

This Quarterly Report on Form 10-Q contains forward-looking statements or information within the meaning of Canadian securities laws and the United States Private Securities Litigation Reform Act of 1995 concerning anticipated results and developments in our operations in future periods, planned exploration activities, the adequacy of our financial resources and other events or conditions that may occur in the future. These forward-looking statements may include statements regarding perceived merit of properties, exploration results and budgets, mineral reserves and resource estimates, work programs, capital expenditures, operating costs, cash flow estimates, production estimates and similar statements relating to the economic viability of a project, timelines, strategic plans, including our plans and expectations relating to the Donlin Gold project, permitting and the timing thereof, market prices for precious metals, or other statements that are not statements of fact. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Statements concerning mineral resource estimates may also be deemed to constitute “forward-looking statements” to the extent that they involve estimates of the mineralization that will be encountered if the property is developed.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as “expects”, “is expected”, “anticipates”, “believes”, “plans”, “projects”, “estimates”, “assumes”, “intends”, “strategy”, “goals”, “objectives”, “potential”, “possible” or variations thereof or stating that certain actions, events, conditions or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking statements.

Forward-looking statements are based on a number of material assumptions, including those listed below, which could prove to be significantly incorrect:

- our ability to achieve production at any of our mineral exploration and development properties;
- estimated capital costs, operating costs, production and economic returns;
- estimated metal pricing, metallurgy, mineability, marketability and operating and capital costs, together with other assumptions underlying our resource and reserve estimates;
- our expected ability to develop adequate infrastructure and that the cost of doing so will be reasonable;
- assumptions that all necessary permits and governmental approvals will be obtained and the timing of such approvals;
- assumptions made in the interpretation of drill results, the geology, grade and continuity of our mineral deposits;
- our expectations regarding demand for equipment, skilled labor and services needed for exploration and development of mineral properties; and
- our activities will not be adversely disrupted or impeded by development, operating or regulatory risks.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation:

- uncertainty of whether there will ever be production at our mineral exploration and development properties;
- our history of losses and expectation of future losses;
- risks related to our ability to finance the development of our mineral properties through external financing, strategic alliances, the sale of property interests or otherwise;
- uncertainty of estimates of capital costs, operating costs, production and economic returns;
- commodity price fluctuations;
- risks related to market events and general economic conditions;
- risks related to the coronavirus global health pandemic (COVID-19);
- risks related to the third parties on which we depend for our exploration and development activities;
- dependence on cooperation of joint venture partners in exploration and development of properties;
- risks related to opposition to our operations at our mineral exploration and development properties from non-governmental organizations or civil society;
- the risk that permits and governmental approvals necessary to develop and operate mines on our properties will not be available on a timely basis, subject to reasonable conditions, or at all;
- risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of our mineral deposits;
- uncertainties relating to the assumptions underlying our resource and reserve estimates, such as metal pricing, metallurgy, mineability, marketability and operating and capital costs;
- risks related to lack of infrastructure required to develop, construct, and operate our mineral properties;
- uncertainty related to title to our mineral properties;
- mining and development risks, including risks related to infrastructure, accidents, equipment breakdowns, labor disputes or other unanticipated difficulties with, or interruptions in, development, construction or production;
- competition in the mining industry;
- risks related to governmental regulation and permits, including environmental regulation;

- risks related to our largest shareholder;
- risks related to conflicts of interests of some of the directors and officers of the Company;
- risks related to the need for reclamation activities on our properties and uncertainty of cost estimates related thereto;
- credit, liquidity, interest rate and currency risks;
- risks related to increases in demand for equipment, skilled labor and services needed for exploration and development of mineral properties, and related cost increases;
- our need to attract and retain qualified management and technical personnel;
- uncertainty as to the outcome of potential litigation;
- risks related to information technology systems;
- risks related to the Company's status as a "passive foreign investment company" in the United States; and
- risks related to global climate change.

This list is not exhaustive of the factors that may affect any of our forward-looking statements. Forward-looking statements are statements about the future and are inherently uncertain, and our actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in our Annual Report on Form 10-K for the year ended November 30, 2020 and this Quarterly Report on Form 10-Q under the heading "Risk Factors" and elsewhere.

Our forward-looking statements contained in this Quarterly Report on Form 10-Q are based on the beliefs, expectations and opinions of management as of the date of this report. We do not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change, except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

In Management’s Discussion and Analysis of Financial Condition and Results of Operations, “NOVAGOLD”, the “Company”, “we,” “us” and “our” refer to NOVAGOLD RESOURCES INC. and its consolidated subsidiaries. The following discussion and analysis of our financial condition and results of operations constitutes management’s review of the factors that affected our financial and operating performance for the three-month periods ended February 28, 2021 and February 29, 2020. This discussion should be read in conjunction with the condensed consolidated financial statements and notes thereto contained elsewhere in this report and our Annual Report on Form 10-K for the year ended November 30, 2020, as well as other information we file with the Securities and Exchange Commission on EDGAR at www.sec.gov and with Canadian Securities Administrators on SEDAR at www.sedar.com. References herein to \$ refer to United States dollars and C\$ to Canadian dollars.

Overview

Our operations primarily relate to the delivery of project milestones, including the achievement of various technical, environmental, sustainable development, economic and legal objectives, obtaining necessary permits, completion of feasibility studies, preparation of engineering designs and the financing to fund these objectives.

Our goals for 2021 include:

- Continue to advance the Donlin Gold project toward a construction decision.
- Maintain/increase support for Donlin Gold among native entities and other stakeholders.
- Promote a strong safety, sustainability and environmental culture.
- Maintain a favorable reputation of the Company, its governance practices, and its project among shareholders.
- Manage the Company treasury effectively and efficiently, including streamlining the corporate structure.

First quarter highlights

COVID-19 response

The Company has implemented policies at its offices in Salt Lake City and Vancouver designed to ensure the safety and well-being of all employees and the people associated with them. In that regard, to reduce risk, our employees have been asked to work remotely, avoid all non-essential travel, adhere to good hygiene practices, and engage in physical distancing. Donlin Gold continues to provide COVID relief support in collaboration with The Kuskokwim Corporation (TKC), Calista Corporation (“Calista”) and many tribal governments.

Continuation of the COVID-19 pandemic in 2021 could impact employee health, workforce productivity, insurance premiums, ability to travel, the availability of industry experts and personnel, restrictions or delays to field work and studies, and other factors that will depend on future developments that may be beyond our control.

Community engagement

To date, Donlin Gold LLC has signed six Friendship Agreements with villages in the Yukon-Kuskokwim (Y-K) region (Akiak, Sleetmute, Napaimute, Crooked Creek, Napaskiak, and Nikolai) that formalize current engagement with key local communities. These agreements with Donlin Gold expand upon the long-term relationships already established with these communities and address specific community needs such as water, sewer, and landfill projects; the ice road that connects remote villages in the Yukon-Kuskokwim (Y-K) region; salmon studies; and suicide prevention programs.

As a neighbor to others in the Y-K region and as a team largely made up of people from the area, Donlin Gold strives to aid communities with support and resources, particularly when health and safety are of concern. Donlin Gold is committed to support the needs of its community partners. In January 2021, the village of Tuluksak’s water purification plant was destroyed by fire, creating a health and safety crisis for the community. Donlin Gold, and several other community organizations, companies, and individuals stepped in to assist, providing drinking water, equipment, and other health supplies.

In partnership with TKC, the Village of Crooked Creek, and Napaimute Tribe, Donlin Gold was again the lead sponsor of a project to construct and maintain the upper portions of an ice road on the Kuskokwim River. Donlin Gold also provided technical data to assist the roadbuilder, including aerial photographs and ice measurements along the river. The road greatly improved safety and access to nearby communities for residents in remote locations. At its completion in February 2021, the Kuskokwim ice road was approximately 200 miles long.

Permitting

In April 2020, the Alaska Department of Natural Resources' (ADNR) Division of Oil and Gas agreed to reconsider its decision on the State Right-of-Way (ROW) agreement and lease authorization for the buried natural gas pipeline. Under the reconsideration, on September 10, 2020, the ADNR issued for additional public comment a revised Consideration of Comments document. This document further describes how the ADNR is considering previous public input that was solicited in the ROW review, including how cumulative effects are addressed in the decision. The comment period on the document ended on November 9, 2020 and we expect the ADNR to re-issue the ROW agreement and lease authorization in the first half of 2021.

The State's Clean Water Act (CWA) Section 401 certification of the Federal CWA Section 404 permit was formally appealed to the Commissioner of the Alaska Department of Environmental Conservation in June 2020. The appeal focuses on three narrow issues related to compliance with the State's water quality standards near the proposed mine site. Donlin Gold and its litigation team are actively involved in the process and are working with the State to respond to the appeal issues. We expect that the Commissioner will issue his decision on the appeal in the first half of 2021.

In November 2020, the ADNR published an initial public notice for comment on Donlin Gold's 12 applications for water rights for the mine site and transportation facilities, which closed on December 15, 2020. Water rights are for local surface water sources and groundwater to be used for process water, dust control, fire protection, and potable water. In March 2021, the ADNR introduced a second two-week public notice period, which closed on March 26, 2021. We anticipate the ADNR will issue final decisions on the water rights applications in the first half of 2021.

Donlin Gold, working with its Native Corporation partners, continues to support the State of Alaska to advance other permits and certificates needed for the project. The field work related to the issuance of the Alaska Dam Safety certificates was temporarily paused to concentrate on the 2020 drill program.

Donlin Gold is fortunate to have time-tested partnerships with Calista and TKC, owners of the mineral and surface rights, respectively. The project's location on private land specially designated for mining activities through the 1971 Alaska Native Claims Settlement Act, is a key attribute that distinguishes it from most other mining assets in Alaska. Our commitment to meaningful tribal consultation throughout project development and permitting has been tested over decades of reliable and dependable engagement with the community. We are proud to provide significant economic and social benefits to the Y-K region.

Donlin Gold project

Additional confirmation and extension drilling are being planned for 2021 focusing on further testing, orebody continuity, structural control, and geotechnical and geometallurgical data collection and analysis. The drilling program specifics will be finalized once all assay results for the 2020 drill program have been integrated into an interim model update. The newly obtained data will be incorporated into the geologic and resource model and should lead the owners to determine updated mining schedules and life of mine business plans. Ultimately, the information should assist in determining the next steps to update the Donlin Gold feasibility study and initiate the engineering work necessary to advance the project design before reaching a construction decision. The owners will advance the Donlin Gold project in a financially disciplined manner with a strong focus on engineering excellence, environmental stewardship, a strong safety culture and continued community engagement.

Our share of funding for the Donlin Gold project in the first quarter of 2021 was \$2.9 million. In 2021, we continue to expect our share of Donlin Gold LLC funding to be \$18 to \$22 million, including: \$11 million for follow-up drilling, camp improvements and studies; \$7 million for permitting, community engagement and administration; and an additional \$4 million for other studies contingent upon mid-year approval by both owners.

The Donlin Gold LLC board must approve a construction program and budget before the Donlin Gold project can be developed. The timing of the required engineering work and the Donlin Gold LLC board's approval of a construction program and budget, the receipt of all required governmental permits and approvals, and the availability of financing, commodity price fluctuations, risks related to market events and general economic conditions among other factors, will affect the timing of and whether to develop the Donlin Gold project. Among other reasons, project delays could occur as a result of public opposition, litigation challenging permit decisions, requests for additional information or analysis, limitations in agency staff resources during regulatory review and permitting, project changes made by Donlin Gold LLC, or any impact on operations from COVID-19.

We record our interest in the Donlin Gold project as an equity investment, which results in our 50% share of Donlin Gold's expenses being recorded in the income statement as an operating loss. The investment amount recorded on the balance sheet primarily represents unused funds advanced to Donlin Gold.

Outlook

We do not currently generate operating cash flows. As of February 28, 2021, we had cash and cash equivalents of \$63.2 million and term deposits of \$51.0 million. In July 2021, we expect to receive \$75 million from the first note receivable from Newmont resulting from the sale of our 50% interest in the Galore Creek project in 2018. Our anticipated expenditures in 2021 are \$31 to \$35 million, including \$18 to \$22 million to fund the Donlin Gold project and \$13 million for corporate general and administrative costs. At present, we believe we have sufficient working capital available for the next twelve-month period to cover anticipated funding of the Donlin Gold project and corporate general and administrative costs.

Additional capital will be necessary if a decision to commence engineering and construction is reached for the Donlin Gold project. Future financings to fund construction are anticipated through debt, equity, project specific debt, and/or other means. Our continued operations are dependent on our ability to obtain additional financing or to generate future cash flows. However, there can be no assurance that we will be successful in our efforts to raise additional capital on terms favorable to us, or at all. For further information, see the risk factors in our Annual Report on Form 10-K for the year ended November 30, 2020, as filed with the SEC and the Canadian Securities Regulators on January 29, 2021.

Summary of Consolidated Financial Performance

(\$ thousands, except per share)	Three months ended	
	February 28, 2021	February 29, 2020
General and administrative	\$(5,329)	\$(4,714)
Equity loss - Donlin Gold	(1,968)	(1,568)
Loss from operations	\$(7,297)	\$(6,282)
Net loss	\$(7,956)	\$(6,595)
Net loss per common share – basic and diluted	\$(0.02)	\$(0.02)

Results of Operations

First quarter 2021 compared to 2020

General and administrative expense increased from \$4.7 million in 2020 to \$5.3 million in 2021 primarily due to higher share-based compensation costs, salaries, and legal fees. Equity loss – Donlin Gold increased from \$1.6 million in 2020 to \$1.9 million in 2021 due to the completion of the 2020 drill program assays in the first quarter of 2021.

Liquidity, Capital Resources and Capital Requirements

(\$ thousands)	As of February 28, 2021	As of November 30, 2020	Change
Cash and cash equivalents	\$63,193	\$60,906	\$2,287
Term deposits	51,000	61,000	(10,000)
	<u>\$114,193</u>	<u>\$121,906</u>	<u>\$(7,713)</u>

In the first three months of 2021, total Cash, cash equivalents and Term deposits decreased by \$7.7 million of which \$4.3 million was used in operating activities for administrative costs and working capital changes, \$2.9 million was used to fund Donlin Gold and \$0.7 million related to withholding taxes paid on vested performance share units (PSUs). Effects of exchange rate changes on cash held in Canadian dollars increased cash by \$0.3 million. The term deposits are denominated in U.S. dollars and are held at Canadian chartered banks.

<u>(\$ thousands, except per share)</u>	<u>Three months ended</u>	
	<u>February 28, 2021</u>	<u>February 29, 2020</u>
Net cash (used in) provided from:		
Operating activities	\$(4,286)	\$(3,497)
Funding of Donlin Gold	\$(2,946)	\$(2,600)
Withholding tax on share-based compensation	\$(731)	\$(1,652)

First quarter 2021 compared to 2020

Net cash used in operating activities of continuing operations increased by \$0.8 million, due to lower interest income and higher general and administrative costs. *Net cash provided from (used in) investing activities* included a \$0.3 million increase in Donlin Gold funding due to the work in completing the 2020 drill program assays. In the first quarter of 2021, term deposits were reduced by \$10 million, with the proceeds deposited in interest-bearing savings accounts.

Outstanding share data

As of March 24, 2021, the Company had 331,331,184 common shares issued and outstanding. Also, as of March 24, 2021, the Company had: i) a total of 11,064,437 stock options outstanding; 9,538,839 with a weighted-average exercise price of \$5.22 and the remaining 1,525,598 of those stock options with a weighted-average exercise price of C\$6.80; and ii) 1,583,100 PSUs and 291,647 deferred share units outstanding. Upon exercise or pay out, as applicable, of the foregoing convertible securities, the Company would be required to issue a maximum of 13,730,734 common shares.