	235,517,677	99.76%	559,844	0.24%
ANTHONY WALSH	234,855,318	99.48%	1,222,203	0.52%

David Cavasin

David Cavasin
Scrutineer

The figures reported by Computershare in its capacity as Scrutineer represent our tabulation of proxies returned to us by registered shareholders (and voting instruction forms returned directly to us by non-objecting beneficial holders, if applicable) combined with unaudited reports of beneficial holder voting supplied by one or more third parties. As such we are only responsible for and warrant the accuracy of our own tabulation. Computershare is not responsible for and does not warrant the accuracy of the unaudited reports of beneficial holders supplied by third parties.

If Computershare has mailed voting instruction forms directly to non-objecting beneficial holders on behalf of issuers, these have been distributed on the basis of electronic files received by Computershare from intermediaries or their agents. As Computershare has no direct access to intermediary records, Computershare is unable to reconcile the details of non-objecting beneficial ownership as provided to us with the details of intermediary positions within the records of the Canadian Depository for Securities. In some cases, insufficient shares may be held within intermediary positions at the Depository as at record date to support the shares represented by voting instruction forms received directly from non-objecting beneficial holders or returned to us by third parties. In these cases, overvoting rules are applied as directed by the Chair.

In addition, acting on the instructions of the Chair of the meeting, we may have included in our report on attendance, the details of beneficial holders attending in person, whose ownership we cannot directly confirm or verify but which may be supported by documentation such as a voting instruction form supplied by a third party. In such cases, Computershare makes no warranty or representation as to the accuracy of the numbers included as a result of the instructions from the Chair, delivery of which to Computershare is hereby acknowledged by the recipient of this report, and assumes no liability or responsibility whatsoever for their inclusion in our report as Scrutineer.

NOVAGOLD RESOURCES INC.
ANNUAL GENERAL MEETING OF SHAREHOLDERS
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REPORT ON PROXIES

MOTION FREQUENCY OF NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION

NUMBER OF SHARES						PERCENTAGE OF VOTES CAST			
1 YEAR	2 YEARS	3 YEARS	WITHHELD/ ABSTAIN	SPOILED	NON VOTE	1 YEAR	2 YEARS	3 YEARS	WITHHELD/ ABSTAIN
233,840,325	433,665	1,261,069	541,501	0	33,497,930	99.05%	0.18%	0.53%	0.23%

NOVAGOLD RESOURCES INC.
ANNUAL GENERAL MEETING OF SHAREHOLDERS
HELD ON MAY 14, 2020

REPORT ON PROXIES

MOTIONS	NUMBER OF SHARES					PERCENTAGE OF VOTES CAST		
	FOR	AGAINST	WITHHELD/ ABSTAIN	SPOILED	NON VOTE	FOR	AGAINST	WITHHELD/ ABSTAIN

TOTAL SHAREHOLDERS VOTED BY PROXY:

186

TOTAL SHARES ISSUED & OUTSTANDING:

328,671,632

/s/ David Cvasin

TOTAL SHARES VOTED:

269,574,490

 DAVID CAVASIN

TOTAL % OF SHARES VOTED:

82.02%

SCRUTINEER