



**CONDENSED CONSOLIDATED INTERIM  
FINANCIAL STATEMENTS**

THREE AND NINE MONTHS ENDED  
SEPTEMBER 30, 2010

*(Expressed in thousands of Canadian Dollars)*

*(Unaudited)*

**NOTICE OF NO AUDITOR REVIEW OF  
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed consolidated interim financial statements they must be accompanied by a notice indicating that these condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

**Northern Dynasty Minerals Ltd.**  
**Condensed Consolidated Interim Statements of Financial Position**  
(Expressed in thousands of Canadian Dollars)

	Note	September 30 2010 (unaudited)	December 31 2009
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investment in the Pebble Limited Partnership	3	\$ 102,741	\$ 104,937
Mineral property interest	4	1,055	-
		<u>103,796</u>	<u>104,937</u>
<b>Current assets</b>			
Balance receivable from a related party	8	140	55
Amounts receivable and other assets	5	3,556	181
Marketable securities		2	2
Cash and cash equivalents	6	39,723	44,895
		<u>43,421</u>	<u>45,133</u>
<b>Total Assets</b>		<b>\$ 147,217</b>	<b>\$ 150,070</b>
<b>EQUITY</b>			
Share capital	7	\$ 377,549	\$ 370,660
Reserves		38,084	36,919
Deficit		(272,346)	(261,509)
		<u>143,287</u>	<u>146,070</u>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Amounts payable and other liabilities	9	193	193
		<u>193</u>	<u>193</u>
<b>Non-current liabilities</b>			
Deferred income taxes		3,737	3,807
		<u>3,737</u>	<u>3,807</u>
<b>Total Liabilities</b>		<b>3,930</b>	<b>4,000</b>
<b>Total Equity and Liabilities</b>		<b>\$ 147,217</b>	<b>\$ 150,070</b>

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

These condensed consolidated interim financial statements are authorized for issue by the Board of Directors on November 9, 2010. They are signed on the Company's behalf by:

/s/ Ronald W. Thiessen

Ronald W. Thiessen  
Director

/s/ Robert A. Dickinson

Robert A. Dickinson  
Director

# Northern Dynasty Minerals Ltd.

## Condensed Consolidated Interim Statements of Comprehensive Loss

(Unaudited - Expressed in thousands of Canadian Dollars, except for share information)

	Note	Three months ended September 30		Nine months ended September 30	
		2010	2009	2010	2009
<b>Expenses</b>					
Depreciation		\$ -	\$ 2	\$ -	\$ 12
Donations		5	-	8	445
Conferences and travel		44	101	227	290
Exploration		653	11	950	80
Foreign exchange loss		110	74	26	118
Insurance		61	65	187	195
Legal, accounting and audit		86	130	152	226
Office and administration		183	53	516	300
Salaries		580	361	1,752	1,204
Shareholder communication		98	230	354	637
Share-based compensation		1,543	1,313	6,785	7,133
Trust and filing		10	18	217	192
Loss from operating activities		3,373	2,358	11,174	10,832
Interest income		(175)	(111)	(346)	(246)
Loss before tax		3,198	2,247	10,828	10,586
Income tax		41	-	9	-
<b>Loss for the period</b>		<b>\$ 3,239</b>	<b>\$ 2,247</b>	<b>\$ 10,837</b>	<b>\$ 10,586</b>
Other comprehensive loss (income)					
Unrealized loss (gain) on available-for-sale marketable securities		(1)	2	-	1
Exchange difference arising on translation of investment in the Pebble Limited Partnership	3	3,554	9,216	2,196	14,707
Deferred income tax on investment		(129)	-	(80)	-
<b>Other comprehensive loss (income)</b>		<b>\$ 3,424</b>	<b>\$ 9,218</b>	<b>\$ 2,116</b>	<b>\$ 14,708</b>
<b>Total comprehensive loss</b>		<b>\$ 6,663</b>	<b>\$ 11,465</b>	<b>\$ 12,953</b>	<b>\$ 25,294</b>
<b>Basic and diluted loss per common share</b>	11	\$ 0.03	\$ 0.02	\$ 0.12	\$ 0.11

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

# Northern Dynasty Minerals Ltd.

## Condensed Consolidated Interim Statements of Cash Flows (Unaudited - Expressed in thousands of Canadian Dollars)

	Note	Three months ended September 30		Nine months ended September 30	
		2010	2009	2010	2009
<b>Operating activities</b>					
Loss for the period		\$ (3,239)	\$ (2,247)	\$ (10,837)	\$ (10,586)
Adjustments for:					
Depreciation		-	2	-	12
Donation of shares		-	-	-	437
Foreign exchange loss (gain)		12	72	16	116
Income tax recovery		41	-	9	-
Interest income		(175)	(111)	(346)	(246)
Share-based compensation		1,543	1,313	6,785	7,133
		(1,818)	(971)	(4,373)	(3,134)
Changes in non-cash working capital items					
Decrease in amounts receivable and other assets		(243)	(149)	(181)	(75)
(Increase) decrease in balance receivable from related party		(80)	136	(84)	149
(Decrease) increase in amounts payable and other liabilities		92	97	-	18
(Decrease) increase in balance payable to related party		(74)	178	-	178
		(305)	262	(265)	270
<b>Net cash used in operating activities</b>		<b>(2,123)</b>	<b>(709)</b>	<b>(4,638)</b>	<b>(2,864)</b>
<b>Cash flows from investing activities</b>					
Interest income		175	111	346	246
Loan advanced	5	-	-	(3,194)	-
Mineral property interest		-	-	(1,055)	-
<b>Net cash generated by (used in) investing activities</b>		<b>175</b>	<b>111</b>	<b>(3,903)</b>	<b>246</b>
<b>Cash flows from financing activities</b>					
Common shares issued for cash, net of issue costs		102	254	3,385	1,763
<b>Net cash generated by financing activities</b>		<b>102</b>	<b>254</b>	<b>3,385</b>	<b>1,763</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(1,846)</b>	<b>(344)</b>	<b>(5,156)</b>	<b>(855)</b>
Effect of exchange rate fluctuations on cash held		(12)	(72)	(16)	(116)
Cash and cash equivalents at beginning of the period		41,581	45,411	44,895	45,966
<b>Cash and cash equivalents at end of the period</b>		<b>\$ 39,723</b>	<b>\$ 44,995</b>	<b>\$ 39,723</b>	<b>\$ 44,995</b>

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

## Northern Dynasty Minerals Ltd.

### Condensed Consolidated Interim Statements of Changes in Equity

(Unaudited - Expressed in thousands of Canadian Dollars, except for share information)

	Share capital		Reserves			Deficit	Total
	Number of shares	Amount	Equity settled share-based payments reserve	Foreign currency translation reserve	Investment revaluation reserve		
Balance at January 1, 2009	92,543,639	\$ 365,202	\$ 25,089	\$ 22,635	\$ (14)	\$ (245,156)	\$ 167,756
Shares issued for cash on exercise of share options	368,031	\$ 1,763	-	-	-	-	1,763
Fair value of share options allocated to shares issued on exercise	-	1,624	(1,624)	-	-	-	-
Shares donated	75,000	437	-	-	-	-	437
Share-based compensation	-	-	7,133	-	-	-	7,133
Adjustment for rounding	-	-	-	-	2	-	2
Total comprehensive income (loss) for the period	-	-	-	(14,707)	(1)	(10,586)	(25,294)
<b>Balance at September 30, 2009</b>	<b>92,986,670</b>	<b>\$ 369,026</b>	<b>\$ 30,598</b>	<b>\$ 7,928</b>	<b>\$ (13)</b>	<b>\$ (255,742)</b>	<b>\$ 151,797</b>
Balance at January 1, 2010	93,173,976	\$ 370,660	\$ 31,176	\$ 5,743	\$ -	\$ (261,509)	\$ 146,070
Shares issued for cash on exercise of share options	692,620	3,385	-	-	-	-	3,385
Fair value of share options allocated to shares issued on exercise	-	3,504	(3,504)	-	-	-	-
Share-based compensation	-	-	6,785	-	-	-	6,785
Total comprehensive income (loss) for the period	-	-	-	(2,116)	-	(10,837)	(12,953)
<b>Balance at September 30, 2010</b>	<b>93,866,596</b>	<b>\$ 377,549</b>	<b>\$ 34,457</b>	<b>\$ 3,627</b>	<b>\$ -</b>	<b>\$ (272,346)</b>	<b>\$ 143,287</b>

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

# Northern Dynasty Minerals Ltd.

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended September 30, 2010 and 2009

(Unaudited – Expressed in thousands of Canadian Dollars, unless otherwise stated)

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## 1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

Northern Dynasty Minerals Ltd. (the "Company") is incorporated under the laws of the Province of British Columbia, Canada, and its principal business activity is the exploration of mineral properties. The Company's corporate office is located at Suite 1020, 800 West Pender Street, Vancouver, British Columbia. The condensed consolidated interim financial statements of the Company as at and for the period ended September 30, 2010 consist of the Company and its subsidiaries (note 10) (together referred to as the "Group" and individually as "Group entities") and the Group's interest in jointly controlled entities. The Company is the ultimate parent. The Group owns a 50% share in the Pebble Limited Partnership (the "Pebble Partnership") (note 3). The Pebble Partnership owns the Pebble Copper-Gold-Molybdenum Project (the "Pebble Project"), the Group's principal mineral property interest located in Alaska, United States of America ("USA" or "US").

The Group is in the process of exploring its mineral property interests and has not yet determined whether the Pebble Project contains mineral reserves that are economically recoverable. The Group's continuing operations and the underlying value and recoverability of the amounts shown for the investment in the Pebble Partnership is entirely dependent upon the existence of economically recoverable mineral reserves; the ability of the Group to obtain the necessary financing to complete the exploration and development of the Pebble Project; obtaining the necessary permits to mine; and future profitable production or proceeds from the disposition of the investment in the Pebble Partnership.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### (a) *Statement of Compliance*

These condensed consolidated interim financial statements have been prepared in accordance with IAS 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board. Accordingly, these condensed consolidated interim financial statements do not include all of the information and footnotes required by International Financial Reporting Standards ("IFRS") for complete financial statements for year end reporting purposes. Results for the period ended September 30, 2010, are not necessarily indicative of future results.

The accounting policies applied by the Group in these condensed consolidated interim financial statements are the same as those applied by the Group in its most recent annual consolidated financial statements as at and for the year ended December 31, 2009 as filed on SEDAR at [www.sedar.com](http://www.sedar.com).

# Northern Dynasty Minerals Ltd.

Notes to the Condensed Consolidated Interim Financial Statements

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## (b) *Significant Accounting Estimates and Judgments*

The preparation of these condensed consolidated interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These condensed consolidated interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed consolidated interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### *Critical accounting estimates*

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i. the recoverability of amounts receivable which are included in the condensed consolidated interim statements of financial position;
- ii. the carrying value and the recoverability of the carrying value of the investment in the Pebble Partnership and its mineral property interests, included in the condensed consolidated interim statements of financial position;
- iii. the inputs used in accounting for share-based compensation expense in profit or loss; and
- iv. the provision for the income tax recovery which is included in profit or loss and the composition of deferred income tax liabilities included in the condensed consolidated interim statements of financial position.

### *Critical accounting judgments*

The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assessments made by management.

## (c) *Accounting Standards, Interpretations and Amendments to Existing Standards That Are Not Yet Effective*

The group has not yet adopted certain new standards, amendments and interpretations to existing standards, which have been published but are only effective for our accounting periods beginning on or after January 1, 2011 or later periods. These include:

- IFRS 9, Financial Instruments, Classification and Measurement, effective January 1, 2013; and
- Amendments to IAS 24, Related Party Disclosures, effective January 1, 2011.

At the end of the reporting period, the following accounting interpretation was in issue but not yet effective: IFRIC 19, Extinguishing Financial Liabilities with Equity Instruments. This interpretation is not expected to have any impact on the financial results of the Group.



# Northern Dynasty Minerals Ltd.

Notes to the Condensed Consolidated Interim Financial Statements

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(Unaudited – Expressed in thousands of Canadian Dollars, unless otherwise stated)

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The Group anticipates that the adoption of these standards and interpretations in future periods will have no material impact on the consolidated financial statements of the Group except for additional disclosures.

*(d) Segment Reporting*

The Group operates in a single reportable operating segment – the acquisition, exploration and development of mineral properties.

The Group's investment in the Pebble Partnership, which holds the Pebble Project, and its mineral property interest (note 4) are located in Alaska, USA. All other significant assets are held within Canada.

### 3. INVESTMENT IN THE PEBBLE LIMITED PARTNERSHIP

On July 26, 2007, the Group converted a wholly-owned general partnership formed in 2006 to hold its Pebble Property interest into a limited partnership, the Pebble Partnership, so that an indirect wholly-owned subsidiary of Anglo American plc ("Anglo American") could subscribe for 50% of the Pebble Partnership's equity effective July 31, 2007. Each of the Group and Anglo has equal rights in the Pebble Partnership through wholly-owned affiliates. The purpose of the Pebble Partnership is to engineer, permit, construct and operate a modern, long-life mine at the Pebble Project. The Pebble Partnership's assets include the shares of two Alaskan subsidiaries which hold registered title to the claims. To maintain its 50% interest in the Pebble Partnership, Anglo American is required to make staged cash investments into the Pebble Partnership aggregating to US\$1.425 billion, potentially increasing to US\$1.5 billion, as discussed below.

Anglo American's staged investment requirements includes an initial US\$125 million investment to fund prefeasibility study expenditures, which was completed in 2008, plus a requirement to fund additional expenditures as approved by the board of the general partner (Pebble Mines Corp.) unless Anglo American elects to terminate its rights and relinquish all its interests in the Pebble Partnership. Any funding of expenditures in excess of the US\$125 million for the prefeasibility study would apply to the following stage of funding commitment. After the completion and approval by the partners of the prefeasibility study, Anglo American is required, in order to retain its 50% interest in the Pebble Partnership, to commit to further expenditures which would bring Anglo American's total investment to at least US\$450 million, which amount is to be expended in producing a final feasibility study and in related activities, including to obtain relevant permits contemplated for current and planned activities, the completion of which is expected to take the Pebble Partnership to a production decision. Upon an affirmative decision by the Pebble Partnership to develop a mine, Anglo American is required to commit to the remainder of the total investment of US\$1.425 billion in order to retain its interest in the Pebble Partnership. Following completion of the US\$1.425 billion expenditure, any further expenditure will be funded by Anglo American and Northern Dynasty on a 50:50 basis. If the feasibility study is completed after 2011, Anglo American's overall funding requirement increases from US\$1.425 billion to US\$1.5 billion. The Pebble Partnership agreement provides for equal project control rights for both partners with no operator's fees payable to either party.

# Northern Dynasty Minerals Ltd.

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended September 30, 2010 and 2009

(Unaudited – Expressed in thousands of Canadian Dollars, unless otherwise stated)

The Group has determined that its investment in the Pebble Partnership qualifies as an interest in a jointly controlled entity under IAS 31, *Interests in Joint Ventures*, and has elected to apply the equity method in accounting for its interest in the Pebble Partnership. The Group has not recognized any share of the losses in the Pebble Partnership since inception as the Group has no obligation in respect to these losses given that the agreement with Anglo American states that the distribution of losses funded by Anglo American are allocated 100% to Anglo American until the total investment of US\$1.425 billion is met. For the nine months ended September 30, 2010 the Pebble Partnership has incurred losses totaling \$49,271 (2009 – \$50,322). Cumulative losses since inception of the Pebble Partnership to September 30, 2010 total \$313,324 (2009 – \$246,045). The accounting policies of the Pebble Partnership are the same as those followed by the Group. The Group's investment in the Pebble Partnership is carried in US dollars. Exchange differences arising from the translation of the Group's investment in the Pebble Partnership are taken directly to the foreign currency translation reserve in other comprehensive loss.

<b>Investment in the Pebble Partnership</b>	As at September 30 2010	As at December 31 2009
Carrying value at the beginning of the year	\$ 104,937	\$ 121,611
Foreign currency translation (note 7(d))	(2,196)	(16,674)
Carrying value at the end of the period	\$ 102,741	\$ 104,937

Summary financial information for the equity accounted investee, not adjusted for the percentage ownership held by the Group, is as follows:

<b>Assets and Liabilities</b>	As at September 30 2010	As at December 31 2009
Ownership	50%	50%
Non-current assets	\$ 103,425	\$ 104,820
Current assets	10,533	6,691
<b>Total assets</b>	<b>\$ 113,958</b>	<b>\$ 111,511</b>
Current liabilities	6,423	3,268
<b>Total liabilities</b>	<b>\$ 6,423</b>	<b>\$ 3,268</b>

<b>Losses</b>	For the nine months ended September 30	
	2010	2009
Net loss for the period	\$ 49,271	\$ 50,322
Net cumulative losses	313,324	246,045

The net loss or cumulative losses of the Pebble Partnership have not been included in the financial statements of the Group.

# Northern Dynasty Minerals Ltd.

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended September 30, 2010 and 2009

(Unaudited – Expressed in thousands of Canadian Dollars, unless otherwise stated)

## 4. MINERAL PROPERTY INTEREST

On June 29, 2010, the Group entered into a letter agreement to purchase certain mineral claims (approximately 60.7 square kilometers) adjacent to the Pebble Project from Liberty Star Uranium & Metals Corp. and its subsidiary, Big Chunk Corp. (together, “Liberty Star”) for consideration of US\$1 million in cash (approximately \$1.1 million) and a loan advance of US\$3 million (approximately \$3.1 million)(note 5(a)). The Pebble Partnership has the right for a limited period, to acquire these claims and reimburse the Group for its acquisition costs incurred.

## 5. AMOUNTS RECEIVABLE AND OTHER ASSETS

	As at September 30 2010	As at December 31 2009
Amounts receivable	\$ 158	\$ 39
Loan receivable (a)	3,165	-
Other assets – prepayments	233	142
Total	\$ 3,556	\$ 181

### (a) Loan Receivable

The loan receivable from Liberty Star earns 10% interest per annum calculated monthly and has the following terms:

- i. The loan is secured by assets and mining claims owned by Liberty Star in Alaska, USA, in which the Group can earn a 60% interest if it spends US\$10 million in exploration and claim maintenance over 6 years, subject to the signing of a definitive earn-in and joint venture agreement (“JV Agreement”).
- ii. The loan is to be paid back to the Group upon 45 days notice after the earlier of
  - a. The completion of the earn-in expenditure; or
  - b. The Group decides to voluntarily terminate the JV Agreement provided the Group has spent at least US\$1 million in earn-in expenditures; or
  - c. Liberty Star terminates the JV Agreement due to a superior 3<sup>rd</sup> party offer.
- iii. The Group may elect to deem the outstanding loan (including interest) as part of its earn-in requirements.
- iv. The loan is convertible until the loan is repaid or deemed paid by conversion into common shares of Liberty Star based on a 5 day volume weighted average share price less the maximum allowable discount applicable as if Liberty Star shares were listed on the TSX Venture Exchange provided the Group has spent a minimum US\$1 million in earn-in expenditures.
- v. The Group can call the loan if no definitive JV Agreement is signed by the Group and Liberty Star, within 60 days from the date of advancement of the loan, and repayment shall be due within 45 days after being called.

# Northern Dynasty Minerals Ltd.

Notes to the Condensed Consolidated Interim Financial Statements

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(Unaudited – Expressed in thousands of Canadian Dollars, unless otherwise stated)

## 6. CASH AND CASH EQUIVALENTS

	As at September 30 2010	As at December 31 2009
Business and savings accounts	\$ 30,558	\$ 39,688
Guaranteed investment certificates	9,165	5,207
<b>Total</b>	<b>\$ 39,723</b>	<b>\$ 44,895</b>

## 7. CAPITAL AND RESERVES

### (a) Authorized Share Capital

At September 30, 2010, the authorized share capital comprised an unlimited (2009 – unlimited) number of common shares. The common shares do not have a par value. All issued shares are fully paid.

### (b) Issued Share Capital

At September 30, 2010 the issued share capital comprised 93,866,596 common shares (December 31, 2009 – 93,173,976). The change in issued share capital for the period was as follows:

	Number of shares			Amount		
	Nine months ended September 30		Year ended December 31	Nine months ended September 30		Year ended December 31
	2010	2009	2009	2010	2009	2009
Balance, beginning of the year	93,173,976	92,543,639	92,543,639	\$370,660	\$365,202	\$365,202
Donation of shares <sup>(1)</sup>	–	75,000	75,000	–	437	437
Share purchase options exercised (c)	692,620	368,031	555,337	3,385	1,763	2,630
Fair value allocated to share purchase options exercised	–	–	–	3,504	1,624	2,391
<b>Balance at end of the period</b>	<b>93,866,596</b>	<b>92,986,670</b>	<b>93,173,976</b>	<b>\$377,549</b>	<b>\$369,026</b>	<b>\$370,660</b>

<sup>(1)</sup> In 2009, the Group donated shares to the Britannia Beach Historical Society, a registered charitable organization that owns and operates the British Columbia Museum of Mining. The cost recognized for the donation of the shares along with the corresponding share capital value was determined using the quoted market value per common share on date of issue.

### (c) Share Purchase Option Compensation Plan

The Group has a share purchase option plan approved by the Group's shareholders that allows it to grant share purchase options, subject to regulatory terms and approval, to its officers, directors, employees, and service providers. The share purchase option plan (the "2008 Rolling Option Plan") is based on the maximum number of eligible shares equalling a rolling percentage of 10% of the Group's outstanding common shares, calculated from time to time. Pursuant to the 2008 Rolling Option Plan, if outstanding share purchase options are exercised or expire, and/or the number of issued and outstanding common shares of the Group increases, then the number of share purchase options available to grant under the plan increase proportionately. The exercise price of each share purchase

# Northern Dynasty Minerals Ltd.

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option is set by the Board of Directors through its Compensation Committee at the time of grant but cannot be less than the market price (less permissible discounts). Share purchase options can have a maximum term of ten years and typically terminate 90 days following the termination of the optionee's employment or engagement, except in the case of retirement or death. Vesting of share purchase options is at the discretion of the Board of Directors at the time the options are granted.

The continuity of share purchase options for the period ended September 30, 2010 is as follows:

Expiry date	Exercise price	Dec 31 2009	Granted	Exercised	Expired / cancelled	Sep 30 2010	Options exercisable
April 14, 2011	\$ 9.74	27,500	-	-	-	27,500	27,500
April 30, 2011	\$ 7.25	180,000	-	-	-	180,000	180,000
October 27, 2011	\$ 3.00	134,908	-	(16,082)	(4,409)	114,417	48,748
February 2, 2012	\$ 5.00	474,834	-	(109,166)	-	365,668	189,335
February 4, 2012	\$ 5.00	1,737,202	-	(372,706)	(62,835)	1,301,661	680,828
February 20, 2012	\$10.95	150,000	-	-	-	150,000	150,000
March 26, 2012	\$ 8.25	25,000	-	-	-	25,000	16,667
April 11, 2013	\$ 9.74	75,000	-	-	-	75,000	75,000
May 27, 2013	\$ 7.59	-	1,702,000	-	-	1,702,000	567,333
August 22, 2013	\$ 5.35	40,000	-	-	-	40,000	40,000
October 27, 2013	\$ 3.00	130,000	-	(23,000)	-	107,000	60,333
February 2, 2014	\$ 5.00	2,018,000	-	(25,000)	-	1,993,000	1,305,333
February 4, 2014	\$ 5.00	220,000	-	(146,666)	-	73,334	1
May 27, 2015	\$ 7.59	-	951,000	-	-	951,000	317,000
		<b>5,212,444</b>	<b>2,653,000</b>	<b>(692,620)</b>	<b>(67,244)</b>	<b>7,105,580</b>	<b>3,658,078</b>
Weighted average exercise price		\$ 5.26	\$ 7.59	\$ 4.89	\$ 4.87	\$ 6.17	\$ 6.07
Weighted average contractual remaining life (years)		2.99				2.71	
Weighted average share price on exercise				\$ 9.39			

In the nine months ended September 30, 2010, the Group issued 2,653,000 share purchase options to purchase common shares at an exercise price of \$7.59 per common share.

# Northern Dynasty Minerals Ltd.

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended September 30, 2010 and 2009

(Unaudited – Expressed in thousands of Canadian Dollars, unless otherwise stated)

The continuity of share purchase options for the period ended September 30, 2009 was as follows:

Expiry date	Exercise price	Dec 31 2008	Granted	Exercised	Expired / cancelled	Sep 30 2009	Options exercisable
April 30, 2009	\$ 7.25	359,400	-	(15,000)	(344,400)	-	-
April 30, 2009	\$ 9.81	50,000	-	-	(50,000)	-	-
April 30, 2009	\$10.32	593,000	-	-	(593,000)	-	-
April 14, 2011	\$ 9.74	1,461,668	-	-	(1,434,168)	27,500	18,333
April 30, 2011	\$ 7.25	945,000	-	-	(765,000)	180,000	180,000
October 27, 2011	\$ 3.00	221,877	-	(45,975)	(5,910)	169,992	28,490
February 2, 2012	\$ 5.00	-	529,000	(36,166)	-	492,834	140,167
February 4, 2012	\$ 5.00	-	2,168,200	(215,890)	(65,667)	1,886,643	504,843
February 20, 2012	\$10.95	828,000	-	-	(678,000)	150,000	150,000
March 26, 2012	\$ 8.25	-	25,000	-	-	25,000	8,333
April 11, 2013	\$ 9.74	753,000	-	-	(678,000)	75,000	50,000
August 22, 2013	\$ 5.35	40,000	-	-	-	40,000	26,667
October 27, 2013	\$ 3.00	140,000	-	(10,000)	-	130,000	36,667
February 2, 2014	\$ 5.00	-	2,063,000	(45,000)	-	2,018,000	642,667
February 4, 2014	\$ 5.00	-	220,000	-	-	220,000	73,333
		<b>5,391,945</b>	<b>5,005,200</b>	<b>(368,031)</b>	<b>(4,614,145)</b>	<b>5,414,969</b>	<b>1,859,500</b>
Weighted average exercise price		\$ 8.90	\$ 5.02	\$ 4.79	\$ 9.32	\$ 5.24	\$ 5.82
Weighted average contractual remaining life (years)		2.44				3.21	
Weighted average share price on exercise				\$ 8.95			

During the period ended September 30, 2009, the Group issued 5,005,200 share purchase options to purchase common shares at an average exercise price of \$5.02 per common share. The Group also cancelled 4,614,145 share purchase options with exercise prices between \$3.00 and \$10.95 and with various expiry dates between April 30, 2009 and April 11, 2013. The Group determined that of the share purchase options granted, 2,243,700 were replacement options for 4,462,400 of the cancelled options and as such a modification of these cancelled options had occurred for accounting purposes. For modified options, the compensation expense is based on the fair value of the options on the modification date less the fair value of the original options based on the shorter of the remaining life of the old option or the expected life of the modified option.

The Group issued 25,000 of the aforementioned share purchase options to a non employee for geological advisory services. The Group estimated that the fair value of these services approximates the fair value of the share purchase options granted measured using the Black Scholes option pricing model.

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The following are the weighted average assumptions used to estimate the fair value of share purchase options in the period using the Black-Scholes option pricing model:

	Nine months ended September 30	
	2010	2009
Risk-free interest rate	2.36%	2.28%
Expected life	3.73 years	4.31 years
Expected volatility	65%	63%
Grant date share price	\$7.81	\$6.11
Expected dividend yield	Nil	Nil

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable measure of the fair value of the Group's share purchase options.

(d) *Foreign Currency Translation Reserve*

	Nine months ended September 30		Year ended
	2010	2009	December 31
Balance at beginning of period	\$ 5,743	\$ 22,635	\$ 21,808
Exchange (loss) gain on translation of investment in the Pebble Partnership	(2,196)	(14,707)	(16,674)
Deferred income tax on investment	80	-	609
Balance at the end of the period	\$ 3,627	\$ 7,928	\$ 5,743

The foreign currency translation reserve represents accumulated exchange differences arising on the translation of the investment in the Pebble Partnership, which has a US dollar functional currency, and any related tax effect that has been recognized in other comprehensive income (loss).

## 8. RELATED PARTY BALANCES AND TRANSACTIONS

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of the entities outlined below.

The following entities transacted business with the Group in the reporting period. The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions with non-key management personnel related entities on an arm's length basis.

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The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence were as follows:

Transactions	Three months ended September 30		Nine months ended September 30	
	2010	2009	2010	2009
Services rendered:				
Hunter Dickinson Services Inc. (a)	\$ 1,091	\$ 430	\$ 2,028	\$ 1,319
Reimbursement of third party expenses incurred/paid by:				
Hunter Dickinson Services Inc. (a)	\$ 131	\$ 103	\$ 660	\$ 538
Pebble Partnership (b)	\$ -	\$ -	\$ 59	\$ -

Related party balances receivable	As at September 30	As at December 31
	2010	2009
Hunter Dickinson Services Inc. (a)	\$ 140	\$ 55
	\$ 140	\$ 55

- (a) Hunter Dickinson Services Inc. ("HDSI") is a private company which was previously owned equally by eight public companies, one of which was the Group. During the first quarter, the Company sold its interest in HDSI for nominal value. HDSI has certain directors in common with the Group and provides geological, corporate development, administrative and management services to, and incurs third party costs on behalf of the Group pursuant to annually set rates.
- (b) The Group incurred third party costs on behalf of the Pebble Partnership during the period in the normal course of operations which were reimbursed by the Pebble Partnership at cost.

## Key management personnel compensation

	Three months ended September 30		Nine months ended September 30	
	2010	2009	2010	2009
Salaries and directors' fees	\$ 179	\$ 206	\$ 537	\$ 612
Share-based compensation	645	539	2,737	2,767
Total	\$ 824	\$ 745	\$ 3,274	\$ 3,379

## 9. AMOUNTS PAYABLE AND OTHER LIABILITIES

Falling due within the next 12 months	As at September 30	As at December 31
	2010	2009
Trade payables	\$ 193	\$ 193



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## 10. SUBSIDIARIES

Name of Subsidiary	Place of Incorporation	Proportion of Ownership		Principal Activity
		Interest		
3537137 Canada Inc.	British Columbia, Canada	100%		Holding Group
0796412 BC Ltd.	British Columbia, Canada	100%		Not active
Northern Dynasty Partnership <sup>1</sup>	Alaska, USA	100%		Holding Group
U5 Resources Inc. <sup>2</sup>	Nevada, USA	100%		Holding Group

1. The Group's affiliate which holds the Group's 50% interest in the Pebble Partnership (note 3).

2. The Group's affiliate which holds the claims purchased from Liberty Star (note 4).

## 11. BASIC AND DILUTED LOSS PER SHARE

The calculation of basic and diluted loss per share for the period ended September 30, 2010 was based on the following:

	Three months ended September 30		Nine months ended September 30	
	2010	2009	2010	2009
Loss attributable to common shareholders	\$ 3,239	\$ 2,247	\$ 10,837	\$ 10,586
Weighted average number of common shares outstanding	93,857,434	92,958,128	93,725,665	92,749,403

Diluted loss per share did not include the effect of 7,105,580 (2009 – 5,414,969) share purchase options as they are anti-dilutive.

## 12. FINANCIAL RISK MANAGEMENT

The Group is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

### *Credit Risk*

Credit risk is the risk of potential loss to the Group if a counterparty to a financial instrument fails to meet its contractual obligations. The Group's credit risk is primarily attributable to its liquid financial assets, including cash and cash equivalents, amounts receivable and balances receivable from related parties. The Group limits the exposure to credit risk in its cash and cash equivalents by only investing its cash and cash equivalents with high-credit quality financial institutions in business and saving accounts, guaranteed investment certificates, and in government treasury bills which are available on demand by the Group for its programs.

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The loan receivable which was provided as part of the consideration for certain claims purchased (note 4) is secured by mining claims and related assets owned by the counterparty (Liberty Star) in Alaska, USA, under a general security agreement (note 5(a)).

## *Liquidity Risk*

Liquidity risk is the risk that the Group will not be able to meet its financial obligations when they become due. The Group ensures, as far as reasonably possible, it will have sufficient capital in order to meet short term business requirements, after taking into account cash flows from operations and the Group's holdings of cash and cash equivalents. The Group believes that these sources will be sufficient to cover the likely short term cash requirements. The Group's cash and cash equivalents are currently invested in business accounts and guaranteed investment certificates which are available on demand by the Group for its programs.

The Group has no contractual obligations other than current trade payables (note 9).

## *Foreign exchange risk*

The Group is exposed to foreign exchange risk as some of its cash and cash equivalents are held in US dollars. Also certain of the Group's corporate expenses are incurred in US dollars. The results of the Group's operations are subject to currency transaction risk and currency translation risk. The operating results and financial position of the Group are reported in Canadian dollars in the Group's consolidated financial statements. The fluctuation of the US dollar in relation to the Canadian dollar will consequently have an impact upon the losses incurred by the Group and may also affect the value of the Group's assets and the amount of shareholders' equity.

The Group has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

The exposure of the Group's cash and cash equivalents, amounts receivable and amounts receivable from related parties to foreign exchange risk is as follows:

Currency	As at September 30, 2010		As at December 31, 2009	
	Foreign currency amount	Amount in Canadian dollars	Foreign currency amount	Amount in Canadian dollars
US dollars				
Amounts receivable	\$ 3,076	\$ 3,165	–	–
Cash and cash equivalents	284	293	\$ 651	\$ 684
<b>Total financial assets</b>	<b>\$ 3,360</b>	<b>\$ 3,458</b>	<b>\$ 651</b>	<b>\$ 684</b>

The exposure of the Group's amounts payable and other liabilities and amounts due to related parties to foreign exchange risk is as follows:

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Currency	As at September 30, 2010		As at December 31, 2009	
	Foreign currency amount	Amount in Canadian dollars	Foreign currency amount	Amount in Canadian dollars
US dollars				
Amounts payable and other liabilities	\$ 90	\$ 93	\$ 1	\$ 1
<b>Total financial liabilities</b>	<b>\$ 90</b>	<b>\$ 93</b>	<b>\$ 1</b>	<b>\$ 1</b>

Based on the above net exposures and assuming that all other variables remain constant, a 10% depreciation of the Canadian dollar against the US dollar would result in a decrease in the loss of approximately \$337 in the period (2009 - \$112). This sensitivity analysis includes only outstanding foreign currency denominated monetary items and excludes the effect of any translation adjustments for the investment in the Pebble Partnership.

### *Interest rate risk*

The Group is subject to interest rate risk with respect to its investments in cash and cash equivalents. The Group's policy is to invest cash at fixed rates of interest and cash reserves are to be maintained in cash and cash equivalents in order to maintain liquidity, while achieving a satisfactory return for shareholders. Fluctuations in interest rates when the cash and cash equivalents mature impact interest income earned.

Assuming that all other variables remain constant, a 10 basis point increase or decrease in interest rates would have resulted in a decrease or increase in the loss of approximately \$27 in the period (2009 - \$25).

### *Commodity price risk*

While the value of the Group's core mineral resource property, held through its 50% interest in the Pebble Partnership, is related to the price of gold, copper and molybdenum and the outlook for these minerals, the Group currently does not have any operating mines and hence does not have any hedging or other commodity based risks in respect of its operational activities.

Gold, copper, and molybdenum prices historically have fluctuated widely and are affected by numerous factors outside of the Group's control, including, but not limited to, industrial and retail demand, central bank lending, forward sales by producers and speculators, levels of worldwide production, short-term changes in supply and demand because of speculative hedging activities, and certain other factors related specifically to gold.

### *Capital Management*

The Group's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Group consists of equity, comprising share capital, net of accumulated deficit.

There were no changes in the Group's approach to capital management during the period.

The Group is not subject to any externally imposed capital requirements.

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## *Fair value*

The fair value of the Group's financial assets and liabilities approximates the carrying amount.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

	Financial assets at fair value			September 30 2010
	Level 1	Level 2	Level 3	
Available for sale financial asset				
Marketable securities	\$ 2	\$ –	\$ –	\$ 2
Total financial assets at fair value	\$ 2	\$ –	\$ –	\$ 2

	Financial assets at fair value			December 31 2009
	Level 1	Level 2	Level 3	
Available for sale financial asset				
Marketable securities	\$ 2	\$ –	\$ –	\$ 2
Total financial assets at fair value	\$ 2	\$ –	\$ –	\$ 2

## 13. SUBSEQUENT EVENT

The Group issued 40,456 common shares pursuant to the exercise of share purchase options at exercise prices of \$3.00, \$5.00 and \$7.59 per common share.