

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: August 27, 2025 (Date of earliest event reported)

**NOVAGOLD RESOURCES INC.**

(Exact Name of Registrant as Specified in Its Charter)

British Columbia  
(State of Incorporation)

001-31913  
(Commission File Number)

N/A  
(I.R.S. Employer Identification)

201 South Main Street, Suite 400, Salt Lake City, Utah 84111  
(Address of principal executive offices) (Zip Code)

(801) 639-0511  
(Registrant's Telephone Number, Including Area Code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares	NG	NYSE American Toronto Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.05 Amendments to the Registrant’s Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

Effective August 27, 2025, the Board of Directors of NOVAGOLD RESOURCES INC. (the “Company”) approved the adoption of amendments to the code of ethics for the Company, known as the NOVAGOLD RESOURCES INC. Code of Business Conduct and Ethics (the “Code”) relating to competition and fair dealing, and reiterates the prohibition of certain types of transactions of the Company’s securities.

The foregoing description of the amendments is qualified in its entirety by reference to the full text of the amended Code, which is available on the Company’s website ([www.novagold.com](http://www.novagold.com)).

The amendments are intended to clarify existing policies and reflect current organizational practices and do not constitute, or result in, a waiver of any provision of the Code applicable to any officer, director, or employee of the Company.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 28, 2025

NOVAGOLD RESOURCES INC.

By: /s/ Peter Adamek

Peter Adamek

Vice President and Chief Financial Officer