

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2021 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2021 or fiscal plan year beginning <u>01/01/2021</u> and ending <u>12/31/2021</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.	☐

Part II	Basic Plan Information—enter all requested information												
1a Name of plan <u>NORTHERN STAR (POGO) LLC 401K PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/2009</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>92-0173618</u></td> </tr> <tr> <td colspan="2">2c Plan Sponsor's telephone number <u>907-895-2817</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>212200</u></td> </tr> <tr> <td colspan="2" style="background-color: #cccccc; height: 30px;"></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/01/2009</u>		2b Employer Identification Number (EIN) <u>92-0173618</u>		2c Plan Sponsor's telephone number <u>907-895-2817</u>		2d Business code (see instructions) <u>212200</u>			
1b Three-digit plan number (PN) ▶	<u>001</u>												
1c Effective date of plan <u>07/01/2009</u>													
2b Employer Identification Number (EIN) <u>92-0173618</u>													
2c Plan Sponsor's telephone number <u>907-895-2817</u>													
2d Business code (see instructions) <u>212200</u>													
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>NORTHERN STAR (POGO) LLC</u> <u>3204 INTERNATIONAL STREET</u> <u>FAIRBANKS, AK 99701</u>													

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2022	AMBER CRAINE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2021)
v. 210624

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name		4b EIN 4d PN	
5 Total number of participants at the beginning of the plan year		5	626
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year.....		6a(1)	467
a(2) Total number of active participants at the end of the plan year		6a(2)	498
b Retired or separated participants receiving benefits.....		6b	3
c Other retired or separated participants entitled to future benefits		6c	141
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	642
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	0
f Total. Add lines 6d and 6e		6f	642
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	642
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	5
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 2S 3D			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2021 Form M-1 annual report. If the plan was not required to file the 2021 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2021 This Form is Open to Public Inspection
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For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021	
A Name of plan NORTHERN STAR (POGO) LLC 401K PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 NORTHERN STAR (POGO) LLC	D Employer Identification Number (EIN) 92-0173618

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	075589	642	01/01/2021	12/31/2021

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	2270999
5	Current value of plan's interest under this contract in separate accounts at year end.....	5	2243463

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GUARANTEED GENERAL ACCOUNT CONTRACT**

b	Balance at the end of the previous year	7b	3329242
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c	Additions: (1) Contributions deposited during the year	7c(1)	165550	
	(2) Dividends and credits.....	7c(2)		
	(3) Interest credited during the year.....	7c(3)	62668	
	(4) Transferred from separate account.....	7c(4)	135377	
	(5) Other (specify below)	7c(5)	3623683	

▶ **LOAN REPAYMENTS, TRANSFERS IN MISCELLANEOUS IN FORFEITURE CREDITS**

(6) Total additions	7c(6)	3987278
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d	Total of balance and additions (add lines 7b and 7c(6))	7d	7316520
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e Deductions:

	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	2583458	
	(2) Administration charge made by carrier.....	7e(2)	74	
	(3) Transferred to separate account.....	7e(3)	441916	
	(4) Other (specify below)	7e(4)	2020073	

▶ **LOAN INITIATIONS TRANSFERS OUT MISCELLANEOUS OUT**

(5) Total deductions	7e(5)	5045521
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f	Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	2270999
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))		9a(4)	
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. Specify nature of costs.	10b	

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2021
		This Form is Open to Public Inspection.

For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021		
A Name of plan NORTHERN STAR (POGO) LLC 401K PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 NORTHERN STAR (POGO) LLC	D Employer Identification Number (EIN) 92-0173618	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND
06-1050034

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

KESTRA ADVISORY SERVICES LLC

35-2552359

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	45000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 37 49 50 64	NONE	42162	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

GALLAGHER BENEFIT SERVICES, INC.

36-4291971

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	NONE	30000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MOSS ADAMS LLP

91-0189318

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	13493	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection.
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For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021

A Name of plan <u>NORTHERN STAR (POGO) LLC 401K PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>NORTHERN STAR (POGO) LLC</u>	D Employer Identification Number (EIN) <u>92-0173618</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LARGE CP GROWTH I</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>		
c EIN-PN <u>06-1050034-274</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2004677</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRU DAY ONE IFX TRGT BAL</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>		
c EIN-PN <u>06-1050034-697</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>238785</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection
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For calendar plan year 2021 or fiscal plan year beginning <u>01/01/2021</u> and ending <u>12/31/2021</u>		
A Name of plan <u>NORTHERN STAR (POGO) LLC 401K PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NORTHERN STAR (POGO) LLC</u>	D Employer Identification Number (EIN) <u>92-0173618</u>	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	22132	293523
(2) Participant contributions.....	1b(2)	321	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1627147	1345714
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	1322926	2243463
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	53217105	48592588
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	3329242	2270999
(15) Other.....	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities.....	1d(1)		
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	59518873	54746287

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	59518873	54746287
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2879336	
(B) Participants	2a(1)(B)	4078863	
(C) Others (including rollovers).....	2a(1)(C)	339438	
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		7297637
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)	73636	
(F) Other	2b(1)(F)	62668	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		136304
(2) Dividends: (A) Preferred stock.....	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	764262	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		764262
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		318662
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		6026706
c Other income.....	2c		4711
d Total income. Add all income amounts in column (b) and enter total.....	2d		14548282
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	10800075	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		10800075
f Corrective distributions (see instructions).....	2f		8322460
g Certain deemed distributions of participant loans (see instructions).....	2g		67750
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	130583	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		130583
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		19320868
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d.....	2k		-4772586
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MOSS ADAMS LLP

(2) EIN: 90-0189318

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

	Yes	No	Amount
4a	X		36465

	Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)			
4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)			
4d		X	
e Was this plan covered by a fidelity bond?	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		X	
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection.
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For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021

A Name of plan NORTHERN STAR (POGO) LLC 401K PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 NORTHERN STAR (POGO) LLC	D Employer Identification Number (EIN) 92-0173618

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1	Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	0
2	Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 22-1211670		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.			
3	Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
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4	Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.				
5	If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6	a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
	b Enter the amount contributed by the employer to the plan for this plan year	6b		
	c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.				
7	Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8	If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9	If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10	Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11	a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
	b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12	Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2021
v. 201209

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....

14a

b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14b

c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14c

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year.....

15a

b The corresponding number for the second preceding plan year

15b

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year

16a

b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....

16b

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

- 20 PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation _____



REPORT OF INDEPENDENT AUDITORS
AND FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULES

NORTHERN STAR (POGO) LLC 401(k) PLAN

December 31, 2021 and 2020

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Report of Independent Auditors

The Plan Administrator of
Northern Star (POGO) LLC 401(k) Plan

Report on the Audit of the Financial Statements

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed an audit of the financial statements of Northern Star (POGO) LLC 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2021 financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from a qualified institution as of and for the year ended December 31, 2021, stating that the certified investment information, as described in Note 7 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section

- the amounts and disclosures in the accompanying 2021 financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (GAAP).
- the information in the accompanying 2021 financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Northern Star (POGO) LLC 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Northern Star (POGO) LLC 401(k) Plan's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Northern Star (POGO) LLC 401(k) Plan 's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Northern Star (POGO) LLC 401(k) Plan 's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the 2021 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of GAAP.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with GAAP.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matters

Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, line 4(i) – schedule of assets (held at end of year) as of December 31, 2021, and Schedule H, line 4(a) – schedule of delinquent participant contributions for the year ended December 31, 2021, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosures under ERISA.
- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Auditor's Report on the 2020 Financial Statements

We were engaged to audit the 2020 financial statements of Northern Star (POGO) LLC 401(k) Plan. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information certified by a qualified institution. In our report dated October 12, 2021, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, we did not express an opinion on the 2020 financial statements, and (b) the form and content of the information included in the 2020 financial statements other than that derived from the certified information were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Moss Adams LLP

Seattle, Washington
October 11, 2022

Northern Star (Pogo) LLC 401(k) Plan
Statements of Net Assets Available for Benefits

	December 31,	
	2021	2020
ASSETS		
Investments, at fair value		
Registered investment companies	\$ 48,592,588	\$ 53,217,105
Pooled separate account	2,243,463	1,322,926
	<u>50,836,051</u>	<u>54,540,031</u>
Total investments, at fair value		
	50,836,051	54,540,031
Guaranteed investment contract, at contract value	2,270,999	3,329,242
	<u>2,270,999</u>	<u>3,329,242</u>
Total investments		
	53,107,050	57,869,273
	<u>53,107,050</u>	<u>57,869,273</u>
Receivables		
Notes receivable from participants	1,345,714	1,627,147
Employee contributions	-	321
Employer contributions	293,523	22,132
	<u>1,639,237</u>	<u>1,649,600</u>
	1,639,237	1,649,600
TOTAL ASSETS	54,746,287	59,518,873
	<u>54,746,287</u>	<u>59,518,873</u>
LIABILITIES		
Accrued voluntary correction distribution (Note 12)	-	8,421,000
	<u>-</u>	<u>8,421,000</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 54,746,287</u>	<u>\$ 51,097,873</u>

Northern Star (Pogo) LLC 401(k) Plan **Statement of Changes in Net Assets Available for Benefits**

	Year Ended December 31, 2021
ADDITIONS TO NET ASSETS ATTRIBUTED TO	
Investment income	
Net appreciation in fair value of investments	\$ 6,339,607
Dividends	826,930
Net investment income	7,166,537
Interest income on notes receivable from participants	73,636
Contributions	
Participant	4,078,863
Employer	2,879,336
Rollovers	339,438
	7,297,637
Other income (Note 12)	174,712
Total additions	14,712,522
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO	
Benefits paid to participants	10,933,895
Administrative expenses	130,213
Total deductions	11,064,108
CHANGE IN NET ASSETS	3,648,414
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	51,097,873
End of year	\$ 54,746,287

Northern Star (Pogo) LLC 401(k) Plan Notes to Financial Statements

Note 1 – Description of Plan

The following description of the Northern Star (Pogo) LLC 401(k) Plan (the Plan), formerly known as the Sumitomo Metal Mining Pogo LLC 401(k) Plan, provides only general information. Participants should refer to the Plan agreement, as amended, for a more complete description of Plan provisions.

General – The Plan is a defined contribution Plan covering all eligible full-time employees of Northern Star (Pogo) LLC (the Company) and is subject to provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective January 1, 2021, the Plan had various amendments to participant and employer contributions as disclosed herein.

Eligibility – Employees of the Company are eligible to participate in the Plan upon completing one hour of service, however, certain employee types and classes are not eligible to participate in the Plan. Employees are eligible for the employer discretionary match based on their years of service as defined by the Plan.

Contributions

Participant contributions – Each year, all participants were required to contribute 3% of their compensation (as defined by the Plan). This was referred to as the basic deferred income contribution and was eliminated effective March 26, 2020 (see Note 12). Participants may elect to contribute voluntary amounts in an amount not to exceed 87% of pretax annual compensation as defined in the Plan or Roth contributions utilizing after-tax contributions. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Effective January 1, 2021, eligible employees are automatically enrolled in the Plan with a 4% deferral contribution, unless elected otherwise by the participant. In addition, employee contributions automatically escalate each December 31 increasing deferral contributions by 1% each year up to a maximum of 15%, unless elected otherwise by the participant.

Employer safe harbor match and discretionary match – Effective January 1, 2021, the Plan began making safe harbor matching contributions of 100% of the employee's first 4% of compensation that is contributed to the Plan. The employer may at its discretion make non-elective contributions to the Plan in an amount determined by the employer and allocated depending on years of service. For the year ended December 31, 2021, the non-elective contribution was made quarterly at the following rates:

<u>Years of Vesting Service on Last Day of Contribution Period</u>	<u>Allocation Rate</u>
Less than 4 years	1.00%
At least 4, but fewer than 9 years	3.00%
At least 9, but fewer than 15 years	5.00%
15 or more years	6.00%

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 1 – Description of Plan (continued)

Prior to January 1, 2021, the Company matched 3% of compensation (called basic matching through March 26, 2020, and fixed matching subsequently) and also contributed a voluntary contribution based on a participant's length of service and voluntary contribution.

Contributions are subject to regulatory limitations.

Participant accounts – Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting – Participants are always 100% vested in employee contributions, matching contributions made prior to January 1, 2021, and safe harbor matching contributions and all earnings thereon. All participants hired on or before January 1, 2021, are 100% vested in non-elective contributions, and participants hired after January 1, 2021, have a vested interest in non-elective contributions over a five year vesting schedule.

Notes receivable from participants – Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50%, of their account balance. The loans are issued by the Plan and secured by the balance in the participant's account. All loans must be repaid within a period of five years, unless the loan is used to purchase a principal residence, in which case, the loan must be repaid within a reasonable period of time not to exceed ten years. Under the terms of the Plan agreement, Plan loans will bear a reasonable rate of interest determined by the Plan administrator. Principal and interest are paid ratably through bi-weekly payroll deductions. As of December 31, 2021, the rate of interest on outstanding loans ranged from 4.25% to 6.50%, with various maturities through October 2031.

Forfeitures – Plan forfeitures are used to pay certain administrative expenses or reduce employer matching contributions. As of December 31, 2021 and 2020, forfeited accounts totaled \$6,434 and \$1,410, respectively. For the year ended December 31, 2021, no forfeitures were used.

Payment of benefits – Upon attaining normal retirement age of 65, termination of employment, or participant disability or death, a participant may receive a lump-sum amount or installments equal to the vested interest of his or her account.

A participant may withdraw a portion of his or her accrued benefit after attaining age 59½. The amount eligible for in-service withdrawal shall be limited to the lessor of 50% of the participant's accrued balance or \$50,000. A participant may not elect to take any type of in-service withdrawal, including hardship withdrawal, from any portion of their Roth contribution account.

Northern Star (Pogo) LLC 401(k) Plan Notes to Financial Statements

Note 2 – Summary of Significant Accounting Policies

Basis of accounting – The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, using the accrual method of accounting.

Use of estimates – The preparation of financial statements in accordance with generally accepted accounting principles requires the use of estimates and assumptions that may affect certain amounts and disclosures. Accordingly, actual results could differ from those estimates.

Investment valuation – Investments are reported at fair value and contract value as certified by the trustees. If available, quoted market prices are used to value investments.

Fair value is the price that would be received to sell an asset or paid to transfer a liability (the exit price) in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Contract value is the relevant measurement for assets invested in fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Income recognition – Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The net appreciation or depreciation in fair value of investments consists of both the realized gains and losses and unrealized appreciation and depreciation of those investments.

Payment of benefits – Benefits payments to participants are recorded when paid.

Notes receivable from participants – Notes receivable from participants are measured at amortized cost, which represents unpaid principal balance plus accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions upon the occurrence of a distributable event, based on the terms of the Plan agreement. No allowance for credit losses has been recorded as of December 31, 2021 or 2020.

Expenses – Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Investment related expenses are included in net appreciation or depreciation of fair value of investments.

Subsequent events – The Plan has evaluated subsequent events through October 11, 2022, which is the date the financial statements were available to be issued.

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 3 – Fair Value Measurements

The framework for measuring fair value provides a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation techniques used for assets measured at fair value. There have been no changes in the techniques used at December 31, 2021 and 2020.

Registered investment companies (mutual funds) and money market fund – Valued at the daily closing price as reported by the fund. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The funds held by the Plan are deemed to be actively traded. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission.

Pooled separate account – Units held in pooled separate accounts (PSAs) are valued using the NAV practical expedient of the PSA as reported by the account managers. The NAV practical expedient is based on the fair value of the underlying assets owned by the PSA, minus its liabilities, and then divided by the number of units outstanding. The Plan has the ability to redeem from these funds immediately without any prior notification period.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 3 – Fair Value Measurements (continued)

The following tables disclose the fair value hierarchy of the Plan's assets by level as of December 31, 2021 and 2020:

Fair Value Measurement at December 31, 2021				
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 48,592,588	\$ -	\$ -	\$ 48,592,588
Investments measured at NAV practical expedient				2,243,463
Investments at fair value				\$ 50,836,051

Fair Value Measurement at December 31, 2020				
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 53,217,105	\$ -	\$ -	\$ 53,217,105
Investments measured at NAV practical expedient				1,322,926
Investments at fair value				\$ 54,540,031

Note 4 – Guaranteed Investment Contract with Prudential Retirement Insurance and Annuity Company

In December 2020, the Plan entered into a fully benefit-responsive investment contract (FBRIC) with Prudential Retirement Insurance and Annuity Company (Prudential). Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The crediting rate is based on a formula established by the contract issuer but may not be less than 1.50%. The crediting rate is reviewed on a daily basis for resetting. The FBRIC does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

The contract meets the FBRIC criteria and is therefore reported at contract value. Contract value is the relevant measure for FBRICs because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet its financial obligations, which may be affected by future economic and regulatory developments.

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 4 – Guaranteed Investment Contract with Prudential Retirement Insurance and Annuity Company (continued)

Certain events might limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA, or (5) premature termination of the contract. No events are probable of occurring that might limit the Plan's ability to transact at contract value with the contract issuer and that also would limit the ability of the Plan to transact at contract value with the participants.

Note 5 – Tax Status of Plan

The Plan document is a volume submitter defined contribution plan that received a favorable opinion letter from the Internal Revenue Service on August 2, 2017, which stated that the Plan, as then designed, was in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since the date of the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

In accordance with guidance on accounting for uncertainty in income taxes, the Plan administrator has evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 6 – Risks and Uncertainties

The Plan invests in various investment securities. Market risks include global events which could impact the value of investment securities, such as pandemic or international conflict. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risks. It is reasonably possible, given the level of risk associated with investment securities, that changes in the values of the investments in the near term could materially affect a participant's account balance and the amounts reported in the statement of net assets available for benefits.

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 7 – Information Certified by the Trustees

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Prudential Retirement Insurance and Annuity Company, and Prudential Bank and Trust, FSB, the insurance carrier and the trustee of the Plan, have certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2021 and 2020.
- Net appreciation in fair value of investments, dividends, and interest income on notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2021.
- Investments reflected on the schedule of assets (held at end of year).

Note 8 – Party-In-Interest Transactions

Prudential Bank and Trust, FSB, the trustee of the Plan, received fees from the Plan related to operations and investment management that qualify as exempt party-in-interest transactions. The Plan's investments in the guaranteed income fund and pooled separate accounts are considered party in interest transactions as the investments are managed by affiliates of the trustee.

Note 9 – Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

Note 10 – Reconciliation to Form 5500

The following is a reconciliation of the net assets available for benefits reported in the financial statements and the net assets reported on the Form 5500 as of December 31:

	2021	2020
Net assets available for benefits, per the financial statements	\$ 54,746,287	\$ 51,097,873
Add voluntary correction accrual	<u>-</u>	<u>8,421,000</u>
Net assets per the Form 5500	<u><u>\$ 54,746,287</u></u>	<u><u>\$ 59,518,873</u></u>

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 10 – Reconciliation to Form 5500 (continued)

The following is a reconciliation of the changes in net assets available for benefits reported in the financial statements and the net income reported on the Form 5500 as of December 31:

	<u>2021</u>
Change in net assets available for benefits per the financial statements	\$ 3,648,414
Prior year accrual for voluntary correction (Note 12)	<u>(8,421,000)</u>
Net income per the Form 5500	<u>\$ (4,772,586)</u>

The Form 5500 has other items that differ from amounts shown on the accompanying financial statements. These differences relate to classification only and have no effect upon net assets available for benefits for either period.

Note 11 – Delinquent Participant Contributions

As disclosed in the accompanying supplemental schedule, certain employee deferrals were not remitted to the Plan within the timeframe required by the Department of Labor. The 2020 delinquent contributions were corrected in 2021 through a deposit of lost earnings to participant accounts. The 2021 delinquent contributions will be corrected in 2022.

Note 12 – Voluntary Correction Program

During 2019, as part of a compliance and governance review commissioned by the Plan's sponsor, it was found that the Plan's terms did not satisfy the requirements of Code Section 401(k) due to the provisions surrounding the mandatory 3% basic deferred income contribution. This resulted in several participants contributing over their pre-tax contribution limits under Code Section 402(g).

The Company filed a voluntary correction program (VCP) application with the Internal Revenue Service (IRS) in June 2020 with a proposal to correct this issue by disgorging the Plan of excess contributions. The Plan accrued the expected payments for the proposed correction as of December 31, 2019. In April 2021, the Company received resolution from the IRS approving the proposed resolution and payments to participants were processed in 2021. The difference between the amount accrued in 2019 and the amount ultimately paid in 2021 is reported as other income on the statement of changes in net assets available for benefits.

In January 2022, the Company filed a VCP application to correct two operational failures; exclusion of Australian employees and true-up contributions for terminated participants. The Company has not received a response from the IRS.

**Supplemental Schedules
Required by the Department of Labor**

Northern Star (Pogo) LLC 401(k) Plan
EIN: 92-0173618, Plan #: 001
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
December 31, 2021

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	Guaranteed Income Fund	Guaranteed investment contract	**	\$ 2,270,999
	VAN INST TARG RET 2030	Registered investment company	**	6,942,781
	VAN INST TARG RET 2050	Registered investment company	**	5,735,586
	VAN INST TARG RET 2045	Registered investment company	**	5,280,938
	VAN INST TARG RET 2025	Registered investment company	**	4,858,934
	VAN INST TARG RET 2040	Registered investment company	**	4,289,294
	VAN INST TARG RET 2035	Registered investment company	**	3,443,813
	Vanguard GR Ind ADM SH	Registered investment company	**	3,309,706
	VAN INST TARG RET 2055	Registered investment company	**	3,289,512
	Large CP Growth I (TROWE)	Pooled separate account	**	2,004,678
	VAN INST TARG RET 2020	Registered investment company	**	1,671,821
	Fidelity 500 Index Fund	Registered investment company	**	1,387,642
	VAN INST TARG RET 2060	Registered investment company	**	1,132,098
	PGIM Total Return Bond R6	Registered investment company	**	1,095,484
	Columbia Div Inc Instl 3	Registered investment company	**	1,091,739
	MFS Intl Gro Class R6	Registered investment company	**	819,740
	JP Morgan Mid Cap Growth	Registered investment company	**	718,628
	Vanguard Intl Val Fund	Registered investment company	**	574,036
	Allspring Special MCV R6	Registered investment company	**	547,504
	Van Inst Targ Ret 2065 Ist	Registered investment company	**	545,821
	Van Inst Tar Ret Income	Registered investment company	**	401,635
	Fidelity Small Cap Index	Registered investment company	**	371,931
	Fidelity U.S. Bond Index	Registered investment company	**	314,846
*	Pru Day DNE IFX Trgt Bal	Pooled separate account	**	238,785
	Principal RE Secs R-6	Registered investment company	**	205,515
	Vanrd Emgng MKT Indx ADM	Registered investment company	**	144,583
	Fidelity Miid Cap Index	Registered investment company	**	124,600
	Fidelity Total Intl Idx	Registered investment company	**	106,131
	Delware Sml Cap Core R6	Registered investment company	**	72,978
	Van Inst Targ Ret 2015	Registered investment company	**	71,611
	Vanguard Value Index Adm	Registered investment company	**	43,681
*	Participant loans	Interest rates range from 4.25% to 6.50%, maturing through October 2031	-	1,345,714
				<u><u>\$ 54,452,764</u></u>

* Indicates party-in-interest.

** Information is not required as investments are participant-directed.

Northern Star (Pogo) LLC 401(k) Plan**EIN: 92-0173618, Plan #: 001****Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions
Year Ended December 31, 2021**

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included: ☐				
2020 Plan year	\$ -	\$ 35,666	\$ -	\$ -
2021 Plan year	\$ 799	\$ -	\$ -	\$ -



REPORT OF INDEPENDENT AUDITORS
AND FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULES

NORTHERN STAR (POGO) LLC 401(k) PLAN

December 31, 2021 and 2020

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Report of Independent Auditors

The Plan Administrator of
Northern Star (POGO) LLC 401(k) Plan

Report on the Audit of the Financial Statements

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed an audit of the financial statements of Northern Star (POGO) LLC 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2021 financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from a qualified institution as of and for the year ended December 31, 2021, stating that the certified investment information, as described in Note 7 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section

- the amounts and disclosures in the accompanying 2021 financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (GAAP).
- the information in the accompanying 2021 financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Northern Star (POGO) LLC 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Northern Star (POGO) LLC 401(k) Plan's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Northern Star (POGO) LLC 401(k) Plan 's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Northern Star (POGO) LLC 401(k) Plan 's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the 2021 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of GAAP.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with GAAP.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matters

Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, line 4(i) – schedule of assets (held at end of year) as of December 31, 2021, and Schedule H, line 4(a) – schedule of delinquent participant contributions for the year ended December 31, 2021, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosures under ERISA.
- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Auditor's Report on the 2020 Financial Statements

We were engaged to audit the 2020 financial statements of Northern Star (POGO) LLC 401(k) Plan. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information certified by a qualified institution. In our report dated October 12, 2021, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, we did not express an opinion on the 2020 financial statements, and (b) the form and content of the information included in the 2020 financial statements other than that derived from the certified information were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Moss Adams LLP

Seattle, Washington
October 11, 2022

Northern Star (Pogo) LLC 401(k) Plan
Statements of Net Assets Available for Benefits

	December 31,	
	2021	2020
ASSETS		
Investments, at fair value		
Registered investment companies	\$ 48,592,588	\$ 53,217,105
Pooled separate account	2,243,463	1,322,926
	<u>50,836,051</u>	<u>54,540,031</u>
Total investments, at fair value		
	50,836,051	54,540,031
Guaranteed investment contract, at contract value	2,270,999	3,329,242
	<u>2,270,999</u>	<u>3,329,242</u>
Total investments	53,107,050	57,869,273
	<u>53,107,050</u>	<u>57,869,273</u>
Receivables		
Notes receivable from participants	1,345,714	1,627,147
Employee contributions	-	321
Employer contributions	293,523	22,132
	<u>1,639,237</u>	<u>1,649,600</u>
Total receivables	1,639,237	1,649,600
	<u>1,639,237</u>	<u>1,649,600</u>
TOTAL ASSETS	54,746,287	59,518,873
	<u>54,746,287</u>	<u>59,518,873</u>
LIABILITIES		
Accrued voluntary correction distribution (Note 12)	-	8,421,000
	<u>-</u>	<u>8,421,000</u>
NET ASSETS AVAILABLE FOR BENEFITS	\$ 54,746,287	\$ 51,097,873
	<u>\$ 54,746,287</u>	<u>\$ 51,097,873</u>

Northern Star (Pogo) LLC 401(k) Plan **Statement of Changes in Net Assets Available for Benefits**

	Year Ended December 31, 2021
ADDITIONS TO NET ASSETS ATTRIBUTED TO	
Investment income	
Net appreciation in fair value of investments	\$ 6,339,607
Dividends	826,930
Net investment income	7,166,537
Interest income on notes receivable from participants	73,636
Contributions	
Participant	4,078,863
Employer	2,879,336
Rollovers	339,438
	7,297,637
Other income (Note 12)	174,712
Total additions	14,712,522
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO	
Benefits paid to participants	10,933,895
Administrative expenses	130,213
Total deductions	11,064,108
CHANGE IN NET ASSETS	3,648,414
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	51,097,873
End of year	\$ 54,746,287

Northern Star (Pogo) LLC 401(k) Plan Notes to Financial Statements

Note 1 – Description of Plan

The following description of the Northern Star (Pogo) LLC 401(k) Plan (the Plan), formerly known as the Sumitomo Metal Mining Pogo LLC 401(k) Plan, provides only general information. Participants should refer to the Plan agreement, as amended, for a more complete description of Plan provisions.

General – The Plan is a defined contribution Plan covering all eligible full-time employees of Northern Star (Pogo) LLC (the Company) and is subject to provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective January 1, 2021, the Plan had various amendments to participant and employer contributions as disclosed herein.

Eligibility – Employees of the Company are eligible to participate in the Plan upon completing one hour of service, however, certain employee types and classes are not eligible to participate in the Plan. Employees are eligible for the employer discretionary match based on their years of service as defined by the Plan.

Contributions

Participant contributions – Each year, all participants were required to contribute 3% of their compensation (as defined by the Plan). This was referred to as the basic deferred income contribution and was eliminated effective March 26, 2020 (see Note 12). Participants may elect to contribute voluntary amounts in an amount not to exceed 87% of pretax annual compensation as defined in the Plan or Roth contributions utilizing after-tax contributions. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Effective January 1, 2021, eligible employees are automatically enrolled in the Plan with a 4% deferral contribution, unless elected otherwise by the participant. In addition, employee contributions automatically escalate each December 31 increasing deferral contributions by 1% each year up to a maximum of 15%, unless elected otherwise by the participant.

Employer safe harbor match and discretionary match – Effective January 1, 2021, the Plan began making safe harbor matching contributions of 100% of the employee's first 4% of compensation that is contributed to the Plan. The employer may at its discretion make non-elective contributions to the Plan in an amount determined by the employer and allocated depending on years of service. For the year ended December 31, 2021, the non-elective contribution was made quarterly at the following rates:

<u>Years of Vesting Service on Last Day of Contribution Period</u>	<u>Allocation Rate</u>
Less than 4 years	1.00%
At least 4, but fewer than 9 years	3.00%
At least 9, but fewer than 15 years	5.00%
15 or more years	6.00%

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 1 – Description of Plan (continued)

Prior to January 1, 2021, the Company matched 3% of compensation (called basic matching through March 26, 2020, and fixed matching subsequently) and also contributed a voluntary contribution based on a participant's length of service and voluntary contribution.

Contributions are subject to regulatory limitations.

Participant accounts – Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting – Participants are always 100% vested in employee contributions, matching contributions made prior to January 1, 2021, and safe harbor matching contributions and all earnings thereon. All participants hired on or before January 1, 2021, are 100% vested in non-elective contributions, and participants hired after January 1, 2021, have a vested interest in non-elective contributions over a five year vesting schedule.

Notes receivable from participants – Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50%, of their account balance. The loans are issued by the Plan and secured by the balance in the participant's account. All loans must be repaid within a period of five years, unless the loan is used to purchase a principal residence, in which case, the loan must be repaid within a reasonable period of time not to exceed ten years. Under the terms of the Plan agreement, Plan loans will bear a reasonable rate of interest determined by the Plan administrator. Principal and interest are paid ratably through bi-weekly payroll deductions. As of December 31, 2021, the rate of interest on outstanding loans ranged from 4.25% to 6.50%, with various maturities through October 2031.

Forfeitures – Plan forfeitures are used to pay certain administrative expenses or reduce employer matching contributions. As of December 31, 2021 and 2020, forfeited accounts totaled \$6,434 and \$1,410, respectively. For the year ended December 31, 2021, no forfeitures were used.

Payment of benefits – Upon attaining normal retirement age of 65, termination of employment, or participant disability or death, a participant may receive a lump-sum amount or installments equal to the vested interest of his or her account.

A participant may withdraw a portion of his or her accrued benefit after attaining age 59½. The amount eligible for in-service withdrawal shall be limited to the lessor of 50% of the participant's accrued balance or \$50,000. A participant may not elect to take any type of in-service withdrawal, including hardship withdrawal, from any portion of their Roth contribution account.

Northern Star (Pogo) LLC 401(k) Plan Notes to Financial Statements

Note 2 – Summary of Significant Accounting Policies

Basis of accounting – The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, using the accrual method of accounting.

Use of estimates – The preparation of financial statements in accordance with generally accepted accounting principles requires the use of estimates and assumptions that may affect certain amounts and disclosures. Accordingly, actual results could differ from those estimates.

Investment valuation – Investments are reported at fair value and contract value as certified by the trustees. If available, quoted market prices are used to value investments.

Fair value is the price that would be received to sell an asset or paid to transfer a liability (the exit price) in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Contract value is the relevant measurement for assets invested in fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Income recognition – Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The net appreciation or depreciation in fair value of investments consists of both the realized gains and losses and unrealized appreciation and depreciation of those investments.

Payment of benefits – Benefits payments to participants are recorded when paid.

Notes receivable from participants – Notes receivable from participants are measured at amortized cost, which represents unpaid principal balance plus accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions upon the occurrence of a distributable event, based on the terms of the Plan agreement. No allowance for credit losses has been recorded as of December 31, 2021 or 2020.

Expenses – Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Investment related expenses are included in net appreciation or depreciation of fair value of investments.

Subsequent events – The Plan has evaluated subsequent events through October 11, 2022, which is the date the financial statements were available to be issued.

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 3 – Fair Value Measurements

The framework for measuring fair value provides a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation techniques used for assets measured at fair value. There have been no changes in the techniques used at December 31, 2021 and 2020.

Registered investment companies (mutual funds) and money market fund – Valued at the daily closing price as reported by the fund. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The funds held by the Plan are deemed to be actively traded. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission.

Pooled separate account – Units held in pooled separate accounts (PSAs) are valued using the NAV practical expedient of the PSA as reported by the account managers. The NAV practical expedient is based on the fair value of the underlying assets owned by the PSA, minus its liabilities, and then divided by the number of units outstanding. The Plan has the ability to redeem from these funds immediately without any prior notification period.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Northern Star (Pogo) LLC 401(k) Plan Notes to Financial Statements

Note 3 – Fair Value Measurements (continued)

The following tables disclose the fair value hierarchy of the Plan's assets by level as of December 31, 2021 and 2020:

Fair Value Measurement at December 31, 2021				
	Level 1	Level 2	Level 3	Total
Registered investment companies	<u>\$ 48,592,588</u>	<u>\$ -</u>	<u>\$ -</u>	\$ 48,592,588
Investments measured at NAV practical expedient				<u>2,243,463</u>
Investments at fair value				<u>\$ 50,836,051</u>

Fair Value Measurement at December 31, 2020				
	Level 1	Level 2	Level 3	Total
Registered investment companies	<u>\$ 53,217,105</u>	<u>\$ -</u>	<u>\$ -</u>	\$ 53,217,105
Investments measured at NAV practical expedient				<u>1,322,926</u>
Investments at fair value				<u>\$ 54,540,031</u>

Note 4 – Guaranteed Investment Contract with Prudential Retirement Insurance and Annuity Company

In December 2020, the Plan entered into a fully benefit-responsive investment contract (FBRIC) with Prudential Retirement Insurance and Annuity Company (Prudential). Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The crediting rate is based on a formula established by the contract issuer but may not be less than 1.50%. The crediting rate is reviewed on a daily basis for resetting. The FBRIC does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

The contract meets the FBRIC criteria and is therefore reported at contract value. Contract value is the relevant measure for FBRICs because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet its financial obligations, which may be affected by future economic and regulatory developments.

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 4 – Guaranteed Investment Contract with Prudential Retirement Insurance and Annuity Company (continued)

Certain events might limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA, or (5) premature termination of the contract. No events are probable of occurring that might limit the Plan's ability to transact at contract value with the contract issuer and that also would limit the ability of the Plan to transact at contract value with the participants.

Note 5 – Tax Status of Plan

The Plan document is a volume submitter defined contribution plan that received a favorable opinion letter from the Internal Revenue Service on August 2, 2017, which stated that the Plan, as then designed, was in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since the date of the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

In accordance with guidance on accounting for uncertainty in income taxes, the Plan administrator has evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 6 – Risks and Uncertainties

The Plan invests in various investment securities. Market risks include global events which could impact the value of investment securities, such as pandemic or international conflict. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risks. It is reasonably possible, given the level of risk associated with investment securities, that changes in the values of the investments in the near term could materially affect a participant's account balance and the amounts reported in the statement of net assets available for benefits.

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 7 – Information Certified by the Trustees

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Prudential Retirement Insurance and Annuity Company, and Prudential Bank and Trust, FSB, the insurance carrier and the trustee of the Plan, have certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2021 and 2020.
- Net appreciation in fair value of investments, dividends, and interest income on notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2021.
- Investments reflected on the schedule of assets (held at end of year).

Note 8 – Party-In-Interest Transactions

Prudential Bank and Trust, FSB, the trustee of the Plan, received fees from the Plan related to operations and investment management that qualify as exempt party-in-interest transactions. The Plan's investments in the guaranteed income fund and pooled separate accounts are considered party in interest transactions as the investments are managed by affiliates of the trustee.

Note 9 – Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

Note 10 – Reconciliation to Form 5500

The following is a reconciliation of the net assets available for benefits reported in the financial statements and the net assets reported on the Form 5500 as of December 31:

	<u>2021</u>	<u>2020</u>
Net assets available for benefits, per the financial statements	\$ 54,746,287	\$ 51,097,873
Add voluntary correction accrual	<u>-</u>	<u>8,421,000</u>
Net assets per the Form 5500	<u><u>\$ 54,746,287</u></u>	<u><u>\$ 59,518,873</u></u>

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 10 – Reconciliation to Form 5500 (continued)

The following is a reconciliation of the changes in net assets available for benefits reported in the financial statements and the net income reported on the Form 5500 as of December 31:

	<u>2021</u>
Change in net assets available for benefits per the financial statements	\$ 3,648,414
Prior year accrual for voluntary correction (Note 12)	<u>(8,421,000)</u>
Net income per the Form 5500	<u>\$ (4,772,586)</u>

The Form 5500 has other items that differ from amounts shown on the accompanying financial statements. These differences relate to classification only and have no effect upon net assets available for benefits for either period.

Note 11 – Delinquent Participant Contributions

As disclosed in the accompanying supplemental schedule, certain employee deferrals were not remitted to the Plan within the timeframe required by the Department of Labor. The 2020 delinquent contributions were corrected in 2021 through a deposit of lost earnings to participant accounts. The 2021 delinquent contributions will be corrected in 2022.

Note 12 – Voluntary Correction Program

During 2019, as part of a compliance and governance review commissioned by the Plan's sponsor, it was found that the Plan's terms did not satisfy the requirements of Code Section 401(k) due to the provisions surrounding the mandatory 3% basic deferred income contribution. This resulted in several participants contributing over their pre-tax contribution limits under Code Section 402(g).

The Company filed a voluntary correction program (VCP) application with the Internal Revenue Service (IRS) in June 2020 with a proposal to correct this issue by disgorging the Plan of excess contributions. The Plan accrued the expected payments for the proposed correction as of December 31, 2019. In April 2021, the Company received resolution from the IRS approving the proposed resolution and payments to participants were processed in 2021. The difference between the amount accrued in 2019 and the amount ultimately paid in 2021 is reported as other income on the statement of changes in net assets available for benefits.

In January 2022, the Company filed a VCP application to correct two operational failures; exclusion of Australian employees and true-up contributions for terminated participants. The Company has not received a response from the IRS.

**Supplemental Schedules
Required by the Department of Labor**

Northern Star (Pogo) LLC 401(k) Plan
EIN: 92-0173618, Plan #: 001
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
December 31, 2021

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	Guaranteed Income Fund	Guaranteed investment contract	**	\$ 2,270,999
	VAN INST TARG RET 2030	Registered investment company	**	6,942,781
	VAN INST TARG RET 2050	Registered investment company	**	5,735,586
	VAN INST TARG RET 2045	Registered investment company	**	5,280,938
	VAN INST TARG RET 2025	Registered investment company	**	4,858,934
	VAN INST TARG RET 2040	Registered investment company	**	4,289,294
	VAN INST TARG RET 2035	Registered investment company	**	3,443,813
	Vanguard GR Ind ADM SH	Registered investment company	**	3,309,706
	VAN INST TARG RET 2055	Registered investment company	**	3,289,512
	Large CP Growth I (TROWE)	Pooled separate account	**	2,004,678
	VAN INST TARG RET 2020	Registered investment company	**	1,671,821
	Fidelity 500 Index Fund	Registered investment company	**	1,387,642
	VAN INST TARG RET 2060	Registered investment company	**	1,132,098
	PGIM Total Return Bond R6	Registered investment company	**	1,095,484
	Columbia Div Inc Instl 3	Registered investment company	**	1,091,739
	MFS Intl Gro Class R6	Registered investment company	**	819,740
	JP Morgan Mid Cap Growth	Registered investment company	**	718,628
	Vanguard Intl Val Fund	Registered investment company	**	574,036
	Allspring Special MCV R6	Registered investment company	**	547,504
	Van Inst Targ Ret 2065 Ist	Registered investment company	**	545,821
	Van Inst Tar Ret Income	Registered investment company	**	401,635
	Fidelity Small Cap Index	Registered investment company	**	371,931
	Fidelity U.S. Bond Index	Registered investment company	**	314,846
*	Pru Day DNE IFX Trgt Bal	Pooled separate account	**	238,785
	Principal RE Secs R-6	Registered investment company	**	205,515
	Vanrd Emgng MKT Indx ADM	Registered investment company	**	144,583
	Fidelity Miid Cap Index	Registered investment company	**	124,600
	Fidelity Total Intl Idx	Registered investment company	**	106,131
	Delware Sml Cap Core R6	Registered investment company	**	72,978
	Van Inst Targ Ret 2015	Registered investment company	**	71,611
	Vanguard Value Index Adm	Registered investment company	**	43,681
*	Participant loans	Interest rates range from 4.25% to 6.50%, maturing through October 2031	-	1,345,714
				<u><u>\$ 54,452,764</u></u>

* Indicates party-in-interest.

** Information is not required as investments are participant-directed.

Northern Star (Pogo) LLC 401(k) Plan**EIN: 92-0173618, Plan #: 001****Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions
Year Ended December 31, 2021**

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included: ☐				
2020 Plan year	\$ -	\$ 35,666	\$ -	\$ -
2021 Plan year	\$ 799	\$ -	\$ -	\$ -



REPORT OF INDEPENDENT AUDITORS
AND FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULES

NORTHERN STAR (POGO) LLC 401(k) PLAN

December 31, 2021 and 2020

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Report of Independent Auditors

The Plan Administrator of
Northern Star (POGO) LLC 401(k) Plan

Report on the Audit of the Financial Statements

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed an audit of the financial statements of Northern Star (POGO) LLC 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2021 financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from a qualified institution as of and for the year ended December 31, 2021, stating that the certified investment information, as described in Note 7 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section

- the amounts and disclosures in the accompanying 2021 financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (GAAP).
- the information in the accompanying 2021 financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Northern Star (POGO) LLC 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Northern Star (POGO) LLC 401(k) Plan's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Northern Star (POGO) LLC 401(k) Plan 's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Northern Star (POGO) LLC 401(k) Plan 's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the 2021 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of GAAP.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with GAAP.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matters

Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, line 4(i) – schedule of assets (held at end of year) as of December 31, 2021, and Schedule H, line 4(a) – schedule of delinquent participant contributions for the year ended December 31, 2021, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosures under ERISA.
- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Auditor's Report on the 2020 Financial Statements

We were engaged to audit the 2020 financial statements of Northern Star (POGO) LLC 401(k) Plan. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information certified by a qualified institution. In our report dated October 12, 2021, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, we did not express an opinion on the 2020 financial statements, and (b) the form and content of the information included in the 2020 financial statements other than that derived from the certified information were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Moss Adams LLP

Seattle, Washington
October 11, 2022

Northern Star (Pogo) LLC 401(k) Plan
Statements of Net Assets Available for Benefits

	December 31,	
	2021	2020
ASSETS		
Investments, at fair value		
Registered investment companies	\$ 48,592,588	\$ 53,217,105
Pooled separate account	2,243,463	1,322,926
	<u>50,836,051</u>	<u>54,540,031</u>
Total investments, at fair value		
	50,836,051	54,540,031
Guaranteed investment contract, at contract value	2,270,999	3,329,242
	<u>2,270,999</u>	<u>3,329,242</u>
Total investments		
	53,107,050	57,869,273
	<u>53,107,050</u>	<u>57,869,273</u>
Receivables		
Notes receivable from participants	1,345,714	1,627,147
Employee contributions	-	321
Employer contributions	293,523	22,132
	<u>1,639,237</u>	<u>1,649,600</u>
	1,639,237	1,649,600
TOTAL ASSETS	54,746,287	59,518,873
	<u>54,746,287</u>	<u>59,518,873</u>
LIABILITIES		
Accrued voluntary correction distribution (Note 12)	-	8,421,000
	<u>-</u>	<u>8,421,000</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 54,746,287</u>	<u>\$ 51,097,873</u>

Northern Star (Pogo) LLC 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

	Year Ended December 31, 2021
ADDITIONS TO NET ASSETS ATTRIBUTED TO	
Investment income	
Net appreciation in fair value of investments	\$ 6,339,607
Dividends	826,930
Net investment income	7,166,537
Interest income on notes receivable from participants	73,636
Contributions	
Participant	4,078,863
Employer	2,879,336
Rollovers	339,438
	7,297,637
Other income (Note 12)	174,712
Total additions	14,712,522
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO	
Benefits paid to participants	10,933,895
Administrative expenses	130,213
Total deductions	11,064,108
CHANGE IN NET ASSETS	3,648,414
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	51,097,873
End of year	\$ 54,746,287

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 1 – Description of Plan

The following description of the Northern Star (Pogo) LLC 401(k) Plan (the Plan), formerly known as the Sumitomo Metal Mining Pogo LLC 401(k) Plan, provides only general information. Participants should refer to the Plan agreement, as amended, for a more complete description of Plan provisions.

General – The Plan is a defined contribution Plan covering all eligible full-time employees of Northern Star (Pogo) LLC (the Company) and is subject to provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective January 1, 2021, the Plan had various amendments to participant and employer contributions as disclosed herein.

Eligibility – Employees of the Company are eligible to participate in the Plan upon completing one hour of service, however, certain employee types and classes are not eligible to participate in the Plan. Employees are eligible for the employer discretionary match based on their years of service as defined by the Plan.

Contributions

Participant contributions – Each year, all participants were required to contribute 3% of their compensation (as defined by the Plan). This was referred to as the basic deferred income contribution and was eliminated effective March 26, 2020 (see Note 12). Participants may elect to contribute voluntary amounts in an amount not to exceed 87% of pretax annual compensation as defined in the Plan or Roth contributions utilizing after-tax contributions. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Effective January 1, 2021, eligible employees are automatically enrolled in the Plan with a 4% deferral contribution, unless elected otherwise by the participant. In addition, employee contributions automatically escalate each December 31 increasing deferral contributions by 1% each year up to a maximum of 15%, unless elected otherwise by the participant.

Employer safe harbor match and discretionary match – Effective January 1, 2021, the Plan began making safe harbor matching contributions of 100% of the employee's first 4% of compensation that is contributed to the Plan. The employer may at its discretion make non-elective contributions to the Plan in an amount determined by the employer and allocated depending on years of service. For the year ended December 31, 2021, the non-elective contribution was made quarterly at the following rates:

<u>Years of Vesting Service on Last Day of Contribution Period</u>	<u>Allocation Rate</u>
Less than 4 years	1.00%
At least 4, but fewer than 9 years	3.00%
At least 9, but fewer than 15 years	5.00%
15 or more years	6.00%

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 1 – Description of Plan (continued)

Prior to January 1, 2021, the Company matched 3% of compensation (called basic matching through March 26, 2020, and fixed matching subsequently) and also contributed a voluntary contribution based on a participant's length of service and voluntary contribution.

Contributions are subject to regulatory limitations.

Participant accounts – Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting – Participants are always 100% vested in employee contributions, matching contributions made prior to January 1, 2021, and safe harbor matching contributions and all earnings thereon. All participants hired on or before January 1, 2021, are 100% vested in non-elective contributions, and participants hired after January 1, 2021, have a vested interest in non-elective contributions over a five year vesting schedule.

Notes receivable from participants – Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50%, of their account balance. The loans are issued by the Plan and secured by the balance in the participant's account. All loans must be repaid within a period of five years, unless the loan is used to purchase a principal residence, in which case, the loan must be repaid within a reasonable period of time not to exceed ten years. Under the terms of the Plan agreement, Plan loans will bear a reasonable rate of interest determined by the Plan administrator. Principal and interest are paid ratably through bi-weekly payroll deductions. As of December 31, 2021, the rate of interest on outstanding loans ranged from 4.25% to 6.50%, with various maturities through October 2031.

Forfeitures – Plan forfeitures are used to pay certain administrative expenses or reduce employer matching contributions. As of December 31, 2021 and 2020, forfeited accounts totaled \$6,434 and \$1,410, respectively. For the year ended December 31, 2021, no forfeitures were used.

Payment of benefits – Upon attaining normal retirement age of 65, termination of employment, or participant disability or death, a participant may receive a lump-sum amount or installments equal to the vested interest of his or her account.

A participant may withdraw a portion of his or her accrued benefit after attaining age 59½. The amount eligible for in-service withdrawal shall be limited to the lesser of 50% of the participant's accrued balance or \$50,000. A participant may not elect to take any type of in-service withdrawal, including hardship withdrawal, from any portion of their Roth contribution account.

Northern Star (Pogo) LLC 401(k) Plan Notes to Financial Statements

Note 2 – Summary of Significant Accounting Policies

Basis of accounting – The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, using the accrual method of accounting.

Use of estimates – The preparation of financial statements in accordance with generally accepted accounting principles requires the use of estimates and assumptions that may affect certain amounts and disclosures. Accordingly, actual results could differ from those estimates.

Investment valuation – Investments are reported at fair value and contract value as certified by the trustees. If available, quoted market prices are used to value investments.

Fair value is the price that would be received to sell an asset or paid to transfer a liability (the exit price) in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Contract value is the relevant measurement for assets invested in fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Income recognition – Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The net appreciation or depreciation in fair value of investments consists of both the realized gains and losses and unrealized appreciation and depreciation of those investments.

Payment of benefits – Benefits payments to participants are recorded when paid.

Notes receivable from participants – Notes receivable from participants are measured at amortized cost, which represents unpaid principal balance plus accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions upon the occurrence of a distributable event, based on the terms of the Plan agreement. No allowance for credit losses has been recorded as of December 31, 2021 or 2020.

Expenses – Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Investment related expenses are included in net appreciation or depreciation of fair value of investments.

Subsequent events – The Plan has evaluated subsequent events through October 11, 2022, which is the date the financial statements were available to be issued.

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 3 – Fair Value Measurements

The framework for measuring fair value provides a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation techniques used for assets measured at fair value. There have been no changes in the techniques used at December 31, 2021 and 2020.

Registered investment companies (mutual funds) and money market fund – Valued at the daily closing price as reported by the fund. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The funds held by the Plan are deemed to be actively traded. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission.

Pooled separate account – Units held in pooled separate accounts (PSAs) are valued using the NAV practical expedient of the PSA as reported by the account managers. The NAV practical expedient is based on the fair value of the underlying assets owned by the PSA, minus its liabilities, and then divided by the number of units outstanding. The Plan has the ability to redeem from these funds immediately without any prior notification period.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 3 – Fair Value Measurements (continued)

The following tables disclose the fair value hierarchy of the Plan's assets by level as of December 31, 2021 and 2020:

Fair Value Measurement at December 31, 2021				
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 48,592,588	\$ -	\$ -	\$ 48,592,588
Investments measured at NAV practical expedient				2,243,463
Investments at fair value				\$ 50,836,051

Fair Value Measurement at December 31, 2020				
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 53,217,105	\$ -	\$ -	\$ 53,217,105
Investments measured at NAV practical expedient				1,322,926
Investments at fair value				\$ 54,540,031

Note 4 – Guaranteed Investment Contract with Prudential Retirement Insurance and Annuity Company

In December 2020, the Plan entered into a fully benefit-responsive investment contract (FBRIC) with Prudential Retirement Insurance and Annuity Company (Prudential). Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The crediting rate is based on a formula established by the contract issuer but may not be less than 1.50%. The crediting rate is reviewed on a daily basis for resetting. The FBRIC does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

The contract meets the FBRIC criteria and is therefore reported at contract value. Contract value is the relevant measure for FBRICs because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet its financial obligations, which may be affected by future economic and regulatory developments.

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 4 – Guaranteed Investment Contract with Prudential Retirement Insurance and Annuity Company (continued)

Certain events might limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA, or (5) premature termination of the contract. No events are probable of occurring that might limit the Plan's ability to transact at contract value with the contract issuer and that also would limit the ability of the Plan to transact at contract value with the participants.

Note 5 – Tax Status of Plan

The Plan document is a volume submitter defined contribution plan that received a favorable opinion letter from the Internal Revenue Service on August 2, 2017, which stated that the Plan, as then designed, was in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since the date of the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

In accordance with guidance on accounting for uncertainty in income taxes, the Plan administrator has evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 6 – Risks and Uncertainties

The Plan invests in various investment securities. Market risks include global events which could impact the value of investment securities, such as pandemic or international conflict. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risks. It is reasonably possible, given the level of risk associated with investment securities, that changes in the values of the investments in the near term could materially affect a participant's account balance and the amounts reported in the statement of net assets available for benefits.

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 7 – Information Certified by the Trustees

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Prudential Retirement Insurance and Annuity Company, and Prudential Bank and Trust, FSB, the insurance carrier and the trustee of the Plan, have certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2021 and 2020.
- Net appreciation in fair value of investments, dividends, and interest income on notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2021.
- Investments reflected on the schedule of assets (held at end of year).

Note 8 – Party-In-Interest Transactions

Prudential Bank and Trust, FSB, the trustee of the Plan, received fees from the Plan related to operations and investment management that qualify as exempt party-in-interest transactions. The Plan's investments in the guaranteed income fund and pooled separate accounts are considered party in interest transactions as the investments are managed by affiliates of the trustee.

Note 9 – Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

Note 10 – Reconciliation to Form 5500

The following is a reconciliation of the net assets available for benefits reported in the financial statements and the net assets reported on the Form 5500 as of December 31:

	<u>2021</u>	<u>2020</u>
Net assets available for benefits, per the financial statements	\$ 54,746,287	\$ 51,097,873
Add voluntary correction accrual	<u>-</u>	<u>8,421,000</u>
Net assets per the Form 5500	<u><u>\$ 54,746,287</u></u>	<u><u>\$ 59,518,873</u></u>

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 10 – Reconciliation to Form 5500 (continued)

The following is a reconciliation of the changes in net assets available for benefits reported in the financial statements and the net income reported on the Form 5500 as of December 31:

	<u>2021</u>
Change in net assets available for benefits per the financial statements	\$ 3,648,414
Prior year accrual for voluntary correction (Note 12)	<u>(8,421,000)</u>
Net income per the Form 5500	<u>\$ (4,772,586)</u>

The Form 5500 has other items that differ from amounts shown on the accompanying financial statements. These differences relate to classification only and have no effect upon net assets available for benefits for either period.

Note 11 – Delinquent Participant Contributions

As disclosed in the accompanying supplemental schedule, certain employee deferrals were not remitted to the Plan within the timeframe required by the Department of Labor. The 2020 delinquent contributions were corrected in 2021 through a deposit of lost earnings to participant accounts. The 2021 delinquent contributions will be corrected in 2022.

Note 12 – Voluntary Correction Program

During 2019, as part of a compliance and governance review commissioned by the Plan's sponsor, it was found that the Plan's terms did not satisfy the requirements of Code Section 401(k) due to the provisions surrounding the mandatory 3% basic deferred income contribution. This resulted in several participants contributing over their pre-tax contribution limits under Code Section 402(g).

The Company filed a voluntary correction program (VCP) application with the Internal Revenue Service (IRS) in June 2020 with a proposal to correct this issue by disgorging the Plan of excess contributions. The Plan accrued the expected payments for the proposed correction as of December 31, 2019. In April 2021, the Company received resolution from the IRS approving the proposed resolution and payments to participants were processed in 2021. The difference between the amount accrued in 2019 and the amount ultimately paid in 2021 is reported as other income on the statement of changes in net assets available for benefits.

In January 2022, the Company filed a VCP application to correct two operational failures; exclusion of Australian employees and true-up contributions for terminated participants. The Company has not received a response from the IRS.

**Supplemental Schedules
Required by the Department of Labor**

Northern Star (Pogo) LLC 401(k) Plan
EIN: 92-0173618, Plan #: 001
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
December 31, 2021

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	Guaranteed Income Fund	Guaranteed investment contract	**	\$ 2,270,999
	VAN INST TARG RET 2030	Registered investment company	**	6,942,781
	VAN INST TARG RET 2050	Registered investment company	**	5,735,586
	VAN INST TARG RET 2045	Registered investment company	**	5,280,938
	VAN INST TARG RET 2025	Registered investment company	**	4,858,934
	VAN INST TARG RET 2040	Registered investment company	**	4,289,294
	VAN INST TARG RET 2035	Registered investment company	**	3,443,813
	Vanguard GR Ind ADM SH	Registered investment company	**	3,309,706
	VAN INST TARG RET 2055	Registered investment company	**	3,289,512
	Large CP Growth I (TROWE)	Pooled separate account	**	2,004,678
	VAN INST TARG RET 2020	Registered investment company	**	1,671,821
	Fidelity 500 Index Fund	Registered investment company	**	1,387,642
	VAN INST TARG RET 2060	Registered investment company	**	1,132,098
	PGIM Total Return Bond R6	Registered investment company	**	1,095,484
	Columbia Div Inc Instl 3	Registered investment company	**	1,091,739
	MFS Intl Gro Class R6	Registered investment company	**	819,740
	JP Morgan Mid Cap Growth	Registered investment company	**	718,628
	Vanguard Intl Val Fund	Registered investment company	**	574,036
	Allspring Special MCV R6	Registered investment company	**	547,504
	Van Inst Targ Ret 2065 Ist	Registered investment company	**	545,821
	Van Inst Tar Ret Income	Registered investment company	**	401,635
	Fidelity Small Cap Index	Registered investment company	**	371,931
	Fidelity U.S. Bond Index	Registered investment company	**	314,846
*	Pru Day DNE IFX Trgt Bal	Pooled separate account	**	238,785
	Principal RE Secs R-6	Registered investment company	**	205,515
	Vanrd Emgng MKT Indx ADM	Registered investment company	**	144,583
	Fidelity Miid Cap Index	Registered investment company	**	124,600
	Fidelity Total Intl Idx	Registered investment company	**	106,131
	Delware Sml Cap Core R6	Registered investment company	**	72,978
	Van Inst Targ Ret 2015	Registered investment company	**	71,611
	Vanguard Value Index Adm	Registered investment company	**	43,681
*	Participant loans	Interest rates range from 4.25% to 6.50%, maturing through October 2031	-	1,345,714
				<u><u>\$ 54,452,764</u></u>

* Indicates party-in-interest.

** Information is not required as investments are participant-directed.

Northern Star (Pogo) LLC 401(k) Plan**EIN: 92-0173618, Plan #: 001****Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions
Year Ended December 31, 2021**

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included: ☐				
2020 Plan year	\$ -	\$ 35,666	\$ -	\$ -
2021 Plan year	\$ 799	\$ -	\$ -	\$ -



REPORT OF INDEPENDENT AUDITORS
AND FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULES

NORTHERN STAR (POGO) LLC 401(k) PLAN

December 31, 2021 and 2020

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Report of Independent Auditors

The Plan Administrator of
Northern Star (POGO) LLC 401(k) Plan

Report on the Audit of the Financial Statements

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed an audit of the financial statements of Northern Star (POGO) LLC 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2021 financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from a qualified institution as of and for the year ended December 31, 2021, stating that the certified investment information, as described in Note 7 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section

- the amounts and disclosures in the accompanying 2021 financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (GAAP).
- the information in the accompanying 2021 financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Northern Star (POGO) LLC 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Northern Star (POGO) LLC 401(k) Plan's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Northern Star (POGO) LLC 401(k) Plan 's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Northern Star (POGO) LLC 401(k) Plan 's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the 2021 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of GAAP.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with GAAP.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matters

Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, line 4(i) – schedule of assets (held at end of year) as of December 31, 2021, and Schedule H, line 4(a) – schedule of delinquent participant contributions for the year ended December 31, 2021, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosures under ERISA.
- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Auditor's Report on the 2020 Financial Statements

We were engaged to audit the 2020 financial statements of Northern Star (POGO) LLC 401(k) Plan. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information certified by a qualified institution. In our report dated October 12, 2021, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, we did not express an opinion on the 2020 financial statements, and (b) the form and content of the information included in the 2020 financial statements other than that derived from the certified information were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Moss Adams LLP

Seattle, Washington
October 11, 2022

Northern Star (Pogo) LLC 401(k) Plan
Statements of Net Assets Available for Benefits

	December 31,	
	2021	2020
ASSETS		
Investments, at fair value		
Registered investment companies	\$ 48,592,588	\$ 53,217,105
Pooled separate account	2,243,463	1,322,926
	<u>50,836,051</u>	<u>54,540,031</u>
Total investments, at fair value		
	50,836,051	54,540,031
Guaranteed investment contract, at contract value	2,270,999	3,329,242
	<u>2,270,999</u>	<u>3,329,242</u>
Total investments	53,107,050	57,869,273
	<u>53,107,050</u>	<u>57,869,273</u>
Receivables		
Notes receivable from participants	1,345,714	1,627,147
Employee contributions	-	321
Employer contributions	293,523	22,132
	<u>1,639,237</u>	<u>1,649,600</u>
	1,639,237	1,649,600
TOTAL ASSETS	54,746,287	59,518,873
	<u>54,746,287</u>	<u>59,518,873</u>
LIABILITIES		
Accrued voluntary correction distribution (Note 12)	-	8,421,000
	<u>-</u>	<u>8,421,000</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 54,746,287</u>	<u>\$ 51,097,873</u>

Northern Star (Pogo) LLC 401(k) Plan **Statement of Changes in Net Assets Available for Benefits**

	Year Ended December 31, 2021
ADDITIONS TO NET ASSETS ATTRIBUTED TO	
Investment income	
Net appreciation in fair value of investments	\$ 6,339,607
Dividends	826,930
Net investment income	7,166,537
Interest income on notes receivable from participants	73,636
Contributions	
Participant	4,078,863
Employer	2,879,336
Rollovers	339,438
	7,297,637
Other income (Note 12)	174,712
Total additions	14,712,522
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO	
Benefits paid to participants	10,933,895
Administrative expenses	130,213
Total deductions	11,064,108
CHANGE IN NET ASSETS	3,648,414
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	51,097,873
End of year	\$ 54,746,287

Northern Star (Pogo) LLC 401(k) Plan Notes to Financial Statements

Note 1 – Description of Plan

The following description of the Northern Star (Pogo) LLC 401(k) Plan (the Plan), formerly known as the Sumitomo Metal Mining Pogo LLC 401(k) Plan, provides only general information. Participants should refer to the Plan agreement, as amended, for a more complete description of Plan provisions.

General – The Plan is a defined contribution Plan covering all eligible full-time employees of Northern Star (Pogo) LLC (the Company) and is subject to provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective January 1, 2021, the Plan had various amendments to participant and employer contributions as disclosed herein.

Eligibility – Employees of the Company are eligible to participate in the Plan upon completing one hour of service, however, certain employee types and classes are not eligible to participate in the Plan. Employees are eligible for the employer discretionary match based on their years of service as defined by the Plan.

Contributions

Participant contributions – Each year, all participants were required to contribute 3% of their compensation (as defined by the Plan). This was referred to as the basic deferred income contribution and was eliminated effective March 26, 2020 (see Note 12). Participants may elect to contribute voluntary amounts in an amount not to exceed 87% of pretax annual compensation as defined in the Plan or Roth contributions utilizing after-tax contributions. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Effective January 1, 2021, eligible employees are automatically enrolled in the Plan with a 4% deferral contribution, unless elected otherwise by the participant. In addition, employee contributions automatically escalate each December 31 increasing deferral contributions by 1% each year up to a maximum of 15%, unless elected otherwise by the participant.

Employer safe harbor match and discretionary match – Effective January 1, 2021, the Plan began making safe harbor matching contributions of 100% of the employee's first 4% of compensation that is contributed to the Plan. The employer may at its discretion make non-elective contributions to the Plan in an amount determined by the employer and allocated depending on years of service. For the year ended December 31, 2021, the non-elective contribution was made quarterly at the following rates:

<u>Years of Vesting Service on Last Day of Contribution Period</u>	<u>Allocation Rate</u>
Less than 4 years	1.00%
At least 4, but fewer than 9 years	3.00%
At least 9, but fewer than 15 years	5.00%
15 or more years	6.00%

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 1 – Description of Plan (continued)

Prior to January 1, 2021, the Company matched 3% of compensation (called basic matching through March 26, 2020, and fixed matching subsequently) and also contributed a voluntary contribution based on a participant's length of service and voluntary contribution.

Contributions are subject to regulatory limitations.

Participant accounts – Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting – Participants are always 100% vested in employee contributions, matching contributions made prior to January 1, 2021, and safe harbor matching contributions and all earnings thereon. All participants hired on or before January 1, 2021, are 100% vested in non-elective contributions, and participants hired after January 1, 2021, have a vested interest in non-elective contributions over a five year vesting schedule.

Notes receivable from participants – Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50%, of their account balance. The loans are issued by the Plan and secured by the balance in the participant's account. All loans must be repaid within a period of five years, unless the loan is used to purchase a principal residence, in which case, the loan must be repaid within a reasonable period of time not to exceed ten years. Under the terms of the Plan agreement, Plan loans will bear a reasonable rate of interest determined by the Plan administrator. Principal and interest are paid ratably through bi-weekly payroll deductions. As of December 31, 2021, the rate of interest on outstanding loans ranged from 4.25% to 6.50%, with various maturities through October 2031.

Forfeitures – Plan forfeitures are used to pay certain administrative expenses or reduce employer matching contributions. As of December 31, 2021 and 2020, forfeited accounts totaled \$6,434 and \$1,410, respectively. For the year ended December 31, 2021, no forfeitures were used.

Payment of benefits – Upon attaining normal retirement age of 65, termination of employment, or participant disability or death, a participant may receive a lump-sum amount or installments equal to the vested interest of his or her account.

A participant may withdraw a portion of his or her accrued benefit after attaining age 59½. The amount eligible for in-service withdrawal shall be limited to the lessor of 50% of the participant's accrued balance or \$50,000. A participant may not elect to take any type of in-service withdrawal, including hardship withdrawal, from any portion of their Roth contribution account.

Northern Star (Pogo) LLC 401(k) Plan Notes to Financial Statements

Note 2 – Summary of Significant Accounting Policies

Basis of accounting – The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, using the accrual method of accounting.

Use of estimates – The preparation of financial statements in accordance with generally accepted accounting principles requires the use of estimates and assumptions that may affect certain amounts and disclosures. Accordingly, actual results could differ from those estimates.

Investment valuation – Investments are reported at fair value and contract value as certified by the trustees. If available, quoted market prices are used to value investments.

Fair value is the price that would be received to sell an asset or paid to transfer a liability (the exit price) in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Contract value is the relevant measurement for assets invested in fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Income recognition – Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The net appreciation or depreciation in fair value of investments consists of both the realized gains and losses and unrealized appreciation and depreciation of those investments.

Payment of benefits – Benefits payments to participants are recorded when paid.

Notes receivable from participants – Notes receivable from participants are measured at amortized cost, which represents unpaid principal balance plus accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions upon the occurrence of a distributable event, based on the terms of the Plan agreement. No allowance for credit losses has been recorded as of December 31, 2021 or 2020.

Expenses – Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Investment related expenses are included in net appreciation or depreciation of fair value of investments.

Subsequent events – The Plan has evaluated subsequent events through October 11, 2022, which is the date the financial statements were available to be issued.

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 3 – Fair Value Measurements

The framework for measuring fair value provides a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation techniques used for assets measured at fair value. There have been no changes in the techniques used at December 31, 2021 and 2020.

Registered investment companies (mutual funds) and money market fund – Valued at the daily closing price as reported by the fund. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The funds held by the Plan are deemed to be actively traded. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission.

Pooled separate account – Units held in pooled separate accounts (PSAs) are valued using the NAV practical expedient of the PSA as reported by the account managers. The NAV practical expedient is based on the fair value of the underlying assets owned by the PSA, minus its liabilities, and then divided by the number of units outstanding. The Plan has the ability to redeem from these funds immediately without any prior notification period.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 3 – Fair Value Measurements (continued)

The following tables disclose the fair value hierarchy of the Plan's assets by level as of December 31, 2021 and 2020:

Fair Value Measurement at December 31, 2021				
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 48,592,588	\$ -	\$ -	\$ 48,592,588
Investments measured at NAV practical expedient				2,243,463
Investments at fair value				\$ 50,836,051

Fair Value Measurement at December 31, 2020				
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 53,217,105	\$ -	\$ -	\$ 53,217,105
Investments measured at NAV practical expedient				1,322,926
Investments at fair value				\$ 54,540,031

Note 4 – Guaranteed Investment Contract with Prudential Retirement Insurance and Annuity Company

In December 2020, the Plan entered into a fully benefit-responsive investment contract (FBRIC) with Prudential Retirement Insurance and Annuity Company (Prudential). Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The crediting rate is based on a formula established by the contract issuer but may not be less than 1.50%. The crediting rate is reviewed on a daily basis for resetting. The FBRIC does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

The contract meets the FBRIC criteria and is therefore reported at contract value. Contract value is the relevant measure for FBRICs because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet its financial obligations, which may be affected by future economic and regulatory developments.

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 4 – Guaranteed Investment Contract with Prudential Retirement Insurance and Annuity Company (continued)

Certain events might limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA, or (5) premature termination of the contract. No events are probable of occurring that might limit the Plan's ability to transact at contract value with the contract issuer and that also would limit the ability of the Plan to transact at contract value with the participants.

Note 5 – Tax Status of Plan

The Plan document is a volume submitter defined contribution plan that received a favorable opinion letter from the Internal Revenue Service on August 2, 2017, which stated that the Plan, as then designed, was in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since the date of the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

In accordance with guidance on accounting for uncertainty in income taxes, the Plan administrator has evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 6 – Risks and Uncertainties

The Plan invests in various investment securities. Market risks include global events which could impact the value of investment securities, such as pandemic or international conflict. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risks. It is reasonably possible, given the level of risk associated with investment securities, that changes in the values of the investments in the near term could materially affect a participant's account balance and the amounts reported in the statement of net assets available for benefits.

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 7 – Information Certified by the Trustees

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Prudential Retirement Insurance and Annuity Company, and Prudential Bank and Trust, FSB, the insurance carrier and the trustee of the Plan, have certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2021 and 2020.
- Net appreciation in fair value of investments, dividends, and interest income on notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2021.
- Investments reflected on the schedule of assets (held at end of year).

Note 8 – Party-In-Interest Transactions

Prudential Bank and Trust, FSB, the trustee of the Plan, received fees from the Plan related to operations and investment management that qualify as exempt party-in-interest transactions. The Plan's investments in the guaranteed income fund and pooled separate accounts are considered party in interest transactions as the investments are managed by affiliates of the trustee.

Note 9 – Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

Note 10 – Reconciliation to Form 5500

The following is a reconciliation of the net assets available for benefits reported in the financial statements and the net assets reported on the Form 5500 as of December 31:

	<u>2021</u>	<u>2020</u>
Net assets available for benefits, per the financial statements	\$ 54,746,287	\$ 51,097,873
Add voluntary correction accrual	<u>-</u>	<u>8,421,000</u>
Net assets per the Form 5500	<u><u>\$ 54,746,287</u></u>	<u><u>\$ 59,518,873</u></u>

Northern Star (Pogo) LLC 401(k) Plan

Notes to Financial Statements

Note 10 – Reconciliation to Form 5500 (continued)

The following is a reconciliation of the changes in net assets available for benefits reported in the financial statements and the net income reported on the Form 5500 as of December 31:

	<u>2021</u>
Change in net assets available for benefits per the financial statements	\$ 3,648,414
Prior year accrual for voluntary correction (Note 12)	<u>(8,421,000)</u>
Net income per the Form 5500	<u>\$ (4,772,586)</u>

The Form 5500 has other items that differ from amounts shown on the accompanying financial statements. These differences relate to classification only and have no effect upon net assets available for benefits for either period.

Note 11 – Delinquent Participant Contributions

As disclosed in the accompanying supplemental schedule, certain employee deferrals were not remitted to the Plan within the timeframe required by the Department of Labor. The 2020 delinquent contributions were corrected in 2021 through a deposit of lost earnings to participant accounts. The 2021 delinquent contributions will be corrected in 2022.

Note 12 – Voluntary Correction Program

During 2019, as part of a compliance and governance review commissioned by the Plan's sponsor, it was found that the Plan's terms did not satisfy the requirements of Code Section 401(k) due to the provisions surrounding the mandatory 3% basic deferred income contribution. This resulted in several participants contributing over their pre-tax contribution limits under Code Section 402(g).

The Company filed a voluntary correction program (VCP) application with the Internal Revenue Service (IRS) in June 2020 with a proposal to correct this issue by disgorging the Plan of excess contributions. The Plan accrued the expected payments for the proposed correction as of December 31, 2019. In April 2021, the Company received resolution from the IRS approving the proposed resolution and payments to participants were processed in 2021. The difference between the amount accrued in 2019 and the amount ultimately paid in 2021 is reported as other income on the statement of changes in net assets available for benefits.

In January 2022, the Company filed a VCP application to correct two operational failures; exclusion of Australian employees and true-up contributions for terminated participants. The Company has not received a response from the IRS.

**Supplemental Schedules
Required by the Department of Labor**

Northern Star (Pogo) LLC 401(k) Plan
EIN: 92-0173618, Plan #: 001
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
December 31, 2021

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	Guaranteed Income Fund	Guaranteed investment contract	**	\$ 2,270,999
	VAN INST TARG RET 2030	Registered investment company	**	6,942,781
	VAN INST TARG RET 2050	Registered investment company	**	5,735,586
	VAN INST TARG RET 2045	Registered investment company	**	5,280,938
	VAN INST TARG RET 2025	Registered investment company	**	4,858,934
	VAN INST TARG RET 2040	Registered investment company	**	4,289,294
	VAN INST TARG RET 2035	Registered investment company	**	3,443,813
	Vanguard GR Ind ADM SH	Registered investment company	**	3,309,706
	VAN INST TARG RET 2055	Registered investment company	**	3,289,512
	Large CP Growth I (TROWE)	Pooled separate account	**	2,004,678
	VAN INST TARG RET 2020	Registered investment company	**	1,671,821
	Fidelity 500 Index Fund	Registered investment company	**	1,387,642
	VAN INST TARG RET 2060	Registered investment company	**	1,132,098
	PGIM Total Return Bond R6	Registered investment company	**	1,095,484
	Columbia Div Inc Instl 3	Registered investment company	**	1,091,739
	MFS Intl Gro Class R6	Registered investment company	**	819,740
	JP Morgan Mid Cap Growth	Registered investment company	**	718,628
	Vanguard Intl Val Fund	Registered investment company	**	574,036
	Allspring Special MCV R6	Registered investment company	**	547,504
	Van Inst Targ Ret 2065 Ist	Registered investment company	**	545,821
	Van Inst Tar Ret Income	Registered investment company	**	401,635
	Fidelity Small Cap Index	Registered investment company	**	371,931
	Fidelity U.S. Bond Index	Registered investment company	**	314,846
*	Pru Day DNE IFX Trgt Bal	Pooled separate account	**	238,785
	Principal RE Secs R-6	Registered investment company	**	205,515
	Vanrd Emgng MKT Indx ADM	Registered investment company	**	144,583
	Fidelity Miid Cap Index	Registered investment company	**	124,600
	Fidelity Total Intl Idx	Registered investment company	**	106,131
	Delware Sml Cap Core R6	Registered investment company	**	72,978
	Van Inst Targ Ret 2015	Registered investment company	**	71,611
	Vanguard Value Index Adm	Registered investment company	**	43,681
*	Participant loans	Interest rates range from 4.25% to 6.50%, maturing through October 2031	-	1,345,714
				<u><u>\$ 54,452,764</u></u>

* Indicates party-in-interest.

** Information is not required as investments are participant-directed.

Northern Star (Pogo) LLC 401(k) Plan**EIN: 92-0173618, Plan #: 001****Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions
Year Ended December 31, 2021**

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included: ☐				
2020 Plan year	\$ -	\$ 35,666	\$ -	\$ -
2021 Plan year	\$ 799	\$ -	\$ -	\$ -

