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IMPORTANT ANNUAL MEETING INFORMATION



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Have questions about this notice? Call the Toll Free Number below or scan the QR code to find out more

Toll Free – 1-866-964-0492



www.computershare.com/noticeandaccess

Shareholder Meeting Notice

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Important Notice Regarding the Availability of Proxy Materials for NOVAGOLD RESOURCES INC. Annual Meeting to be Held on May 14, 2020

The United States securities regulators have adopted policies which permit the use of notice-and-access for proxy solicitation instead of the traditional physical delivery of proxy materials. The Company is availing itself of the notice-and-access policies and as a result, you will not be receiving a paper copy of the proxy materials in respect of the Annual Meeting unless specifically requested in accordance with the instructions in this Notice.

You are receiving this notice to advise that the proxy materials for the above noted meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy materials, including the Management Information Circular, form of proxy and annual report to shareholders are available at:

www.envisionreports.com/Novagold_2020
or
www.sedar.com



Easy Online Access — A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

Under notice-and-access, proxy materials will be available for viewing up to one year from the date of posting.

Shareholders with questions about notice and access can contact the Company's transfer agent by calling Computershare Investor Services Inc. toll free at 1-866-964-0492.

Obtaining a Paper or Email Copy of the Proxy Materials – If you want to receive a paper or email copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before April 30, 2020 to facilitate timely delivery of a paper copy of proxy materials for the May 14, 2020 Annual Meeting.



Shareholder Meeting Notice

The NOVAGOLD RESOURCES INC. Annual Meeting of Shareholders will be held on May 14, 2020 at the Hyatt Regency Vancouver, Grouse Room, 655 Burrard Street, Vancouver, British Columbia, V6C 2R7, Canada, at 1:00pm (Pacific Daylight Time).

VOTING ITEMS

The Board of Directors recommends you vote FOR the following:

1 **Election of Directors:**

Nominees

01. Dr. Elaine Dorward-King 02. Sharon Dowdall 03. Dr. Diane Garrett 04. Dr. Thomas Kaplan 05. Gregory Lang 06. Igor Levental
07. Kalidas Madhavpeddi 08. Clynton Nauman 09. Ethan Schutt 10. Anthony Walsh

See "Election of Directors" as set out in the Management Information Circular dated March 26, 2020.

2 **Appointment of Auditors:** Appointment of PricewaterhouseCoopers LLP as the Auditors of the Company for the fiscal year ending November 30, 2020 and authorizing the Directors to fix their remuneration. See disclosure under the heading "Appointment of Auditor" as set out in the Company's Management Information Circular dated March 26, 2020.

3 **Approval of Amendment and Restatement of the Stock Award Plan:** Approval of certain amendments to the Stock Award Plan and approve all unallocated entitlements under the Stock Award Plan. See disclosure under the heading "Additional Matters to be Acted Upon" as set out in the Company's Management Information Circular dated March 26, 2020.

4 **Approval of Amendment and Restatement of the Performance Share Unit Plan:** Approval of certain amendments to the Performance Share Unit Plan and approve all unallocated entitlements under the Performance Share Unit Plan. See disclosure under the heading "Additional Matters to be Acted Upon" as set out in the Company's Management Information Circular dated March 26, 2020.

5 **Approval of All Unallocated Entitlements under the Deferred Share Unit Plan:** Approval of all unallocated entitlements under the Deferred Share Unit Plan. See disclosure under the heading "Additional Matters to be Acted Upon" as set out in the Company's Management Information Circular dated March 26, 2020.

6 **Approval of Non-Binding Advisory Vote on Executive Compensation:** Approval of a non-binding resolution approving the compensation of the Company's Named Executive Officers. See disclosure under the heading "Additional Matters to be Acted Upon" as set out in the Company's Management Information Circular dated March 26, 2020.

The Board of Directors recommends you vote 1 YEAR on the following:

7 **Frequency of Non-Binding Advisory Vote on Executive Compensation:** A non-binding resolution on the frequency of holding a non-binding advisory vote on the compensation of the Company's Named Executive Officers. See disclosure under the heading "Additional Matters to be Acted Upon" as set out in the Company's Management Information Circular dated March 26, 2020.

We encourage you to access and review all of the important information contained in the proxy materials before voting.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must either vote online or request a paper or email copy of the proxy materials and a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Registered shareholders have two methods by which they can vote their shares at the Annual Meeting, namely in person or by proxy. To assure your representation at the Annual Meeting, please complete, sign, date and return the proxy per the instructions below. Sending your proxy will not prevent you from voting in person at the Meeting. Shareholders who do not wish to attend the Annual Meeting or do not wish to vote in person can vote by proxy. A registered shareholder must return the completed proxy to the Company:

- (a) by internet at www.envisionreports.com/Novagold_2020 not later than May 12, 2020 at 4:00 p.m. Eastern time (1:00 p.m. Pacific time);
- (b) by telephone by calling toll-free in North America 1-866-732-8683 and following the instructions, no later than May 12, 2020 at 4:00 p.m. Eastern time (1:00 p.m. Pacific time); or
- (c) by requesting a paper copy of the proxy materials and delivering the proxy to the Company's transfer agent, Computershare Investor Services Inc., at its office at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, for receipt no later than May 12, 2020, at 4:00 p.m. Eastern time (1:00 p.m. Pacific time).

How to Obtain Paper or Email Copies of the Proxy Materials

Shareholders may request to receive paper or email copies of current and future meeting materials by mail or email at no cost. Requests for copies may be made using your Control Number located in the shaded bar on the reverse side of this notice. If you request an email copy, you will receive an email with a hyperlink to the proxy materials. Registered shareholders may enroll to receive future meeting materials by email by visiting www.computershare.com/eDelivery and clicking on "eDelivery Signup".

Request materials:

BY TELEPHONE: Call Toll Free, within North America – 1-866-962-0498 or direct, from Outside of North America – (514)982-8716 and enter your Control Number located in the shaded bar on the reverse side.

BY INTERNET: www.envisionreports.com/Novagold_2020

BY EMAIL: Send email to service@computershare.com with "Proxy Materials NovaGold Resources Inc." in the subject line. Include in the message your full name and address, plus the Control Number located in the shaded bar on the reverse side of this notice, and state in the email that you want a paper or email copy of current meeting materials.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be submitted by April 30, 2020 and all requests for an email copy of the proxy materials must be submitted by May 11, 2020.

To obtain paper or email copies after the meeting date, please contact NOVAGOLD at 1-866-669-6227.