



NEWPORT

EXPLORATION LTD.

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

THREE MONTHS ENDED OCTOBER 31, 2014

These unaudited condensed interim financial statements of Newport Exploration Ltd. for the three months ended October 31, 2014 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, 2014 | July 31, 2014 (Audited) |
|---|----------------------|-------------------------------|
| ASSETS | | |
| Current | | |
| Cash and equivalents | \$ 371,271 | \$ 1,754,167 |
| Receivables (Note 4) | 2,136,871 | 3,511,493 |
| Short-term investments | <u>18,238,496</u> | <u>16,001,512</u> |
| | 20,746,638 | 21,267,172 |
| Equipment (Note 5) | 6,081 | 6,476 |
| Exploration and evaluation asset (Note 6) | <u>2,078,870</u> | <u>2,077,438</u> |
| | <u>\$ 22,831,589</u> | <u>\$ 23,351,086</u> |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current | | |
| Accounts payable and accrued liabilities (Note 8) | \$ 108,288 | \$ 73,968 |
| Income tax payable (Note 14) | <u>492,740</u> | <u>2,556,000</u> |
| | <u>601,028</u> | <u>2,629,968</u> |
| Shareholders' equity | | |
| Capital stock (Note 9) | 44,761,493 | 44,761,493 |
| Treasury stock (Note 9) | (252,960) | - |
| Reserves (Note 9) | 1,420,100 | 1,420,100 |
| Deficit | <u>(23,698,072)</u> | <u>(25,460,475)</u> |
| | <u>22,230,561</u> | <u>20,721,118</u> |
| | <u>\$ 22,831,589</u> | <u>\$ 23,351,086</u> |

Nature of operations and going concern (Note 1)

Commitments (Note 11)

Contingency (Note 17)

Shareholder rights plan (Note 18)

Normal course issuer bid (Note 19)

Subsequent events (Note 20)

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

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

| | 2014 | 2013 |
|---|---------------------|---------------------|
| | | (Note 2) |
| EXPENSES | | |
| Administration fees | \$ 4,025 | \$ 6,000 |
| Amortization (Note 5) | 395 | 130 |
| Consulting fees | 45,000 | 51,000 |
| Directors' fees | 10,000 | 5,000 |
| Foreign exchange (gain) loss | 55,260 | (113,889) |
| Management fees | 37,500 | 30,000 |
| Office and miscellaneous | 8,575 | 5,858 |
| Professional fees (Note 16) | 154,403 | 7,142 |
| Property investigation costs | - | 5,000 |
| Rent | 18,150 | 18,150 |
| Shareholder communications | 1,876 | 566 |
| Transfer agent and filing fees | 6,143 | 3,351 |
| Travel and related costs | <u>7,654</u> | <u>12,475</u> |
| Loss from operations | <u>(348,981)</u> | <u>(30,783)</u> |
| OTHER INCOME | | |
| Interest income | 90,997 | 27,942 |
| Petroleum royalty (Note 7) | <u>2,159,139</u> | <u>2,936,668</u> |
| | <u>2,250,136</u> | <u>2,964,610</u> |
| Net income before income taxes | <u>1,901,153</u> | <u>2,933,827</u> |
| Income tax recovery (Note 14) | 353,990 | - |
| Income tax expense (Note 14) | <u>(492,740)</u> | <u>(218,000)</u> |
| | <u>(138,750)</u> | <u>(218,000)</u> |
| Net income and comprehensive net income for the period | <u>\$ 1,762,403</u> | <u>\$ 2,715,827</u> |
| Earnings per common share: | | |
| Basic | \$ 0.02 | \$ 0.05 |
| Diluted | 0.02 | 0.05 |
| Weighted average number of common shares outstanding: | | |
| Basic | 80,508,874 | 55,927,352 |
| Diluted | 99,776,864 | 55,927,352 |

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)

| | 2014 | 2013 (Note 2) |
|---|--------------------|--------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net income for the period | \$ 1,762,403 | \$ 2,715,827 |
| Items not affecting cash: | | |
| Amortization | 395 | 130 |
| Income tax recovery | (353,990) | - |
| Change in non-cash working capital items: | | |
| Decrease (increase) in receivables | 1,374,622 | (1,857,987) |
| Increase in prepaid expenses | - | (12,071) |
| Increase (decrease) in accounts payable and accrued liabilities | 34,320 | (87) |
| Increase (decrease) in income tax payable | <u>(1,709,270)</u> | <u>218,000</u> |
| Net cash provided by (used in) operating activities | <u>1,108,480</u> | <u>(1,063,812)</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Expenditures on exploration and evaluation asset | (1,432) | (1,505,377) |
| Short-term investments | <u>(2,236,984)</u> | <u>(505,215)</u> |
| Cash used in investing activities | <u>(2,238,416)</u> | <u>(2,010,592)</u> |
| CASH FLOWS FROM FINANCING ACTIVITY | | |
| Purchase of treasury shares | <u>(252,960)</u> | - |
| Cash used in financing activity | <u>(252,960)</u> | - |
| Change in cash and equivalents during the period | (1,382,896) | (946,780) |
| Cash and equivalents, beginning of period | <u>1,754,167</u> | <u>1,452,666</u> |
| Cash and equivalents, end of period | <u>\$ 371,271</u> | <u>\$ 505,886</u> |

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.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)
(Expressed in Canadian Dollars)

| | Capital Stock | | | | | | Total |
|---|----------------------|---------------|-----------------------|-----------------|-----------------|---------------|--------------|
| | Number | Shares | Treasury Stock | Reserves | Deficit | | |
| Balance at July 31, 2013 | 54,922,874 | \$ 42,343,096 | \$ - | \$ 1,173,038 | \$ (35,257,269) | \$ 8,258,865 | |
| Common shares issued for exploration and evaluation asset | 5,436,000 | 217,440 | - | - | - | 217,440 | |
| Net income for the period (Note 2) | - | - | - | - | 2,715,827 | 2,715,827 | |
| Balance at October 31, 2013 | 54,922,874 | \$ 42,560,536 | \$ - | \$ 1,173,038 | \$ (32,541,442) | \$ 11,192,132 | |
| Balance at July 31, 2014 | 80,508,874 | \$ 44,761,493 | \$ - | \$ 1,420,100 | \$ (25,460,475) | \$ 20,721,118 | |
| Treasury shares | - | - | (252,960) | - | - | (252,960) | |
| Net income for the period | - | - | - | - | 1,762,403 | 1,762,403 | |
| Balance at October 31, 2014 | 80,508,874 | \$ 44,761,493 | \$ (252,960) | \$ 1,420,100 | \$ (23,698,072) | \$ 22,230,561 | |

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. Additionally, the Company has no ability to determine the quantum or sustainability of future royalty payments, and as a result, there is no assurance the Company will continue to receive its 2.5% gross overriding petroleum royalty. The receipts of royalty payments are not indicative of additional near-term income or any future income as the Company has no such information to support or validate the expectation of future receipt.

The Company’s head office and principal address is 408 – 837 West Hastings Street, Vancouver, British Columbia, Canada, V6C 3N6. The Company’s registered and records office is 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada, V6E 4N7.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION

These unaudited condensed interim financial statements were authorized for issue on December 22, 2014 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 audited annual financial statements of the Company for the year ended July 31, 2014.

Restatement of prior periods

These unaudited condensed interim financial statements have been restated for income tax expense on the Company’s operations for the three months ended October 31, 2013. The Company recalculated its tax base on its income from operations resulting in \$218,000 of income tax expense for the comparative period. Net income and comprehensive net income for the three month period ended October 31, 2013 has been reduced from \$2,933,827 to \$2,715,827.

NEWPORT EXPLORATION LTD.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
(Unaudited)
(Expressed in Canadian Dollars)
OCTOBER 31, 2014

3. ADOPTION OF NEW ACCOUNTING STANDARDS, AMENDMENTS AND INTERPRETATIONS

The following standards and amendments to existing standards have been adopted by the Company commencing August 1, 2014:

IAS 32 (Amendment) Offsetting Financial Assets and Financial Liabilities

The amendment to IAS 32, Financial Instruments: Presentation, requires that financial asset and financial liability should only be offset and the net amount reported when an entity has a legal enforceable right to set off the amounts and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The adoption of this amendment has no effect on the Company's financial statements.

Several other new standards and amendments apply for the first time in fiscal 2015, however, they are not applicable to the financial statements of the Company.

4. RECEIVABLES

Trade and other receivables are comprised of the following:

| | October 31, 2014 | July 31, 2014 |
|----------------------------|---------------------|---------------------|
| GST receivable | \$ 8,897 | \$ 8,556 |
| Petroleum royalty (Note 7) | 2,126,952 | 3,498,148 |
| Other receivables | 1,022 | 4,789 |
| Total | \$ 2,136,871 | \$ 3,511,493 |

5. EQUIPMENT

| | Furniture and fixtures | Computer equipment | Total |
|---|---------------------------|-----------------------|-----------|
| Cost | | | |
| Balance, July 31, 2014 and October 31, 2014 | \$ 21,758 | \$ 46,291 | \$ 68,049 |
| Accumulated amortization | | | |
| Balance, July 31, 2014 | \$ 21,357 | \$ 40,216 | \$ 61,573 |
| Amortization | 20 | 375 | 395 |
| Balance, October 31, 2014 | \$ 21,377 | \$ 40,591 | \$ 61,968 |
| Carrying amounts | | | |
| As at July 31, 2014 | \$ 401 | \$ 6,075 | \$ 6,476 |
| As at October 31, 2014 | \$ 381 | \$ 5,700 | \$ 6,081 |

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6. EXPLORATION AND EVALUATION ASSET

During the year ended July 31, 2011, and amended in July 2012, the Company entered into an agreement with Reva Resources Corp. (“Reva”) to earn a 50% interest in Reva’s Chu Chua massive sulphide deposit (“Chu Chua”), located north of Kamloops, British Columbia. To earn the 50% interest, the Company was to carry out, and fund, an estimated \$1,070,000 work program on or before December 31, 2013. There are two separate 1% net smelter returns on Chu Chua 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 reclamation bond. Additionally, during the year ended July 31, 2012, the Company received a mining exploration tax credit of \$11,292. During the year ended July 31, 2013, the Company incurred \$4,181 of geological consulting expenditures and paid the sum of \$250,000 to Reva, acknowledged as a work program credit of \$500,000 towards the Company’s Chu Chua obligation. In addition, the Company received a mining exploration tax credit of \$21,330 during the year ended July 31, 2013.

During the year ended July 31, 2014, the Company acquired a 100% interest in Chu Chua. In consideration, the Company paid Reva \$1,500,000 and issued 5,436,000 common shares of the Company at a value of \$217,440. The 100% acquisition agreement supersedes and replaces the earlier 50% earn-in agreement and the Company was no longer required to complete the recommended \$1,070,000 work program on or before December 31, 2013. The Company incurred \$24,986 of geological consulting expenditures on Chu Chua during the year ended July 31, 2014, and \$1,433 for assaying during the three months ended October 31, 2014.

7. PETROLUUM 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% gross overriding royalty interest on any hydrocarbons discovered on certain petroleum exploration licences in Australia. During the three months ended October 31, 2014, the Company received \$2,159,139 (2013 - \$2,936,668) of petroleum royalty income, of which the Company had \$2,126,952 (July 31, 2014 - \$3,498,148) included in receivables as at October 31, 2014 (notified and received subsequent to October 31, 2014).

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

| | October 31, 2014 | July 31, 2014 |
|----------------------------------|---------------------|------------------|
| Trade payables | \$ 42,792 | \$ 38,394 |
| Due to related parties (Note 10) | 18,496 | 17,016 |
| Accrued liabilities | 47,000 | 18,558 |
| Total | \$ 108,288 | \$ 73,968 |

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.

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NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
(Unaudited)
(Expressed in Canadian Dollars)
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9. CAPITAL STOCK AND RESERVES

a) Authorized share capital

As at October 31, 2014, the authorized share capital of the Company is an unlimited number of common shares without par value.

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

During the year ended July 31, 2014, the Company completed a non-brokered private placement and issued 20,000,000 units at a price of \$0.11 per unit for gross proceeds of \$2,200,000. Each unit consists of one common share and one share purchase warrant which entitles the holder to acquire one common share of the Company, at \$0.14, until March 7, 2019. Share issuance costs of \$12,878, relating to legal and filing fees, were incurred by the Company.

During the year ended July 31, 2014, the Company issued 5,436,000 common shares with a value of \$0.04 per share pursuant to the Chu Chua property agreement (Note 6). Shares are valued at the market price on the date of issuance.

During the year ended July 31, 2014, 150,000 stock options were exercised for gross proceeds of \$7,500.

During the three months ended October 31, 2014, the Company purchased 709,000 of the Company's shares for \$252,960. The share purchases were in line with the Company's Normal Course Issuer Bid ("NCIB") (Note 18). Subsequent to October 31, 2014, these shares were cancelled.

b) Stock options

The Company has an incentive stock option plan (the "Plan") in place under which it is authorized to grant options to directors and employees to acquire up to 8,050,887 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 any applicable discount. The options can be granted for a maximum term of 10 years and vesting periods are determined by the Board of Directors.

Details of options outstanding as at October 31, 2014 are as follows:

| Number of Shares | Exercise Price | Expiry Date |
|---------------------|-------------------|-------------------|
| 5,850,000 | \$0.05 | December 19, 2018 |

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

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

Stock option transactions are summarized as follows:

| | Number of Options | Weighted Average Exercise Price |
|--|-------------------------|--|
| Balance, July 31, 2013 | 5,450,000 | \$ 0.10 |
| Expired | (5,450,000) | 0.10 |
| Granted | 6,000,000 | 0.05 |
| Exercised | <u>(150,000)</u> | 0.05 |
| Balance, July 31, 2014 and October 31, 2014 | 5,850,000 | \$ 0.05 |
| Number of options exercisable | 5,850,000 | \$ 0.05 |

c) Share-based payments

During the year ended July 31, 2014, the Company granted stock options to directors, officers and consultants to acquire up to 6,000,000 common shares with a grant date fair value of \$0.04 per option resulting in share-based payments expense of \$253,397, using the Black-Scholes option pricing model. No stock options were granted during the three months ended October 31, 2014.

The Company applies the fair value method using the Black-Scholes option pricing model to account for stock options granted to directors, officers and consultants. The following assumptions were used to calculate the fair value of the stock options granted during the year ended July 31, 2014:

| | 2014 |
|--------------------------|---------|
| Risk-free interest rate | 1.88% |
| Expected life of options | 5 years |
| Annualized volatility | 124.82% |
| Dividend rate | 0% |
| Forfeiture rate | 0% |

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

d) Warrants

Details of warrants outstanding as at October 31, 2014 are as follows:

| Number of Warrants | Exercise Price | Expiry Date |
|-----------------------|-------------------|---------------|
| 20,000,000 | \$0.14 | March 7, 2019 |

Warrant transactions are summarized as follows:

| | Number of Warrants | Exercise Price |
|---|-----------------------|-------------------|
| Balance, July 31, 2013 | - | \$ - |
| Issued | <u>20,000,000</u> | <u>0.14</u> |
| Balance, July 31, 2014 and October 31, 2014 | <u>20,000,000</u> | <u>\$ 0.14</u> |

10. RELATED PARTY TRANSACTIONS

During the three months ended October 31, 2014, the Company entered into the following transactions with related parties:

- a) Paid or accrued consulting fees of \$45,000 (2013 - \$45,000) to a company controlled by a director of the Company.
- b) Paid or accrued management fees of \$37,500 (2013 - \$30,000) to a company controlled by a director of the Company.
- c) Paid or accrued rent of \$18,150 (2013 - \$18,150) to a company controlled by a director of the Company.
- d) Paid or accrued directors' fees of \$10,000 (2013 - \$5,000) to two directors of the Company.
- e) Paid or accrued professional fees of \$42,740 (2013 - \$2,642) to a legal firm of which an officer of the Company is a partner.
- f) Paid or accrued consulting fees of \$nil (2013 - \$6,000) to a company controlled by a director of the Company.

As at October 31, 2014, accounts payable and accrued liabilities included \$18,496 (July 31, 2014 - \$17,016) owing to directors of the Company and to a legal firm of which an officer of the Company is a partner.

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

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

| | October 31, 2014 | October 31, 2013 |
|---------------------|------------------|------------------|
| Short-term benefits | \$ 82,500 | \$ 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:

| 2015 | \$ | 30,250 |
|------|----|--------|
|------|----|--------|

- b) The Company entered into management and consulting contracts with two companies, each having a director and an officer in common. The Company has agreed to pay the companies a combined total of \$27,500 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 directors and officers companies.

12. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

| | October 31, 2014 | October 31, 2013 |
|----------------------------|---------------------|---------------------|
| Cash paid for income taxes | \$ 2,202,010 | \$ - |
| Cash paid for interest | \$ - | \$ - |

There were no significant non-cash transactions for the three months ended October 31, 2014.

During the three months ended October 31, 2013, the Company issued 5,436,000 common shares valued at \$217,440 in conjunction with the purchase of Chu Chua.

13. SEGMENTED INFORMATION

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

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14. INCOME TAX EXPENSE AND RECOVERY

The Company has recorded an income tax expense from the Company's operations. The current income tax rate for Canadian companies located in the Province of British Columbia is 26%. The income tax expense for the three months ended October 31, 2014 is \$492,740 (2013 - \$218,000).

During the three months ended October 31, 2014, the Company paid income tax expense of \$2,202,010 relating to the income tax payable of \$2,556,000 recorded at July 31, 2014. Subsequent to the year ended July 31, 2014, the Company had a change in estimates relating to certain tax credits it had accumulated from earlier operations in Australia and, as a result, the Company recorded an income tax recovery of \$353,990 during the three months ended October 31, 2014.

15. 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.

The following is an analysis of the Company's financial instruments measured using the fair value hierarchy as at October 31, 2014 and July 31, 2014:

| | As at October 31, 2014 | | |
|------------------------|------------------------|---------|---------|
| | Level 1 | Level 2 | Level 3 |
| Cash and equivalents | \$ 371,271 | \$ - | \$ - |
| Short-term investments | \$ 18,238,496 | \$ - | \$ - |

| | As at July 31, 2014 | | |
|------------------------|---------------------|---------|---------|
| | Level 1 | Level 2 | Level 3 |
| Cash and equivalents | \$ 1,754,167 | \$ - | \$ - |
| Short-term investments | \$ 16,001,512 | \$ - | \$ - |

Financial risk factors

The Company is exposed in varying degrees to a variety of financial instrument related risks 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.

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

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, 2014, the Company had a cash and equivalents balance of \$371,271 (July 31, 2014 - \$1,754,167) and short-term investments of \$18,238,496 (July 31, 2014 - \$16,001,512) to settle current liabilities of \$601,028 (July 31, 2014 - \$2,629,968). 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 and equivalents 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 on the Company's short-term investments is approximately \$182,000.

b) Foreign currency risk

The Company is exposed to foreign currency risk with respect to its petroleum royalty which is denominated in Australian dollars. The effect of a 1% change in exchange rates between the Australian dollar and Canadian dollar foreign exchange on the Company's royalty receivable is approximately \$21,000. The Company does not currently hedge exchange risk. The majority of 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 petroleum royalty received and 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.

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

Capital management (cont'd...)

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

16. PROFESSIONAL FEES

During the three months ended October 31, 2014, the Company incurred professional fees of \$154,403 (2013 - \$7,142). The increased professional fees are for legal fees relating to the Notice of Civil Claim brought against the Company (Note 17) and, for legal fees paid to the Company's Australian legal counsel pursuant to the ongoing maintenance of the Company's royalty permits, tax matters and other related issues.

17. CONTINGENCY

The Company has been served with a Notice of Civil Claim (the "Claim") brought under the B.C. Class Proceedings Act and filed in the British Columbia Supreme Court. The Claim has not yet been certified as a class proceeding and as such no trial date has been determined.

The Claim alleges that the Company failed to generally disclose a material change in its affairs relating to a royalty held by the Company on certain oil and gas properties in Australia. The Company believes that the claim is without merit, and intends to vigorously defend the claim

18. SHAREHOLDER RIGHTS PLAN

On May 13, 2014, the TSX Venture Exchange accepted for filing the Company's adoption of a Rights Plan which received shareholder approval at the 2014 Annual General Meeting held on November 12, 2014. The Rights Plan is designed to encourage the fair treatment of shareholders in connection with any takeover bid made for the Company. Pursuant to the terms of the Rights Plan, any bids that meet certain criteria intended to protect the interest of all shareholders are deemed to be "Permitted Bids". In the event that a bid, other than a Permitted Bid is made, shareholders other than those involved in the take-over bid will be entitled to exercise rights to acquire common shares of the Company at a discount to the market price. The Rights Plan will remain in effect for one year from the date of shareholder approval on November 12, 2014.

19. NORMAL COURSE ISSUER BID

During the three months ended October 31, 2014, the Company received approval from the TSX Venture Exchange for a normal course issuer bid for up to 4,025,444 shares of the Company over a period of one year which commenced September 2, 2014, and will continue until the earlier of August 31, 2014 or the date by which the Company has acquired the maximum 4,025,444 shares. As at October 31, 2014, the Company repurchased 709,000 shares of the Company for \$252,960. Subsequent to October 31, 2014, these shares were cancelled. Subsequent to October 31, 2014, the Company repurchased 1,420,000 shares of the Company for \$490,375; 660,000 of these shares have been cancelled.

NEWPORT EXPLORATION LTD.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
(Unaudited)
(Expressed in Canadian Dollars)
OCTOBER 31, 2014

20. SUBSEQUENT EVENTS

Subsequent to October 31, 2014, the Company:

- a) was notified of, and received its, 2.5% gross overriding petroleum royalty income for the first quarter of fiscal 2015, a total of \$2,126,952 (AUD \$2,160,219); and
- b) granted 1,700,000 stock options to directors, officers and an employee of the Company, exercisable at \$0.335 per share until December 13, 2019.