

respectively. Gatos applied to the applicable Canadian securities regulatory authorities for a management cease trade order which was granted on April 1, 2022, and subsequently further management cease trade orders were granted on April 12, 2022 and July 7, 2022. All of the filing defaults were remedied and all of the foregoing management cease trade orders were allowed to lapse/expire as of June 29, 2023.

Refer to the Section titled "Information Concerning the Board of Directors, Director Nominees, and Executive Officers" beginning on page 12 of this Circular for further information regarding the above Directors and Director nominees.

Appointment of Auditors

The independent auditors of the Company are PricewaterhouseCoopers LLP, Chartered Professional Accountants ("PwC"), located at 250 Howe Street, Suite 1400, Vancouver, British Columbia, Canada. PwC were last appointed auditors of the Company ("Auditors") on May 18, 2023 by the Shareholders. The Shareholders will be asked at the Meeting to vote for the appointment of PwC as Auditors until the next annual meeting of the Shareholders of the Company or until a successor is appointed, at a remuneration to be fixed by the Directors through the Audit Committee. To the Company's knowledge, a representative from PwC will be present virtually at the Meeting and will be available to respond to appropriate questions. PwC will also be permitted to make a statement if it so desires.

Principal Accountant Fees and Services

PwC fees for the fiscal years ended November 30, 2023 and 2022 were as follows:

	Year Ended November 30	
	2023	2022
Audit Fees ⁽¹⁾	C\$350,000	C\$326,000
Audit Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	Nil	Nil
All Other Fees ⁽⁴⁾	1,000	1,000
Total	C\$351,000	C\$327,000

- (1) "Audit Fees" are the aggregate fees billed or expected to be billed by PwC for the audit of the Company's consolidated annual financial statements, reviews of interim financial statements and attestation services that are provided in connection with statutory and regulatory filings or engagements.
- (2) "Audit-Related Fees" are fees charged by PwC for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit Fees." This category comprises fees billed for review and advisory services associated with the Company's financial reporting.
- (3) "Tax Fees" are fees billed by PwC for tax compliance, tax advice and tax planning.
- (4) "All Other Fees" are fees charged by PwC for services not described above. The fees billed by PwC in this category were for software licensing.

Pre-Approval Policies and Procedures

All services to be performed by the Company's Auditors must be approved in advance by the Audit Committee. The Audit Committee has considered whether the provision of services other than audit services is compatible with maintaining the Auditors' independence and has adopted a charter governing its conduct. The charter is reviewed annually and requires the pre-approval of all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its Auditors, subject to the *de minimis* exceptions for non-audit services as allowed by applicable law or regulation. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such a subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting. Pursuant to these procedures, all services and related fees reported were pre-approved by the Audit Committee.

Shareholders may contact Kingsdale Advisors, the Company's strategic advisor, by telephone at 1-866-228-8818 or 1-416-623-2514 (text and call enabled outside North America), or by email at contactus@kingsdaleadvisors.com. To obtain information about voting your NOVAGOLD Common Shares, please visit www.NOVAGOLDAGM.com.

Report of the Audit Committee

2023 Highlights:

- No qualified audit opinion
- No significant deficiencies in internal controls over financial reporting
- No material weaknesses in internal controls over financial reporting
- No cybersecurity or information security breaches in fiscal years 2021, 2022 or 2023

The Audit Committee (referred to in this section as the "Committee") reviewed and discussed with management and the Company's Auditors the audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended November 30, 2023. Management and PwC indicated that the Company's consolidated financial statements were fairly stated in accordance with generally accepted accounting principles. The Committee and management confirmed that no Company funds were expended in support of any political candidates or other political campaigns. The Committee discussed significant accounting policies applied by the Company in its financial statements, as well as alternative treatments. The Committee has received the written disclosures and the letter from PwC and discussed with PwC matters covered by Public Company Accounting Oversight Board (PCAOB) standards, including PCAOB AS 1301 *Communications with Audit Committees* and the Critical Audit Matter (CAM) reported in the Company's fiscal year 2023 audit. In addition, the Committee reviewed and discussed management's report on internal control over financial reporting, which includes internal controls over cybersecurity and information technology systems, and the related audits performed by PwC, which confirmed the effectiveness of the Company's internal control over financial reporting. In fiscal year 2023 there were no significant deficiencies identified. There were no material weaknesses in the Company's internal control over financial reporting, and the Company had no information security breaches in fiscal year 2023. The Committee also discussed with PwC its independence from the Company and management, including the communications PwC is required to provide to the Committee under applicable PCAOB rules. PwC assigned a new partner to oversee the Company's audit beginning with fiscal year 2023 in accordance with SEC rules requiring a change in audit partner every five years. The Committee considered the non-audit services provided by PwC to the Company and concluded that the auditors' independence has been maintained. Based on the foregoing reviews and discussions, the Committee recommended to the Board that the audited financial statements be included in the Annual Report on Form 10-K for the year ended November 30, 2023, for filing with the SEC, which Annual Report is available on the Company's website at www.novagold.com, under the Company's profile on EDGAR at www.sec.gov, and on SEDAR+ at www.sedarplus.ca. Finally, the Committee conducted a comprehensive review of PwC's overall performance and determined PwC should serve as the Company's Auditor for the ensuing year and made such recommendation to the Board. The Board agreed and is asking Shareholders to approve PwC as the Company's Auditor for the ensuing year.

Audit Committee of the Board

Anthony Walsh, Chair
 Hume Kyle
 Ethan Schutt
 Dawn Whittaker

In the absence of a contrary instruction, the person(s) designated in the form of proxy by the Company intend to vote FOR the appointment of PwC as auditors of the Company until the next annual meeting of Shareholders or until a successor is appointed, at a remuneration to be fixed by the Directors through the Audit Committee.

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