

NORTHERN DYNASTY MINERALS LTD.

(the “Company”)

LEAD DIRECTOR ROLE AND RESPONSIBILITIES

Core Function

The Lead Director works closely with and in an advisory capacity to the Chairman of the Board of Directors (the “Board”). His primary focus is to provide the Board with an independent perspective pertaining to its oversight activities. He assists the Chairman to ensure that the Board operates effectively and independently of management.

Responsibilities

The Lead Directors’ duties, responsibilities and obligations include, but are not limited to, the following. The Lead Director shall:

1. assist the Chairman in ensuring that the Board operates independently of management and is alert to its obligations to the Corporation and its stakeholders;
2. enhance the ability of the Board to act independently of management and non-independent directors;
3. regularly consult and meet with the independent directors and represent such directors in discussion with management or non-independent directors of the Board on all matters, and be satisfied that questions and comments of independent directors are heard and addressed;
4. act as a liaison between the Chairman and the independent directors on sensitive issues;
5. review conflict of interest issues with respect to members of the Board as they arise;
6. assist senior management in communications and interaction with investors and other stakeholders as required from time to time;
7. chair Board meetings when the Chairman is unavailable or when there is any potential conflict; and
8. perform any additional duties requested by the Chairman or the Board.