

# NOVAGOLD

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## **CORPORATE COMMUNICATIONS CHARTER**

### **PURPOSE**

The Corporate Communications Committee (the "Committee") is a committee of the Board of Directors (the "Board") of NovaGold Resources Inc. (the "Company"). The Committee's purpose is to advise and make recommendations to the Board, and provide assistance and guidance to management and to the Disclosure Committee appointed under the Company's Corporate Disclosure Policy ("Disclosure Policy"), with respect to press releases, investor presentations and other investor communications ("Investor Communications").

### **COMPOSITION**

The Committee shall be comprised of a minimum of three directors, a majority 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 AND 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 semi-annually. 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, if not a Committee member, 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 Disclosure Committee shall continue to have general responsibility for all regulatory disclosure requirements and for overseeing the Company's disclosure practices in accordance with the Disclosure Policy and shall, together with management, be primarily responsible for the preparation of all disclosure documents including Investor Communications. The Disclosure Committee shall, except where not practicable having regard to timely disclosure obligations under applicable laws, provide drafts of all Investor Communications to the Committee for review, comment and approval prior to dissemination or use. For greater certainty, Investor Communications do not include periodic regulatory filings such as annual information forms, annual reports, annual financial statements, management discussion and analysis, quarterly reports, information or proxy circulars and similar items.

### ***The Committee's primary responsibilities are to:***

- (a) conduct periodic reviews of the Company's Investor Communications, whether in written, electronic or oral form, to determine compliance with the Disclosure Policy and consistency of corporate messaging;
- (b) review and develop appropriate messaging for the Company have regard to the Company's strategic objectives and future plans;
- (c) review and provide comments on draft Investor Communications and work with Company management and the Disclosure Committee to settle all Investor Communications prior to release or use; and
- (d) receive reports from the Chief Executive Officer regarding compliance with, and any matters arising under, the Disclosure Policy.

### ***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 creating a forum for discussion, 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.