NEWPORT EXPLORATION LTD.

INTERIM FINANCIAL STATEMENTS

JANUARY 31, 2010

(Unaudited - prepared by management)

The accompanying unaudited interim financial statements of Newport Exploration Ltd. for the six months ended January 31, 2010 have been prepared by management and approved by the Board of Directors of the Company. These interim financial statements have not been reviewed by the Company's external auditors.

NEWPORT EXPLORATION LTD.
INTERIM BALANCE SHEETS
(Unaudited – prepared by management)

	January 31, 2010	July 31, 2009 (audited)
ASSETS		
Current		
Cash	$ 7,177,911	$ 7,437,997
Receivables	10,980	11,317
Prepaids	2,726	-
	7,191,617	7,449,314
Equipment (Note 3)	5,155	6,026
	$ 7,196,772	$ 7,455,340
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	$ 6,739	$ 27,428
Shareholders' equity		
Capital stock (Note 5)	42,343,096	42,343,096
Contributed surplus (Note 5)	1,173,038	1,173,038
Deficit	(36,326,101)	(36,088,222)
	7,190,033	7,427,912
	$ 7,196,772	$ 7,455,340

Nature and continuance of operations (Note 1)
Commitments (Note 11)

On behalf of the Board:

"Ian Rozier" Director "Barbara Dunfield" Director

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

NEWPORT EXPLORATION LTD.
INTERIM STATEMENTS OF LOSS, COMPREHENSIVE LOSS AND DEFICIT
(Unaudited – prepared by management)

	Three months ended January 31, 2010	Three months ended January 31, 2009	Six months ended January 31, 2010	Six months ended January 31, 2009
EXPENSES				
Administrative services	$ 3,750	$ 3,750	$ 7,500	$ 7,500
Amortization	418	561	870	1,167
Consulting (Note 7)	53,000	52,000	104,000	103,000
Director's fees (Note 7)	5,000	6,667	10,000	16,667
Management fees (Note 7)	30,000	30,000	60,000	60,000
Office and miscellaneous	4,707	4,028	10,980	6,340
Professional fees	7,848	8,656	14,093	13,504
Property investigation costs	-	4,869	2,173	11,815
Regulatory and transfer agent fees	7,159	8,733	7,948	9,850
Rent (Note 7)	16,500	16,500	33,000	33,000
Shareholder communications	1,424	1,436	3,177	2,455
Stock-based compensation (Note 6)	-	216,343	-	216,343
Travel and related costs	6,603	-	6,603	714
Loss before other items	(136,409)	(353,543)	(260,344)	(482,355)
OTHER ITEMS				
Interest income	12,222	44,335	22,465	102,802
Petroleum royalty (Note 4)	-	4,200	-	9,424
	12,222	48,535	22,465	112,226
Loss and comprehensive loss for the period	(124,187)	(305,008)	(237,879)	(370,129)
Deficit, beginning of period	(36,201,914)	(35,635,627)	(36,088,222)	(35,570,506)
Deficit, end of period	$ (36,326,101)	$ (35,940,635)	$ (36,326,101)	$ (35,940,635)
Basic and diluted loss per common share	$ (0.00)	$ (0.01)	$ (0.00)	$ (0.01)
Weighted average number of common share outstanding	54,922,874	54,922,874	54,922,874	54,922,874

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

NEWPORT EXPLORATION LTD.
INTERIM STATEMENTS OF CASH FLOWS
(Unaudited – prepared by management)

	Three months ended January 31, 2010	Three months ended January 31, 2009	Six months ended January 31, 2010	Six months ended January 31, 2009
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss for the period	$ (124,187)	$ (305,008)	$ (237,879)	$ (370,129)
Item not affecting cash:				
Amortization	418	561	870	1,167
Stock-based compensation	-	216,343	-	216,343
Changes in non-cash working capital items:				
(Increase) decrease in receivables	1,210	(152)	337	7,498
(Increase) decrease in prepaids	(2,726)	1,286	(2,726)	-
Increase (decrease) in accounts payable and accrued liabilities	(18,708)	(3,118)	(20,688)	2,459
Net cash used in operating activities	(143,993)	(90,088)	(260,086)	(142,662)
Decrease in cash during the period	(143,993)	(90,188)	(260,086)	(142,662)
Cash, beginning of period	7,321,904	7,687,568	7,437,997	7,740,142
Cash, end of period	$ 7,177,911	$ 7,597,480	$ 7,177,911	$ 7,597,480

Supplemental disclosure with respect to cash flows (Note 8)

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Newport Exploration Ltd. (the "Company") is a Canadian company incorporated under the Business Corporations Act of British Columbia. The Company is primarily engaged in the acquisition and exploration of mineral properties. To date, the Company has not earned significant revenues and is considered to be in the exploration stage. The Company has all of its assets located in Canada and is currently seeking opportunities in the natural resource sector.

These interim financial statements are prepared 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. The Company's ability to continue on a going concern basis depends on its ability to successfully raise additional financing. Although the Company presently has sufficient financial resources to undertake its currently planned acquisition program and has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. These interim financial statements do not reflect adjustments that would be necessary if the going concern assumptions were not appropriate.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These unaudited interim financial statements have been prepared in accordance with Canadian generally accepted accounting principles for interim financial statements. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, the accompanying financial information reflects all adjustments, consisting primarily of normal and recurring adjustments considered necessary for fair presentation of the results for the interim period. Operating results for the six months ended January 31, 2010 are not necessarily indicative of the results that may be expected for the year ending July 31, 2010. These interim financial statements follow the same accounting policies as the annual financial statements, except as disclosed below. Accordingly, these interim financial statements should be read in conjunction with the 2009 annual audited financial statements and notes thereto.

Adoption of new accounting standards

CICA Handbook Section 3064 – "Goodwill and other intangibles assets"
This new section replaced Section 3062, "Goodwill and other intangible assets" and Section 3450, "Research and Development costs". It establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit-oriented enterprises. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062. The Company has evaluated this new standard and determined that adoption of these new requirements had no impact on the Company's interim financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Recent accounting pronouncements

International Financial Reporting Standards ("IFRS")
In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date for the Company will be August 1, 2011 and will require the restatement for comparative purposes of amounts reported for the year ended July 31, 2011. The impact of the transition to IFRS on the Company's interim financial statements has not yet been determined.

Business Combinations
In January 2009, the CICA issued Handbook Sections 1582 "Business Combinations", 1601 "Consolidated Financial Statements" and 1602 "Non-controlling Interests" which replace CICA Handbook Sections 1581 "Business Combinations" and 1600 "Consolidated Financial Statements". Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under IFRS. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. These Sections are applicable for interim and annual financial statements for fiscal years beginning January 1, 2011. Early adoption of these Sections is permitted and all these Sections must be adopted concurrently.

3. EQUIPMENT

	January 31, 2010			July 31, 2009		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Computer equipment	$ 41,079	$ 37,414	$ 3,665	$ 41,079	$ 36,795	$ 4,284
Furniture and fixtures	21,758	20,268	1,490	21,758	20,016	1,742
	$ 62,837	$ 57,682	$ 5,155	$ 62,837	$ 56,811	$ 6,026

4. PETROLEUM ROYALTY

Under the terms of an agreement over the sale of CVL Resources (Barbados) Ltd. (formerly a wholly-owned subsidiary of the Company), the Company retained a 2.5% royalty for any hydrocarbons discovered on certain petroleum exploration permits in Australia. Included in receivables at January 31, 2010 is $Nil (July 31, 2009 - $1,520) for the Company's royalty.

5. CAPITAL STOCK

	Number of Shares	Capital Stock	Contributed Surplus
Authorized			
Unlimited common shares without par value			
Issued			
As at July 31, 2009 and January 31, 2010	54,922,874	$ 42,343,096	$ 1,173,038

6. STOCK OPTIONS AND WARRANTS

Stock options

The Company has a stock option plan (the "Plan") under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the Plan, the exercise price of each option equals the market price, minimum price or a discounted price, of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of five years. The board of directors has the exclusive power over the granting of options and their vesting provisions.

At January 31, 2010, the Company had outstanding stock options enabling the holders to acquire common shares as follows:

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

6. STOCK OPTIONS AND WARRANTS (cont'd...)

Stock options (cont'd...)

Stock option transactions and the number of stock options outstanding are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, July 31, 2009 and January 31, 2010	5,450,000	$ 0.10
Number of options currently exercisable	5,450,000	$ 0.10

Stock-based compensation

During the six month period ended January 31, 2010, the Company did not grant incentive stock options and did not record stock-based compensation expense. During the six months ended January 31, 2009, the Company granted 5,450,000 incentive stock options to consultants, directors and officers of the Company. These options may be exercised up to 5 years from the date of grant at a price of $0.10 per share.

The Company expenses the fair value of all stock-based compensation awards as determined using the Black-Scholes option pricing model. The valuation of stock options granted is dependent, in part, on volatility of the market in the underlying security.

The 5,450,000 incentive stock options granted during the six months ended January 31, 2009 resulted in stock-based compensation expense, using the Black-Scholes option pricing model, of $216,343. This amount was offset to contributed surplus.

The fair value of the stock options granted was $0.04 per stock option. The following assumptions were used for the Black-Scholes valuation of stock options granted:

	2009
Risk-free interest rate	1.84%
Expected life of options	5 years
Annualized volatility	110.00%
Dividend yield	0%

6. STOCK OPTIONS AND WARRANTS (cont'd…)

Warrants

At January 31, 2010, the Company had no outstanding share purchase warrants.

7. RELATED PARTY TRANSACTIONS

During the six months ended January 31, 2010, the Company entered into the following transactions with related parties:

a) Paid or accrued consulting fees of $90,000 (2009 - $90,000) to a company controlled by a director.

b) Paid or accrued management fees of $60,000 (2009 - $60,000) to company controlled by a director.

c) Paid or accrued rent of $33,000 (2009 - $33,000) to a company controlled by a director.

d) Paid or accrued directors' fees of $10,000 to a director of the Company (2009-$16,667 to two directors of the Company).

e) Paid or accrued professional fees of $5,313 (2009-$3,306) to a legal firm of which an officer of the Company is a partner.

f) Paid or accrued consulting fees of $12,000 (2009-$12,000) to a company controlled by the spouse of a director.

Included in receivables is $Nil (July 31, 2009-$2,575) owed by a company with directors in common. Included in accounts payable and accrued liabilities is $3,333 (July 31, 2009-$3,333) owed to a director of the Company.

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

8. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

	2010	2009
Cash paid during the period for interest	$ -	$ -
Cash paid during the period for income taxes	$ -	$ -

There were no significant non-cash transactions during the six months ended January 31, 2009 and 2010.

9. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, receivables, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

The Company's financial instruments are exposed to certain financial risks, which include currency risk, credit risk, liquidity risk and interest rate risk.

(a) Credit Risk

The Company's cash is mainly held at large Canadian financial institutions and as at January 31, 2009 is mainly held in interest bearing accounts. The Company's receivables are mainly GST recoverable from the Canadian government. The maximum exposure to credit risk is the equivalent of the cash and receivables on the balance sheet of the Company.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital resources as outlined in Note 12.

(c) 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.

(i) Interest rate risk

The Company has cash balances which are deposited at Canadian financial institutions. As of January 31, 2010, the Company did not have any investments in short-term deposits.

9. FINANCIAL INSTRUMENTS (cont'd...)

(ii) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, receivables and accounts payable and accrued liabilities that are denominated in a foreign currency. As at January 31, 2010, the Company did not have any accounts in foreign currencies.

(iii) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

10. SEGMENTED INFORMATION

The Company has one reportable operating segment, being the acquisition and exploration of mineral properties. Geographical information is as follows:

	January 31, 2010	July 31, 2009
Capital assets		
Canada	$ 5,155	$ 6,026

11. COMMITMENTS

a) The Company leases office premises under an operating lease with a company controlled by a director. During the year ended July 31, 2009, the Company extended the term of its operating lease for an additional three year term, to expire in March 2012. The landlord has the right to increase the annual base rent by 10% on April 1, 2010 and 2011. The lease provides for basic lease payments as follows:

2010	$ 33,000
2011	66,000
2012	44,000
	$ 143,000

11. COMMITMENTS (cont'd...)

b) The Company entered into management and consulting contracts with companies having directors 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 services to one director's company and 24 months of services to the other director's company.

12. CAPITAL MANAGEMENT

The capital structure of the Company consists of equity attributable to common shareholders, comprising of issued capital, contributed surplus, retained earnings and accumulated other comprehensive income. The Company's objectives when managing capital are to: (i) preserve capital, (ii) obtain the best available net return, and (iii) maintain liquidity.

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 new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents and investments.

The Company's policy is to invest its excess cash in highly liquid, fully guaranteed, bank-sponsored instruments. This strategy is unchanged from fiscal 2009.

The Company is not subject to externally imposed capital restrictions.