

**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: June 2, 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 of this chapter).

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 2, 2025, Dr. Diane Garrett notified the Chairman of the Company's Board of Directors of her resignation from the Company's Board of Directors effective on the earlier of: (i) the appointment of a duly qualified successor, or (ii) the Company's 2026 Annual Meeting of Shareholders (the "2026 Annual Meeting"). Dr. Garrett's resignation is not the result of any disagreements between Dr. Garrett and the Company relating to the Company's operations, policies, or practices. Upon the appointment of Mr. Erfan as described below, Dr. Garrett's resignation was effective.

On July 21, 2025, Ali Erfan was appointed to the Board to serve until the Company's 2026 Annual Meeting. The Board deems Mr. Erfan to be a non-independent director under NYSE American, TSX and Securities and Exchange Commission ("SEC") rules. The Board expects to appoint Mr. Erfan to one or more committees at a later date. There is no arrangement or understanding between Mr. Erfan and any other person pursuant to which the Board selected Mr. Erfan as a director.

Electrum Strategic Resources L.P. ("Electrum") is our largest shareholder. Mr. Erfan currently serves as the Vice Chairman of The Electrum Group LLC, which possesses voting and investment power with respect to assets of Electrum, including indirect investment discretion with respect to the Common Shares held by Electrum. The transactions between the Company and Electrum have been described in the Company's most recent Form 10-Q in "Management's Discussion and Analysis of Financial Condition and Results of Operations." However, Mr. Erfan was not a director or nominee for a director at the time of such transactions between the Company and Electrum, and has not participated in any "related party-transactions" with the Company as set forth in Item 404(a) of Regulation S-K.

Mr. Erfan will receive the Company's standard compensation package for non-employee directors. A description of this standard compensation package can be found in the Company's definitive proxy statement on Schedule 14A filed with the SEC on March 24, 2025.

## **Item 7.01 Regulation FD Disclosure**

On July 21, 2025, the Company issued a press release announcing: i) the appointment of Ali Erfan to the Board, and ii) the resignation of Diane Garrett from the Board. A copy of the press release is furnished as Exhibit 99.1 to this report and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

## **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release dated July 21, 2025 titled "NOVAGOLD Announces Appointment of New Director"
104	Cover Page Interactive Data File – The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

## 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: July 22, 2025

NOVAGOLD RESOURCES INC.

By: /s/ Gregory A. Lang  
Gregory A. Lang  
President and Chief Executive Officer

## NOVAGOLD ANNOUNCES APPOINTMENT OF NEW DIRECTOR

**July 21, 2025 – Vancouver, British Columbia – NOVAGOLD RESOURCES INC.** (“NOVAGOLD” or the “Company”) (NYSE American, TSX: NG) is pleased to announce that the Company’s Board of Directors (the “Board”) has approved the appointment of Ali Erfan to serve on the Board effective immediately. Mr. Erfan’s ascension will fill the vacancy left by the departure of director Diane Garrett.

“I am very pleased to welcome Ali Erfan to NOVAGOLD’s Board”, said Dr. Thomas S. Kaplan, NOVAGOLD’s Chairman. “Mr. Erfan brings a wealth of knowledge and experience as a long-standing Vice-Chairman of The Electrum Group, investment adviser to Electrum Strategic Resources, which is the Company’s largest shareholder and a global leader in precious metals mining, with multi-billion-dollar investments and operations in North America. I also wish to extend my deepest appreciation to Diane Garrett for her valued guidance and significant contributions to the Company over her seven years of committed service.”

Mr. Erfan has extensive capital markets and industry experience as one of the key executives at Electrum, which he joined in 2007, and as a founding board member of Leor Energy, a privately held North American natural gas producer that went from a start-up in 2003 to being sold to Encana in 2007 for \$2.6 billion. He later served on the board of Gatos Silver from IPO through to its merger with First Majestic and presently sits on the boards of Gabriel Resources Ltd. (TSX-V: GBU.V), and Electrum’s two privately-held silver vehicles — Sunshine Silver Mining & Refining and Sinda.

Prior to joining Electrum, Mr. Erfan was a senior partner at 3i Group plc’s London headquarters, one of the world’s most prominent listed private equity and venture capital investment companies. Earlier in his career, Mr. Erfan was invested in several early-stage technology companies that achieved IPOs and M&A exits internationally. These included, among others, HTE (acquired by BASF), Insensys (acquired by Moog Inc.), Smart Fuel Cells (IPO Frankfurt), and CSR (IPO London, then acquired by Qualcomm). Mr. Erfan graduated from the University of Oxford with a BA and an MA in Philosophy, Politics and Economics. He holds an MBA from the London Business School and is a member of Kauffman Fellows Class 10.

### About NOVAGOLD

NOVAGOLD is a well-financed precious metals company focused on the development of the Donlin Gold project in Alaska, one of the safest mining jurisdictions in the world. With approximately 39 million ounces of gold in the Measured and Indicated Mineral Resource categories, inclusive of Proven and Probable Mineral Reserves (541 million tonnes at an average grade of approximately 2.24 grams per tonne, in the Measured and Indicated Mineral Resource categories on a 100% basis)<sup>1</sup>, the Donlin Gold project is regarded to be one of the largest, highest-grade, and most prospective known open-pit gold deposits in the world. According to the 2021 Technical Report and the S-K 1300 Technical Report Summary, once in

<sup>1</sup> Donlin Gold data as per the report titled “NI 43-101 Technical Report on the Donlin Gold project, Alaska, USA” with an effective date of June 1, 2021 (the “2021 Technical Report”) and the report titled “S-K 1300 Technical Report Summary on the Donlin Gold project, Alaska, USA” (the “S-K 1300 Technical Report Summary”), dated November 30, 2021. Donlin Gold possesses Measured Resources of approximately 8 Mt grading 2.52 g/t and Indicated Resources of approximately 534 Mt grading 2.24 g/t, each on a 100% basis and inclusive of Mineral Reserves, of which approximately 5 Mt of Measured Resources and approximately 320 Mt of Indicated Resources inclusive of Reserves is currently attributable to NOVAGOLD through its 60% ownership interest in Donlin Gold LLC. Exclusive of Mineral Reserves, Donlin Gold possesses Measured Resources of approximately 0.9 Mt grading 2.23 g/t and Indicated Resources of approximately 69 Mt grading 2.44 g/t, of which approximately 0.5 Mt of Measured Resources and approximately 42 Mt of Indicated Resources exclusive of Mineral Reserves is currently attributable to NOVAGOLD. Donlin Gold possesses Proven Reserves of approximately 8 Mt grading 2.32 g/t and Probable Reserves of approximately 497 Mt grading 2.08 g/t, each on a 100% basis, of which approximately 5 Mt of Proven Reserves and approximately 298 Mt of Probable Reserves is attributable to NOVAGOLD. Mineral Reserves and Resources have been estimated in accordance with NI 43-101 and S-K 1300.

production, the Donlin Gold project is expected to produce an average of more than one million ounces per year over a 27-year mine life on a 100% basis.

### **NOVAGOLD Contacts:**

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### **Cautionary Note Regarding Forward-Looking Statements**

*This media release includes certain "forward-looking information" and "forward-looking statements" (collectively "forward-looking statements") within the meaning of applicable securities legislation, including the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are frequently, but not always, identified by words such as "expects", "continue", "ongoing", "anticipates", "believes", "intends", "estimates", "potential", "possible", and similar expressions, or statements that events, conditions, or results "will", "may", "could", "would" or "should" occur or be achieved. Forward-looking statements contained in this media release are based on a number of material assumptions, including but not limited to the following, which could prove to be significantly incorrect: our ability to achieve production at Donlin Gold; the cost estimates and assumptions contained in the 2021 Technical Report and the S-K 1300 Technical Report Summary; estimated metal pricing, metallurgy, mineability, marketability and operating and capital costs, together with other assumptions underlying our resource and reserve estimates; our expected ability to develop adequate infrastructure and that the cost of doing so will be reasonable; assumptions that all necessary permits and governmental approvals will be obtained and the timing of such approvals; assumptions made in the interpretation of drill results, the geology, grade and continuity of our mineral deposits; our expectations regarding demand for equipment, skilled labor and services needed for exploration and development of mineral properties; our ability to improve our ESG initiatives and goals; and that our activities will not be adversely disrupted or impeded by development, operating or regulatory risks. Forward-looking statements are necessarily based on several opinions, estimates and assumptions that management of NOVAGOLD considered appropriate and reasonable as of the date such statements are made, are subject to known and unknown risks, uncertainties, assumptions, and other factors that may cause the actual results, activity, performance, or achievements to be materially different from those expressed or implied by such forward-looking statements. All statements, other than statements of historical fact, included herein are forward-looking statements. These forward-looking statements include statements regarding perceived merit of properties; mineral reserve and mineral resource estimates; and the success of the strategic mine plan for the Donlin Gold project, including expected production and mine life. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances are forward-looking statements. Forward-looking statements are not historical facts but instead represent the expectations of NOVAGOLD management's estimates and projections regarding future events or circumstances on the date the statements are made. Important factors that could cause actual results to differ materially from expectations include the need to obtain additional permits and governmental approvals; the timing and likelihood of obtaining and maintaining permits necessary to construct and operate; the need for additional financing to complete an updated feasibility study and to explore and develop properties; availability of financing in the debt and capital markets; disease pandemics; uncertainties involved in the interpretation of drill results and geological tests and the estimation of reserves and resources; changes in mineral production performance, exploitation and exploration successes; changes in national and local government legislation, taxation, controls or regulations and/or changes in the administration of laws, policies and practices, expropriation or nationalization of property and political or economic developments in the United States or Canada; the need for continued cooperation between the owners of Donlin Gold LLC to advance the project; the need for cooperation of government agencies and Native groups in the development and operation of properties; risks of construction and mining projects such as accidents, equipment breakdowns, bad weather, disease pandemics, non-compliance with environmental and permit requirements, unanticipated variation in geological structures, ore grades or recovery rates; unexpected cost increases, which could include significant increases in estimated capital and operating costs; fluctuations in metal prices and currency exchange rates; whether or when a positive construction decision will be made regarding the Donlin Gold project; and other risks and uncertainties disclosed in NOVAGOLD's most recent reports on Forms 10-K and 10-Q, particularly the "Risk Factors" sections of those reports and other documents filed by NOVAGOLD with applicable securities regulatory authorities from time to time. Copies of these filings may be obtained by visiting NOVAGOLD's website at [www.novagold.com](http://www.novagold.com), or the SEC's website at [www.sec.gov](http://www.sec.gov), or on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). The forward-looking statements contained herein reflect the beliefs, opinions and projections of NOVAGOLD on the date the statements are made. NOVAGOLD assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.*