

NORTHERN DYNASTY MINERALS LTD  
Form F-X  
April 03, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM F-X**

**APPOINTMENT OF AGENT FOR SERVICE OF PROCESS  
AND UNDERTAKING**

A. Name of issuer or person filing ("Filer"): **NORTHERN DYNASTY MINERALS LTD.**

B.(1) This is:

- an original filing for the Filer  
 an amended filing for the Filer

(2) Check the following box if you are filing the Form F-X in paper in accordance with Regulation S-T Rule 101(b)(9)

C. Identify the filing in conjunction with which this Form is being filed:

|  |                                       |
|--|---------------------------------------|
| Name of registrant:                              | <b>Northern Dynasty Minerals Ltd.</b> |
| Form type:                                       | <b>Annual Report on Form 40-F</b>     |
| File Number (if known):                          | <b>001-32210</b>                      |
| Filed by:  | <b>Northern Dynasty Minerals Ltd.</b> |
| Date Filed (if filed concurrently, so indicate): | <b>Filed concurrently</b>             |

D. The Filer is incorporated or organized under the laws of the Province of British Columbia, Canada and has its principal place of business at Suite 1020, 800 West Pender Street, Vancouver, British Columbia, Canada V6C 2V8, telephone number (604) 684-6365.

E. The Filer designates and appoints Corporation Service Company ( Agent ) located at Suite 400, 2711 Centerville Road, Wilmington, Delaware, USA 19808, telephone number 1-800-927-9800, as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in:

- (a) any investigation or administrative proceeding conducted by the Commission; and
- (b) any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States or of any of its territories or possessions or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns the securities in relation to which the obligation to file an annual report on Form 40-F arises, or any purchases or sales of such securities. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon such agent for service of process, and that service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had

been made.

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- G. The Filer undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the Form 40-F, the securities to which the Form 40-F relates, and the transactions in such securities.

The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, Province of British Columbia, Country of Canada this 31 day of March, 2006.

**NORTHERN DYNASTY MINERALS LTD.**

By: */s/ JEFFREY R. MASON*  
Name: **JEFFREY R. MASON**  
Title: **Chief Financial Officer**

This statement has been signed by the following persons in the capacities and on the dates indicated.

**CORPORATION SERVICE COMPANY**

By: */s/ CAROL DOLOR*  
Name: Carol Dolor  
Title: Assistant Secretary  
Date: **March 29, 2006**

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