

NORTHERN

DYNASTY

EXPLORATIONS LTD.



ANNUAL REPORT TO SHAREHOLDERS 1984

DIRECTORS' REPORT TO SHAREHOLDERS

We are pleased to report Northern Dynasty is within sight of its major objective of realizing a positive cash flow from precious metal operations. We are confident this goal will be achieved by our decision to place the Little Bald Mountain (LBM) property in White Pine County, Nevada into production. Projections for the heap-leach gold operation indicate payback in one year, plus a substantial net profit. This has been secured by hedging options on

In addition to the discovery and development of the LBM Zone 1 deposit, the year has been marked by successful precious metal exploration ventures both on the Zeke property, adjacent to Cominco American's Buckhom Mine in Eureka County, Nevada, and in our joint venture (70%) with Newfields Minerals Inc. (30%) in Ontario. At Zeke, an open ended "buried" deposit, estimated at a minimum two million tons containing significant gold and silver, requires further exploration and development. In northwestern Ontario, a reconnaissance gold exploration program in scale stratigraphic dimensions. A total 276 claims was staked in four areas as a result of positive assay results and quartizite and banded ironstone formations similar to and in the same greenstone belt as the Opapimiskan Lake (Musselwhite) discovery. This deposit is estimated at 3.2 million tons averaging 0.169 ounces/ton gold, under project defined and extended excellent gold-arsenic anomalies over a large serpentine body which remains to be discovery.

The Company was listed and called for trading on the Vancouver Stock Exchange in late May, 1984. The stock is now out of primary distribution and all pooled shares have been released. For two successive years, the Company has shown a working capital reserve in excess of \$1.2 million dollars, notwithstanding our extensive exploration efforts. This strong financial position will enable us to proceed with the Little Bald Mountain Project and to anticipate major growth in 1985.

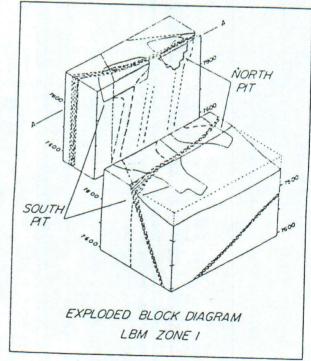
Review of Exploration and Development Activities Little Bald Mountain (White Pine County, Nevada):

A positive production decision has been made on the Company's Zone 1 deposit on the Little Bald Mountain property (65% owned, 101 claims). Through its wholly-owned subsidiary, New Dynasty Mines (U.S.), Inc., all

iederal, state and county operating permits have been filed and the majority approved. No undue delays on the remaining approvals are expected. All engineering feasibility and financial modelling studies have been favourably concluded and an operating agreement negotiated with our venture partners. New Dynasty Mines is project operator and manager under this agreement. A bank line of credit has been arranged and 1985 gold sales protected by a hedging option. Access road improvements to the plant site and plant construction are underway. Open pit mining is scheduled to begin in June, followed by heap leaching in July through October.

The 1984 drill program (15,000 feet) on Zone 1 outlined a structurally controlled gold deposit of high grade jasperoid feeder zones, averaging 0.15 ounces/ton gold surrounded by lower grade disseminated mineralization (see block diagram). Geological reserves of about 100,000 ounces contained gold are indicated in the one million ton Zone 1 deposit, all within the oxide zone and open to depth.

Engineering studies have outlined a three-year, open pit operation, followed by at least two years of low-cost underground production above the 7,600-foot level. A vertical crater retreat method is proposed for the underground development, using trackless haulage to surface leach pads via a short decline.



Ore production for 1985 is forecast at 40,000 tons with a diluted grade of 0.191 ounces/ton gold or a recoverable gold content of 6,100 ounces at a test modelled 80% recovery. Operating costs are projected at \$600,000 (U.S.) with additional preproduction and capital costs of \$800,000 (U.S.). Total sales at \$290 (U.S.) per ounce are estimated at \$1,770,000 (U.S.).

Zeke Project (Eureka County, Nevada):

Two steep, nearly north-south trending fracture systems cut flat lying Tertiary volcanic rocks on the Zeke claims (69% owned, 84 claims). The northerly extension of the eastern fault set (Buckhorn trend) hosts Cominco American's Buckhorn deposit, estimated at five million tons grading 0.044 ounces/ton gold and 0.583 ounces/ton silver. Sulphide reserves are reported to be three to four times the oxide tonnage. The Buckhorn trend extends for over a mile on the Zeke claims and is marked by favorable geophysical and geological signatures requiring drilling. Exploration in 1984 focused on the western Aspen trend. Coincident ground magnetic lows, mercury geochemical highs and intensely clay-altered volcanic rocks were the subject of 10,000 feet of rotary drilling over a 2,000-foot strike length. This drilling revealed an intensely altered zone of disseminated mineralization, containing approximately two million tons grading 0.056 ounces/ton gold and 0.224 ounces/ton silver. This deposit represents a new discovery and remains open to the north and south. Further work will concentrate on the extension of the Zeke deposit (Aspen trend) and drill testing of the defined Buckhorn trend.

Ontario Gold Joint Venture:

Five Archean greenstone belts in northwestern Ontario were investigated by rapid reconnaissance methods jointly by Northern Dynasty (70%) and Newfields Minerals Inc. (30%). The belts were chosen on the basis of geological modelling, proximity to infrastructure and previous low exploration activity for precious metals. In the belts screened by these criteria, the most favorable areas were prospected and geochemically sampled. Two hundred and seventysix claims were staked over anomalous responses in four areas. In the North Caribou greenstone belt (Eyapamikama Lake area), three claim groups were staked covering stratabound gold occurrences in sulphidic quartzites and magnetite iron formations. Numerous reconnaissance grab samples yielded values of 0.1 to 0.2 ounces/ton gold.

In the Dempster Lake area, 55 kilometers southwest of Pickle Lake, 88 claims cover a ductile shear belt in a metadacite unit. Strongly developed, subparallel, quartz-tourmaline stringer vein systems carry economic gold values at several locations. A panel sample across one such system assayed 0.38 ounces/ton gold over 1.4 meters. Exploration in 1985 will focus on drill target definition on all claim groups.

Livengood Project:

The thrust of the Livengood project has been to discover the lode source of placer gold in this famous district, with previous production over 500,000 ounces. The distribution of placer workings and accessory minerals strongly suggests the gold source lies in the project area. The property has been geologically mapped and soil sampled. Sixteen soil geochemical anomalies were trenched in 1984 and fill-in soil geochemistry completed over the western portion of the claims. Previous drilling by two major companies on contiguous claims cut 26 meters averaging 0.03 ounces/ton gold in altered serpentinite. While trench results showed only sub-economic values, soil sampling over the western end of the property defined outstanding coincident gold and arsenic anomalies 1,500 meters in length over a major serpentinite body. Many soil samples in excess of 400 ppb were encountered with spot highs of 1,800 to 2,300 ppb gold. These anomalies are immediately east of the all-weather Elliot Highway and remain undrilled.

Outlook:

We are optimistic in our 1985 outlook and confident the LBM property can be brought into production according to plan. Cash flow from this project will provide a springboard for continued deposit development and exploration of other outstanding targets on the property. The Bald Mountain District, including Placer Amex's adjacent operation, is characterized by a number of relatively high grade deposits and further discoveries are anticipated. Positive cash flow will also permit continued exploration on Dynasty's other properties. Joint ventures may be sought to maintain a high rate of exploration through self-generated projects and new acquisitions.

The Company's immediate future is clearly related to international precious metal markets. We will, however, continue to focus our efforts on a variety of commodities and prospects which have the potential to be profitable

In order to broaden our market base, a listing on the Toronto Stock Exchange will be pursued in 1985. On behalf of the Board,

J. Glenn Simpson, President

AUDITORS' REPORT TO SHAREHOLDERS

We have examined the consolidated balance sheet of Northern Dynasty Explorations Ltd. as at November 30, 1984 and the consolidated statements of deficit, deferred costs and changes in financial position for the year then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as we considered necessary in the circumstances.

In our opinion, these consolidated financial statements present fairly the financial position of the company as at November 30, 1984 and the results of its operations and the changes in its financial position for the year then ended in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.

Coopers e hybrand

Vancouver, B.C. February 15, 1985

CONSOLIDATED BALANCE SHEET

AS AT NOVEMBER 30, 1984

ASSETS

	1984	1983
CURRENT ASSETS		
Cash and term deposits Subscriptions receivable Accrued interest receivable	1,185,162 - 77,531 21,879	502,386 768,750 1,836 4,124
Expense advances	1,284,572	1,277,096
INTEREST IN JOINT VENTURE (note 3)	91,304	-
MINERAL PROPERTIES AND OPTIONS (note 4)	449,852	232,830
DEFERRED COSTS (note 5)	610,596	34,807
FIXED ASSETS (note 6)	19,115	9,944
INCORPORATION COSTS	1,963	1,963
Incom oranier occie	2,457,402	1,556,640
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable	61,476	48,606
SHAREHOLDERS' EQUITY		
CAPITAL STOCK (note 7)	2,586,250	1,553,750
DEFICIT	(190,324)	(45,716)
	2,395,926	1,508,034
	2,457,402	1,556,640

APPROVED BY THE DIRECTORS

Director

Director

CONSOLIDATED STATEMENT OF DEFICIT FOR THE YEAR ENDED NOVEMBER 30, 1984

	Year ended November 30, 1984 \$	Period from May 11, 1983 to November 30, 1983 \$
BALANCE — BEGINNING OF PERIOD	45,716	Nil
Administrative costs	70.817	7,470
Exploration and development costs attributable to properties investigated	73,791	38,246
BALANCE — END OF PERIOD	190,324	45,716

CONSOLIDATED STATEMENT OF DEFERRED COSTS FOR THE YEAR ENDED NOVEMBER 30, 1984

EVDL OD ETTON AND	Year ended November 30, 1984 \$	Period from May 11, 1983 to November 30, 1983 \$
EXPLORATION AND DEVELOPMENT		
Assays Consulting fees Drafting Drilling Field equipment and supplies Field support costs Lease rentals Roads and trenching Staking costs Sundries Surveys TOTAL EXPLORATION AND DEVELOPMENT COSTS	115,341 131,152 8,270 228,462 42,980 116,637 27,258 71,069 29,756 9,769 3,815	11,379 7,573 - 2,104 31,901 3,342 4,520 - 2,248 986
Less: Allocated to joint venture (note 3)	784,509 134,929	64,053 —
COSTS WRITTEN OFF TO DEFICIT DEFERRED EXPLORATION AND DEVELOPMENT COSTS DEFERRED ADMINISTRATIVE COSTS (Schedule)	649,580 73,791 575,789	64,053 38,246 25,807
TOTAL DEFERRED COSTS DEFERRED COSTS — BEGINNING OF PERIOD DEFERRED COSTS — END OF PERIOD	575,789 34,807 610,596	9,000 34,807 — 34,807

CONSOLIDATED STATEMENT OF CHANGES IN FINANCIAL POSITION

FOR THE YEAR ENDED NOVEMBER 30, 1984

SOLIDGE OF MODKING OLDWIN	Year ended November 30, 1984 \$	Period from May 11, 1983 to November 30, 1983
SOURCE OF WORKING CAPITAL		
Issue or allotment of shares — for cash, net — for properties Subscription of shares	980,000 52,500 — 1,032,500	725,000 60,000 768,750 1,553,750
USE OF WORKING CAPITAL Purchase of fixed assets Acquisition of mineral properties — for cash — for shares Exploration and development costs Interest in joint venture Administrative costs (net of depreciation of \$2,201; 1983 — \$1,074) Incorporation costs INCREASE (DECREASE) IN WORKING CAPITAL WORKING CAPITAL — BEGINNING OF PERIOD WORKING CAPITAL — END OF PERIOD	11.372 164.522 52.500 649.580 91.304 68.616 ———————————————————————————————————	11,018 172,830 60,000 64,053 — 15,396 1,963 325,260 1,228,490 — 1,228,490
REPRESENTED BY:		
Current assets Current liabilities	1.284,572 61,476 1.223,096	1,277,096 48,606 1,228,490

CONSOLIDATED SCHEDULE OF ADMINISTRATIVE COSTS

Audit and accounting
Depreciation
Financing costs
General corporate expenses
Insurance
Legal
Office
Public relations
Rent, utilities and maintenance
Salaries and employee benefits
Stock exchange fees
Telephone
Transfer agent

Less: Exchange gain Interest income Rental recovered

TOTAL ADMINISTRATIVE COSTS
DEFERRED ADMINISTRATIVE COSTS
COSTS WRITTEN OFF TO DEFICIT

Year ended November 30, 1984 \$	Period from May 11, 1983 to November 30 1983 \$
12,984	6,225
2,201	1,074
5,168	_
11,678	1,030
6,072	2,626
16,523	11,915
6,073	3,500
12,610	
55,982	26,242
143,651	
4,261	500
10,880	7,488
4.048	_
292,131	60,600
23,289	
148,375	16,730
49,650	27,400
221,314	44,130
70,817	16,470
_	9,000
70,817	7,470

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED NOVEMBER 30, 1984

1. NATURE OF OPERATIONS

The company is in the process of exploring and developing its mineral properties. During the year the exploration and development program resulted in identification of deposits on the Zeke and Little Bald Mountain Properties. The latter appears to have commercial value for open pit followed by underground extraction. The feasibility analysis of this deposit is currently in progress. The underlying value of the mineral properties and related deferred costs is entirely dependent on the existence of economically recoverable reserves, the ability of the company to obtain the necessary financing to complete development, and upon future profitable production.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Principles of Consolidation

The consolidated financial statements include the accounts of the company and its wholly-owned subsidiary, New Dynasty Mines (U.S.), Inc., a company incorporated in the U.S.A., consolidated from July 29, 1983, the date of incorporation.

(b) Interest in Joint Venture

The company records its interest in the joint venture using the equity method.

(c) Deferred Exploration and Development Costs

Exploration and development costs relating to mineral properties are deferred until such time as mineral properties are brought into production, abandoned or sold, at which time they are amortized on the unit-of-production basis or written off.

(d) Administrative Costs

All administrative costs are written off as incurred except for those administrative costs which directly relate to mineral properties. Administrative costs relating to mineral properties are deferred until such time as mineral properties are brought into production, abandoned or sold, at which time they are amortized on the unit-of-production basis or written off.

(e) Option Agreements

From time to time, the company acquires properties pursuant to the terms of option agreements. Because options are exercisable entirely at the discretion of the optionee, the amounts payable are not recorded as a liability. Option payments are recorded as mineral property costs when the payments are made.

(f) Fixed Assets

Fixed assets are carried at cost less accumulated depreciation. Annual depreciation is provided as follows:

Asset	Method	Rate
Office furniture and equipment Automotive equipment Leasehold improvements	Diminishing-balance Diminishing-balance Straight-line	20% 30% term of lease

(g) Translation of Foreign Currency

Foreign currencies are converted into Canadian dollars as follows:

monetary assets and liabilities at the rates of exchange prevailing at the balance sheet date;

other non-monetary items at rates prevailing when they are acquired;

costs written off to deficit at average rates for the period except for depreciation, which is at the rate used for translation of the related asset.

Gains and losses arising on currency translation are written off to deficit.

(h) Loss per Common Share

Loss per common share has not been calculated as it would not be meaningful at this stage in the company's operations.

3. INTEREST IN JOINT VENTURE

By an agreement dated June 5, 1984, the company has entered into a joint venture to explore and develop certain designated areas of interest in Northwestern Ontario. Under the agreement the company is to retain a 60% participating interest in the venture by paying 70% of the costs. The participating interest will be increased to 70% should the project manager elect to convert his 15% participating interest into a 7.5% net profits interest.

Total exploration and development costs	134,929
Less: Recovery from the joint venture partner	(43,625)
	91,304

4. MINERAL PROPERTIES AND OPTIONS

(a) Properties owned or being acquired under option are carried at cost, which represents costs paid to date under options plus the amount attributed to shares issued or allotted for property:

	1984	\$
Little Bald Mountain Property	258,377	116,415
Zeke Property	133,692	93,132
Livengood Property	43,563	23,283
Brunton Pass Property	14,220	_
	449,852	232,830

(b) Little Bald Mountain Property

The company owns a 41.25% interest and has an option to acquire up to a total 65.75% interest in 101 federal unpatented lode mining claims located and recorded in White Pine County, Nevada.

(c) Zeke Property

The company owns a 44.5% interest and has an option to acquire up to a total 69% interest in the Zeke Property which comprises 84 federal unpatented lode mining claims located and recorded in Eureka County, Nevada.

(d) Livengood Property

The company owns a 68.5% interest in the lode mineral rights of a contiguous block of 188 claims located and recorded in the Fairbanks Recording District, Alaska.

The previously mentioned mineral properties were acquired by the following agreements:

(i) By agreement dated October 1, 1983, with Livengood Gold Mines Incorporated, the company acquired the following interests in three properties for aggregate cash consideration of \$323,132 and the allotment of 750,000 escrow shares of the company at a deemed consideration of \$.15 per share:

Little Bald Mountain	26.25%
Zeke	29.50%
Livengood	68.50%

Of the foregoing escrow shares, 400,000 were issued during the year and 350,000 were issued subsequent to November 30, 1984 (note 7).

Under the terms of the agreement the company has also undertaken to make option payments and production royalty payments to the original owners on certain patented claims included in the Livenaccia property. The cutstanding options are payable in amortized annual payments over ten years to a total of approximately \$300,000 (U.S.). In addition, these leases carry obligations of royalty interests from production as net smelter returns of from three to five percent with a buy-out provision to a total \$2,406,187 (U.S.).

(ii) By agreement dated September 29, 1983 with Alaska/Nevada Gold Mines Ltd. (Alaska/Nevada), the company acquired an additional 5% interest in both the Little Bald Mountain (L.B.M.) and Zeke properties. The same agreement also allows the company to increase its interest in both the L.B.M. and Zeke properties by a further 34.5% by making expenditures to a total of \$850,000 (U.S.) prior to November 29, 1986, subject to retention by Alaska/Nevada of a 2.25% net smelter return on the L.B.M. property and 1.5% net smelter return on the Zeke property which will increase to 2% if certain buy-out payments are made. During the year the company satisfied the minimum work requirements of \$250,000 (U.S.), and increased its interest in each of the properties by a further 10%.

The company is also responsible to the original owners of the Zeke property for annual payments of \$12,000 (U.S.) in January 1985 escalating to \$24,000 (U.S.) in January 1987.

(e) Brunton Pass Property

By agreement dated May 1, 1984 with Wescord Resources, the company acquired an option to purchase a 100% interest in 20 mineral claims situated in Nye County, Nevada, for cash consideration of \$11,000 (U.S.).

To exercise the option, the company is required to make further option payments totalling \$105,000 (U.S.) at various times prior to May 1, 1988 and to satisfy work requirements aggregating \$600,000 (U.S.) prior to May 1, 1989 and make minimum annual advance royalty payments of \$50,000 (U.S.) thereafter. The agreement is subject to a 5% net smelter return in favour of the optionor.

5. DEFERRED COSTS

Deferred costs are allocated as follows:

	\$	\$
Little Bald Mountain Property	279,919	11,996
Zeke Property	165,244	14,784
Livengood Property	129,941	8,027
Brunton Pass Property	35,492	
	610,596	34,807

1984

1984

1983

1983

6. FIXED ASSETS

	Cost \$	Accumulated depreciation		Net \$
Office furniture and equipment Automotive equipment	8,575 2,443	958	6,258 1,485	7,823 2,121
Leasehold improvements	11,372		11,372	
	22,390	3,275	19,115	9,944

7. CAPITAL STOCK

Authorized— 10,000,000 shares without par value

Issued or allotted and fully paid-

	19	1984		1983	
	Number of shares	s	Number of shares	\$	
Issued for cash	3,850,000	2,613,750	3,150,000	1,493,750	
Less: Commissions		140,000	<u> </u>		
	3,850,000	2,473,750	3,150,000	1,493,750	
Issued for property	400,000	- 60,000	400,000	60,000	
Allotted for property (note 7(c))	350,000	52,500	_	_	
	4,600,000	2,586,250	3,550,000	1,553,750	

- (a) Under a prospectus dated January 20, 1984, the company issued 700,000 common shares at \$1.60 per share less commission of \$0.20 per share.
- (b) During the year the company granted stock options to its directors to purchase up to 150,000 and to its employees to purchase up to 195,000 shares of the company at a price of \$2.35 per share prior to June 14, 1989.
- (a) Subsequent to November 30, 1984, the company issued 350,000 common shares subject to an escrow agreement for the immeral properties referred to in note 4. These shares have been recorded at a deemed consideration of \$0.15 per share.
- (d) A total of 670,000 shares contanding are suited to excrew restrictions.
- (e) 3,150,000 common sharer are subject to a pooling agreement which provides for 25% of the shares to be released on listing on the Vancouver Stock Exchange and 25% every three months thereafter. As at November 30, 1984, 2,362,501 shares have been released under the agreement.

8. FUTURE INCOME TAXES

The company has incurred certain resource-related expenditures, the amount of which has yet to be finally computed for tax purposes. These expenditures may be carried forward and used to reduce taxable income in future years. No future tax benefit has been recognized in the accounts.

9. RELATED PARTY TRANSACTIONS

- (a) During the year the company paid salaries and consulting fees of \$90,350 to its directors and officers.
- (b) Interests in mineral properties are being acquired from Livengood Gold Mines Incorporated (note 4) which is controlled by a director of the company.
- (c) Other related party transactions are disclosed elsewhere in these financial statements.

10. COMMITMENTS

Under the lease agreement for office space, the company is committed to make minimum payments of \$1,000 per month commencing December 1, 1984 for three years. The company is also responsible for its share of property taxes, operating costs and utilities.

CORPORATE DATA

Officers:

President, Dr. J. G. Simpson Vice President, Dr. D. S. Jennings Secretary, R. A. C. Douglas Assistant Secretary, C. G. Kent

Directors:

J. G. Simpson D. S. Jennings

H. S. Cornwell Vancouver, B.C.

J. Bruk

R. E. G. Davis

J. Knaebel, Fairbanks, Alaska

Head Office and Registered Office: 844 West Hastings Street Vancouver, B.C. V6C 1C8 Telephone: (604) 682-3727

Auditors:

Coopers & Lybrand, Vancouver, B.C.

Solicitors:

Rand & Edgar, Vancouver, B.C.

Bank:

Royal Bank, Main Branch 1025 West Georgia Street Vancouver, B.C.

Transfer Agent:

Canada Trust Four Bentall Center Post Office Box 49390 Vancouver, B.C.

Listing:

Vancouver Stock Exchange (NDX)

Wholly Owned Subsidiary:

New Dynasty Mines (U.S.), Inc.

Little Bald Mountain ADR Plant Operating Parameters

Supplier:

Kappes, Cassiday & Associates

Plant Functions:

Adsorption
Stripping
Electrowinning
Smelting
Acid Washing

Plant Features:

Completely Portable Primary functions contained in a single 40-foot trailer.

Plant Capacity:

Nominal:

300 Tons Ore/ Day 2,000 oz Au/ Mo

Maximum:

600 Tons Ore/ Day 10,000 oz Au/ Mo

Adsorption:

Columns:

Total of 4 Columns
1 Set of 2 Operating In Series
1 Set of 2 Strip and Standby

Column Size:

36" dia x 7'6" high

Carbon Charge:

1000 lbs of 6 x 12 Mesh Carbon

Operating Mode:

Non-fluidized Upflow (Fluidized upflow as option) Permanent Carbon Residence

Operating Flow:

60-80 gpm / Set

Stripping:

Stripping Solution:

Hot Alkaline Alcohol Solution

Stripping Flow:

12 gpm

Electrowinning:

Cell Volume:

60 Gallons

Anodes:

8 Stainless Steel

Cathodes:

7- 18" x 24" Steel Wool

Voltage:

4-9 Vdc

Amperage:

400-700 amps

Smelting:

Furnace:

Tilting Crucible Furnace

Feed:

Wet Cathodes

Flux:

Sodium Nitrate/ Borax/ Sodium

Carbonate

Acid Washing:

Mode:

Completely Closed Circuit

Purpose:

Clean and Reactivate Carbon

Solution:

Dilute HCl