

**NOVAGOLD RESOURCES INC.**  
**SUSTAINABILITY COMMITTEE CHARTER**

As of May 18, 2022

**I. ROLE AND OBJECTIVES**

The Sustainability Committee (the "Committee") is a committee of the board of directors (the "Board") of NovaGold Resources Inc. (the "Company") to which the Board has delegated certain responsibilities relating to environmental, health, safety and sustainability matters.

The objectives of the Committee are to assist the Board in fulfilling its oversight responsibilities in respect of development, implementation and monitoring of the Company's health, safety, environment and sustainability policies. The Committee will review reports prepared by the Company, if and when required, for inclusion in the disclosure documents for the Company.

**II. MEMBERSHIP AND POLICIES**

The Board will appoint members of the Committee. The Committee must be composed of not less than three members of the Board, the majority of whom must be 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 Policies*, as amended from time to time, and the rules of the applicable stock exchanges on which the Company's securities are listed. The Board will fill any vacancy if and when the Committee has less than three members and may remove members by resolution.

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.

**III. FUNCTIONS**

**A. *Oversight of Health, Safety, Environmental and Sustainability Policies***

*The Committee will:*

- (a) oversee management's development of policies and maintenance of performance standards that meet or exceed legal and regulatory requirements and industry standards in the areas of health, safety and environmental stewardship. This shall include identifying trends and emerging issues in the applicable legislative, regulatory and judicial arenas concerning safety, environmental and sustainability issues that affect the Company and the industry, and overseeing the Company's positions and responses with respect thereto;
- (b) review, with management, risks related to the environment, health and safety and appropriate programs and procedures to reduce the risks identified;

- (c) review, with management, the Company's health, safety and environmental stewardship policies and emergency response plans;
- (d) review the Company's strategies with respect to health, safety, sustainability, environment, community development, local stakeholder engagement, preservation of local culture, local hire, local procurement and social license in our host communities;
- (e) review and monitor the Company's policies, procedures and practices relating to the reporting and disclosure of health, safety and environmental incidents with respect to the Company's employees, contractors, facilities and operations, in compliance with regulatory laws;
- (f) review with management and legal counsel the Company's current or pending legal action by or against the Company related to environmental, health or safety issues;
- (g) review reports regarding significant health, safety and environmental incidents, emerging issues, summaries of inspections or audits, and corrective actions taken in response to deficiencies;
- (h) oversight of development of the Company's policies on climate change and biodiversity, as well as the associated implementation strategies;
- (i) ensure that management takes steps to provide employees with the training necessary to meet health, safety and environmental standards set by law and Company policies; and
- (j) require management to regularly monitor and report on the Company's health, safety, environmental and sustainability performance.

***B. Additional Duties and Responsibilities***

The Committee will also:

- (a) facilitate information sharing with other committees as required to address matters of mutual interest or concern in respect of health, safety, environmental and sustainability issues; and
- (b) report regularly to the Board on its activities, including the results of meetings and reviews undertaken, and any associated recommendations.

The Committee will perform such other functions as are assigned by law and the Company's Articles, and on the instructions of the Board.

**IV. MEETINGS**

The Chairman will appoint a secretary who will keep minutes of all meetings (the "Secretary"). The Secretary does not have to be a member of the Committee or a director and can be changed by a simple notice from the Chair.

No business shall be transacted by the Committee unless a quorum of the Committee is present or the business is transacted by resolution in writing signed by all members of the Committee. A majority of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one half of the number of members plus one shall constitute a quorum.

The Committee shall meet as often as it deems necessary to carry out its responsibilities but not less frequently than quarterly.

The time at which, and the place where the meetings of the Committee shall be held, and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the Articles of NovaGold or otherwise determined by resolution of the Board.

Meetings may be held in person, by teleconferencing or by video conferencing.

Any decision made by the Committee shall be determined by a majority vote of the members of the Committee present. A member will be deemed to have consented to any resolution passed or action taken at a meeting of the Committee unless the member dissents.

Minutes of the Committee will be kept by the Secretary. The approved minutes of the Committee shall be circulated to the Board forthwith and shall be duly entered in the books of NovaGold.

The Chair shall preside at all meetings of the Committee at which they are present and shall develop the agenda for each Committee meeting. The agenda for each meeting of the Committee, other than an ad hoc meeting, shall be delivered to each member of the Committee at least 48 hours prior to any meeting of the Committee, together with such other materials as the Chair determines necessary.

## **V. ACCESS TO MANAGEMENT AND OUTSIDE ADVISORS**

The Committee has the authority to select, engage and remunerate independent health, safety and environment consulting firms, independent counsel, and other advisors to assist in carrying out its duties, as deemed necessary. The Company will provide appropriate funding to compensate any advisors that the Committee chooses to engage.

In discharging its duties under this Charter, the Committee may investigate any matter brought to its attention and will have access to all books, records, facilities and personnel, may conduct meetings or interview any officer or employee, the Company's legal counsel, external auditors and consultants, and may invite any such persons to attend any part of any meeting of the Committee.

## **VI. REPORTING REQUIREMENTS**

The Committee shall make regular reports to the Board, through the Chair, following meetings of the Committee.

## **VII. ANNUAL REVIEW AND ASSESSMENT**

The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

The Committee shall review its own performance annually in accordance with the processes developed by the Corporate Governance & Nominations Committee.

## **VIII. REMUNERATION**

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

## **IX. 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) 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
- (h) provide additional services required by the Board.