NEWPORT EXPLORATION LTD.

CONDENSED INTERIM FINANCIAL STATEMENTS
(Unaudited)
(Expressed in Canadian Dollars)

THREE MONTHS ENDED OCTOBER 31, 2012

These unaudited condensed interim financial statements of Newport Exploration Ltd. for the three months ended October 31, 2012 have been prepared by management and approved by the Board of Directors. These unaudited condensed interim financial statements have not been reviewed by the Company's external auditors.

NEWPORT EXPLORATION LTD.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
AS AT
(Unaudited)
(Expressed in Canadian Dollars)

	October 31, 2012	July 31, 2012 (Audited)
ASSETS		
Current		
Cash	$ 2,427,778	$ 2,556,163
Receivables (Note 4)	87,040	40,902
Prepaid expenses	9,660	2,527
Short-term investments	3,462,527	3,445,275
	5,987,005	6,044,867
Equipment (Note 5)	2,186	2,364
Exploration and evaluation asset (Note 6)	102,162	102,162
	$ 6,091,353	$ 6,149,393
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities (Note 8)	$ 24,454	$ 34,611
Shareholders' equity		
Capital stock (Note 9)	42,343,096	42,343,096
Reserves (Note 9)	1,173,038	1,173,038
Deficit	(37,449,235)	(37,401,352)
	6,066,899	6,114,782
	$ 6,091,353	$ 6,149,393

Nature of operations and going concern (Note 1)
Commitments (Note 11)

"Ian Rozier" Director "Barbara Dunfield" Director
Ian Rozier Barbara Dunfield

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

NEWPORT EXPLORATION LTD.
CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
THREE MONTHS ENDED OCTOBER 31
(Unaudited)
(Expressed in Canadian Dollars)

	2012	2011
EXPENSES		
Administration fees	$ 3,750	$ 3,750
Amortization (Note 5)	178	242
Consulting fees	51,000	51,000
Directors' fees	5,000	5,000
Foreign exchange loss	361	120
Management fees	30,000	30,000
Office and miscellaneous	11,114	11,802
Professional fees	7,507	11,989
Rent	18,150	18,150
Shareholder communications	1,291	1,321
Transfer agent and filing fees	753	797
Travel and related costs	14,591	-
Loss from operations before other items	(143,695)	(134,171)
OTHER ITEMS		
Interest income	23,181	21,258
Petroleum royalty (Note 7)	72,631	-
	95,812	21,258
Loss and comprehensive loss for the period	$ (47,883)	$ (112,913)
Basic and diluted loss per common share	$ (0.00)	$ (0.00)
Weighted average number of common shares outstanding	54,922,874	54,922,874

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

NEWPORT EXPLORATION LTD.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
THREE MONTHS ENDED OCTOBER 31
(Unaudited)
(Expressed in Canadian Dollars)

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	$ (47,883)	$ (112,913)
Item not affecting cash:		
Amortization	178	242
Change in non-cash working capital items:		
(Increase) decrease in receivables	(46,138)	21,994
(Increase) decrease in prepaid expenses	(7,133)	126
Decrease in accounts payable and accrued liabilities	(10,157)	(15,208)
Net cash used in operating activities	(111,133)	(105,759)
CASH FLOWS FROM INVESTING ACTIVITIES		
Exploration and evaluation asset	-	(12,206)
Short-term investments	(17,252)	-
Net cash used in investing activities	(17,252)	(12,206)
Decrease in cash during the period	(128,385)	(117,965)
Cash, beginning of period	2,556,163	5,490,870
Cash, end of period	$ 2,427,778	$ 5,372,905

Supplemental disclosure with respect to cash flows (Note 12)

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

NEWPORT EXPLORATION LTD.
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Unaudited)
(Expressed in Canadian Dollars)

	Capital Stock								
	Number		Amount		Reserves		Deficit		Total
Balance at August 1, 2011 (Note 16)	54,922,874	$	42,343,096	$	1,173,038	$	(36,966,971)	$	6,549,163
Loss for the period	-		-		-		(112,913)		(112,913)
Balance at October 31, 2011	54,922,874	$	42,343,096	$	1,173,038	$	(37,079,884)	$	6,436,250
Balance at August 1, 2012 (Note 16)	54,922,874	$	42,343,096	$	1,173,038	$	(37,401,352)	$	6,114,782
Loss for the period	-		-		-		(47,883)		(47,883)
Balance at October 31, 2012	54,922,874	$	42,343,096	$	1,173,038	$	(37,449,235)	$	6,066,899

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Newport Exploration Ltd. (the "Company") was incorporated on September 19, 1979 under the Business Corporations Act, British Columbia and is considered to be in the exploration stage with respect to its evaluation and exploration assets. Based on the information available to date, the Company has not yet determined whether its exploration and evaluation assets contain ore reserves.

The Company's head office, principal address and registered and records office is 408 – 837 West Hastings Street, Vancouver, British Columbia, Canada, V6C 3N6.

The recovery of the amounts comprising exploration and evaluation assets is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development, and upon future profitable production.

These unaudited condensed interim financial statements have been prepared by management on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred ongoing losses and has not earned operating revenue. A number of alternatives including, but not limited to selling an interest in one or more of its exploration and evaluation assets or completing a financing, are being evaluated with the objective of funding ongoing activities and obtaining additional working capital. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due.

The unaudited condensed interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

The Company estimates it has sufficient working capital to continue operations through fiscal 2013.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION

These condensed interim financial statements were authorized for issue on December 19, 2012 by the directors of the Company.

Statement of compliance and conversion to International Financial Reporting Standards

These unaudited condensed interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee.

These unaudited condensed interim financial statements do not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended July 31, 2012.

(Expressed in Canadian Dollars)

3. ACCOUNTING STANDARDS NOT YET EFFECTIVE

Amendments to IFRS 7 "Financial Instruments: Disclosures"

This amendment increases the disclosure required regarding 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. This amendment is effective for annual periods beginning on or after July 1, 2011.

New standard IFRS 9 "Financial Instruments"

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets.

The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2013.

4. RECEIVABLES

Trade and other receivables are comprised of the following:

		October 31, 2012		July 31, 2012
HST receivable	$	13,412	$	15,506
Petroleum royalty		73,432		25,247
Other receivables		196		149
Total	$	87,040	$	40,902

5. EQUIPMENT

		Furniture and fixtures		Computer equipment		Total
Cost						
Balance, July 31, 2011, July 31, 2012 and October 31, 2012	$	21,758	$	41,079	$	62,837
Accumulated amortization						
Balance, July 31, 2011	$	20,826	$	38,783	$	59,609
Amortization		249		615		864
Balance, July 31, 2012		21,075		39,398		60,473
Amortization		51		127		178
Balance, September 30, 2012	$	21,126	$	39,525	$	60,651
Carrying amounts						
As at July 31, 2011	$	932	$	2,296	$	3,228
As at July 31, 2012	$	683	$	1,681	$	2,364
As at October 31, 2012	$	632	$	1,554	$	2,186

(Expressed in Canadian Dollars)

6. EXPLORATION AND EVALUATION ASSET

During the year ended July 31, 2011, the Company entered into an agreement with Reva Resources Corp. ("Reva"), whereby the Company can earn a 50% interest in Reva's Chu Chua massive sulphide deposit ("Chu Chua") located north of Kamloops, British Columbia. In order to earn the 50% interest, the Company, on or before December 31, 2012, will need to carry out, and fund the estimated $1,070,000 costs of the recommended work program on Chu Chua. Additionally, there are two separate 1% net smelter returns to underlying parties. Two significant shareholders of Reva are directors of the Company. During the year ended July 31, 2011, the Company incurred $37,642 in geological consulting expenditures. During the year ended July 31, 2012, the Company incurred $70,811 in geological consulting expenditures and paid $5,000 as a security deposit. Additionally during the year ended July 31, 2012, the Company received a mining exploration tax credit of $11,292. In July 2012, Reva agreed to extend the expiry date on the required work program to December 31, 2013. No expenditures were incurred during the three months ended October 31, 2012.

7. PETROLUEM ROYALTY

Under the terms of an agreement over the sale of CVL Resources (Barbados) Ltd. (formerly a wholly-owned subsidiary of the Company) in 2002, the Company retained a 2.5% royalty for any hydrocarbons discovered on certain petroleum exploration permits in Australia. During the three months ended October 31, 2012, the Company earned $72,631 (2011 - $Nil) of petroleum royalty and as at October 31, 2012, the Company had $73,432 (July 31, 2012 - $25,247) included in receivables.

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	October 31, 2012	July 31, 2012
Trade payables	$ 621	$ 11,278
Amounts due to related parties (Note 10)	3,833	3,333
Accrued liabilities	20,000	20,000
Total	$ 24,454	$ 34,611

The average credit period of purchases is one month. The Company has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms.

9. CAPITAL STOCK AND RESERVES

a) Authorized share capital and reserves

As at October 31, 2012, the authorized share capital of the Company is an unlimited number of common shares without par value and an unlimited number of preferred shares without par value, all issued shares, consisting only of common shares are fully paid.

Reserves relate to stock options and compensatory warrants that have been previously issued by the Company.

b) Stock options

The Company has an incentive stock options plan in place under which it is authorized to grant options to directors and employees to acquire up to 5,492,287 of the Company's issued and outstanding common shares. Under the plan, the exercise price of each option may not be less than the market price of the Company's stock as calculated on the date of grant less the applicable discount. The options can be granted for a maximum term of 10 years and vesting periods are determined by the Board of Directors.

(Expressed in Canadian Dollars)

9. CAPITAL STOCK AND RESERVES (cont'd...)

b) Stock options (cont'd...)

As at October 31, 2012, the Company had outstanding stock options, enabling the holders to acquire further common shares as follows:

Number of Shares	Exercise Price	Expiry Date
5,450,000	$0.10	December 18, 2013

There were no stock options granted in fiscal 2012 or during the three months ended October 31, 2012.

c) Warrants

As at and during the year ended July 31, 2012 and as at and during the three months ended October 31, 2012, there were no share purchase warrants issued or outstanding.

10. RELATED PARTY TRANSACTIONS

During the three months ended October 31, 2012, the Company entered into the following transactions with related parties:

a) Paid or accrued consulting fees of $45,000 (2011 - $45,000) to a company controlled by a director of the Company.

b) Paid or accrued management fees of $30,000 (2011 - $30,000) to a company controlled by a director of the Company.

c) Paid or accrued rent of $18,150 (2011 - $18,150) to a company controlled by a director of the Company.

d) Paid or accrued directors' fees of $5,000 (2011 - $5,000) to a director of the Company.

e) Paid or accrued professional fees of $3,757 (2011 - $7,239) to a legal firm of which an officer of the Company is a partner.

f) Paid or accrued consulting fees of $Nil (2011 - $6,000) to a company controlled by the spouse of a director.

g) Paid or accrued consulting fees of $6,000 (2011 - $Nil) to a company controlled by a director.

As at October 31, 2012, accounts payable and accrued liabilities included $3,833 (July 31, 2012 - $3,333) owing to a director of the Company and to a legal firm of which an officer of the Company is a partner.

(Expressed in Canadian Dollars)

10. RELATED PARTY TRANSACTIONS (cont'd...)

Key management personnel compensation disclosed above (including senior officers and directors of the Company):

	October 31, 2012	October 31, 2011
Short-term benefits	$ 75,000	$ 75,000

11. COMMITMENTS

a) The Company leases office premises under an operating lease with a company controlled by a director. The lease provides for basic lease payments of $6,050 per month to March 2015. The lease provides for basic lease payments as follows:

2013	$ 54,450
2014	72,600
2015	48,400
	$ 175,450

b) The Company entered into management and consulting contracts with companies having a director and an officer in common. The Company has agreed to pay the companies a combined total of $25,000 per month. These contracts remain in force on a continuous basis. The contracts can be terminated by the Company by providing 90 days written notice. If termination of services is without cause, the Company will be obligated to pay 36 months of service fees to the director's company and 24 months of service fees to the officer's company.

12. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

	2012	2011
Cash paid for income taxes	$ -	$ -
Cash paid for interest	$ -	$ -

There were no significant non-cash transactions for the three months ended October 31, 2012 and 2011.

13. SEGMENTED INFORMATION

The Company operates in one business segment being the acquisition of exploration and evaluation assets. The Company's mineral property is held in Canada.

14. FINANCIAL AND CAPITAL RISK MANAGEMENT

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The carrying value of receivables and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

(Expressed in Canadian Dollars)

14. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd...)

The following is an analysis of the Company's financial instruments measured using the fair value hierarchy as at October 31, 2012 and July 31, 2012:

	As at October 31, 2012		
	Level 1	**Level 2**	**Level 3**
Cash	$ 2,427,778	$ -	$ -
Short-term investments	$ 3,462,527	$ -	$ -

	As at July 31, 2012		
	Level 1	**Level 2**	**Level 3**
Cash	$ 2,556,163	$ -	$ -
Short-term investments	$ 3,445,275	$ -	$ -

Financial risk factors

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors 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 loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash, short-term investments and receivables. Management believes that the credit risk concentration with respect to financial instruments included in receivables is remote because instruments are due primarily from government agencies and cash and short-term investments are held with reputable Canadian financial institutions.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at October 31, 2012, the Company had a cash balance of $2,427,778 (July 31, 2012 - $2,556,163) and short-term investments of $3,462,527 (July 31, 2012 - $3,445,275) to settle current liabilities of $24,454 (July 31, 2012 - $34,611). To maintain liquidity, the Company is continually investigating financing opportunities. As disclosed in Note 1, there can be no assurance these efforts will be successful in the future. All of the Company's financial liabilities are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

a) Interest rate risk

   The Company has cash balances. The Company's current policy is to invest excess cash in investment-grade short-term deposits certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The effect of a 1% change in interest rates is approximately $59,000.

14. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd...)

Financial risk factors (cont'd...)

b) Foreign currency risk

The Company is not currently exposed to significant foreign currency risk as most transactions are denominated in Canadian dollars.

c) Price risk

The Company is exposed to price risk with respect to commodity prices. Changes in commodity prices will impact the economics of development of the Company's mineral properties. The Company closely monitors commodity prices to determine the appropriate course of action to be taken.

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development of its mineral properties, acquire additional mineral property interests and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes the components of equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management.