

# STIKEMAN ELLIOTT

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BY SEDAR

December 13, 2019

British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Ontario Securities Commission  
Nova Scotia Securities Commission  
Financial and Consumer Services Commission (New Brunswick)  
Office of the Superintendent of Securities (Prince Edward Island)  
Office of the Superintendent of Securities Service Newfoundland and Labrador

Dear Sirs and Mesdames:

**Re: Prospectus Supplement to a Short Form Base Shelf Prospectus dated January 25, 2019 of Northern Dynasty Minerals Ltd. (the "Issuer")**

We refer you to the prospectus supplement dated December 13, 2019 (the "**Supplement**") to a short form base shelf prospectus dated January 25, 2019 of the Issuer relating to the issuance of common shares of the Issuer.

We consent to being named in the Supplement on page iii and under the heading "Legal Matters" and in connection with the legal opinions set out under the heading "Eligibility for Investment" in the Supplement, which opinions are provided as of the date of the Supplement.

We have read the Supplement and have no reason to believe that there are any misrepresentations in the information contained in the Supplement that are (i) derived from our legal opinions provided in the Supplement, or (ii) within our knowledge as a result of the services performed by us in connection with such opinions.

This letter is delivered to the addressees pursuant to the requirements of securities legislation and is not to be used or relied upon for any other purpose.

Yours truly,

*(Signed) Stikeman Elliott LLP*

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