

NOVAGOLD RESOURCES INC
Form 10-Q
October 06, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended August 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from to

Commission File Number: 001-31913

NOVAGOLD RESOURCES INC.

(Exact Name of Registrant as Specified in Its Charter)

British Columbia
(State or Other Jurisdiction of
Incorporation or Organization)

N/A
(I.R.S. Employer
Identification No.)

789 West Pender Street, Suite 720
Vancouver, British Columbia
Canada
(Address of Principal Executive Offices)

V6C 1H2
(Zip Code)

(604) 669-6227

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer
(Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of September 30, 2015, the Company had 317,906,679 Common Shares, no par value, outstanding.

NOVAGOLD RESOURCES INC.

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This Quarterly Report on Form 10-Q contains forward-looking statements or information within the meaning of Canadian securities laws and the United States Private Securities Litigation Reform Act of 1995 concerning anticipated results and developments in our operations in future periods, planned exploration activities, the adequacy of our financial resources and other events or conditions that may occur in the future. These forward-looking statements may include statements regarding perceived merit of our properties, exploration results and budgets, mineral reserves and resource estimates, work programs, capital expenditures, operating costs, cash flow estimates, production estimates and similar statements relating to the economic viability of a project, timelines, strategic plans, including our plans and expectations relating to the Donlin Gold and Galore Creek projects, completion of transactions, market prices for precious and base metals, or other statements that are not statements of fact. 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 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, identified by words or phrases such as “expects”, “is expected”, “anticipates”, “believes”, “plans”, “projects”, “estimates”, “assumes”, “intends”, “strives”, “objectives”, “potential”, “possible” or variations thereof or stating that certain actions, events, conditions or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking statements.

Forward-looking statements are based on a number of material assumptions, including those listed below, which could prove to be significantly incorrect:

- our ability to achieve production at any of our mineral exploration and development properties;
- estimated capital costs, operating costs, production and economic returns;
- 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;
- 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; and
 - our activities will not be adversely disrupted or impeded by development, operating or regulatory risks.

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 reflected in the forward-looking statements, including, without limitation:

- uncertainty of whether there will ever be production at our mineral exploration and development properties;

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- uncertainty of estimates of capital costs, operating costs, production and economic returns;
 - uncertainties relating to the assumptions underlying our resource and reserve estimates, such as metal pricing, metallurgy, mineability, marketability and operating and capital costs;
 - risks related to our ability to commence production and generate material revenues or obtain adequate financing for our planned exploration and development activities;
 - risks related to our ability to finance the development of our mineral properties through external financing, strategic alliances, the sale of property interests or otherwise;
 - risks related to the third parties on which we depend for our exploration and development activities;
 - dependence on cooperation of joint venture partners in exploration and development of properties;
 - credit, liquidity, interest rate and currency risks;
 - risks related to market events and general economic conditions;
 - uncertainty related to inferred mineral resources;
 - risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of our mineral deposits;
 - risks related to lack of infrastructure required to develop, construct, and operate our mineral properties;
 - 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;
 - the risk that permits and governmental approvals necessary to develop and operate mines on our properties will not be available on a timely basis, subject to reasonable conditions, or at all;
 - commodity price fluctuations;
 - risks related to governmental regulation and permits, including environmental regulation;
 - risks related to the need for reclamation activities on our properties and uncertainty of cost estimates related thereto;
 - uncertainty related to title to our mineral properties;
-

- uncertainty related to unsettled aboriginal rights and title in British Columbia;
 - our history of losses and expectation of future losses;
 - uncertainty as to the outcome of potential litigation;
 - risks related to our largest shareholder;
- risks related to increases in demand for equipment, skilled labor and services needed for exploration and development of mineral properties, and related cost increases;
 - competition in the mining industry;
 - our need to attract and retain qualified management and technical personnel;
 - risks related to our current practice of not using hedging arrangements;
 - risks related to conflicts of interests of some of the directors of the Company;
 - risks related to global climate change;
- risks related to opposition to our operations at our mineral exploration and development properties from non-governmental organizations or civil society; and
 - increased regulatory compliance costs relating to the Dodd-Frank Act.

This list is not exhaustive of the factors that may affect any of our forward-looking statements. Forward-looking statements are statements about the future and are inherently uncertain, and our actual achievements 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 our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q under the heading “Risk Factors”.

Our forward-looking statements contained in this Quarterly Report on Form 10-Q are based on the beliefs, expectations and opinions of management as of the date of this report. We do 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.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

NOVAGOLD RESOURCES INC.
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Unaudited, US dollars in thousands)

	At August 31, 2015	At November 30, 2014
ASSETS		
Cash and cash equivalents	\$44,987	\$70,325
Investments (note 4)	85,000	95,000
Other assets	3,043	3,735
Current assets	133,030	169,060
Investments (note 4)	462	901
Investment in affiliates (note 5)	248,107	284,865
Mineral properties	44,266	50,897
Deferred income taxes	9,952	11,445
Other assets	6,637	7,378
Total assets	442,454	\$524,546
LIABILITIES		
Accounts payable and accrued liabilities	\$2,524	\$3,489
Debt (note 6)	—	15,112
Other liabilities	518	625
Current liabilities	3,042	19,226
Debt (note 6)	79,219	76,153
Deferred income taxes	20,912	24,051
Total liabilities	103,173	119,430
Commitments and contingencies (note 13)		
EQUITY		
Common shares	1,938,042	1,936,336
Contributed surplus	79,367	74,038
Accumulated deficit	(1,664,887)	(1,640,103)
Accumulated other comprehensive income (loss)	(13,241)	34,845
Total equity	339,281	405,116
Total liabilities and equity	\$442,454	\$524,546

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

These condensed consolidated interim financial statements are authorized for issue by the Board of Directors on October 6, 2015. They are signed on the Company's behalf by:

/s/ Gregory A. Lang, Director

/ s / A n t h o n y W a l s h ,
Director

NOVAGOLD RESOURCES INC.
 CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS
 (Unaudited, US dollars in thousands except per share amounts)

	Three months ended August 31,		Nine months ended August 31,	
	2015	2014	2015	2014
Operating expenses:				
Equity loss of affiliates (note 5)	\$2,457	\$5,709	\$9,018	\$12,946
General and administrative (note 8)	4,062	5,037	15,714	17,379
Exploration and evaluation	52	—	353	—
Depreciation	8	9	26	27
	6,579	10,755	25,111	30,352
Loss from operations	(6,579)	(10,755)	(25,111)	(30,352)
Other income (expense):				
Interest income	192	183	557	649
Interest expense	(1,045)	(1,609)	(4,146)	(5,229)
Foreign exchange gain	1,141	173	4,356	1,521
Write-down of investments (note 4)	—	—	(426)	—
Other	—	—	—	25
	288	(1,253)	341	(3,034)
Loss before income taxes	(6,291)	(12,008)	(24,770)	(33,386)
Income tax (expense) recovery	(10)	(1)	(14)	5
Net loss	\$(6,301)	\$(12,009)	\$(24,784)	\$(33,381)
Loss per common share				
Basic and diluted	\$(0.02)	\$(0.04)	\$(0.08)	\$(0.11)
Weighted average shares outstanding				
Basic and diluted (thousands)	317,862	317,288	317,835	317,175

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

NOVAGOLD RESOURCES INC.
 CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
 (Unaudited, US dollars in thousands)

	Three months ended		Nine months ended	
	August 31,		August 31,	
	2015	2014	2015	2014
Net loss	\$(6,301)	\$(12,009)	\$(24,784)	\$(33,381)
Unrealized gains (losses) on marketable securities				
Unrealized holding gains (losses) during period	(75)	26	(327)	135
Reclassification adjustment for losses included in net loss (note 11)	—	—	426	—
Net unrealized gain (loss), net of \$10, \$1, \$14 and \$(5) tax recovery (expense)	(75)	26	99	135
Foreign currency translation adjustments	(17,969)	(1,157)	(48,185)	(9,869)
Other comprehensive income (loss)	(18,044)	(1,131)	(48,086)	(9,734)
Comprehensive loss	\$(24,345)	\$(13,140)	\$(72,870)	\$(43,115)

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

NOVAGOLD RESOURCES INC.
 CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
 (Unaudited, US dollars in thousands)

	Three months ended August 31,		Nine months ended August 31,	
	2015	2014	2015	2014
Operating activities:				
Net loss	\$(6,301)	\$(12,009)	\$(24,784)	\$(33,381)
Adjustments to reconcile net income to net cash used in operating activities:				
Depreciation	8	9	26	27
Deferred income taxes	10	1	14	(5)