

NORTHERN DYNASTY MINERALS LTD.

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October 22, 2020

**Re: Annual General Meeting of Shareholders of Northern Dynasty Minerals Ltd.
to be held on December 17, 2020 (the "Meeting")**

I, Trevor Thomas, Corporate Secretary of **Northern Dynasty Minerals Ltd.** (the "**Company**"), hereby certify that:

- (a) arrangements have been made to have proxy related materials for the Meeting sent in compliance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (the "**Instrument**"), to all beneficial owners at least 21 days before the date fixed for the Meeting;
- (b) arrangements have been made to carry out all of the requirements of the Instrument in addition to those described in subparagraph (a); and
- (c) the Company is relying on section 2.20 of the Instrument to abridge the time prescribed in subsections 2.1(b), 2.2(1) and 2.5(1) of the Instrument.

/s/ "Trevor Thomas"

Trevor Thomas, Corporate Secretary