NOVAGOLD RESOURCES INC
Form SUPPL
March 08, 2010

Filed pursuant to General Instruction II. L. of Form F-10
File No. 333-163551

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This prospectus supplement (the ***Prospectus Supplement*** *), together with the short form base shelf prospectus dated December 30, 2009 (the* ***Base Shelf Prospectus*** *) to which it relates, as amended or supplemented, and each document incorporated or deemed to be incorporated by reference in the Base Shelf Prospectus, constitutes a public offering of securities offered pursuant hereto only in the jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.*

Information has been incorporated by reference in the Base Shelf Prospectus from documents filed with securities commissions or similar authorities in Canada. *Copies of the documents incorporated by reference may be obtained on request without charge from the Corporate Secretary of NovaGold Resources Inc. at Suite 2300, 200 Granville Street, Vancouver, British Columbia, Canada, V6C 1S4, telephone: (604) 669-6227 and are available electronically at www.sedar.com*

PROSPECTUS SUPPLEMENT
To a Short Form Base Shelf Prospectus dated December 30, 2009

New Issue **March 8, 2010**

NOVAGOLD RESOURCES INC.

US$75,000,002

13,636,364 Common Shares

This Prospectus Supplement qualifies the distribution of 13,636,364 common shares (the **Common Shares**) of NovaGold Resources Inc. (**NovaGold** or the **Company**) at a price of US$5.50 per Common Share (the **Offering**). Th Common Shares will be issued and sold by the Company directly to Quantum Partners Ltd. (**Quantum**), a private investment fund managed by Soros Fund Management LLC (**Soros**) pursuant to a subscription agreement dated March 8, 2010, between the Company and Quantum. The closing of the Offering is expected to occur on or about March 11, 2010.

The Common Shares of the Company are posted for trading on the Toronto Stock Exchange (the **TSX**) and the NYSE Amex LLC (**NYSE AMEX**) under the symbol NG . On March 5, 2010, the closing price of the Common Shares on the TSX was CDN$6.56 per Common Share and the closing price on NYSE AMEX was US$6.35 per Common Share. Application is being made to list the Common Shares on the TSX and NYSE AMEX.

PRICE: US$5.50 PER COMMON SHARE

	Price to Public	Proceeds to Company(1)
Per Common Share:	US$5.50	US$5.50
Total:	US$75,000,002	US$75,000,002

Note:

(1) Assuming all 13,636,364 Common Shares are issued pursuant to the Offering and before deducting expenses of the Offering, which are estimated to be US$200,000 and which will be paid from the proceeds of the Offering

No underwriter has been involved in the preparation of, or has performed any review of, this Prospectus Supplement or the Base Shelf Prospectus. No offers have been made and none of the purchasers are resident in Canada. See Plan of Distribution .

Investing in Common Shares of NovaGold Resources Inc. (NovaGold or the Company) involves risks. See Risk Factors in this Prospectus Supplement and beginning on page 29 of the Base Shelf Prospectus.

The Offering is made by a Canadian issuer that is permitted, under a multi-jurisdictional disclosure system adopted by the United States and Canada, to prepare this Prospectus Supplement and the Base Shelf Prospectus in accordance with Canadian disclosure requirements. Prospective investors should be aware that such requirements are different from those of the United States. Financial statements incorporated by reference in the Base Shelf Prospectus have been prepared in accordance with Canadian generally accepted accounting principles, and are 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 common shares may have tax consequences both in the United States and in Canada. Prospective investors should read the tax discussion in this Prospectus Supplement and the Base Shelf Prospectus and consult their own tax advisors with respect to their own particular circumstances. This Prospectus Supplement and the Base Shelf Prospectus may not describe these tax consequences fully.

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

Neither the United States Securities and Exchange Commission (the SEC) nor any state or provincial securities regulator has approved or disapproved of these securities or determined if this Prospectus Supplement and the Base Shelf Prospectus are truthful or complete. Any representation to the contrary is a criminal offense.

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PROSPECTUS

GENERAL MATTERS

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 Base Shelf Prospectus and the documents incorporated by reference therein. The second part is the 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 Base Shelf Prospectus solely for the purpose of this Offering.

You should rely only on the information contained in this Prospectus Supplement or contained in or incorporated by reference into the 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 Base Shelf Prospectus is accurate as of any date other than the date on the front of this Prospectus Supplement.

Unless the context otherwise requires, references in this Prospectus Supplement to NovaGold , the Company or the terms we , us and our 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 the Base Shelf Prospectus have been prepared in accordance with generally accepted accounting principles in Canada, and the financial statements for the year ended November 30, 2009 are reconciled to generally accepted accounting principles in the United States as described in note 18 to the Company s audited consolidated annual financial statements for such fiscal year.

CAUTIONARY NOTE TO UNITED STATES INVESTORS

This Prospectus Supplement and the 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 the 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.

Canadian standards, including NI 43-101, differ significantly from the requirements of the SEC, and reserve and resource information contained in or incorporated by reference into the 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 other 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 contained in or incorporated by reference into the Base Shelf Prospectus 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, 2009, dated February 17, 2010 (the AIF), which is incorporated by reference into the Base Shelf Prospectus, for a description of certain of the mining terms used in the Base Shelf Prospectus and the documents incorporated by reference therein.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus Supplement, the Base Shelf Prospectus and the documents incorporated by reference therein contain forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995 and forward-looking information within the meaning of Canadian securities laws 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 or results may , could , would , might or will be taken, occur or be achieved, or the negative of any of these ter 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:

Risks relating to the Offering

- the volatility of the price of NovaGold s common shares;
- the possibility of dilution to current shareholders as the result of the issuances of common shares pursuant to future equity financings; and
- the discretion of management concerning the use of proceeds of the Offering.

Risks relating to the Company s business

- uncertainty of whether there will ever be production at the Company s mineral exploration and development 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;
- uncertainty of estimates of capital costs, operating costs, production and economic returns;
- risks related to the third parties on which the Company depends for its exploration activities;
- risks related to the Company s ability to finance the development of its mineral properties through external financing, strategic alliances, the sale of property interests or otherwise;
- credit, liquidity, interest rate and currency risks;
- risks related to governmental regulation and permits, including environmental regulation;
- 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;
- risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of the Company s mineral deposits;
- commodity price fluctuations;
- risks related to the Company s current practice of not using hedging arrangements;
- risks related to market events and general economic conditions;

- uncertainties relating to the assumptions underlying the Company s resource and reserve estimates;
- risks related to the need for reclamation activities on the Company s properties and uncertainty of cost estimates related thereto;
- mining and development risks, including risks related to infrastructure, accidents, equipment breakdowns, labor disputes or other unanticipated difficulties with or interruptions in development, construction or production;
- uncertainty related to unsettled aboriginal rights and title in British Columbia;
- uncertainty related to title to the Company s mineral properties;
- the Company s history of losses and expectation of future losses;
- risks related to the integration of potential new acquisitions into the Company s existing operations;
- uncertainty as to the outcome of litigation pending against the Company;
- uncertainty inherent in litigation including the effects of discovery of new evidence or advancement of new legal theories, the difficulty of predicting decisions of judges and juries and the possibility that decisions may be reversed on appeal;
- the possibility of an event of default under the Company s unsecured senior convertible notes which may significantly reduce the Company s liquidity and adversely affect the Company s business;
- the significant influence of the Company s majority shareholder;
- the Company s need to attract and retain qualified management and technical personnel;
- risks related to increases in demand for equipment, skilled labor and services needed for exploration and development of mineral properties, and related cost increases;
- increased competition in the mining industry;
- uncertainty as to the Company s ability to acquire additional commercially mineable mineral rights;
- uncertainty as to the Company s ability to maintain the adequacy of internal control over financial reporting as per the requirements of the *Sarbanes-Oxley Act*; and
- risks related to the success of U.S. investors bringing actions and enforcing judgments under U.S. Securities Laws.

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, except as required by law. 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 for the Canadian dollar, on the last day of each month during such periods; and (iii) the high and low exchange rates for the Canadian dollar, expressed in U.S. dollars, 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:

	Year Ended November 30,		
	2009	2008	2007
	US$	US$	US$
Rate at end of period	0.9494	0.8115	1.0063
Average rate based on last day each month	0.8640	0.9545	0.9205
High for period	0.9716	1.0289	1.0905
Low for period	0.7692	0.7726	0.8437

On March 3, 2010, the exchange rate based on the Bank of Canada noon rate was $1.00 per US$0.9721.

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 therein, prospective investors should carefully consider the factors set out below and under the heading Risk Factors in the Base Shelf Prospectus and in the Company s AIF, which is incorporated by reference into the Base Shelf Prospectus.

Common Share Price Volatility

Securities of mining companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the securities of the Company is also likely to be significantly affected by short-term changes in commodity prices, other precious metal prices or other mineral prices, currency exchange fluctuations, financial condition or results of operations as reflected in its quarterly earnings reports. Other factors unrelated to the performance of the Company that may have an effect on the price of the securities of the Company include the following: the extent of analytical coverage available to investors concerning the business of the Company may be limited if investment banks with research capabilities do not follow the Company s securities; lessening in trading volume and general market interest in the Company s securities may affect an investor's ability to trade significant numbers of securities of the Company; and the size of the Company s public float may limit the ability of some institutions to invest in the Company s securities; If an active market for the securities of the Company does not continue, the liquidity of an investor s investment may be limited and the price of the securities of the Company may decline below the price of the Offering. As a result of any of these factors, the market price of the securities of the Company at any given point in time may not accurately reflect the long-term value of the Company.

Dilution from Further Equity Financings

In order to finance future operations, the Company may raise funds through the issuance of common shares or the issuance of debt instruments or other securities convertible into common shares. The Company cannot predict the size of future issuances of common shares or the size and terms of future issuances of debt instruments or other securities convertible into common shares or the effect, if any, that future issuances and sales of the Company s securities will have on the market price of the common shares. Any transaction involving the issuance of previously authorized but unissued shares, or securities convertible into common shares, would result in dilution, possibly substantial, to present and prospective security holders.

Discretion in the Use of Proceeds

Management will have discretion concerning the use of the proceeds of the Offering as well as the timing of their expenditures. As a result, an investor will be relying on the judgment of management for the application of the proceeds of the Offering. Management may use the net proceeds of the Offering in ways that an investor may not consider desirable. The results and the effectiveness of the application of the proceeds are uncertain. If the proceeds are not applied effectively, the Company s results of operations may suffer.

Certain U.S. Tax Considerations Applicable to an Investment in Common Shares

Prospective purchasers of Common Shares who are U.S. taxpayers should consider that the Company could be considered to be a passive foreign investment company (PFIC) for U.S. federal income tax purposes. Although the Company believes it was not a PFIC for 2009 and does not expect to become a PFIC in 2010 or in the foreseeable future, the tests for determining PFIC status depend upon a number of factors, some of which are beyond the Company s control and can be subject to uncertainties. Thus, the Company cannot assure any holder that it will not be a PFIC during the time in which such holder holds Common Shares. The Company undertakes no obligation to advise holders of its Common Shares as to its PFIC status for any year, except as discussed under CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS in the Base Shelf Prospectus. For a more complete discussion of the consequences of owning and disposing of shares in a PFIC as well as certain elections that may be available to mitigate such consequences, please see CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS in the Base Shelf Prospectus.

RECENT DEVELOPMENTS

On March 4, 2010 NovaGold announced a non-brokered offering of 18,181,818 common shares of the Company at a price of US$5.50 per common share for gross proceeds of US$99,999,999 (the Paulson Offering) to several investment funds managed by Paulson & Co. Inc. The Paulson Offering was made pursuant to a prospectus supplement dated March 4, 2010 to the Base Shelf Prospectus. The Paulson Offering is expected to close on or about March 9, 2010 and is subject to certain conditions including approval of the TSX and the NYSE AMEX.

NovaGold announced on March 4, 2010 that Donlin Creek LLC (DCLLC) and Calista Corporation (Calista) have approved certain amendments to the lease for subsurface and surface rights entered into between them in connection with the Donlin Creek property as described at page 9 of NovaGold s AIF. The existing lease covers the subsurface rights for the entire Donlin Creek mineral reserves and resources. Among other things, these amendments provide for (i) the lease of certain additional lands that may be required for the development of the property, (ii) an extension of the term of the lease to April 30, 2031 and automatically year to year thereafter, so long as either mining or processing operations are carried out on or with respect to the property in good faith on a continuous basis in such year, or DCLLC pays to Calista an advanced minimum royalty of US$3,000,000 (subject to adjustment for increases in the Consumer Price Index) for such year, (iii) the elimination of Calista s option to acquire a 5% to 15% participating operating interest in the project and replacement with the payment to Calista of a net proceeds royalty equal to 8% of the net proceeds realized by DCLLC at the project after deducting certain capital and operating expenses (including an overhead charge, actual interest expenses incurred on borrowed funds and a 10% per annum deemed interest rate on investments not made with borrowed funds), and (iv) an increase in the advanced minimum royalties payable to Calista under the lease to US$500,000 for the year ending April 30, 2010, increasing on an annual basis thereafter until reaching US$1,000,000 for each of the years 2015 to 2024 inclusive and US$2,000,000 for each of the years 2025 to 2030 inclusive. All advance minimum royalties paid to Calista continue to be recoverable as a credit against Calista s existing net smelter royalty under the lease agreement, which remains unchanged. It is anticipated that the parties will execute the amendment agreement shortly.

On February 16, 2010 the Company announced that it entered into a memorandum of understanding to settle outstanding securities class action lawsuits in both the United States and Canada, in which NovaGold and certain of its directors and officers were named as defendants. On December 22, 2008, a consolidated class action lawsuit was filed in the United States District Court for the Southern District of New York consolidating similar complaints of violations of U.S. Securities laws. On October 14, 2009, a similar notice of action was filed in the Ontario Superior Court of Justice in Canada and on October 28, 2009, the same parties were named as defendants in a class action lawsuit in the Supreme Court of British Columbia. All three actions alleged misrepresentations, misstatements and omissions in various public statements and filings concerning NovaGold s Galore Creek Property. The settlement will be covered by NovaGold s insurance, and the Company does not anticipate having to pay out any of its cash under the terms of the settlement. The memorandum of understanding is subject to agreement on formal documentation and both U.S. and Canadian court approval after public notice.

DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus Supplement is deemed to be incorporated by reference into the Base Shelf Prospectus solely for the purposes of this Offering. Other documents are also incorporated, or are deemed to be incorporated, by reference into the Base Shelf Prospectus and reference should be made to the Base Shelf Prospectus for full particulars thereof.

The following documents that have been filed by the Company with securities commissions or similar authorities in Canada, are also specifically incorporated by reference into, and form an integral part of, the Base Shelf Prospectus, as supplemented by this Prospectus Supplement:

(a) the AIF;

(b) audited comparative consolidated financial statements of the Company for the years ended November 30, 2009 and 2008 together with the notes thereto and the auditors report thereon, including management s discussion and analysis for the year ended November 30, 2009;

(c) management information circular of the Company dated April 23, 2009 prepared in connection with the Company s annual and special meeting of shareholders held on May 26, 2009;

(d) material change report, dated December 10, 2009, announcing the filing of the preliminary short form base shelf prospectus dated December 7, 2009;

(e) material change report, dated January 7, 2010 announcing the appointment of a senior advisor, an update on the Company s projects, and a table showing updated reserve and resource estimates;

(f) material change report, dated March 3, 2010 announcing the entering into of a memorandum of understanding to settle outstanding class action lawsuits; and

(g) material change report, dated March 5, 2010 announcing the Paulson Offering.

Any material change reports (excluding confidential material change reports), any interim and annual consolidated financial statements and related management discussion and analysis, information circulars (excluding those portions that, pursuant to National Instrument 44-101 of the Canadian Securities Administrators, are not required to be incorporated by reference herein), any business acquisition reports, any news releases or public communications containing financial information about the Company for a financial period more recent than the periods for which financial statements are incorporated herein by reference, and any other disclosure documents required to be filed pursuant to an undertaking to a provincial or territorial securities regulatory authority that are filed by the Company with various securities commissions or similar authorities in Canada after the date of this Prospectus Supplement and prior to the termination of the Offering, shall be deemed to be incorporated by reference in the Base Shelf Prospectus. In addition, to the extent that any document or information incorporated by reference into the Base Shelf Prospectus is included in any report on Form 6-K, Form 40-F, Form 20-F, Form 10-K, Form 10-Q or Form 8-K (or any respective successor form) that is filed with or furnished to the SEC after the date of this Prospectus Supplement, such document or information shall be deemed to be incorporated by reference as an exhibit to the registration statement of which this Prospectus Supplement forms a part. In addition, we may incorporate by reference into the Base Shelf Prospectus information from documents that we file with or furnish to the SEC pursuant to Section 13(a) or 15(d) of the U.S. Exchange Act.

Any statement contained in the Base Shelf Prospectus, in this Prospectus Supplement or in any document incorporated or deemed to be incorporated by reference in the Base Shelf Prospectus for the purpose of this Offering shall be deemed to be modified or superseded, for purposes of this Prospectus Supplement, to the extent that a statement contained herein or in the Base Shelf Prospectus or in any other subsequently filed document which also is or is deemed to be incorporated by reference in the Base Shelf Prospectus modifies or supersedes such prior statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document which it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not constitute a part of this Prospectus Supplement, except as so modified or superseded.

USE OF PROCEEDS

The net proceeds from the Offering will be used to fund general exploration and development on the Company s advanced properties including Donlin Creek, Galore Creek and Rock Creek, its early-stage Ambler property and for general corporate purposes, including funding potential future acquisitions.

Although the Company intends to use the net proceeds from the Offering for the purposes set forth above, the Company reserves the right to use such net proceeds for other purposes to the extent such circumstances, including results obtained or other sound business reasons, make such use necessary or prudent.

PLAN OF DISTRIBUTION

The Company is proposing to issue 13,636,364 Common Shares at a price of US$5.50 per Common Share. The Common Shares will be issued and sold by the Company directly to Quantum, a private investment fund managed by Soros, pursuant to a subscription agreement dated March 8, 2010 between the Company and Quantum. The closing of the Offering is expected to occur on or about March 11, 2010.

No underwriter has been involved in the preparation of, or has performed any review of, this Prospectus Supplement or the accompanying Base Shelf Prospectus.

The Offering is being made solely in the United States. No offers have been made and none of the purchasers are resident in Canada.

The offering price of the Common Shares was determined by negotiation between the Company and Soros having reference to the recent trading price of the Company s common shares on the TSX and NYSE AMEX.

The expenses of the Offering are estimated to be US$200,000 and are payable by the Company from the proceeds of the Offering.

Application is being made to list the Common Shares on each of the TSX and NYSE AMEX. Listing will be subject to the Company fulfilling any requirements of the TSX and NYSE AMEX.

CERTAIN FEDERAL INCOME TAX CONSIDERATIONS

The following is a general summary of the principal Canadian federal income tax considerations generally applicable under *Income Tax Act* (Canada) (the Tax Act) to a holder who acquires common shares of the Company (Common Shares) as beneficial owner pursuant to this Offering and who, at all relevant times, for the purposes of the Tax Act, holds such Common Shares as capital property, deals at arm s length with the Company, is not affiliated with the Company and, for purposes of the Tax Act, is not, and is not deemed to be, a resident of Canada and has not and will not use or hold or be deemed to use or hold the Common Shares in or in the course of carrying on business in Canada (a Non-Resident Holder). Special rules, which are not discussed below, may apply to a non-resident of Canada that is an insurer which carries on business in Canada and elsewhere.

The Common Shares will generally be considered capital property to a Non-Resident Holder unless either (i) the Non-Resident Holder holds the Common Shares in the course of carrying on a business of buying and selling securities or (ii) the Non-Resident Holder has acquired the Common Shares in a transaction or transactions considered to be an adventure in the nature of trade.

The term US Holder, for the purposes of this summary, means a Non-Resident Holder who, for purposes of the *Canada-United States Income Tax Convention* (1980), (the Canada-U.S. Convention), is at all relevant times and for all relevant purposes a resident of the United States and is a qualifying person within the meaning of the Canada-U.S. Convention and does not use or hold and is not deemed to use or hold the Common Shares in connection with carrying on a business in Canada through a permanent establishment in Canada. US Holders are urged to consult with their own tax advisors to determine their entitlement to benefits under the Canada-U.S. Convention based on their particular circumstances.

This summary is based on the current provisions of the Tax Act, the regulations thereunder (the Regulations), the current provisions of the Canada-U.S. Convention, counsel s understanding of the current administrative policies and assessing practices of the Canada Revenue Agency (the CRA) publicly available prior to the date hereof.

This summary also takes into account all specific proposals to amend the Tax Act and Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (collectively, the Proposed Tax Amendments). No assurances can be given that the Proposed Tax Amendments will be enacted or will be enacted as proposed. Other than the Proposed Tax Amendments, this summary does not take into account or anticipate any changes in law or the administration policies or assessing practice of CRA, whether by judicial, legislative, governmental or administrative decision or action, nor does it take into account provincial, territorial or foreign income tax legislation or considerations, which may differ significantly from those discussed herein.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular holder and no representations with respect to the income tax consequences to any particular holder are made. This summary is not exhaustive of all Canadian federal income tax considerations. Accordingly, prospective investors in Common Shares should consult their own tax advisors with respect to their own particular circumstances.

Currency Conversion

For purposes of the Tax Act, all amounts relating to the acquisition, holding or disposition of the Common Shares including interest, dividends, adjusted cost base and proceeds of disposition must be converted into Canadian dollars based on the relevant exchange rate applicable on the effective date (as determined in accordance with the Tax Act) of the related acquisition, disposition or recognition of income.

Disposition of Common Shares

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized by such Non-Resident Holder on a disposition of the Common Shares, unless the Common Shares constitute taxable Canadian property (as defined in the Tax Act) of the Non-Resident Holder at the time of disposition and the Non-Resident Holder is not entitled to relief under an applicable income tax treaty or convention. As long as the Common Shares are then listed on a designated stock exchange (which currently includes the TSX and the NYSE Amex), the Common Shares generally will not constitute taxable Canadian property of a Non-Resident Holder, unless at any time during the 60-month period immediately preceding the disposition the Non-Resident Holder, persons with whom the Non-Resident Holder did not deal at arm s length, or the Non-Resident Holder together with all such persons, owned or was considered to own 25% or more of the issued shares of any class or series of shares of the capital stock of the Company. In the Canadian federal budget released on March 4, 2010, the Minister of Finance (Canada) proposed that after March 4, 2010, shares that are listed on a designated stock exchange will generally not constitute taxable Canadian property of a Non-Resident Holder unless at any time during the 60 month period immediately preceding the disposition (i) the Non-Resident Holder, persons with whom the Non-Resident Holder did not deal at arm s length, or the Non-Resident Holder together with all such persons, owned or was considered to own 25% or more of the issued shares of any class or series of shares of the capital stock of the company, and (ii) more than 50%.of the fair market value of the shares was derived directly or indirectly from one or any combination of real or immovable property situated in Canada, Canadian resource properties (as defined in the Tax Act), timber resource properties (as defined in the Tax Act), and options in respect of, or interests in, or for civil law rights in, any such properties (whether or not such property exists).

Even if the Common Shares constitute taxable Canadian property to a Non-Resident Holder, it is possible in the case of certain Non-Resident Holders (other than US Holders) that any capital gain realized on the disposition or deemed disposition of such shares, may not be subject to Canadian federal income tax pursuant to the terms of an applicable income tax treaty or convention between Canada and the country of residence of a Non-Resident Holder. **A Non-Resident Holder whose shares are taxable Canadian property should consult their own advisors.**

Dividends on Common Shares

Under the Tax Act, dividends on shares paid or credited to a Non-Resident Holder will be subject to Canadian withholding tax at the rate of 25% of the gross amount of the dividends. This withholding tax may be reduced pursuant to the terms of an applicable income tax treaty or convention between Canada and the country of residence of a Non-Resident Holder. Under the Canada-U.S. Convention, a Non-Resident Holder that is a US Holder will generally be subject to Canadian withholding tax at a rate of 15% of the amount of such dividends. In addition, under the Canada-U.S. Convention, dividends may be exempt from Canadian non-resident withholding tax if paid to certain US Holders that are qualifying religious, scientific, literary, educational or charitable tax-exempt organizations and qualifying trusts, companies, organizations or arrangements operated exclusively to administer or provide pension, retirement or employee benefits that are exempt from tax in the United States and that have complied with specific administrative procedures.

CONSOLIDATED CAPITALIZATION

Other than the issuance of shares pursuant to the exercise of stock options, warrants and stock appreciation rights (SAR), and the issuance of shares in connection with a property acquisition, there have been no material changes in the Company s share capital since November 30, 2009. The following table sets forth the consolidated capitalization of the Company as at the dates indicated before and after completion of the Offering. This table should be read in conjunction with the audited comparative consolidated financial statements of the Company for the years ended November 30, 2009 and 2008 together with the notes thereto and the auditors report thereon, including management s discussion and analysis for the year ended November 30, 2009, incorporated by reference into the Base Shelf Prospectus. See Documents Incorporated by Reference .

	As at November 30, 2009 before giving effect to the Offering (in thousands)	As at November 30, 2009 after giving effect to the Offering(1)(2)(3) (in thousands) (unaudited)	As at November 30, 2009 a giving effect to the Pauls Offering and the Offering(2 (in thousands) (unaudited)
Shareholders Equity			
Share Capital (1,000,000,000 shares authorized, no par value; 187,142,000 shares issued and outstanding)	$878,086	$955,033	$1,057,646
Equity Component of Convertible Notes	$43,352	$43,352	$43,352
Contributed Surplus	$9,994	$9,994	$9,994
Stock-Based Compensation	$31,838	$31,838	$31,838
Warrants	$31,065	$31,065	$31,065
Deficit	$(672,258)	$(672,258)	$(672,258)
Accumulated other comprehensive income	$495	$495	$495
TOTAL CAPITALIZATION	**$322,572**	**$399,519**	**$502,132**

Notes:

(1) Assumes all 13,636,364 Common Shares are issued pursuant to the Offering and after deducting expenses of the Offering, which are estimated at US$200,000, which will be paid from the proceeds of the Offering, the net proceeds to the Company from the Offering will be US$74,800,002.

(2) Assumes no exercise of stock options or warrants.

(3) As adjusted based on the offering price of US$5.50 per common share converted to Canadian dollars based on the noon buying rate as reported by the Bank of Canada on March 3, 2010.

(4) Assumes all 18,181,818 common shares are issued pursuant to the Paulson Offering and that all 13,636,364 Common Shares are issued pursuant to the Offering and after deducting expenses of the Paulson Offering and the Offering which are estimated to aggregate US$450,000, which will be paid from the proceeds of the Paulson Offering and the Offering, the net proceeds to the Company from the Paulson Offering and the Offering will aggregate US$174,550,001.

PRIOR SALES

Prior Sales

Set forth below is information with respect to the securities of the Company issued during the 12-month period prior to the date of this Prospectus Supplement.

<u>Common Shares</u>

Date of Issuance	Number of Common Shares Issued	Price per Common Share (CDN$)	Reason for Issuance
March 11, 2009	5,000	2.45	Option Exercise
April 13, 2009	1,667	2.45	Option Exercise
May 1, 2009	678,125	1.53	Warrant Exercise
May 15, 2009	1,000	2.45	Option Exercise
May 19, 2009	5,133	2.45	Option Exercise
May 20, 2009	186,875	1.53	Warrant Exercise
May 22, 2009	11,000	2.45	Option Exercise
May 25, 2009	5,000	2.45	Option Exercise
May 29, 2009	11,000	2.45	Option Exercise
June 1, 2009	9,000	2.45	Option Exercise
June 3, 2009	6,999	2.45	Option Exercise
June 4, 2009	8,000	2.45	Option Exercise
June 5, 2009	14,800	2.45	Option Exercise
June 9, 2009	11,668	2.45	Option Exercise
June 9, 2009	20,000	1.01	Option Exercise

Date of Issuance	Number of Common Shares Issued	Price per Common Share (CDN$)	Reason for Issuance
June 17, 2009	10,000	2.45	Option Exercise
June 18, 2009	6,000	2.45	Option Exercise
June 19, 2009	1,000	2.45	Option Exercise
June 29, 2009	782,777	1.74	Warrant Exercise
June 30, 2009	10,000	2.45	Option Exercise
June 30, 2009	1,843	5.48	SAR Exercise
July 9, 2009	714,563	1.75	Warrant Exercise
July 17, 2009	982	4.81	SAR Exercise
August 7, 2009	3,333	2.45	Option Exercise
August 19, 2009	9,507	2.45	Option Exercise
August 19, 2009	671	4.09	SAR Exercise
August 28, 2009	798	1.62	Warrant Exercise
August 31, 2009	5,000	2.45	Option Exercise
September 2, 2009	665	4.20	SAR Exercise
September 8, 2009	10,000	2.45	Option Exercise
September 10, 2009	1,673	4.90	SAR Exercise
September 16, 2009	20,000	2.45	Option Exercise
September 16, 2009	1,725	5.25	Option Exercise
September 16, 2009	844	5.55	SAR Exercise
September 16, 2009	20,000	1.01	Option Exercise
September 17, 2009	5,585	5.58	SAR Exercise
September 17, 2009	5,521	5.45	SAR Exercise
September 21, 2009	2,887	5.90	SAR Exercise
September 21, 2009	2,958	6.00	SAR Exercise
September 24, 2009	744	5.52	SAR Exercise
September 29, 2009	135,000	1.53	Warrant Exercise
October 9, 2009	3,795	5.68	SAR Exercise
October 14, 2009	2,042	5.99	SAR Exercise
October 16, 2009	902	6.15	SAR Exercise
October 16, 2009	6,080	6.25	SAR Exercise
October 16, 2009	3,290	6.07	SAR Exercise

October 16, 2009	3,055	6.32	SAR Exercise
October 16, 2009	912	6.25	SAR Exercise
October 16, 2009	16,432	6.20	SAR Exercise
November 13, 2009	1,443	5.75	SAR Exercise
November 13, 2009	2,341,099	1.58	Warrant Exercise
November 18, 2009	2,824	5.63	SAR Exercise
November 20, 2009	2,800	5.79	SAR Exercise
November 23, 2009	42,345	1.60	Warrant Exercise

Date of Issuance	Number of Common Shares Issued	Price per Common Share (CDN$)	Reason for Issuance
November 27, 2009	2,891	5.81	SAR Exercise
November 30, 2009	5,847	5.90	SAR Exercise
November 30, 2009	600	6.13	SAR Exercise
December 1, 2009	774	6.00	SAR Exercise
December 1, 2009	2,696	6.00	SAR Exercise
December 3, 2009	253	5.92	SAR Exercise
December 4, 2009	1,096	6.10	SAR Exercise
December 4, 2009	800	6.25	SAR Exercise
December 7, 2009	6,080	6.41	SAR Exercise
December 7, 2009	2,809	6.41	SAR Exercise
December 7, 2009	15,223	6.70	SAR Exercise
December 7, 2009	7,065	6.85	SAR Exercise
December 7, 2009	3,094	6.43	SAR Exercise
December 7, 2009	3,135	6.57	SAR Exercise
December 7, 2009	920	6.41	SAR Exercise
December 7, 2009	212	6.78	SAR Exercise
December 8, 2009	3,201	6.81	SAR Exercise
December 18, 2009	156,880	1.60	Warrant Exercise
December 30, 2009	6,494	6.99	SAR Exercise
December 30, 2009	3,115	6.50	SAR Exercise
December 30, 2009	3,198	6.80	SAR Exercise
December 31, 2009	1,300	7.10	SAR Exercise
December 31, 2009	974	7.00	SAR Exercise
January 7, 2010	931,098	5.56	Consideration for Property Acquisition
January 8, 2010	3,171	6.70	SAR Exercise
January 11, 2010	277	6.82	SAR Exercise
January 11, 2010	797	6.70	SAR Exercise
January 11, 2010	2,833	6.75	SAR Exercise
January 13, 2010	2,137	6.84	SAR Exercise
January 13, 2010	961	6.82	SAR Exercise
January 14, 2010	541	7.01	SAR Exercise

January 28, 2010	5,896	6.05	SAR Exercise
January 29, 2010	4,078	6.31	SAR Exercise
February 12, 2010	4,094	6.32	SAR Exercise
February 12, 2010	154	6.40	SAR Exercise
February 23, 2010	22,889	6.14	SAR Exercise

Stock Award Grants

Date of Issuance	Number of Securities Issued	Exercise Price (CDN$)	Reason for Issuance
May 29, 2009	4,543,750	5.25	Stock Award Grant
June 10, 2009	10,000	5.50	Stock Award Grant
August 14, 2009	100,000	4.28	Stock Award Grant
September 10, 2009	10,000	4.75	Stock Award Grant
October 9, 2009	75,000	5.77	Stock Award Grant
December 17, 2009	30,000	5.76	Stock Award Grant
January 21, 2010	1,207,100	6.40	Stock Award Grant

PRICE RANGE AND TRADING VOLUME

NovaGold s common shares are listed on the TSX and NYSE AMEX under the symbol NG . The following table sets forth the price range and trading volume for the Common Shares on the TSX and NYSE AMEX for the periods listed below:

Toronto Stock Exchange					NYSE Amex LLC				
	High	Low	Close	Volume		High	Low	Close	Volume
March 1-5, 2010	6.56	6.07	6.56	4,386,800	March 1-5, 2010	6.35	5.78	6.35	11,493,393
February 2010	6.58	5.32	6.07	7,410,972	February 2010	6.30	4.96	5.82	49,584,162
January 2010	7.20	5.55	5.60	6,868,306	January 2010	6.98	5.20	5.26	53,861,999
December 2009	7.17	5.40	6.37	9,032,638	December 2009	6.81	5.04	6.13	85,744,025
November 2009	6.17	4.56	5.91	9,643,981	November 2009	5.90	4.22	5.59	56,801,255
October 2009	6.35	4.42	4.63	7,573,120	October 2009	6.15	4.09	4.30	67,929,004
September 2009	6.12	4.06	5.50	12,524,825	September 2009	5.74	3.68	5.12	75,064,795
August 2009	4.58	3.70	4.27	6,075,385	August 2009	4.28	3.33	3.89	32,432,723
July 2009	5.19	4.03	4.44	5,672,859	July 2009	4.66	3.54	4.07	34,238,926
June 2009	6.46	4.44	4.98	11,888,835	June 2009	5.97	3.05	4.28	58,812,349
May 2009	5.76	3.17	5.65	9,582,242	May 2009	5.30	2.66	5.13	37,611,080
April 2009	3.74	2.67	3.25	10,779,338	April 2009	3.02	2.15	2.73	26,546,265
March 2009	3.84	2.66	3.53	18,752,344	March 2009	2.98	2.11	2.76	41,204,163

On March 5, 2010, the closing price of the Company s Common Shares on the TSX was CDN$6.56 per common share and on the NYSE AMEX was US$6.35 per common share.

LEGAL MATTERS

Certain legal matters in connection with the Offering will be passed upon on behalf of the Company by Blake, Cassels & Graydon LLP with respect to Canadian legal matters and by Dorsey & Whitney LLP with respect to U.S. legal matters. The partners and associates of Blake, Cassels & Graydon LLP as a group beneficially own, directly or indirectly, less than 1% of the outstanding securities of the Company.

AUDITORS, REGISTRAR AND TRANSFER AGENT

The Auditors for the Company are PricewaterhouseCoopers LLP of Vancouver, British Columbia. The transfer agent and registrar for the Company s common shares in Canada is Computershare Investor Services Inc. at its principal offices in Vancouver, British Columbia and Toronto, Ontario and the registrar for the Company s common shares in the United States is Computershare Trust Company Inc. at its office in Denver, Colorado.

INTEREST OF EXPERTS

Kevin Francis, Vice President, Technical Services of the Company, being a person who has prepared reports relating to the Company s mineral properties received or has received a direct or indirect interest in the property of the Company or of any associate or affiliate of the Company. As at the date hereof, Mr. Francis owns, directly or indirectly, in the aggregate, less than 1% of the securities of the Company.

PricewaterhouseCoopers LLP, Chartered Accountants, report that they are independent of the Company in accordance with the Rules of Professional Conduct in British Columbia, Canada. PricewaterhouseCoopers LLP is registered with the Public Company Accounting Oversight Board

None of the aforementioned persons, nor any director, officer, employee or partner, as applicable, of the aforementioned companies or partnerships is currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of an associate or affiliate of the Company, other than Mr. Kevin Francis, who is Vice President, Technical Services of the Company.

DOCUMENTS FILED AS PART OF THE REGISTRATION STATEMENT

In addition to the documents listed in the Base Shelf Prospectus under the heading Documents Filed as Part of the Registration Statement , the following additional documents have been or will be filed with the SEC as part of the registration statement of which this prospectus forms a part: the documents referred to under the heading Documents Incorporated by Reference in this Prospectus Supplement and the form of subscription agreement.

PROSPECTUS **December 30, 2009**

NOVAGOLD RESOURCES INC.

US$500,000,000
Debt Securities
Preferred Shares
Common Shares
Warrants to Purchase Equity Securities
Warrants to Purchase Debt Securities
Share Purchase Contracts
Share Purchase or Equity Units

NovaGold Resources Inc. (NovaGold or the Company) may offer and issue from time to time debt securities (the Debt Securities), preferred shares and common shares (the Equity Securities), warrants to purchase Equity Securities and warrants to purchase Debt Securities (the Warrants), share purchase contracts and share purchase or equity units (all of the foregoing, collectively, the Securities) or any combination thereof up to an aggregate initial offering price of US$500,000,000 during the 25-month period that this short form base shelf prospectus (the Prospectus), including any amendments thereto, remains effective. Securities may be offered separately or together, in amounts, at prices and on terms to be determined based on market conditions at the time of sale and set forth in an accompanying shelf prospectus supplement (a Prospectus Supplement).

Investing in our securities involves a high degree of risk. You should carefully read the Risk Factors section beginning on page 29 of this Prospectus.

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 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 are 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. Prospective investors should read the tax discussion contained in the applicable Prospectus Supplement with respect to a particular offering of Securities.

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 experts named in the registration statement are

residents of a foreign country, 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 regulator has approved or disapproved the Securities offered hereby or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offence.

(cover page continues on next page)

The specific terms of the Securities with respect to a particular offering will be set out in the applicable Prospectus Supplement and may include, where applicable: (i) in the case of Debt Securities, the specific designation, aggregate principal amount, the currency or the currency unit for which the Debt Securities may be purchased, the maturity, interest provisions, authorized denominations, offering price, covenants, events of default, any terms for redemption or retraction, any exchange or conversion terms, whether the debt is senior or subordinated and any other terms specific to the Debt Securities being offered; (ii) in the case of Equity Securities, the designation of the particular class and series, the number of shares offered, the issue price, dividend rate, if any, and any other terms specific to the Equity Securities being offered; (iii) in the case of Warrants, the designation, number and terms of the Equity Securities or Debt Securities issuable upon exercise of the Warrants, any procedures that will result in the adjustment of these numbers, the exercise price, dates and periods of exercise, the currency in which the Warrants are issued and any other specific terms; (iv) in the case of share purchase contracts, the designation, number and terms of the Equity Securities to be purchased under the share purchase contract, any procedures that will result in the adjustment of these numbers, the purchase price and purchase date or dates of the Equity Securities, any requirements of the purchaser to secure its obligations under the share purchase contract and any other specific terms; and (v) in the case of share purchase or equity units, the terms of the share purchase contract and Debt Securities or third party obligations, any requirements of the purchaser to secure its obligations under the share purchase contact by the Debt Securities or third party obligations and any other specific terms. Where required by statute, regulation or policy, and where Securities are offered in currencies other than Canadian dollars, appropriate disclosure of foreign exchange rates applicable to such Securities will be included in the Prospectus Supplement describing such Securities.

Warrants will not be offered for sale separately to any member of the public in Canada unless the offering is in connection with, and forms part of, the consideration for an acquisition or merger transaction or unless the Prospectus Supplement describing the specific terms of the Warrants to be offered separately is first approved for filing by each of the securities commissions or similar regulatory authorities in Canada where the Warrants will be offered for sale.

NovaGold has filed an undertaking with each of the securities commissions or similar regulatory authorities in Canada that it will not distribute stand alone warrants, share purchase contracts or share purchase or equity units without pre-clearing with the applicable regulator the disclosure to be contained in the Prospectus Supplement pertaining to the distribution of such securities.

All shelf information permitted under applicable laws to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains.

This Prospectus constitutes a public offering of these Securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such Securities. The Company may offer and sell Securities to, or through, underwriters or dealers and also may offer and sell certain Securities directly to other purchasers or through agents pursuant to exemptions from registration or qualification under applicable securities laws. A Prospectus Supplement relating to each issue of Securities offered thereby will set forth the names of any underwriters, dealers or agents involved in the offering and sale of such Securities and will set forth the terms of the offering of such Securities, the method of distribution of such Securities including, to the extent applicable, the proceeds to the Company and any fees, discounts or any other compensation payable to underwriters, dealers or agents and any other material terms of the plan of distribution. The common shares of NovaGold are listed on the Toronto Stock Exchange (TSX) and the NYSE Amex LLC (NYSE Amex) under the symbol NG . Unless otherwise specified in the applicable Prospectus Supplement, Securities other than the common shares of NovaGold will not be listed on any securities exchange. The offering of Securities hereunder is subject to approval of certain legal matters on behalf of NovaGold by Blake, Cassels & Graydon LLP, with respect to Canadian legal matters, and Dorsey & Whitney LLP, with respect to U.S. legal matters.

The earnings coverage ratio of NovaGold for the fiscal year ended November 30, 2008 was less than one-to-one. See Earnings Coverage .

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