NOVAGOLD RESOURCES INC
Form SUPPL
April 18, 2007

This prospectus supplement relates to an effective registration statement under the Securities Act of 1933, as amended, but is not complete and may be changed. This prospectus supplement is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Filed pursuant to General Instruction II. L. of Form F-10
File No. 333-141410

SUBJECT TO COMPLETION, DATED APRIL 18, 2007

PROSPECTUS SUPPLEMENT
(To Prospectus Dated April 16, 2007)

Shares
NovaGold Resources Inc.
12,500,000 Common Shares
US$ per share

NovaGold Resources Inc. (the Company or NovaGold) is selling 12,500,000 of its common shares (each a Common Share). The Company has granted the underwriters an option (the Over-allotment Option) to purchase up to 1,875,000 additional common shares to cover over-allotments.

The outstanding common shares of the Company are listed for trading on the American Stock Exchange (AMEX) and the Toronto Stock Exchange (the TSX) under the symbol NG . On April 17, 2007, the closing price of the Common Shares on AMEX and the TSX was US$17.57 and Cdn$19.85, respectively.

Investing in the notes involves risks. See Risk Factors beginning on page S-6.

This offering is made by a foreign issuer that is permitted, under a multijurisdictional disclosure system adopted by the United States and Canada, to prepare this prospectus supplement and the accompanying base shelf prospectus to which it relates in accordance with Canadian disclosure requirements. Prospective investors should be aware that such requirements are different from those of the United States. Financial statements included or incorporated herein have been prepared in accordance with Canadian generally accepted accounting principles, and may be subject to Canadian auditing and auditor independence standards, and thus may not be comparable to financial statements of United States companies.

Prospective investors should be aware that the acquisition of the securities described herein may have tax consequences both in the United States and in Canada. Such consequences for investors who are resident in, or citizens of, the United States may not be described fully herein.

The enforcement by investors of civil liabilities under the federal securities laws may be affected adversely by the fact that the Company is incorporated under the laws of Nova Scotia, Canada, that some of its officers and directors are residents of Canada, that some or all of the underwriters or experts named in the registration statement are residents of Canada, and that a substantial portion of the assets of the Company and said persons are located outside the United States.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public Offering Price	$	$
Underwriting Commission	$	$
Proceeds to NovaGold (before expenses)	$	$

The public offering price for the Common Shares offered in the United States is payable in U.S. dollars, and the public offering price for the Common Shares offered in Canada is payable in Canadian dollars at the Canadian dollar equivalent of the U.S. dollar public offering price based on the prevailing exchange rate on the date of this prospectus supplement.

The underwriters expect to deliver the Common Shares to purchasers on or about , 2007.

Citi **RBC Capital Markets**

, 2007

You should rely only on the information contained in or incorporated by reference into this prospectus supplement and the accompanying base shelf prospectus. The Company has not authorized anyone to provide you with different information. The Company is not making an offer of these Common Shares in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus supplement or the accompanying base shelf prospectus is accurate as of any date other than the date on the front of this prospectus supplement.

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PROSPECTUS SUPPLEMENT

PROSPECTUS

This document is in two parts. The first part is the prospectus supplement, which describes the terms of the Offering and adds to and updates information contained in the accompanying base shelf prospectus and the documents incorporated by reference. The second part is the accompanying base shelf prospectus, which gives more general information, some of which may not apply to the Offering. This prospectus supplement is deemed to be incorporated by reference into the accompanying base shelf prospectus solely for the purpose of this Offering.

Unless the context otherwise requires, references in this prospectus supplement to NovaGold or the Company includes NovaGold Resources Inc. and each of its material subsidiaries.

CURRENCY AND FINANCIAL STATEMENT PRESENTATION

Unless stated otherwise or the context otherwise requires, all references to dollar amounts in this prospectus supplement are references to Canadian dollars. References to $ or Cdn$ are to Canadian dollars and references to US$ are to U.S. dollars. See Exchange Rate Information . The Company s financial statements that are incorporated by reference into this prospectus supplement have been prepared in accordance with generally accepted accounting principles in Canada, and the financial statements for the year ended November 30, 2006 are reconciled to generally accepted accounting principles in the United States as described in note 16 to the Company s audited consolidated annual financial statements for fiscal 2006.

CAUTIONARY NOTE TO UNITED STATES INVESTORS

This prospectus supplement and the accompanying base shelf prospectus have been prepared in accordance with the requirements of Canadian securities laws, which differ from the requirements of United States securities laws. Unless otherwise indicated, all reserve and resource estimates included in this prospectus supplement and the accompanying base shelf prospectus have been prepared in accordance with Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects (NI 43-101) and the Canadian Institute of Mining and Metallurgy Classification System. NI 43-101 is a rule developed by the Canadian Securities Administrators which establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. NI 43-101 permits the disclosure of an historical estimate made prior to the adoption of NI 43-101 that does not comply with NI 43-101 to be disclosed using the historical terminology if the disclosure: (a) identifies the source and date of the historical estimate; (b) comments on the relevance and reliability of the historical estimate; (c) states whether the historical estimate uses categories other than those prescribed by NI 43-101, and (d) includes any more recent estimates or data available. Such historical estimates are presented concerning the Company s Ambler project and the Saddle mineralization adjacent to the Rock Creek property.

Canadian standards, including NI 43-101, differ significantly from the requirements of the United States Securities and Exchange Commission (SEC), and reserve and resource information contained or incorporated by reference into this prospectus supplement and the accompanying base shelf prospectus may not be comparable to similar information disclosed by U.S. companies. In particular, and without limiting the generality of the foregoing, the term resource does not equate to the term reserves . Under U.S. standards, mineralization may not be classified as a reserve unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. The SEC s disclosure standards normally do not permit the inclusion of information concerning measured mineral resources , indicated mineral resources or inferred mineral resources or othe descriptions of the amount of mineralization in mineral deposits that do not constitute reserves by U.S. standards in documents filed with the SEC. U.S. investors should also understand that inferred mineral resources have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimated inferred mineral resources may not form the basis of feasibility or pre-feasibility studies except in rare cases. Investors are cautioned not to assume that all or any part of an inferred mineral resource exists or is economically or legally mineable. Disclosure of contained ounces in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute reserves by SEC standards as in place tonnage and grade without reference to unit measures. The requirements of NI 43-101 for identification of reserves are also not the same as those of the SEC, and reserves reported by NovaGold in compliance with NI 43-101 may not qualify as reserves under SEC standards. Accordingly, information concerning mineral deposits set forth herein may not be comparable with information made public by companies that report in accordance with United States standards.

See Preliminary Notes Glossary and Defined Terms in the Company s Annual Information Form for the fiscal year ended November 30, 2006, which is incorporated by reference, for a description of certain of the mining terms used in this prospectus supplement and the accompanying base shelf prospectus and the documents incorporated by reference herein and therein.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying base shelf prospectus and the documents incorporated by reference herein and therein contain forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995 concerning the Company s plans at the Galore Creek, Donlin Creek, Nome Operations and Ambler projects, production, capital, operating and cash flow estimates and other matters. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

Statements concerning mineral reserve and resource estimates may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralization that will be encountered if the property is developed. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as expects , anticipates , plans , estimates , intends , strategy , goals , objectives or stating that certain a or results may , could , would , might or will be taken, occur or be achieved, or the negative of any of these terms similar expressions) are not statements of historical fact and may be forward-looking statements. Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied by the forward-looking statements, including, without limitation:

- commodity price fluctuations;
- risks related to the Company s ability to finance the development of its mineral properties;
- risks related to the Company s ability to commence production and generate material revenues or obtain adequate financing for its planned exploration and development activities;
- the risk that permits and governmental approvals necessary to develop and operate mines on the Company s properties will not be available on a timely basis or at all;
- uncertainty of capital costs, operating costs, production and economic returns;
- risks related to management of the Donlin Creek project by Barrick Gold Corporation (Barrick) and the effect of disputes with Barrick over management and ownership of the project or its development;
- the possible dilution of the Company s interest in the Donlin Creek project if Barrick successfully completes the back-in requirements and earns an additional 40% interest in the project or if Calista Corporation exercises its right to acquire an interest in the project;
- risks involved in the Company s litigation over the Grace claims with Pioneer Metals Corporation (Pioneer), which is owned by Barrick, and Pioneer s opposition to the use by the Company of a portion of the Grace

property for a tailings and waste rock facility for the Galore Creek project;

risks involved in litigation opposing the Company s permits at Rock Creek;

uncertainty inherent in litigation including the effects of discovery of new evidence or advancement of new legal theories, and the difficulty of predicting decisions of judges and juries;

the Company s need to attract and retain qualified management and technical personnel;

risks related to the integration of new acquisitions into the Company s existing operations;

uncertainty of production at the Company s mineral exploration properties;

risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of the Company s mineral deposits;

mining and development risks, including risks related to accidents, equipment breakdowns, labour disputes or other unanticipated difficulties with or interruptions in development, construction or production;

risks related to governmental regulation, including environmental regulation;

risks related to reclamation activities on the Company s properties;

uncertainty related to title to the Company s mineral properties;

uncertainty related to unsettled aboriginal rights and title in British Columbia;

the Company s history of losses and expectation of future losses;

uncertainty as to the Company s ability to acquire additional commercially mineable mineral rights;

currency fluctuations;

increased competition in the mining industry; and

risks related to the Company s current practice of not using hedging arrangements.

This list is not exhaustive of the factors that may affect any of the Company s forward-looking statements. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in this prospectus supplement and the accompanying base shelf prospectus under the heading Risk Factors and elsewhere in this prospectus supplement, the accompanying base shelf prospectus and in the documents incorporated by reference herein and therein. The Company s forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management s beliefs, expectations or opinions should change. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

EXCHANGE RATE INFORMATION

The following table sets forth (i) the rate of exchange for the Canadian dollar, expressed in U.S. dollars, in effect at the end of the periods indicated, (ii) the average exchange rates on the last day of each month during such periods, and (iii) the high and low exchange rates during such periods, each based on the noon rate of exchange as reported by the Bank of Canada for conversion of Canadian dollars into U.S. dollars:

	Fiscal Year Ended November 30	**Three Month Period Ended February 28**

	2006	**2005**	**2004**	**2006**	**2007**
Rate at the end of period	0.8760	0.8566	0.8401	0.8787	0.8547
Average rate during period	0.8846	0.8259	0.7674	0.8702	0.8536
Highest rate during period	0.9099	0.8613	0.8493	0.8787	0.8759
Lowest rate during period	0.8522	0.7872	0.7159	0.8522	0.8437

On April 17, 2007, the exchange rate based on the Bank of Canada noon rate was $1.00 per US$0.8721.

THE OFFERING

The following summary contains basic information about the Offering and is not intended to be complete. It does not contain all the information that is important to you. You should carefully read the entire prospectus supplement, the accompanying base shelf prospectus and the documents incorporated by reference herein and therein before making an investment decision. Unless otherwise indicated, the information in this prospectus supplement assumes that the Underwriters do not exercise their Over-allotment Option to purchase additional Common Shares.

Issuer	NovaGold Resources Inc.
Securities offered	12,500,000 Common Shares.
Over-allotment Option	The Underwriters have been granted an Over-allotment Option to purchase up to 1,875,000 additional Common Shares at the Offering price. The Over-allotment Option is exercisable for 30 days from the date of closing of the Offering.
Use of proceeds	The net proceeds from this Offering will be approximately $233.7 million (or approximately $269.1 million if the Underwriters exercise their Over-allotment Option in full), after deducting the Underwriting Commission and estimated expenses. The Company intends to use approximately $200.0 million of the net proceeds of this Offering to fund further exploration at, and initial construction of, the Galore Creek project and to fund general exploration and development on the Company s other projects and intends to use the remaining proceeds for general corporate purposes.
Stock Exchange symbols	The Common Shares are listed on the AMEX and on the TSX under the symbol NG .
Income Tax considerations	The Common Shares will be subject to special and complex tax rules for U.S. taxpayers. Holders are urged to consult their own tax advisors with respect to the U.S. and Canadian federal, state, provincial, territorial, local and foreign tax consequences of purchasing, owning and disposing of the Common Shares. See Certain Income Tax Considerations for U.S. Holders . Potential investors that are U.S. taxpayers should be aware that we believe we are currently a passive foreign investment company, or PFIC, and we expect to be a PFIC for all taxable years prior to the time the Rock Creek and Big Hurrah projects generate revenue sufficient to cause us to cease to be a PFIC. For more information on tax considerations related to our PFIC status see Certain Income Tax Considerations for U.S. Holders United States Federal Income Tax Considerations .
Risk Factors	See Risk Factors in this prospectus supplement and the accompanying base shelf prospectus for a discussion of factors you should carefully

consider before deciding to invest in the Common Shares.

THE COMPANY

NovaGold is a growing company engaged in the exploration and development of mineral properties in Alaska and western Canada, with one of its properties currently under development and two of its properties progressing toward development. The Company conducts its operations through wholly-owned subsidiaries and joint ventures. Since 1998, the Company has assembled a portfolio of gold and base metal properties. The Company is focused primarily on gold properties, some of which have significant copper and silver resources. The Company s Galore

Creek project is the subject of a feasibility study and construction is expected to start following receipt of permits and approvals. The Company s Donlin Creek project is an advanced stage exploration project. Construction on the Company s Rock Creek project commenced in the summer of 2006. The Ambler project is an earlier stage polymetallic massive sulphide deposit.

Galore Creek is a large copper-gold deposit located in northwestern British Columbia with proven and probable reserves of 5.3 million ounces of gold, 92.6 million ounces of silver and 6.6 billion pounds of copper. The project s measured and indicated resources, inclusive of proven and probable reserves, total 8.3 million ounces of gold, 141.8 million ounces of silver and 10.2 billion pounds of copper. In addition, Galore Creek hosts inferred resources of 5.3 million ounces of gold, 85.4 million ounces of silver and 4.4 billion pounds of copper.

Donlin Creek, a joint venture with a subsidiary of Barrick, is one of the largest known undeveloped gold deposits in the world, based on publicly reported resources. Donlin Creek contains measured and indicated resources of 16.6 million ounces of gold and additional inferred resources of 17.1 million ounces of gold according to a NI 43-101 compliant report conducted by SRK Consulting (US), Inc. in September 2006.

The Nome Operations include the Rock Creek, Big Hurrah and Nome Gold projects (Nome Operations). Construction on Rock Creek commenced in the summer of 2006. The Company expects production from Rock Creek and Big Hurrah to be at an average annual production rate of approximately 100,000 ounces of gold with production expected to commence in late 2007.

Ambler, in which NovaGold has an option to acquire a joint venture interest through an agreement with subsidiaries of Rio Tinto plc, is a large, high grade polymetallic massive sulphide deposit with a non-compliant NI 43-101 historical inferred resource estimate. Ambler was estimated in 1995 to contain 817,000 ounces of gold, 64 million ounces of silver, 3.2 billion pounds of copper and 4.4 billion pounds of zinc.

In addition, NovaGold holds a portfolio of earlier stage exploration projects that do not have a defined resource. The Company is also engaged in the sale of sand, gravel and land, and receives royalties from placer gold production, largely from its holdings around Nome, Alaska. For the purposes of NI 43-101, NovaGold s material properties are the Galore Creek project and the Donlin Creek project.

RISK FACTORS

An investment in the Common Shares offered hereby involves certain risks. In addition to the other information contained in this prospectus supplement, the accompanying base shelf prospectus and the documents incorporated by reference herein and therein, prospective investors should carefully consider the factors set out under Risk Factors in the accompanying base shelf prospectus and the factors set out below in evaluating NovaGold and its business before making an investment in the Common Shares.

The trading price for the Company s securities is volatile.

The trading price of the Company s common shares has been and may continue to be subject to large fluctuations, which may result in losses to investors. The trading price of the Company s common shares and warrants and any securities convertible into or exchangeable for, common shares or warrants may increase or decrease in response to a number of events and factors, including:

- the price of gold and other metals;
- the Company s operating performance and the performance of competitors and other similar companies;
- the public s reaction to the Company s press releases, other public announcements and the Company s filings with the various securities regulatory authorities;
- changes in earnings estimates or recommendations by research analysts who track the Company s common shares or the shares of other companies in the resource sector;
- changes in general economic conditions;
- the number of the Company s common shares to be publicly traded after an offering pursuant to any prospectus supplement;
- the arrival or departure of key personnel;
- acquisitions, strategic alliances or joint ventures involving the Company or its competitors; and
- the factors listed under the heading Cautionary Statement Regarding Forward-Looking Statements .

In addition, the market price of the Company s common shares is affected by many variables not directly related to the Company s success and therefore not within the Company s control, including other developments that affect the market for all resource sector shares, the breadth of the public market for the Company s share, and the attractiveness of alternative investments. The effect of these and other factors on the market price of common shares on the exchanges on which the Company trades has historically made the Company s share price volatile and suggests that the Company s share price will continue to be volatile in the future.

Sales of a significant number of our common shares in the public markets, or the perception of such sales, could depress the market price of the Common Shares.

Sales of a substantial number of our common shares or other equity-related securities in the public markets by the Company or its significant shareholders could depress the market price of the Common Shares and impair our ability to raise capital through the sale of additional equity securities. We cannot predict the effect that future sales of our common shares or other equity-related securities would have on the market price of our common shares. The price of our common shares could be affected by possible sales of our common shares by hedging or arbitrage trading activity which we expect to occur involving our common shares.

We believe we are a passive foreign investment company under the U.S. Internal Revenue Code and if we are or become a passive foreign investment company there may be adverse U.S. tax consequences for investors in the United States.

Potential investors that are U.S. taxpayers should be aware that we believe we are currently a passive foreign investment company under Section 1297(a) of the U.S. Internal Revenue Code (PFIC) and we expect to be a PFIC for all taxable years prior to the time the Rock Creek and Big Hurrah projects generate sufficient revenue to cause us to cease to be a PFIC. If we are or become a PFIC, any gain recognized on the sale of our common shares and any excess distributions (as specifically defined) paid on our common shares must be ratably allocated to each day in a U.S. taxpayer s holding period for the common shares. The amount of any such gain or excess distribution allocated to prior years of such U.S. taxpayer s holding period for the common shares generally will be subject to U.S. federal income tax at the highest tax rate applicable to ordinary income in each such prior year, and the U.S. taxpayer will be required to pay interest on the resulting tax liability for each such prior year, calculated as if such tax liability had been due in each such prior year.

If our Rock Creek and Big Hurrah projects are placed into production, we expect that we will not be a PFIC for the taxable year during which sufficient revenue is generated from the mine, and we expect that we will not be a PFIC for each subsequent taxable year thereafter. The determination of whether we will be a PFIC for a taxable year depends, in part, on the application of complex U.S. federal income tax rules, which are subject to differing interpretations. In addition, whether we will be a PFIC for any taxable year generally depends on our assets and income over the course of each such taxable year and, as a result, cannot be predicted with certainty as of the date of this prospectus supplement. Accordingly, there can be no assurance that the IRS will not challenge the determination made by us concerning our PFIC status or that we will not be a PFIC for any taxable year.

Alternatively, a U.S. taxpayer that makes a QEF election generally will be subject to U.S. federal income tax on such U.S. taxpayer s pro rata share of our net capital gain and ordinary earnings (calculated under U.S. federal income tax rules), regardless of whether such amounts are actually distributed by us. We intend to satisfy the record keeping requirements and provide the required information under the QEF rules in the event that we are a PFIC and a U.S. taxpayer wishes to make a QEF election.

As a second alternative, a U.S. taxpayer may make a mark-to-market election if we are a PFIC and the common shares are marketable stock (as specifically defined). A U.S. taxpayer that makes a mark-to-market election generally will include in gross income, for each taxable year in which we are a PFIC, an amount equal to the excess, if any, of (a) the fair market value of the common shares as of the close of such taxable year over (b) such U.S. taxpayer s tax basis in such common shares.

For additional discussion, see Certain Income Tax Considerations for U.S. Holders United States Federal Income Tax Considerations .

USE OF PROCEEDS

The Company estimates that the net proceeds from the Offering will be approximately $233.7 million, based on an assumed public offering price of $19.85 per share, which was the closing price of NovaGold s common shares on the TSX on April 17, 2007, and after deducting the Underwriting Commission and the Company s estimated fees and expenses. If the Underwriters Over-allotment Option is exercised in full, the net proceeds will be approximately $269.1 million. The Company intends to use approximately $200.0 million of the net proceeds from the Offering to fund further exploration at, and initial construction of, the Galore Creek project and to fund general exploration and development of the Company s other projects. The Company expects to use the remaining proceeds, and the proceeds from the exercise of the Over-allotment Option, if any, for general corporate purposes.

The actual amount that the Company spends in connection with each of the intended uses of proceeds may vary significantly from the amounts specified above, and will depend on a number of factors, including those listed under Risk Factors in this prospectus supplement and the accompanying base shelf prospectus.

PRICE RANGE AND TRADING VOLUME

The Company s common shares are listed for trading on the TSX and AMEX under the trading symbol NG . The following tables set out the market price range and trading volumes of the Company s common shares on the TSX and AMEX for the periods indicated.

Toronto Stock Exchange

Year(1)		High ($)	Low ($)	Volume (No. of Shares)
2007	April 1-17	20.44	19.03	1,881,026
	March	19.88	18.50	4,167,934
	First Quarter	20.26	18.10	11,625,772
2006	Fourth Quarter	20.19	16.89	18,399,295
	Third Quarter	19.86	11.62	33,071,839
	Second Quarter	19.09	13.27	19,321,709
	First Quarter	14.71	9.59	22,208,171
2005	Fourth Quarter	11.25	8.57	9,883,912
	Third Quarter	10.93	8.13	9,682,955
	Second Quarter	11.40	8.47	8,507,772
	First Quarter	12.15	7.80	9,669,080

Note:

(1) The Company s fiscal year end is November 30.

On April 17, 2007, the closing price of the Company s common shares on the TSX was $19.85 per common share.

American Stock Exchange

Year(1)		High (US$)	Low (US$)	Volume (No. of Shares)
2007	April 1-17	17.82	16.75	4,151,154
	March	17.10	16.19	7,475,155
	First Quarter	17.46	15.50	32,999,018
2006	Fourth Quarter	18.20	14.55	71,416,400
	Third Quarter	17.90	10.55	47,299,500
	Second Quarter	16.72	11.72	37,884,400
	First Quarter	12.79	8.16	43,965,800
2005	Fourth Quarter	9.60	7.30	18,307,100
	Third Quarter	8.86	6.77	18,036,800

Second Quarter	9.40	6.67	22,321,600
First Quarter	9.79	6.40	23,334,800

Note:

(1) The Company s fiscal year end is November 30.

On April 17, 2007, the closing price of the Company s common shares on the AMEX was US$17.57 per common share.

DIVIDEND POLICY

The Company has not declared or paid any dividends on its common shares since the date of its incorporation. The Company intends to retain its earnings, if any, to finance the growth and development of its business and does not expect to pay dividends or to make any other distributions in the near future. The Company s Board of Directors will review this policy from time to time having regard to the Company s financing requirements, financial condition and other factors considered to be relevant.

CONSOLIDATED CAPITALIZATION

The following table sets forth the cash and cash equivalents, long term debt and capitalization of NovaGold as of November 30, 2006 and February 28, 2007 on an actual basis and as of February 28, 2007, as adjusted to give effect to this Offering (based on an assumed public offering price of $19.85 per share, which was the closing price of NovaGold s common shares on the TSX on April 17, 2007) as though it had occurred on such date. This table should be read in conjunction with the Company s audited consolidated financial statements for the year ended November 30, 2006 and the quarter ended February 28, 2007.

As at February 28, 2007