

**NOVAGOLD RESOURCES INC.**  
**(the “Corporation”)**

**Annual Meeting of Shareholders**  
**May 16, 2024**

**REPORT OF VOTING RESULTS**

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

Common Shares represented at the Meeting:	270,432,207
Total issued and outstanding Common Shares as at record date:	334,371,223
Percentage of issued and outstanding Common Shares represented:	80.87%

Business of the Meeting

1. The shareholders voted by way of ballot and approved setting the number of Directors at ten.

For the Motion: 268,087,918 (99.13%)  
Against the Motion: 2,039,712 (0.75%)  
Abstain: 304,577 (0.11%)  
Total Shares Voted: 270,127,630 (80.79% of shares issued and outstanding as of the record date)

2. 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.

<b>Nominee</b>	<b>Votes For</b>	<b>% Votes For</b>	<b>Votes Withheld</b>	<b>% Votes Withheld</b>
Elaine Dorward-King	241,696,758	96.63%	8,411,746	3.36%
Dr. Diane Garrett	249,250,261	99.65%	858,243	0.34%
Dr. Thomas Kaplan	247,649,242	99.01%	2,459,262	0.98%
Hume Kyle	248,974,183	99.54%	1,134,321	0.45%
Gregory Lang	247,987,716	99.15%	2,120,788	0.84%
Kalidas Madhavpeddi	243,708,368	97.44%	6,400,136	2.55%
Kevin McArthur	246,924,498	98.72%	3,184,006	1.27%
Daniel Muñoz Quintanilla	240,103,927	95.99%	10,004,577	4.00%
Ethan Schutt	248,463,674	99.34%	1,644,830	0.65%
Dawn Whittaker	248,687,828	99.43%	1,420,676	0.56%

3. The shareholders voted by way of ballot and PricewaterhouseCoopers LLP, Chartered Accountants, were appointed 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.

For the Motion: 266,107,741 (98.40%)  
Withheld/Abstain: 4,324,466 (1.59%)  
Total Shares Voted: 270,432,207 (80.87% of shares issued and outstanding as of the record date)

4. The shareholders voted by way of ballot and approved the non-binding resolution approving the compensation of the Corporation's Named Executive Officers.

For the Motion: 209,392,810 (83.72%)

Against the Motion: 39,591,494 (15.82%)

Abstain: 1,124,200 (0.44%)

Total Shares Voted: 248,984,304 (74.46% of shares issued and outstanding as of the record date)

The final inspector of election's report is attached to this report as Schedule 1.

No other business was voted upon at the Meeting.

Dated: May 21, 2024

Schedule 1

Please see attached.

NOVAGOLD RESOURCES INC.  
Annual General Meeting of Shareholders  
· May 16, 2024

Final Report of the Inspector of Election

I, the undersigned, the duly appointed Inspector of Election at the Annual Meeting of Shareholders (the “Meeting”) of NOVAGOLD RESOURCES INC., (the “Company”), held on May 16, 2024, hereby certify that:

- 1) Before entering upon the discharge of my duties as Inspector of Election at the Meeting, I took and signed an Oath of Inspector of Election.
- 2) The Meeting was held virtually at [www.virtualshareholdermeeting.com/NG2024](http://www.virtualshareholdermeeting.com/NG2024), pursuant to notice duly given.
- 3) At the close of business on March 18, 2024, the record date for the determination of stockholders entitled to vote at the Meeting, there were 334,371,223 shares of the Company’s Common Stock, each share being entitled to one vote, constituting all of the outstanding voting securities of the Company.
- 4) A quorum was present at the Meeting:
  - a. 55 shareholders were represented in person or by proxy at the Meeting, and
  - b. A total of 270,432,207 shares of the Company’s Common Stock, represented in person or by proxy, were voted, representing 80.87% of the outstanding Common Stock entitled to vote at the Meeting.
- 5) The undersigned canvassed the votes of the shareholders cast by ballot or proxy on the matters presented at the Meeting.
- 6) At the Meeting, the vote to approve an ordinary resolution setting the number of directors at ten, was as follows:

<u>FOR</u> <u>#</u>	<u>FOR</u> <u>%</u>	<u>AGAINST</u> <u>#</u>	<u>AGAINST</u> <u>%</u>	<u>ABSTAIN</u> <u>#</u>	<u>ABSTAIN</u> <u>%</u>	<u>BROKER</u> <u>NON-</u> <u>VOTE</u>
<u>268,087,918</u>	<u>99.13</u>	<u>2,039,712</u>	<u>0.75</u>	<u>304,577</u>	<u>0.11</u>	<u>0</u>

- 7) At the Meeting, the vote to elect ten (10) directors, was as follows:

	<u>FOR</u> <u>#</u>	<u>FOR</u> <u>%</u>	<u>WITHHELD</u> <u>#</u>	<u>WITHHELD</u> <u>%</u>	<u>BROKER</u> <u>NON-</u> <u>VOTE</u>
Dr. Elaine Dorward-King	<u>241,696,758</u>	<u>96.63</u>	<u>8,411,746</u>	<u>3.36</u>	<u>20,323,703</u>
Dr. Diane Garrett	<u>249,250,261</u>	<u>99.65</u>	<u>858,243</u>	<u>0.34</u>	<u>20,323,703</u>
Dr. Thomas Kaplan	<u>247,649,242</u>	<u>99.01</u>	<u>2,459,262</u>	<u>0.98</u>	<u>20,323,703</u>
Hume Kyle	<u>248,974,183</u>	<u>99.54</u>	<u>1,134,321</u>	<u>0.45</u>	<u>20,323,703</u>
Gregory Lang	<u>247,987,716</u>	<u>99.15</u>	<u>2,120,788</u>	<u>0.84</u>	<u>20,323,703</u>

Kalidas Madhavpeddi	243,708,368	97.44	6,400,136	2.55	20,323,703
Kevin McArthur	246,924,498	98.72	3,184,006	1.27	20,323,703
Daniel Muniz Quintanilla	240,103,927	95.99	10,004,577	4.00	20,323,703
Ethan Schutt	248,463,674	99.34	1,644,830	0.65	20,323,703
Dawn Whittaker	248,687,828	99.43	1,420,676	0.56	20,323,703

- 8) At the Meeting, the vote to ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the forthcoming year and authorizing the Directors through the Audit Committee to fix their remuneration, was as follows:

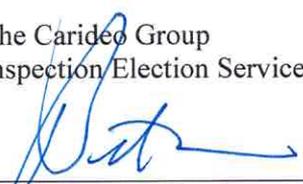
FOR #	FOR %	WITHHELD #	WITHHELD %
266,107,741	98.40	4,324,466	1.59

- 9) At the Meeting, the vote on an advisory (non-binding) basis to approve the compensation paid to the Company's named executive officers ("Say-on-Pay"), was as follows:

FOR #	FOR %	AGAINST #	AGAINST %	ABSTAIN #	ABSTAIN %	BROKER NON- VOTE
209,392,810	83.72	39,591,494	15.82	1,124,200	0.44	20,323,703

IN WITNESS WHEREOF, I have made this Final Report and have been hereunto set my hand this 16<sup>th</sup> day of May 2024.

The Carideo Group  
Inspection Election Services



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Beth W. VanDerbeck