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## **ANTI-CORRUPTION, ANTI-BRIBERY, ANTI-FRAUD POLICY**

### **INTRODUCTION**

NOVAGOLD RESOURCES INC. and its subsidiaries (collectively "NOVAGOLD") are committed to protecting NOVAGOLD's reputation, revenues, assets and information from corruption, bribery, fraud, deceit or other improper conduct by directors, officers, employees or agents. NOVAGOLD's Board of Directors has adopted a Code of Business Conduct and Ethics (the "Code") which embodies NOVAGOLD's commitment to conduct its business in accordance with all applicable laws, rules and regulations and the highest ethical standards.

This Anti-Corruption, Anti-Bribery, Anti-Fraud Policy ("Policy") sets out NOVAGOLD's expectations and requirements relating to the prohibition, recognition, reporting, and investigation of suspected corruption, bribery, fraud, deceit, or other improper conduct.

### **COMBATING CORRUPTION AND BRIBERY**

NOVAGOLD operates in a wide range of legal and business environments, which may pose challenges to NOVAGOLD's ability to conduct its business operations with integrity. Throughout its operations, NOVAGOLD seeks to avoid even the appearance of impropriety in the actions of its directors, officers, employees and agents.

Accordingly, this Policy sets forth NOVAGOLD's commitment to integrity, and explains the specific requirements and prohibitions applicable to its operations under anti-corruption laws, including, but not limited to, the United States Foreign Corrupt Practices Act of 1977 and the Canadian Corruption of Foreign Public Officials Act (**collectively referred to in this Policy as the "Anti-Corruption Acts"**). This Policy contains information intended to reduce the risk of corruption and bribery from occurring in NOVAGOLD's activities. NOVAGOLD strictly prohibits all forms of corruption and bribery and will take all necessary steps to ensure that corruption and bribery do not occur in its business activities.

Under the Anti-Corruption Acts, it is illegal for NOVAGOLD and its subsidiaries, directors, officers, employees and agents, to bribe foreign government officials. The concept of prohibiting bribery is simple. However, understanding the full scope of the Anti-Corruption Acts is essential, as these laws directly affect everyday business interactions between NOVAGOLD and foreign governments and government-owned or government controlled entities.

Violations of the Anti-Corruption Acts can also result in violations of other laws, including anti-money laundering, mail and wire fraud and conspiracy laws. The penalties for violating the Anti-Corruption Acts are severe. In addition to being subject to NOVAGOLD's disciplinary policies (including reprimand, suspension without pay, demotion or immediate discharge), individuals who violate the Anti-Corruption Acts may also be subject to civil and criminal action, including imprisonment and fines.

Aside from the Anti-Corruption Acts, NOVAGOLD may also be subject to other anti-corruption laws, in addition to the local laws of the countries in which NOVAGOLD conducts business. This Policy generally sets forth the expectations and requirements for compliance with those laws.

### ***Prohibited Payments to Foreign Government Officials***

NOVAGOLD, its directors, officers, employees, and agents are prohibited from directly or indirectly making, promising, authorizing or offering anything of value to a foreign government official on behalf of NOVAGOLD to secure an improper advantage, to obtain or to retain business, or to direct business to any other person or entity. This prohibition includes payments to third parties where NOVAGOLD, its directors, officers, employees, or agents know, or have reason to know, that the third party will use any part of the payment for bribes.

### ***Cash and Non-Cash Payments: "Anything of Value"***

Payments that violate the Anti-Corruption Acts may arise in a variety of settings and include a broad range of payments beyond the obvious cash bribe or kickback. The Anti-Corruption Acts prohibit giving "anything of value" for an improper purpose. This term is very broad and can include, for example:

- Gifts
- Travel, meals, lodging, entertainment or gift cards
- Loans or non-arm's length transactions
- Charitable or political donations
- Business, employment or investment opportunities
- Services (e.g., education, professional and investment advice, employment, escorts)
- Goods (e.g., tickets to sporting, arts, entertainment, or other events, merchandise, clothing, electronics, vehicles, residences, alcohol, tobacco, weapons, art)

### ***Foreign Government Official***

The Anti-Corruption Acts broadly define the concept of a foreign government official to include:

- Officers or employees of a foreign government or any department, agency or instrumentality thereof.
- Officers or employees of a company or business owned in whole or in part by a foreign government ("state-owned or -controlled enterprises").
- Officers or employees of a public international organization (such as the United Nations, World Bank or the European Union).
- Foreign political parties or officials thereof.
- Candidates for foreign political office.
- This term also includes family relations of and anyone acting on behalf of any of the above.

- NOVAGOLD is a corporation registered in British Columbia and has offices in both Canada and the United States of America; as a result government officials of either country may be “foreign government officials” for purposes of one or the other of the Anti-Corruption Acts.

If a foreign government official attempts to solicit or extort improper payments or anything of value from NOVAGOLD, its directors, officers, employees, and agents, such director, officer, employee, or agent must inform the foreign government official that NOVAGOLD does not engage in such conduct and must promptly inform the Company Ethics Officer or the Chair of the Corporate Governance & Nominations Committee.

### ***Permitted Payments***

The Anti-Corruption Acts do not prohibit all payments to foreign government officials. In general, the Anti-Corruption Acts permit two categories of payments:

- **Promotional Hospitality and Marketing Expenses or Payments Pursuant to a Contract.** NOVAGOLD may pay for the reasonable cost of a foreign government official's meals, lodging or travel if, and only if, the expenses are permitted by local law, bona fide, reasonable, and directly related to the promotion, demonstration or explanation of NOVAGOLD business, products or services, or the execution of a contract with a foreign government or agency.
- **Promotional Gifts.** If permitted by local law, promotional gifts of nominal value may be given to a foreign government official as a courtesy to promote goodwill. These gifts must be nominal in value and should generally bear the NOVAGOLD trademark. Most countries, like the United States and Canada, place limits on the dollar amount a government official may accept for hospitality and gifts. Some countries prohibit a government official from accepting hospitality and gifts. Additionally, any hospitality or gifts are completely forbidden if given for an improper purpose.

### ***Commercial Bribery***

Bribery involving commercial (non-governmental) parties is also prohibited under this Policy. To this end, NOVAGOLD, its directors, officers, employees, and agents shall not offer, promise, authorize the payment of, pay, or provide anything of value to any director, officer, employee, or agent of another company to induce or reward the improper performance of any function or any business-related activity. NOVAGOLD, its directors, officers, employees, and agents also shall not request, agree to receive, or accept anything of value from any director, officer, employee, or agent of another company or entity as an inducement or reward for the improper performance of any function or business-related activity.

### ***Political and Charitable Contributions***

NOVAGOLD respects the rights of its directors, officers, employees, and agents to participate in political activities, but requires that its directors, officers, employees, and

agents do so on their own time and at their own expense. NOVAGOLD's general policy is not to make political contributions. Accordingly, contributions to candidates for political office, political parties, or political action committees are prohibited, unless approved in advance in writing by the Company Ethics Officer or the Chair of the Corporate Governance & Nominations Committee. Charitable contributions to non-US or non-Canadian charities must also be pre-approved in writing by the Company Ethics Officer or the Chair of the Corporate Governance & Nominations Committee.

### ***Record Keeping***

The Anti-Corruption Acts also require that NOVAGOLD keep books and records that accurately and fairly reflect NOVAGOLD's transactions and devise and maintain an adequate system of internal accounting controls. Consistent with these obligations, NOVAGOLD's policy is to implement and maintain internal accounting controls based upon sound accounting principles. All accounting entries in NOVAGOLD's books and records must be timely and accurately recorded and include reasonable detail to fairly reflect its transactions.

### **COMBATING FRAUD**

NOVAGOLD believes in acting ethically, which includes a commitment not to engage in or tolerate fraud. Fraud is an intentional act or omission designed to deceive another person, to secure an unfair or unlawful gain, or to obtain a benefit that one is not entitled to. Fraud can include a wide range of activities, e.g. falsifying financial or operational records, engaging in fraudulent relationships with vendors or contractors such as receiving kickbacks, misappropriating or misusing NOVAGOLD assets (including both physical assets and non-physical assets), and theft.

### **TRAINING**

NOVAGOLD's directors, officers, employees, and agents must be familiar with and perform their duties according to the requirements set out in this Policy. To ensure that all NOVAGOLD directors, officers, employees and agents are familiar with the provisions of this Policy, the Anti-Corruption Acts and other applicable anti-corruption laws, NOVAGOLD shall provide anti-corruption training and resources to NOVAGOLD directors, officers, employees and agents, as appropriate.

### **REPORTING POLICY VIOLATIONS**

Any NOVAGOLD director, officer, employee or agent who suspects or believes that this Policy may have been violated must immediately notify the appropriate NOVAGOLD director or officer as specified below. If any NOVAGOLD director, officer, employee or agent has any question about the appropriateness of any conduct or the application of this Policy, NOVAGOLD requires that such person seek additional guidance before taking any action that may violate this Policy. Questions relating to this Policy should be directed to the Company Ethics Officer, the Company General Counsel, or the Chair of the Corporate Governance & Nominations Committee.

### ***Formal Reporting Channels***

NOVAGOLD has established the following Formal Reporting Channels for directors, officers, employees, and agents to report suspected Policy violations or concerns related to the implementation of this Policy:

- To the Company Ethics Officer, the Company General Counsel, or the Chair of the Corporate Governance & Nominations Committee, in person or by telephone, using the contact information provided in Section 5(c) of this Policy.
- Through NOVAGOLD's toll-free whistleblower hotline at 866-286-7018, or by going online at [www.openboard.info/ng](http://www.openboard.info/ng).
- In the case of matters involving the Chief Executive Officer and President or any other senior executive or financial officer of NOVAGOLD (in addition to the Company Ethics Officer, the Company General Counsel, the Chair of the Corporate Governance & Nominations Committee or the whistleblower hotline), to the Chairman of the Board or any other member of the Board of Directors.

### ***Mandatory Use of Formal Reporting Channels***

Any of the following matters must be reported through one of the Formal Reporting Channels described above:

- An alleged misstatement in NOVAGOLD's publicly released financial statements.
- An alleged misrepresentation in NOVAGOLD's other public disclosure.
- Any other matter that could reasonably be expected to result in a restatement of NOVAGOLD's publicly released financial statements.
- Alleged bribery of a government official or other alleged violation of anti-corruption laws.
- Known or suspected fraud that involves a potential cost or loss to NOVAGOLD exceeding US\$10,000.
- Known or suspected fraud, regardless of amount, that involves an officer of NOVAGOLD.
- Known or suspected fraud, regardless of amount, that involves an employee who has a significant role in NOVAGOLD's internal controls.
- An event or series of events indicative of a deterioration in the overall internal control environment at a NOVAGOLD mine site, project development site or office, including a known or suspected incident or repeated incidents which indicate significant or systemic non-compliance with applicable regulatory requirements.

If there is any doubt as to whether a matter falls within a category set out above, one of the Formal Reporting Channels must be used.

## **Reporting Contacts**

Company Ethics Officer

Name: David Ottewell

Address: 201 South Main, Suite 400

Salt Lake City, Utah 84111

Phone: (801) 639-0516

E-mail: [david.ottewell@novagold.com](mailto:david.ottewell@novagold.com)

Company General Counsel

Name: David Deisley

Address: 201 South Main, Suite 400

Salt Lake City, Utah 84111

Phone: (801) 639-0515

E-mail: [david.deisley@novagold.com](mailto:david.deisley@novagold.com)

Chair of NOVAGOLD's Corporate Governance & Nominations Committee

Name: Gerry McConnell

Address: 201 South Main, Suite 400

Salt Lake City, Utah 84111

Phone: (801) 639-0511

E-mail: [gmccConnell@namibiaree.com](mailto:gmccConnell@namibiaree.com)

## **DUTY TO COOPERATE**

NOVAGOLD may at times undertake a more detailed review of certain transactions. As part of these reviews, NOVAGOLD requires all directors, officers, employees and agents to cooperate with NOVAGOLD, outside legal counsel, outside auditors or other similar parties. NOVAGOLD considers failure to cooperate in an internal review as a breach of a director's, officer's, employee's or agent's obligations to NOVAGOLD, and will deal with this failure severely in accordance with any local laws or regulations.

## **CONFIDENTIALITY AND NON-RETALIATION**

To the extent consistent with the need to conduct an appropriate, fair and thorough investigation, every reasonable effort will be made to ensure the confidentiality of any information reported as provided in this Policy, including the identity of the person providing information. NOVAGOLD will not tolerate retaliatory action against any individual for reporting, in good faith, concerns regarding known or suspected violations of this Policy.

## **DISCIPLINARY ACTION**

Any NOVAGOLD director, officer, or employee who violates this Policy is subject to appropriate, case-specific disciplinary action, which may include reprimand, suspension without pay, demotion or immediate discharge. Any third-party agent who violates this Policy will be subject to appropriate, case-specific disciplinary action, which may include termination of all commercial relationships with NOVAGOLD. Furthermore, such conduct may also be a violation of the law and may result in civil or criminal penalties for NOVAGOLD, the director, officer, employee, or agent.