



**NOVAGOLD RESOURCES INC.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

Date:	May 12, 2021
Time:	1:00 p.m. Pacific Time
Location:	Live Webcast at: www.virtualshareholdermeeting.com/NG2021
Record Date:	March 18, 2021

The purposes of the annual and special meeting (the “Meeting”) are to:

1. receive the Annual Report of the Directors of the Company (the “Directors”) containing the consolidated financial statements of the Company for the year ended November 30, 2020, together with the Report of the Auditors thereon;
2. elect Directors of the Company for the forthcoming year;
3. appoint the Auditors of the Company for the forthcoming year and to authorize the Directors through the Audit Committee to fix the Auditors’ remuneration;
4. consider and, if deemed advisable, pass a special resolution approving certain amendments to the Company’s Articles;
5. consider and, if deemed advisable, pass a non-binding resolution approving the compensation of the Company’s Named Executive Officers; and
6. transact such further and other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters currently proposed to be put before the Meeting are set forth in the Circular accompanying and forming part of this Notice.

Only Shareholders of record at the close of business on March 18, 2021 are entitled to receive notice of the Meeting and to vote at the Meeting.

To assure your representation at the Meeting, please complete, sign, date and return your voted proxy which will be delivered to you separately, whether or not you plan to attend. Sending your proxy will not prevent you from voting in person at the Meeting.

All proxies completed by **registered shareholders** must be returned to the Company:

- by online proxy via the following website: www.proxyvote.com no later than May 10, 2021 at 4:00 p.m. Eastern time (1:00 p.m. Pacific time);
- by telephone by calling (800) 690-6903 and following the instructions, no later than May 10, 2021 at 4:00 p.m. Eastern time (1:00 p.m. Pacific time); or
- by requesting a paper copy of the proxy materials and mailing a completed proxy card to Broadridge at 51 Mercedes Way, Edgewood, NY 11717, Attn: Proxy Department, for receipt no later than May 10, 2021, at 4:00 p.m. Eastern time (1:00 p.m. Pacific time).

Non-registered shareholders whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by non-registered shareholders can be found on page 4 of the attached Circular.

Kingsdale Advisors ("Kingsdale") is acting as the Company's strategic shareholder advisor and proxy solicitation agent. If you have any questions, please contact Kingsdale in one of the following ways:

- call toll free in North America at 1-866-228-8818
- call collect from outside of North America at 416-867-2272, or
- send an email to Kingsdale at contactus@kingsdaleadvisors.com.

Your vote is important. We encourage you to vote promptly.

Internet and telephone voting are available through 4:00 p.m. Eastern Time on May 10, 2021.

By Order of the Board of Directors of
NOVAGOLD RESOURCES INC.

Gregory A. Lang
President and Chief Executive Officer

Vancouver, British Columbia
March 25, 2021