



---

## **Corporate Governance & Nominations Committee Charter**

The following Charter of the Corporate Governance & Nominations Committee was adopted by the Board of Directors of NOVAGOLD RESOURCES INC. (the "Company"):

### **PURPOSE**

The Corporate Governance & Nominations Committee (the "Committee") shall advise and make recommendations to the Board of Directors (the "Board") on corporate governance policies and programs and the recruitment and nomination of members to the Board.

### **COMPOSITION**

The Committee shall be comprised of a minimum of three directors, each of whom shall be unrelated and independent as determined by the Board in accordance with the applicable requirements of the laws governing the Company including National Instrument 58-101 *Disclosure of Corporate Governance Practices*, as amended from time to time, and the rules of the applicable stock exchanges on which the Company's securities are listed.

### **APPOINTING MEMBERS & CHAIR**

The members of the Committee shall be appointed by the Board annually at the first meeting of the Board following the general meeting of shareholders or at such other time or times as the Board may determine. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board.

The Board shall designate one member of the Committee as the chair of the Committee (the "Chair"), but if it fails to do so, then the members of the Committee may designate the Chair by majority vote. The Chair of the Committee shall be responsible for overseeing the operations and affairs of the Committee as more fully specified below.

### **MEETINGS**

The Committee shall meet as frequently as necessary in order to fulfill the responsibilities described below, and in any event at least quarterly. A majority of the members of the Committee shall constitute a quorum. The Committee may also act by unanimous written consent of each of its members. The Committee shall seek to act on the basis of consensus, but an affirmative vote of a majority of members of the Committee participating in any meeting of the Committee shall be sufficient for the adoption of any resolution.

The Chief Executive Officer shall be available to advise the Committee, shall receive notice of all meetings of the Committee and may attend meetings at the invitation of the Chair of the Committee.

The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it considers appropriate.

The Committee may make such procedures and rules as it deems appropriate including rules relating to the holding of meetings by telephone conference facilities.

## **COMMITTEE RESPONSIBILITIES AND DUTIES**

The Committee's primary responsibilities are to:

### **CORPORATE GOVERNANCE MATTERS**

- a) conduct a periodic review of the Company's corporate governance policies and make policy recommendations aimed at enhancing Board and committee effectiveness;
- b) review disclosure in the Company's public disclosure documents relating to corporate governance practices and prepare recommendations to the Board regarding any other reports required or recommended on corporate governance;
- c) propose agenda items and content for submission to the Board related to corporate governance issues and provide periodic updates on recent developments in corporate governance to the Board;
- d) conduct a periodic review of the relationship between management and the Board, particularly in connection with a view to ensuring effective communication and the provision of information to the Board in a timely manner;
- e) monitor conflicts of interest (real or perceived) of both the Board and management in accordance with the Code of Business Conduct and Ethics;
- f) receive reports from the Chief Executive Officer regarding breaches of the Code of Business Conduct and Ethics, and, in turn, report those breaches to the Board. The Committee shall review investigations and any resolutions of complaints received under the Code of Business Conduct and Ethics and report annually to the Board thereon;

### **NOMINATION MATTERS**

- a) develop and update a long-term plan for the composition of the Board that takes into consideration: the current strengths, competencies, skills and experience of the Board members; diversity in experience, ethnicity, gender, age, and cultural background; length of service and potential retirement; and the strategic direction of the Company, and report to the Board thereon at least annually;
- b) undertake on an annual basis an examination of the size of the Board, with a view to determining the impact of the number of directors, the effectiveness of the Board, and recommend to the Board, if necessary, a reduction or increase in the size of the Board;
- c) In connection with the selection and nomination process, review the desired experience, mix of skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board. The following attributes of candidates for the Board of Directors shall be considered: (1) relevant knowledge and experience in areas including mining, business, finance, accounting, international business, government, and technology; (2) personal qualities of leadership, character, judgment and whether the candidate possesses a reputation in the community at large of integrity, trust, respect, competence and adherence to the highest ethical standards; (3) diversity in ethnicity, gender, age, and cultural background; and (4) whether the candidate is free of conflicts and has the time required for preparation, participation and attendance at meetings. In addition, the Committee shall seek to achieve diversity within the Board and shall adhere to the Company's philosophy of maintaining an environment free from discrimination based upon race, color, religion, national origin, sex, age, disability, sexual orientation, marital status or any unlawful factor. The selection and nomination process is designed to provide that

the Board includes members with diverse backgrounds, skills and experience, including appropriate mining, financial and other expertise relevant to the business of the Company. Consistent with the objective of ensuring gender diversity, for every open Board position at least one-half of the candidates recommended by the Committee for consideration by the Board shall be female.

- d) endeavour to ensure that an appropriate system is in place to evaluate the effectiveness of the Board as a whole as well as the committees of the Board with a view to ensuring that they are fulfilling their respective responsibilities and duties. In connection with these evaluations, each director will be requested to provide his or her assessment of the effectiveness of the Board and each committee as well as the performance of the individual directors. These evaluations should take into account the competencies and skills each director is expected to bring to his or her particular role on the Board or on a committee, as well as any other relevant facts;
- e) in consultation with the Chair of the Board and the Chief Executive Officer, annually or as required, recruit and identify individuals qualified to become new Board members and recommend to the Board new director nominees for the next annual meeting of shareholders;
- f) in consultation with the Chair of the Board, annually or as required, recommend to the Board, the individual directors to serve on the various committees of the Board;
- g) consider the competencies and skills that the Board considers to be necessary for the Board as a whole to possess, the competencies and skills that the Board considers each existing director to possess, and the competencies and skills each new nominee will bring to the boardroom. The Committee shall also consider the amount of time and resources that nominees have available to fulfill their duties as a Board member;
- h) recommend for Board approval the removal of a director from the Board or from a committee of the Board if he or she is no longer qualified to serve as a director under applicable requirements or for any other reason the Committee considers appropriate;
- i) review, monitor and make recommendations regarding new director orientation and the ongoing development of existing directors;
- j) follow the process established by it for all committees of the Board for assessing the performance of the Committees; and
- k) exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board of Directors.

#### **ROLE OF CHAIR**

The Chair of the Committee shall be principally responsible for overseeing the operations and affairs of the Committee and, in particular, will:

- a) provide leadership to foster the effectiveness of the Committee;
- b) ensure there is an effective relationship between the Board and the Committee;
- c) ensure that the charter for the Committee is in effect and assist the Board in making recommendations for amendments to the charter;
- d) in consultation with the other members of the Committee and the Board, where appropriate, prepare the agenda for each meeting of the Committee;

- e) ensure that all Committee members receive the information required for the proper performance of their duties, including information relevant to each meeting of the Committee;
- f) chair Committee meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual members and confirming that clarity regarding decision-making is reached and accurately recorded;
- g) ensure that an appropriate system is in place to evaluate the performance of the Committee as a whole, the Committee's individual members, and make recommendations for changes when appropriate;
- h) work with the Chief Executive Officer to ensure that the Committee is provided with the resources to permit it to carry out its responsibilities and bring to the attention of the Chief Executive Officer any issues that are preventing the Committee from being able to carry out its responsibilities; and
- i) provide additional services required by the Board.

*As of January 28, 2015*