

NOVAGOLD RESOURCES INC  
Form DEFA14A  
March 24, 2016

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A  
(RULE 14a-101)  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

NOVAGOLD RESOURCES INC.

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:
-

NOVAGOLD Computershare + Please return completed form to: Computershare 8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 Interim Financial Statements Mark this box if you would like to receive Interim Financial Statements by mail. Annual Financial Statements Mark this box if you would like to receive the Annual Financial Statements by mail. Financial Statements Request Form Under securities regulations, a reporting issuer must send annually a form to holders to request the Interim Financial Statements and MD&A and/or the Annual Financial Statements and MD&A. If you would like to receive the report(s) by mail, please make your selection and return to the address as noted or register online at [www.computershare.com/maillinglist](http://www.computershare.com/maillinglist). Alternatively, you may choose to access the report(s) online at [www.sedar.com](http://www.sedar.com). Computershare will use the information collected solely for the mailing of such financial statements. You may view Computershare's Privacy Code at [www.computershare.com/privacy](http://www.computershare.com/privacy) or by requesting that we mail you a copy. Please place my name on your financial statements mailing list. Name Apt. Street Number Street Name City Prov. / State Postal Code / Zip Code  
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Exercise Your Right to Vote Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 13, 2016. Meeting Information NOVAGOLD RESOURCES INC. Meeting Type: Annual Meeting For holders as of: March 14, 2016 Date: May 13, 2016 Time: 1:00 PM (Pacific Daylight Time) Location: Blake, Cassels & Graydon LLP 595 Burrard Street Suite 2600 Three Bentall Centre Vancouver, British Columbia V7X 1L3, Canada You are receiving this communication because you hold shares in the company named above. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. See the reverse side of this notice to obtain

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Before You Vote How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE: Notice & Proxy Statement Annual Report NI Card How to View Online: Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com). How to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 29, 2016 to facilitate timely delivery. How To Vote Please Choose One of the Following Voting Methods Vote In Person: If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. Vote By Internet: To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions. Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

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Voting Items The Board of Directors recommends you vote FOR the following proposals: 1. Election of Directors Nominees: 1a. Sharon Dowdall 1b. Dr. Marc Faber 1c. Dr. Thomas Kaplan 1d. Gregory Lang 1e. Gillyeard Leathley 1f. Igor Levental 1g. Kalidas Madhavpeddi 1h. Gerald McConnell 1i. Clynton Nauman 1j. Rick Van Nieuwenhuysse 1k. Anthony Walsh 2. Appointment of Auditors Appointment of Pricewaterhouse Coopers LLP as the Auditors of the Company for the fiscal year ending November 30, 2016, and authorizing the Directors to fix their remuneration. See disclosure under the heading "Appointment of Auditors" as set out in the Company's Management Information Circular dated March 24, 2016.3. Approval of Non-Binding Advisory Vote on Executive Compensation To approve a non-binding resolution approving the compensation of the Company's Named Executive Officers. See disclosure under the heading "Additional Matters to be Acted Upon" as set out in the Company's Management Information Circular dated March 24, 2016. NOTE: Such other business as may properly come before the meeting or any adjournment thereof. See disclosure under the heading "Election of Directors" as set out in the Company's Management Information Circular dated March 24, 2016.

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Voting Instructions

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NOVAGOLD RESOURCES INC. ANNUAL MEETING FOR HOLDERS AS OF 3/14/16 TO BE HELD ON 5/13/16 Your vote is important. Thank you for voting. Read the Proxy Statement and have the voting instruction form below at hand. Please note that the telephone and Internet voting turns off at 11:59 p.m. ET the night before the meeting or cutoff date. Vote by Internet: [www.proxyvote.com](http://www.proxyvote.com) Vote by Phone: 1-800-454-8683 Vote by Mail: Use the envelope enclosed TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E03869-P75411 Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting. The following materials are available at [www.proxyvote.com](http://www.proxyvote.com): Notice & Proxy Statement, Annual Report, and NI Card The Board of Directors recommends you vote FOR the following proposals: 1. Election of Directors Nominees: 1a. Sharon Dowdall For Withhold PLEASE "X" HERE ONLY IF YOU PLAN TO ATTEND THE MEETING AND VOTE THESE SHARES IN PERSON 2. Appointment of Auditors Appointment of PricewaterhouseCoopers LLP as the For Withhold 1b. Dr. Marc Faber 1c. Dr. Thomas Kaplan Auditors of the Company for the fiscal year ending November 30, 2016, and authorizing the Directors to fix their remuneration. See disclosure under the heading "Appointment of Auditors" as set out in the Company's Management Information Circular dated March 24, 2016. 1d. Gregory Lang 3. Approval of Non-Binding Advisory Vote on Executive Compensation For Against Abstain 1e. Gillyeard Leathley 1f. Igor Levental 1g. Kalidas Madhavpeddi To approve a non-binding resolution approving the compensation of the Company's Named Executive Officers. See disclosure under the heading "Additional Matters to be Acted Upon" as set out in the Company's Management Information Circular dated March 24, 2016. NOTE: Such other business as may properly come before the meeting or any adjournment thereof. See disclosure under the heading "Election of Directors" as set out in the Company's Management Information Circular dated March 24, 2016.

Signature [PLEASE SIGN WITHIN BOX] Date

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IMPORTANT ANNUAL MEETING INFORMATION MR A SAMPLE DESIGNATION (IF ANY) ADD 1 ADD 2 ADD 3 ADD 4 ADD 5 ADD 6 Shareholder Meeting Notice C 1234567890 Have questions about this notice? Call the Toll Free Number below or scan the QR code to find out more Toll Free – 1- 866-964-0492 [www.computershare.com/noticeandaccess](http://www.computershare.com/noticeandaccess) 1234 5678 9012 345 Important Notice Regarding the Availability of Proxy Materials for NOVAGOLD RESOURCES INC. Annual Meeting to be Held on May 13, 2016 The Canadian securities regulators have adopted policies which permit the use of notice-and-access for proxy solicitation instead of the traditional physical delivery of proxy materials. The Company is availing itself of the notice-and-access policies and as a result, you will not be receiving a paper copy of the proxy materials in respect of the Annual Meeting unless specifically requested in accordance with the instructions in this Notice. You are receiving this notice to advise that the proxy materials for the above noted meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the meeting are on the reverse side. Your vote is important! In order to comply with the policies adopted by the Canadian securities regulators and the rules of the U.S. Securities and Exchange Commission, NOVAGOLD RESOURCES INC. will mail this communication to you twice. The first mailing will include this communication only and the second mailing will include this communication together with the proxy that can be used to vote your shares at the Annual Meeting. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The Management Information Circular and annual report to shareholders are available at: [http://www.envisionreports.com/Novagold\\_2016](http://www.envisionreports.com/Novagold_2016) or [www.sedar.com](http://www.sedar.com) Easy Online Access — A Convenient Way to View Proxy Materials and Vote When you go online to view materials, you can also vote your shares. Under notice-and-access, proxy materials will be available for viewing up to one year from the date of posting. Shareholders with questions about notice and access can contact the Company's transfer agent by calling Computershare Investor Services Inc. toll free at 1-866-964-0492. Obtaining a Paper or Email Copy of the Proxy Materials – If you want to receive a paper or email copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before April 29, 2016 to facilitate timely delivery of a paper copy of proxy materials for the May 13, 2016 Annual Meeting. N R I Q 017GTA Shareholder Meeting Notice The NOVAGOLD RESOURCES INC. Annual Meeting of Shareholders will be held on May 13, 2016 at Blake, Cassels & Graydon LLP, 595 Burrard Street, Suite 2600, Three Bentall Centre, Vancouver, British Columbia, V7X 1L3, Canada, at 1:00pm (Pacific Daylight Time). VOTING ITEMS The Board of Directors recommends you vote FOR the following: 1 Election of Directors: Nominees 01 Sharon Dowdall 02 Dr. Marc Faber 03 Dr. Thomas Kaplan 04 Gregory Lang 05 Gillyeard Leathley 06 Igor Levental 07 Kalidas Madhavpeddi 08 Gerald McConnell 09 Clynton Nauman 10 Rick Van Nieuwenhuyse 11 Anthony Walsh See "Election of Directors" as set out in the Management Information Circular dated March 24, 2016. 2 Appointment of Auditors: Appointment of PricewaterhouseCoopers LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration. See "Appointment of Auditors" as set out in the Management Information Circular dated March 24, 2016. 3 Approval of Non-Binding Advisory Vote on Executive Compensation: To approve a non-binding resolution approving the compensation of the Company's Named Executive Officers. See "Additional Matters to be Acted Upon" as set out in the Management Information Circular dated March 24, 2016. NOTE: In addition, to transact such other business as may properly come before the Annual Meeting or any adjournment thereof. PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must either vote online or request a paper or email copy of the proxy materials and a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you. Registered shareholders have two methods by which they can vote their shares at the Annual Meeting, namely in person or by proxy. To assure your representation at the Annual Meeting, please complete, sign, date and return the proxy that is delivered to you. Sending your proxy will not prevent you from voting in person at the Meeting. Shareholders who do not wish to attend the Annual Meeting or do not wish to vote in person can vote by proxy. A registered shareholder must return the completed proxy to the Company: (a) by delivering the proxy to the Toronto office of the Company's transfer agent, Computershare, at its office at 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1, for receipt not later than May 11, 2016 at 4:00 p.m. Eastern time (1:00 p.m. Pacific time); (b) by fax to the Toronto office of Computershare, Attention: Proxy Tabulation at 416-263-9524 or 1-866-249-7775, not later than May 11, 2016 at 4:00 p.m. Eastern time (1:00 p.m. Pacific time); or (c)

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by internet [http://www.envisionreports.com/Novagold\\_2016](http://www.envisionreports.com/Novagold_2016) not later than May 11, 2016 at 4:00 p.m. Eastern time (1:00 p.m. Pacific time). How to Obtain Paper or Email Copies of the Proxy Materials Shareholders may request to receive paper or email copies of current and future meeting materials by mail or email at no cost. Requests for copies may be made using your Control Number located in the shaded bar on the reverse side of this notice. If you request an email copy, you will receive an email with a hyperlink to the proxy materials. Registered shareholders may enroll to receive future meeting materials by email by visiting [www.computershare.com/eDelivery](http://www.computershare.com/eDelivery) and clicking on "eDelivery Signup". Request materials: BY TELEPHONE: Call Toll Free, within North America – 1-866-962-0498 or direct, from Outside of North America – (514)982-8716 and enter your Control Number located in the shaded bar on the reverse side. BY INTERNET: [http://www.envisionreports.com/Novagold\\_2016](http://www.envisionreports.com/Novagold_2016) BY EMAIL: Send email to [service@computershare.com](mailto:service@computershare.com) with "Proxy Materials NovaGold Resources Inc." in the subject line. Include in the message your full name and address, plus the Control Number located in the shaded bar on the reverse side of this notice, and state in the email that you want a paper or email copy of current meeting materials. To facilitate timely delivery, all requests for a paper copy of the proxy materials must be submitted by April 29, 2016 and all requests for an email copy of the proxy materials must be submitted by May 10, 2016. To obtain paper or email copies after the meeting date, please contact 1-866-669-6227. 017GUB

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NOVAGOLD Computershare Please return completed form to: Computershare 8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 Security Class Holder Account Number Fold Form of Proxy - Annual Meeting to be held on May 13, 2016 This Form of Proxy is solicited by and on behalf of Management. Notes to proxy 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse). 2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy. 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy. 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder. 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management. 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly. 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof. 8. This proxy should be read in conjunction with the accompanying documentation provided by Management. Proxies submitted must be received by 1:00 PM (Pacific Daylight Time) on May 11, 2016. **VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!** To Vote Using the Telephone Call the number listed BELOW from a touch tone telephone. 1-866-732-VOTE (8683) Toll Free To Vote Using the Internet Go to the following web site: [www.investorvote.com](http://www.investorvote.com) Smartphone? Scan the QR code to vote now. To Receive Documents Electronically You can enroll to receive future securityholder communications electronically by visiting [www.investorcentre.com](http://www.investorcentre.com) and clicking at the bottom of the page. If you vote by telephone or the Internet, **DO NOT** mail back this proxy. Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy. To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER** listed below. **CONTROL NUMBER**

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Appointment of Proxyholder I/We being holder(s) of NOVAGOLD RESOURCES INC. hereby appoint: Dr. Thomas Kaplan, or failing him, Gregory Lang, or failing him, David Ottewell, OR Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting. as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual Meeting of shareholders of NOVAGOLD RESOURCES INC. to be held at Blake, Cassels & Graydon LLP, 595 Burrard Street, Suite 2600, Three Bentall Centre, Vancouver, British Columbia, V7X 1L3, Canada, on May 13, 2016 at 1:00 PM (Pacific Daylight Time) and at any adjournment or postponement thereof. VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES. 1. Election of Directors 01. Sharon Dowdall For Withhold 02. Dr. Marc Faber 03. Dr. Thomas Kaplan 04. Gregory Lang 05. Gillyeard Leathley 06. Igor Levental 07. Kalidas Madhavpeddi 08. Gerald McConnell 09. Clynton Nauman 10. Rick Van Nieuwenhuys 11. Anthony Walsh Fold 2. Appointment of Auditors Appointment of PricewaterhouseCoopers LLP as the Auditors of the Company for the fiscal year ending November 30, 2016, and authorizing the Directors to fix their remuneration. See disclosure under the heading "Appointment of Auditors" as set out in the Company's Management Information Circular dated March 24, 2016. Abstain 3. Approval of Non-Binding Advisory Vote on Executive Compensation To approve a non-binding resolution approving the compensation of the Company's Named Executive Officers. See disclosure under the heading "Additional Matters to be Acted Upon" as set out in the Company's Management Information Circular dated March 24, 2016. Authorized Signature(s) - This section must be completed for your instructions to be executed. I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management. Signature(s) Date Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail. Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. Information Circular - Mark this box if you would like to receive the Information Circular by mail for the next securityholders' meeting. If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at [www.computershare.com/maillinglist.NRIQ221563AR1](http://www.computershare.com/maillinglist.NRIQ221563AR1)

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