

Form 62-103F1

Required Disclosure under the Early Warning Requirements

This report is filed to amend information disclosed in the Acquiror's (defined below) report on Form 62-103F1 *Required Disclosure under the Early Warning Requirements* dated April 22, 2025 filed on the SEDAR+ profile of the Issuer (defined below).

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to the common shares (each, a “**Common Share**”) in the capital of NOVAGOLD Resources Inc. (the “**Issuer**”).

The Issuer's head office address is:

201 South Main Street, Suite 400
Salt Lake City, Utah, USA, 84111

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Electrum Strategic Resources L.P. (the “**Acquiror**”), a limited partnership formed under the laws of Delaware. The Acquiror's principal business is to invest in securities and other assets, directly and indirectly, and its head office address is:

c/o The Electrum Group LLC
600 Fifth Ave., 24th Floor
New York, NY, USA 10020

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On May 9, 2025, the Acquiror purchased from the Issuer 13,333,334 Common Shares (“**Subscribed Shares**”) at a purchase price per Subscribed Share of US\$3.75 for gross proceeds of US\$50,000,002.50, pursuant to a subscription

agreement dated May 7, 2025 (the “**Subscription Agreement**”) between the Issuer and the Acquiror (the “**Subscription**”).

The Subscription formed part of a private placement by the Issuer whereby the Issuer issued an aggregate of 17,173,853 Common Shares (including the Subscribed Shares) (the “**Concurrent Private Placement**”). As further described in the Current Report on Form 8-K filed by the Issuer on EDGAR on May 9, 2025, on May 7, 2025, the Issuer entered into an Underwriting Agreement (the “**Underwriting Agreement**”) with Citigroup Global Markets Inc. and RBC Capital Markets, LLC, as representatives of the several underwriters listed on Schedule II thereto (the “**Underwriters**”), related to a public offering of 47,850,000 Common Shares (the “**Public Offering**”). The Public Offering closed on May 9, 2025, contemporaneously with the Concurrent Private Placement. In addition, the Issuer granted the Underwriters an option exercisable for 30 days from the date of the Underwriting Agreement to purchase up to 7,177,500 of additional Common Shares (the “**Over-Allotment Option**”).

2.3 State the names of any joint actors.

GRAT Holdings LLC (“**Holdings**”)
Leopard Holdings LLC (“**Leopard**”)
The Electrum Group LLC (“**TEG Services**”)
TEG Global GP Ltd. (“**Global GP**”)
Thomas S. Kaplan

(collectively, the “**Joint Actors**” and together with the Acquiror, the “**Electrum Reporting Persons**”). See also Item 6.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.

Immediately prior to giving effect to the Public Offering and the Concurrent Private Placement (including the Subscription), the Electrum Reporting Persons beneficially owned or exercised control or direction over an aggregate of 91,565,396 Common Shares representing 26.82% of the issued and outstanding Common Shares on a partially diluted basis.¹

¹ Based on 334,696,294 Common Shares issued and outstanding on an undiluted basis as of May 2, 2025, the latest figure publicly disclosed by the Issuer per the Issuer’s Prospectus Supplement dated May 7, 2025, and assuming the exercise or conversion by only the Electrum Reporting Persons of securities that may be exercised for or converted into Common Shares within 60-days following the date hereof.

Immediately after giving effect to the Public Offering and the Concurrent Private Placement (including the Subscription), the Electrum Reporting Persons beneficially owned or exercised control or direction over an aggregate of 104,898,730 Common Shares representing 25.81%² of the issued and outstanding Common Shares on a partially diluted basis³, as follows:

- Holdings: (a) 5,286,977 Common Shares (sole control and direction and ownership); (b) 92,902,813 Common Shares (shared control and direction and/or ownership with the Acquiror, Leopard, TEG Services, and Global GP); and (c) warrants to acquire 6,375,000 Common Shares (shared control and direction and/or ownership with the Acquiror, Leopard, TEG Services, and Global GP);
- Acquiror, Leopard, TEG Services, and Global GP: (a) 92,902,813 Common Shares (shared control and direction and/or ownership with Holdings); and (b) warrants to acquire 6,375,000 Common Shares shared control and direction and/or ownership with Holdings);⁴ and
- Thomas S. Kaplan: (a) 11,710 Common Shares; (b) options that have vested or vest within 60-days of the date hereof to acquire 210,934 Common Shares; and (c) 111,296 deferred share units convertible into Common Shares.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

See Items 2.2 and 3.1.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately

² 24.13% if the Over-Allotment Option is exercised in full.

³ Based on 334,696,294 Common Shares issued and outstanding on an undiluted basis as of May 2, 2025, the latest figure publicly disclosed by the Issuer per the Issuer's Prospectus Supplement dated May 7, 2025, and the issuance of an aggregate of 65,023,853 Common Shares under the Public Offering and the Concurrent Private Placement, and assuming the exercise or conversion by only the Electrum Reporting Persons of securities that may be exercised for or converted into Common Shares within 60-days following the date hereof.

⁴ The Common Shares and warrants reported for these Electrum Reporting Persons are the same as the 92,902,813 Common Shares and 6,375,000 warrants reported above for Holdings.

before and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 3.1.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See Item 3.1.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's security holdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or

indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

C\$5.21 per Subscribed Share, being the Canadian dollar equivalent of the US\$3.75 subscription price per Subscribed Share based on The Bank of Canada daily USD:CAD rate posted on May 9, 2025 of 1.00:1.39, representing gross proceeds of C\$69,466,670.14.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 4.1.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

The Common Shares referred to above are held for investment purposes and the Acquiror and/or one or more of the Joint Actors may, depending on market and other conditions, increase or decrease its beneficial ownership of Common Shares or other securities of the Issuer whether in the open market, by privately negotiated agreement or otherwise.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Arrangements Among Electrum Reporting Persons

Holdings is the owner of, and has control over, Leopard. Leopard, in turn, has direct and/or indirect control over Global GP, the Acquiror and TEG Services. Global GP is the sole general partner of, and TEG Services is the investment adviser to, the Acquiror. TEG Services possesses voting and investment discretion with respect to assets of the Acquiror, including indirect investment discretion with respect to the Common Shares held by the Acquiror. The investment committee of Holdings exercises voting and

investment decisions on behalf of Holdings. Trusts for the benefit of members of the immediate family of Thomas S. Kaplan have the right to receive and the power to direct the receipt of a portion of the dividends from, and a portion of the proceeds from the sale of, the Common Shares reported herein.

Lock-Up Agreement

In connection with the Public Offering, the Acquiror entered into a Lock-Up Agreement with representatives of the Underwriters, dated May 7, 2025 (the “**Lock-Up Agreement**”), pursuant to which the Acquiror agreed, subject to certain exceptions, not to, without the prior written consent of Citigroup Global Markets Inc., offer, sell, contract to sell, pledge or otherwise dispose of (or enter into any transaction which is designed to, or might reasonably be expected to, result in the disposition (whether by actual disposition or effective economic disposition due to cash settlement or otherwise) by the Acquiror or any affiliate of the Acquiror or any person in privity with the Acquiror or any affiliate of the Acquiror), directly or indirectly, including the filing (or participation in the filing) of a registration statement with the Securities and Exchange Commission (the “**SEC**”) in respect of, or establish or increase a put equivalent position or liquidate or decrease a call equivalent position within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations of the SEC promulgated thereunder with respect to, any Common Shares or any securities convertible into, or exercisable or exchangeable for, Common Shares, or publicly announce an intention to effect any such transaction, until 90 days after the date of the Underwriting Agreement.

The description of the Lock-Up Agreement contained herein does not purport to be complete and is qualified in its entirety by reference to the full text of such agreement, which is included as Exhibits 99.1 to the Electrum Reporting Persons’ Schedule 13D/A filing with the U.S. Securities and Exchange Commission filed in conjunction with this early warning report, which is available on EDGAR at www.sec.gov.

Registration Rights

Pursuant to the Subscription Agreement, the Issuer granted the Acquiror registration rights equivalent to, and subject to the provisions of, those contained in a Backstop Agreement dated April 22, 2025 (the “**Backstop Agreement**”) among the Issuer, the Acquiror, entities related to Paulson Advisers LLC and Kopernik Global Investors, LLC.

For further details of the terms of the registration rights in the Backstop Agreement, refer to the Acquiror’s report on Form 62-103F1 *Required Disclosure under the Early Warning Requirements* dated April 22, 2025 filed on the SEDAR+ profile of the Issuer.

Commitment under Backstop Agreement

In its Prospectus Supplement dated May 7, 2025 filed in connection with the Public Offering, the Issuer disclosed that if at least US\$200 million in net proceeds are raised by the Issuer in the Public Offering and the Concurrent Private Placement, the

commitments of the Acquiror (among others) to purchase, on a non-brokered, private placement basis, an aggregate of up to \$170 million of Common Shares at US\$3.00 per share pursuant to the Backstop Agreement (as defined below) will not be used by the Issuer to fund the purchase price payable by the Issuer for its previously announced acquisition of an additional 10% ownership interest in Donlin Gold LLC. As the Issuer has disclosed that \$234.1 million of net proceeds were raised in the Public Offering and the Concurrent Private Placement, the Acquiror's commitment to subscribe for up to US\$45 million of Common Shares pursuant to the Backstop Agreement will not be used by the Issuer.

For further details of the Backstop Agreement and the Acquiror's commitment thereunder, refer to the Acquiror's report on Form 62-103F1 *Required Disclosure under the Early Warning Requirements* dated April 22, 2025 filed on the SEDAR+ profile of the Issuer.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

See Items 2.2, 3.1 and 6.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: May 12, 2025

“Michael H. Williams”

Michael H. Williams

Managing Director of Electrum Strategic Management LLC,
the general partner of Electrum Strategic Resources L.P.