Northern Dynasty Minerals Ltd.

CONDENSED CONSOLIDATED INTERIM
FINANCIAL STATEMENTS

SIX MONTHS ENDED
JUNE 30, 2011

(Expressed in thousands of Canadian Dollars)

(Unaudited)

Northern Dynasty Minerals Ltd.

Condensed Consolidated Interim Statements of Financial Position

(Unaudited - Expressed in thousands of Canadian Dollars)

		As at	
	Notes	June 30 2011	December 31 2010
ASSETS			
Non-current assets			
Investment in the Pebble Limited Partnership	3	$ 96,301	$ 99,306
Mineral property interest	4	1,055	1,055
		97,356	100,361
Current assets			
Balances receivable from a related party	8	–	75
Amounts receivable and other assets	5	3,385	3,408
Marketable securities		1	1
Cash and cash equivalents	6	41,539	40,402
		44,925	43,886
Total Assets		**$ 142,281**	**$ 144,247**
EQUITY			
Share capital	7	$ 388,273	$ 380,570
Reserves		38,859	35,114
Deficit		(288,566)	(275,624)
		138,566	140,060
LIABILITIES			
Non-current liabilities			
Deferred income taxes		3,523	3,633
		3,523	3,633
Current liabilities			
Balances payable to a related party	8	110	102
Amounts payable and other liabilities	9	82	452
		192	554
Total Liabilities		3,715	4,187
Total Equity and Liabilities		**$ 142,281**	**$ 144,247**

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 August 12, 2011. 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)

	Notes	Three months ended June 30 2011	Three months ended June 30 2010	Six months ended June 30 2011	Six months ended June 30 2010
Expenses					
Conference and travel		$ 25	$ 55	$ 128	$ 183
Donations	7(a)	866	–	866	3
Exploration		141	150	457	297
Foreign exchange loss (gain)		17	(105)	96	(84)
Insurance		68	62	135	126
Legal, accounting and audit		41	36	94	66
Office costs		308	226	505	333
Salaries		676	747	1,298	1,172
Shareholder communication		97	158	273	256
Share-based compensation	7(b)	2,782	4,340	9,283	5,242
Trust and filing		48	42	229	207
Loss from operating activities		5,069	5,711	13,364	7,801
Interest income		(225)	(90)	(422)	(171)
Loss before tax		4,844	5,621	12,942	7,630
Income tax expense (recovery)		–	3	–	(32)
Loss for the period		**$ 4,844**	**$ 5,624**	**$ 12,942**	**$ 7,598**
Other comprehensive loss (income)					
Unrealized loss on available-for-sale marketable securities		–	1	–	1
Exchange difference arising on translation of investment in the Pebble Limited Partnership	3	509	(4,872)	3,005	(1,358)
Deferred income tax on investment	7(c)	(19)	176	(110)	49
Other comprehensive loss (income)		**$ 490**	**$ (4,695)**	**$ 2,895**	**$ (1,308)**
Total comprehensive loss		**$ 5,334**	**$ 929**	**$ 15,837**	**$ 6,290**
Basic and diluted loss per common share	11	$ 0.05	$ 0.06	$ 0.14	$ 0.08

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)

		Six months ended June 30	
	Note	2011	2010
Cash flows from operating activities			
Loss for the period		$ (12,942)	$ (7,598)
Adjustments for:			
Donation of shares		866	–
Foreign exchange loss		97	4
Income tax expense (recovery)		–	(32)
Interest income		(422)	(171)
Share-based compensation		9,283	5,242
		(3,118)	(2,555)
Changes in non-cash working capital items			
Decrease in amounts receivable and other assets		70	62
Decrease (increase) in balances receivable from related parties		75	(4)
Decrease in amounts payable and other liabilities		(370)	(92)
Decrease in balances payable to related parties		8	74
		(217)	40
Net cash used in operating activities		(3,335)	(2,515)
Cash flows from investing activities			
Interest income		279	171
Loan advanced	4	–	(3,194)
Mineral property interest	4	–	(1,055)
Net cash from (used in) investing activities		279	(4,078)
Cash flows from financing activities			
Common shares issued for cash, net of issue costs	7	4,194	3,283
Net cash from financing activities		4,194	3,283
Net increase (decrease) in cash and cash equivalents		1,138	(3,310)
Effect of exchange rate fluctuations on cash held		(1)	(4)
Cash and cash equivalents at beginning of the period		40,402	44,895
Cash and cash equivalents at end of the period		**$ 41,539**	**$ 41,581**

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				
	Number of shares	Amount	Equity settled share-based payments reserve	Foreign currency translation reserve	Investment revaluation reserve	Deficit	Total
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 purchase options	672,034	3,283	–	–	–	–	3,283
Fair value of share options allocated to shares issued on exercise	–	3,408	(3,408)	–	–	–	–
Share-based compensation	–	–	5,242	–	–	–	5,242
Total comprehensive income (loss) for the period	–	–	–	1,309	(1)	(7,598)	(6,290)
Balance at June 30, 2010	93,846,010	$ 377,351	$ 33,010	$ 7,052	$ (1)	$ (269,107)	$ 148,305
Balance at January 1, 2011	94,177,066	$ 380,570	$ 34,799	$ 316	$ (1)	$ (275,624)	$ 140,060
Shares issued for cash on exercise of share purchase options	722,108	4,194	–	–	–	–	4,194
Fair value of share options allocated to shares issued on exercise	–	2,643	(2,643)	–	–	–	–
Shares donated (note 7(a))	75,000	866	–	–	–	–	866
Share-based compensation	–	–	9,283	–	–	–	9,283
Total comprehensive loss for the period	–	–	–	(2,895)	–	(12,942)	(15,837)
Balance at June 30, 2011	94,974,174	$ 388,273	$ 41,439	$ (2,579)	$ (1)	$ (288,566)	$ 138,566

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

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 1040 West Georgia Street, 15th Floor, Vancouver, British Columbia. The condensed consolidated interim financial statements ("Interim Financial Statements") of the Company as at and for the period ended June 30, 2011, include financial information for 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 principal mineral property interest 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 financing of its share to complete the exploration and development of the Pebble Project; the Pebble Partnership 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 Interim Financial Statements have been prepared in accordance with IAS 34, *Interim Financial Reporting,* as issued by the International Accounting Standards Board ("IASB"). They do not include all of the information required for full annual financial statements, and should be read in conjunction with the Group's consolidated financial statements as at and for the year ended December 31, 2010. Accordingly accounting policies applied are the same as those applied in the Group's annual financial statements which are filed under the Company's profile on SEDAR at www.sedar.com.

(b) *Segment Reporting*

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

The Group's core mineral property interest, the Pebble Project, held through the 50% interest in the Pebble Partnership, is located in Alaska, USA. All other significant assets are held within Canada.

(c) *Significant Accounting Estimates and Judgments*

The preparation of these 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 Interim Financial Statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the 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.

Sources of estimation uncertainty

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 inputs used in measuring share-based compensation included in the loss for the period; and
ii. the provision for the income tax expense included in the loss for the period and the composition of deferred income tax liabilities included in the condensed consolidated interim statements of financial position.

Critical accounting judgments

The following judgements have been made:

i. the recoverability of amounts receivable which are included in the condensed consolidated interim statements of financial position;
ii. the recoverability of the carrying value of the investment in the Pebble Partnership and mineral property interest included in the condensed consolidated interim statements of financial position; and
iii. the determination of categories of financial assets and financial liabilities which has been identified as an accounting policy which involves assessments made by management.

(d) Accounting Standards, Interpretations and Amendments to Existing Standards

Effective January 1, 2011, the Group adopted new and revised International Financial Reporting Standards ("IFRS") that were issued by the IASB. The application of these new and revised IFRS has not had any material impact on the amounts reported for the current and prior periods but may affect the accounting for future transactions or arrangements.

(i) Amendment to IAS 32, *Financial Instruments: Presentation*

Rights, options or warrants to acquire a fixed number of the Group's equity instruments for a fixed amount of any currency will be allowed to be classified as equity instruments so long as the Group offers the rights, options or warrants pro rata to all of the Group's existing owners of the same class of the Group's non-derivative equity instruments.

(ii) *Amendments to IFRS 3, Business Combinations*

These address the following:

Clarification that the contingent consideration arising in a business combination previously accounted for in accordance with IFRS 3 that is outstanding at the adoption date continues to be accounted for in accordance with IFRS 3.

Limiting the accounting policy choice to measure non-controlling interests upon initial recognition at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets to instruments that give rise to a present ownership interest and that currently entitle the holder to a share of net assets in the event of liquidation.

Expansion of the guidance with regards to the attribution of the market-based measure of an acquirer's share-based payment awards issued in exchange for acquiree awards.

(iii) *Amendments to IAS 27, Consolidated and Separate Financial Statements*

Clarification that the amendments to IAS 21, *The Effects of Changes in Foreign Exchange Rates*, IAS 28, *Investments in Associates*, and IAS 31, *Interests in Joint Ventures* resulting from IAS 27 should be applied prospectively, except for amendments resulting from renumbering.

(iv) *Amendments to IFRS 7, Financial Instruments: Disclosures*

Amendment to disclosure requirements, specifically ensuring qualitative disclosures are made in close proximity to quantitative disclosures in order to better enable financial statement users to evaluate an entity's exposure to risks arising from financial instruments.

(v) *Amendments to IAS 1, Presentation of Financial Statements*

Clarification that the breakdown of changes in equity resulting from transactions recognized in other comprehensive income is required to be presented in the *statement of changes in equity or in the notes to the financial statements.*

(vi) *Amendments to IAS 24, Related Party Disclosures*

Amendment of the definition for related parties.

(vii) Amendments to IAS 34, *Interim Financial Reporting*

Addition of further examples of events or transactions that require disclosure and removal of references to materiality when discussing other minimum disclosures.

<u>*Accounting standards issued but not yet effective*</u>

(i) Effective for annual periods beginning on or after July 1, 2011

- Amendments to IFRS 7, *Financial Instruments: Disclosures*

  Increase in disclosure with regards to the transfer of financial assets, especially if there is a disproportionate amount of transfer transactions that take place around the end of a reporting period.

(ii) Effective for annual periods beginning on or after July 1, 2012

- Amendments to IAS 1, *Presentation of Financial Statements*

  Requires an entity to group items presented in the Statement of Comprehensive Income on the basis of whether they may be reclassified to earnings subsequent to initial recognition. For those items presented before taxes, the amendments to IAS 1 also require that the taxes related to the two separate groups be presented separately. Earlier adoption is permitted.

(iii) Effective for annual periods beginning on or after January 1, 2013

- New standard IFRS 10, *Consolidated Financial Statements.*

  Builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company and provides additional guidance where it is difficult to assess. IFRS 10 replaces the consolidation requirements in SIC-12, *Consolidation-Special Purpose Entities,* and IAS 27, *Consolidated and Separate Financial Statements.*

  Concurrently with the issuance of IFRS 10, IAS 27 and IAS 28, *Investments in Associates* were revised and reissued as IAS 27, *Separate Financial Statements* and IAS 28, *Investments in Associates and Joint Ventures,* to align with the new consolidation guidance.

- New standard IFRS 11, *Joint Arrangements*

  Under IFRS 11, joint arrangements are classified as joint operations or joint ventures based on the rights and obligations of the parties to the joint arrangements rather than its legal form. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement (“joint operators”) have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement (“joint venturers”) have rights to the net assets of the arrangement. IFRS 11 requires that a joint operator recognize its portion of assets, liabilities, revenues and expenses of a joint arrangement, while a joint venturer recognizes its investment in a joint arrangement using the equity method. IFRS 11 supercedes IAS 31, *Interests in Joint Ventures* and SIC-13, *Jointly Controlled Entities-Non-monetary Contributions by Venturers.*

The Group is currently evaluating the impact that IFRS 11 may have on its consolidated financial statements.

- New standard IFRS 12, *Disclosure of Interests in Other Entities*

  Provides the disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and consolidated structured entities.

- New standard IFRS 13, *Fair Value Measurement*

  Defines fair value and sets out in a single IFRS a framework for measuring fair value and requires disclosures about fair value measurements. The standard does not determine when an asset, a liability or an entity's own equity instrument is measured at fair value. Rather, the measurement and disclosure requirements of IFRS 13 apply when another IFRS requires or permits the item to be measured at fair value (with limited exceptions).

The Group has not early adopted these new or revised standards and is currently assessing the impact that these standards will have on the Group's consolidated financial statements.

(iv) Effective for annual periods beginning on or after January 1, 2015

- New standard IFRS 9, *Financial Instruments, Classification and Measurement*

  The standard represent phase 1 of 3 phases to replace IAS 39, *Financial Instruments: Recognition and Measurement,* in its entirety. When completed, IFRS 9, *Financial Instruments,* will be the new standard for the financial reporting of financial instruments that is principles-based and less complex than IAS 39. Phase 1 was issued In November 2009 and amended in October 2010 and addressed the classification and measurement of financial assets and financial liabilities. This standard requires that all financial assets be classified as subsequently measured at amortized cost or at fair value based on the Group's business model for managing financial assets and the contractual cash flow characteristics of the financial assets. Financial liabilities are classified as subsequently measured at amortized cost except for financial liabilities classified as at fair value through profit or loss, financial guarantees and certain other exceptions.

  The Group anticipates that the adoption of this standard will have no material impact except for additional disclosures

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 American 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$1.5 billion.

Anglo American's staged investment requirements include an initial minimum expenditure of US$125 million (completed in 2008) towards a prefeasibility report. The prefeasibility report is to be approved by the Board of the general partner (Pebble Mines Corp.), and is to summarize all previous prefeasibility studies. The Board of the general partner is also to approve the alternatives for a final feasibility study. After receipt of the approved prefeasibility report, Anglo American is required, in order to retain its 50% interest in the Pebble Partnership, to commit to further expenditures which 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 following approval of a positive feasibility study, Anglo American is required to commit to the remainder of the total investment of US$1.5 billion in order to retain its interest in the Pebble Partnership. Following completion of the US$1.5 billion expenditure, any further expenditure will be funded by Anglo American and the Group on a 50:50 basis. To June 30, 2011, Anglo American has funded US$346.8 million ($366.4 million). The Pebble Partnership agreement provides for equal project control rights for both partners with no operator's fees payable to either party.

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 applies the equity method in accounting for this interest. 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 as 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$1.5 billion is met. For the period ended June 30, 2011, the Pebble Partnership has incurred losses totaling $29,193 (2010 – $24,946). Cumulative losses since inception of the Pebble Partnership to June 30, 2011 total $362,049 (2010 – $288,999). 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 recognized directly in the foreign currency translation reserve through other comprehensive loss (income).

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

Investment in the Pebble Partnership	As at June 30 2011	As at December 31 2010
Carrying value at the beginning of the year	$ 99,306	$ 104,937
Foreign currency translation (note 7(c))	(3,005)	(5,631)
Carrying value at the end of the period	$ 96,301	$ 99,306

Summary financial information for the equity accounted investee, not adjusted for the 50% ownership held by the Group, is as follows:

Assets and Liabilities	As at June 30 2011	As at December 31 2010
Non-current assets	$ 96,053	$ 99,451
Current assets	12,711	14,825
Total assets	**$ 108,764**	**$ 114,276**
Current liabilities	5,574	5,011
Total liabilities	**$ 5,574**	**$ 5,011**

Losses	For the six months ended June 30	
	2011	2010
Net loss for the period	$ 29,193	$ 24,946
Net cumulative losses	362,049	288,999

The net loss and the cumulative losses of the Pebble Partnership have not been included in the Interim Financial Statements of the Group.

4. MINERAL PROPERTY INTEREST

On June 29, 2010, the Group entered into a binding letter agreement with Liberty Star Uranium & Metals Corp. and its subsidiary, Big Chunk Corp. (together, "Liberty Star"), pursuant to which Liberty Star sold 60.7 square kilometers of mineral claims located to the west of the Pebble Project in consideration for a US$1 million (approximately $1.1 million) cash payment and a loan advance of US$3 million (approximately $3.1 million). The purchase of the claims and the loan advance are interdependent (note 5(a)). The Pebble Partnership had the right to acquire these claims but has declined to exercise that right.

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

5. AMOUNTS RECEIVABLE AND OTHER ASSETS

	As at June 30 2011	As at December 31 2010
Amounts receivable	$ 146	$ 132
Loan receivable (a)	3,183	3,136
Other assets – prepayments	56	140
Total	$ 3,385	$ 3,408

(a) Loan receivable

The loan receivable from Liberty Star earns 10% interest per annum compounded monthly. To date $300 has been recognized in interest income and included in the loan receivable. Other significant terms of the loan receivable include:

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"). No definitive JV Agreement has been entered into as of the date these Interim Financial Statements have been authorized for issue.
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 3rd party offer.
iii. The Group may elect to deem the outstanding loan (including interest) as part of its earn-in requirements. The Group however, can only consider this once a definitive JV Agreement has been entered into.
iv. The loan is convertible until the loan is repaid or deemed repaid, 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 that the Group has spent a minimum US$1 million in earn-in expenditures. To June 30, 2011, the Group had not expended US$1 million in earn-in expenditures.
v. In addition to the above, the Group can require repayment of the loan and repayment will be due within 45 days thereof, because no definitive JV Agreement was entered into by the Group and Liberty Star within 60 days from the date of advancement of the loan.
vi. The loan may be pre-paid by Liberty Star without penalty at any time on 10 days' prior notice, during which the Group's conversion rights will be unaffected.

6. CASH AND CASH EQUIVALENTS

	As at June 30 2011	As at December 31 2010
Business and savings accounts	$ 32,270	$ 31,207
Guaranteed Investment Certificates	9,269	9,195
Total	$ 41,539	$ 40,402

7. CAPITAL AND RESERVES

(a) Authorized Share Capital

At June 30, 2011, the authorized share capital comprised an unlimited (2010 – unlimited) number of common shares. The common shares do not have a par value. All issued shares are fully paid.

During the period, the Group donated 75,000 common shares from its treasury to the University of British Columbia to assist in financing the construction of a new earth science building. The Group recognized $866 as the cost of the donation of the shares along with the corresponding share capital value based on the quoted market value per common share on the date of issue.

(b) Share Purchase Option Compensation Plan

The Group has a share purchase option plan approved by the Group's shareholders that allows the Board of Directors 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 "2011 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 2011 Rolling Option Plan, if outstanding share purchase options are exercised and the number of issued and outstanding common shares of the Group increases, then the share purchase options available to grant under the plan increase proportionately. The exercise price of each share purchase option is set by the Board of Directors at the time of grant but cannot be less than the market price, being the 5-day volume weighted average trading price calculated the day before the grant. Share purchase options can have a maximum term of ten years (although share purchase options have generally been granted with a term of up to five years) and typically terminate 90 days following the termination of the optionee's employment or engagement, except in the case of retirement or death. The vesting period for share purchase options is at the discretion of the Board of Directors at the time the options are granted.

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

The continuity of share purchase options for the period ended June 30, 2011 was as follows:

Expiry date	Exercise price per share	Dec 31 2010	Granted	Exercised	Forfeited / cancelled	Jun 30 2011
April 14, 2011	$ 9.74	22,500	–	(12,500)	(10,000)	–
April 30, 2011	$ 7.25	180,000	–	(180,000)	–	–
October 27, 2011	$ 3.00	84,693	–	(23,365)	–	61,328
February 2, 2012	$ 5.00	365,668	–	–	–	365,668
February 4, 2012	$ 5.00	1,125,885	–	(181,209)	–	944,676
February 20, 2012	$10.95	150,000	–	–	–	150,000
March 26, 2012	$ 8.25	25,000	–	–	–	25,000
April 11, 2013	$ 9.74	75,000	–	–	–	75,000
May 27, 2013	$ 7.59	1,602,030	–	(71,700)	(33,000)	1,497,330
August 22, 2013	$ 5.35	40,000	–	–	–	40,000
October 27, 2013	$ 3.00	107,000	–	(10,000)	–	97,000
February 2, 2014	$ 5.00	1,993,000	–	(170,000)	–	1,823,000
February 4, 2014	$ 5.00	73,334	–	(73,334)	–	–
March 15, 2014	$15.44	–	932,400	–	(6,000)	926,400
May 27, 2015	$ 7.59	951,000	–	–	–	951,000
March 15, 2016	$15.44	–	1,266,000	–	–	1,266,000
		6,795,110	**2,198,400**	**(722,108)**	**(49,000)**	**8,222,402**
Weighted average exercise price per share		$ 6.19	$ 15.44	$ 5.81	$ 8.99	$ 8.68
Weighted average contractual remaining life (years)		2.50				2.57
Weighted average share price per share on exercise				$ 16.88		

During the period ended June 30, 2011, the Group granted 2,198,400 share purchase options to purchase common shares at an exercise price of $15.44 per common share. Of the share purchase options granted, 132,000 were granted to non-employees; 15,000 to a consultant for the provision of investor relations advisory services; 90,000 to a former director for engineering consulting services; and 27,000 to a consultant for geological advisory services. The Group determined that given the nature of the services being provided and that continues to be provided; it could not determine the fair value of these services reliably. As a consequence, the Group estimated that the value of these services approximates the fair value of the share purchase options granted measured using the Black-Scholes option pricing model which at June 30, 2011 amounted to $439.

The Group cancelled 39,000 share purchase options due to forfeitures as a result of terminations and resignations, with an average exercise price of $8.80 and with expiry dates of May 27, 2013 and March 15, 2014. The Group also cancelled 10,000 options with an exercise price of $9.74 and expiry date of April 14, 2011 which had expired unexercised.

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

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

Expiry date	Exercise price per share	Dec 31 2009	Granted	Exercised	Forfeited / cancelled	Jun 30 2010
April 14, 2011	$ 9.74	27,500	–	–	–	27,500
April 30, 2011	$ 7.25	180,000	–	–	–	180,000
October 27, 2011	$ 3.00	134,908	–	(15,662)	(4,409)	114,837
February 2, 2012	$ 5.00	474,834	–	(89,166)	–	385,668
February 4, 2012	$ 5.00	1,737,202	–	(372,540)	(62,835)	1,301,827
February 20, 2012	$10.95	150,000	–	–	–	150,000
March 26, 2012	$ 8.25	25,000	–	–	–	25,000
April 11, 2013	$ 9.74	75,000	–	–	–	75,000
May 27, 2013	$ 7.59	–	1,702,000	–	–	1,702,000
August 22, 2013	$ 5.35	40,000	–	–	–	40,000
October 27, 2013	$ 3.00	130,000	–	(23,000)	–	107,000
February 2, 2014	$ 5.00	2,018,000	–	(25,000)	–	1,993,000
February 4, 2014	$ 5.00	220,000	–	(146,666)	–	73,334
May 27, 2015	$ 7.59	–	951,000	–	–	951,000
		5,212,444	**2,653,000**	**(672,034)**	**(67,244)**	**7,126,166**
Weighted average exercise price per share		$ 5.26	$ 7.59	$ 4.88	$ 4.87	$ 6.17
Weighted average contractual remaining life (years)		2.99				2.95
Weighted average share price per share on exercise				$ 9.47		

During the period ended June 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. The Group cancelled 67,244 share purchase options due to forfeitures as a result of terminations and resignations, with exercise prices of $3.00 and $5.00 and with expiry dates of October 27, 2011 and February 4, 2012.

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

The following share purchase options were exercisable at June 30, 2011:

		At June 30, 2011	
Expiry date	Exercise price per share	Number of options outstanding	Number of options exercisable
October 27, 2011	$ 3.00	61,328	61,328
February 2, 2012	$ 5.00	365,668	365,668
February 4, 2012	$ 5.00	944,676	944,676
February 20, 2012	$10.95	150,000	150,000
March 26, 2012	$ 8.25	25,000	25,000
April 11, 2013	$ 9.74	75,000	75,000
May 27, 2013	$ 7.59	1,497,330	947,997
August 22, 2013	$ 5.35	40,000	40,000
October 27, 2013	$ 3.00	97,000	97,000
February 2, 2014	$ 5.00	1,823,000	1,823,000
March 15, 2014	$15.44	926,400	308,800
May 27, 2015	$ 7.59	951,000	634,000
March 15, 2016	$15.44	1,266,000	422,000
		8,222,402	**5,894,469**
Weighted average exercise price per share		$ 8.68	$ 7.16

The weighted average fair value of the share purchase options granted during the period was $6.57 (2010 – $3.87). Options were priced based on the Black-Scholes option pricing model using the following weighted average assumptions to estimate the fair value of options granted:

	June 30 2011	June 30 2010
Risk-free interest rate	2.29%	2.36%
Expected life	4.15 years	3.73 years
Expected volatility	64%	65%
Grant date share price	$13.78	$7.81
Expected dividend yield	Nil	Nil

Option pricing models require the input of highly subjective assumptions including the expected price volatility. The Group determines volatility using historical closing prices as a basis for expected volatility from three to five years subject to forfeiture rates as appropriate. 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.

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

(c) Foreign Currency Translation Reserve

	Six months ended June 30	
	2011	2010
Balance at beginning of period	$ 316	$ 5,743
Exchange (loss) gain on translation of investment in the Pebble Partnership	(3,005)	1,358
Deferred income tax on investment	110	(49)
Balance at the end of period	$ (2,579)	$ 7,052

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 the related tax effect that has been recognized in other comprehensive 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 those entities.

The following entities transacted 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 to non-key management personnel related entities on an arm's length basis.

Transactions with Key Management Personnel

The aggregate value of transactions with key management personnel being directors and senior management comprising the Senior Vice President ("VP"), Corporate Development; VP, Engineering and VP, Public Affairs were as follows:

	For the Three months ended June 30		For the Six months ended June 30	
Compensation	2011	2010	2011	2010
Salaries	$ 389	$ 179	$ 799	$ 358
Share-Based Compensation	1,437	1,711	4,876	2,092
Total	$ 1,826	$ 1,890	$ 5,675	$ 2,450

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

Transactions with other Related Parties

The aggregate value of transactions and outstanding balances with related parties were as follows:

	Three months ended June 30		Six months ended June 30	
Transactions	2011	2010	2011	2010
Services rendered to the Group:				
Hunter Dickinson Services Inc. (a)	$ 832	$ 424	$ 1,702	$ 937
Total for services rendered	$ 832	$ 424	$ 1,702	$ 937
Reimbursement of third party expenses incurred on behalf of the Group:				
Hunter Dickinson Services Inc. (a)	$ 162	$ 352	$ 479	$ 529
Total reimbursed by the Group	$ 162	$ 352	$ 479	$ 529
Reimbursement of third party expenses incurred by the Group				
Pebble Partnership (b)	$ –	$ (59)	$ –	$ (59)
Total reimbursed (to) the Group	$ –	$ (59)	$ –	$ (59)

	As at June 30	As at December 31
Related party balances receivable	2011	2010
Pebble Partnership (b)	$ –	$ 75
Total	$ –	$ 75

	As at June 30	As at December 31
Related party balances payable	2011	2010
Hunter Dickinson Services Inc. (a)	$ 110	$ 102

(a) Hunter Dickinson Services Inc. ("HDSI") is a private company which provides geological, corporate development, administrative and management services to the Group and its subsidiaries at annually set rates pursuant to a management services agreement. Several directors and other key management personnel, who are close business associates are also key management personnel of the Group. HDSI also incurs third party costs on behalf of the Group which is reimbursed by the Group at cost.

(b) The Group paid consultants fees on behalf of the Pebble Partnership which was reimbursed by the Pebble Partnership in the normal course of operations.

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

9. AMOUNTS PAYABLE AND OTHER LIABILITIES

	As at June 30	As at December 31
Falling due within the year	2011	2010
Trade payables	$ 82	$ 452

10. SUBSIDIARIES

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

1. The Group's affiliate which holds the Group's 50% interest in the Pebble Partnership (note 3).
2. The Group's subsidiary 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 June 30, 2011 was based on the following:

	Three months ended June 30		Six months ended June 30	
	2011	2010	2011	2010
Loss attributable to common shareholders	$ 4,844	$ 5,624	$ 12,942	$ 7,598
Weighted average number of common shares outstanding	94,881,703	93,815,083	94,725,468	93,414,340

Diluted loss per share did not include the effect of 8,222,402 (2010 – 7,126,166) 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 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.

The Group's loan receivable from Liberty Star (note 5(a)) is secured by other claims and assets owned by Liberty Star in Alaska, USA. Management has assessed the recoverability of the loan as at the end of the reporting period and based on financial information available on Liberty Star, management has concluded that there is no objective evidence of impairment to the loan and considers the full amount to be recoverable.

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 to medium term business requirements, after taking into account cash flows from operations and the Group's holdings of cash and cash equivalents. The Group's cash and cash equivalents are currently invested in business accounts and guaranteed investment certificates which are available on demand.

Historically, the Group's sole source of funding has been the issuance of equity securities for cash, primarily through private placements to sophisticated investors and institutions. Except for 2008, when the Group issued common shares pursuant to a private placement financing, the Group has in each past year issued common shares pursuant to the exercise of share purchase options. The Group's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

The funding of expenditures on the Pebble Project held through the Pebble Partnership is currently being provided by Anglo American. Excluding cash and cash equivalents in the Pebble Partnership, Northern Dynasty has approximately $42 million in cash and cash equivalents for its own operating requirements. With the Pebble Project's 2011 funding being funded by Anglo American, and given the Group's holdings of cash and cash equivalents, the Group believes it has sufficient resources to cover its short to medium term cash requirements.

As discussed in Note 3, the Group is in a 50:50 limited partnership with Anglo American. Each of the Group and Anglo American effectively has equal rights in the Pebble Partnership through wholly-owned affiliates. 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$1.5 billion over a period of several years. Anglo American completed the initial US$125 million commitment to fund prefeasibility study expenditures in 2008, plus additional expenditures approved. If a prefeasibility study is completed and the decision is to proceed, in order to retain its 50% interest, Anglo American is required to commit to further expenditures which will bring its total investment to at least US$450 million, which amount is to be expended producing a final feasibility study and in related activities, the completion of which is expected to take the Pebble Partnership to a production decision. Upon an affirmative decision to develop a mine, Anglo American is required to commit to the remaining portion of the total investment of US$1.5 billion in order to retain its 50% interest in the Pebble Partnership.

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

At June 30, 2011, the Group had working capital of approximately $44.7 million as compared to $43.3 million at December 31, 2010.

The Group has no contractual obligations other than current trade and related party payables (notes 8 and 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. As a consequence, the Group's results from its 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 Interim 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 June 30, 2011		As at December 31, 2010	
	Foreign currency amount	Amount in Canadian dollars	Foreign currency amount	Amount in Canadian dollars
US dollars				
Amounts receivable	$ 3,301	$ 3,183	$ 3,153	$ 3,136
Cash and cash equivalents	90	87	49	48
Total financial assets	**$ 3,391**	**$ 3,270**	**$ 3,202**	**$ 3,184**

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

Currency	As at June 30, 2011		As at December 31, 2010	
	Foreign currency amount	Amount in Canadian dollars	Foreign currency amount	Amount in Canadian dollars
US dollars				
Amounts payable and other liabilities	$ 16	$ 16	$ 1	$ 1
Total financial liabilities	**$ 16**	**$ 16**	**$ 1**	**$ 1**

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 $325 in the period (2010 – $333). 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.

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

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 100 basis points change representing a 1% increase or decrease in interest rates would have resulted in a decrease or increase in the loss as follows:

	Three months ended June 30		Six months ended June 30	
	2011	2010	2011	2010
Decrease or increase in loss	$104	$110	$203	$214

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 have historically 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.

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 as at June 30, 2011			
	Level 1	Level 2	Level 3	Total
Available for sale financial assets				
Marketable securities	$ 1	$ –	$ –	$ 1
Total financial assets at fair value	$ 1	$ –	$ –	$ 1

	Financial assets at fair value as at December 31,2010			
	Level 1	Level 2	Level 3	Total
Available for sale financial assets				
Marketable securities	$ 1	$ –	$ –	$ 1
Total financial assets at fair value	$ 1	$ –	$ –	$ 1

13. COMMITMENTS AND CONTINGENCIES

Due to the nature of the Group's operations, various legal and tax matters are outstanding from time to time. In the opinion of management, there are no matters that could have a material effect on the Group's consolidated interim financial position or interim results of operations which require additional disclosure of in these Interim Financial Statements.