NEWPORT EXPLORATION LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS

For the year ended July 31, 2012

The following discussion and analysis of financial results, prepared as of November 6, 2012 should be read in conjunction with the audited financial statements of Newport Exploration Ltd. ("Newport" or the "Company") for the year ended July 31, 2012, together with the related notes thereto. Those audited financial statements are prepared in accordance with International Financial Reporting Standards. All amounts are expressed in Canadian dollars unless otherwise indicated.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and Management Discussion and Analysis ("MD&A"), is complete and reliable.

All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

Description of Business

Newport Exploration Ltd. is a natural resource company engaged in the acquisition and exploration of mineral properties. The Company's head office is in Vancouver, British Columbia. The Company is a reporting issuer in British Columbia, Alberta, Saskatchewan and trades on the TSX Venture Exchange (TSX-V) under the symbol NWX.

Overview

The Company is earning a 50% interest in Reva Resources Corporation's ("Reva") Chu Chua massive sulphide deposit ("Chu Chua") located approximately 70km north of Kamloops, British Columbia. To earn the interest, the Company needs to carry out and fund the costs of the recommended work program of approximately $1,070,000, on or before December 31, 2013, an extension being granted, as reported in a Reva news release dated July 23, 2012. Two directors of Newport are insiders of Reva and as such abstained from voting on the agreement.

On June 26, 2012, the Company announced the results of an initial resource estimate for Chu Chua prepared by APEX Geoscience Ltd. ("APEX") of Vancouver, British Columbia from preliminary work conducted in 2011.

The estimate comprises an inferred mineral resource of 2.5 million tonnes averaging 2.0% copper, 0.3% zinc, 9.4 g/t silver, 0.5 g/t gold at a copper block cut-off grade of 1.0%, as presented in the table below. A sensitivity analysis of the grade and tonnage at various cut-off grades was completed and is also shown.

Classification	Cu % Block Cut Off	Metric Tonnes	Cu (%)	Zn (%)	Ag (g/t)	Au (g/t)	Cu content (million lbs.)	Zn content (million lbs.)	Ag content (oz.)	Au content (oz.)
Inferred	0.0	2,827,000	1.9	0.3	9.0	0.5	118.3	19.9	814,000	42,000
	0.5	2,805,000	1.9	0.3	9.0	0.5	118.1	19.9	811,000	42,000
	1.0	**2,506,000**	**2.0**	**0.3**	**9.4**	**0.5**	**112.9**	**18.2**	**758,000**	**39,000**
	1.5	1,753,000	2.4	0.3	10.5	0.5	92.0	12.9	594,000	30,000
	2.0	906,000	3.0	0.4	11.6	0.6	59.4	7.1	339,000	17,000

**Inferred Mineral Resources are not Mineral Reserves. Inferred Mineral Resources do not have demonstrated economic viability, and may never be converted into Reserves.*
***Figures may not sum due to rounding. Significant figures do not indicate added level of precision.*

Mr. Kristopher J. Raffle (P.Geo) and Steven J. Nicholls (M AIG) of APEX are the Independent Qualified Persons, as defined by NI 43-101, responsible for the mineral resource estimation. The resource is classified as an inferred mineral resource, consistent with the CIM definitions referred to in NI 43-101. The effective date of the mineral resource estimation is April 18, 2012.

A total of 99 diamond drillholes, totaling 19,707 metres (m), ranging from AQ to NQ size core were completed between 1978 and 1991 to delineate the Chu Chua. The drillhole locations were surveyed during 2011 along with confirmation sampling conducted on a number of the mineralized intervals from the historic core. The mineral resource estimate is derived from a total of 50 of these drillholes; the spacing of which is between10 and 40 m. A total of 251 composites of 5 m length, capped at 5.90% copper, 0.86% zinc, 32 g/t silver and 1.4 g/t gold, were used for the estimation. The mineral resource was estimated by ordinary kriging within a three-dimensional mineralization envelope, defined by similar geological characteristics in terms of alteration and mineralogy, using a 0.5% copper cut-off grade. The search ellipsoid orientations were based on variography and ranged in size from 30 to 50 m along the primary axis, depending on the metal of interest. The search ellipsoids were used for grade interpolation into 2 m (X) x 25 m (Y) x 10 m (Z) parent blocks. All blocks were classified as being in the inferred category. A total of 464 bulk density measurements were used to calculate the average for each of three modeled massive sulphide lenses. The average density of each of the three lenses varied from 4.33 to 4.73 g/cm^3. Due to the lack of historic documentation, the methodology used to calculate the bulk densities is unknown, however the densities used in the resource estimate are considered consistent with the geology and style of mineralization of the Chu Chua.

Chu Chua is considered to be an early stage project, therefore little is known about the potential mining or metallurgical characteristics of the massive sulphide deposit. The base case cut-off threshold of 1.0% Cu, which yields 2,506,000 tonnes at an average grade of 2.0% Cu, 0.3% Zn, 9.4 g/t Ag and 0.5 g/t Au (and highlighted in the Table above), is considered to be prospective for development based on the projects favourable location for access, power, water, labour force and other assumptions derived from deposits of similar type and scale.

Chu Chua is a Cyprus-type volcanogenic massive sulphide body hosted and comprises three closely-spaced, north-south striking and sub-vertical massive sulphide lenses that outcrop on surface. Historic drilling has intersected mineralization to a depth of 560 m vertically, however relatively few drillholes have targeted mineralization below 200 m. The results of historic drilling indicate that the deposit thins at depth however the massive sulphide lenses remain open at depth and along strike.

To date, mineralization has been modeled over a 480 m strike length and to a depth of 180 m from surface. Additional drilling is warranted to define the extent of near surface mineralization at the north end of the deposit; at depth within and beneath the currently modeled Main Lens; and to the south where limited deep drilling has encountered narrow sulphide intercepts. Given that approximately 75% of the deposit as currently modeled lies within a 100 m depth from surface, further drilling and economic studies to determine if all or portion of the Chu Chua may be amenable to open pit extraction are also warranted.

The Company, which has approximately $6 million in the treasury is able to meet its obligations to fund the work program on Chu Chua. The Company's financial instruments consist of cash, receivables, short-term investments and accounts payable and accrued liabilities and it is management's opinion that the Company is not exposed to any significant credit risks arising from these financial instruments.

Results of Operations

During the year ended July 31, 2012, the Company incurred a loss of $434,381 compared to a loss of $386,519 for the year ended July 31, 2011. The significant changes during fiscal 2012 compared to fiscal 2011 are as follows:

- Office and miscellaneous costs increased to $24,273 during the year ended July 31, 2012 compared to $10,263 for the year ended July 31, 2011. The change was primarily due to an annual $10,400 premium for directors' and officers' insurance that was incurred during the current year.

- Professional fees of $68,645 were incurred during the year ended July 31, 2012 compared to $42,185 incurred during the year ended July 31, 2011. The increase in the current year was primarily for additional legal fees incurred in connection with reviewing potential new project acquisitions.

- Property investigation costs decreased to $Nil during the year ended July 31, 2012 from $14,890 incurred during the year ended July 31, 2011, in seeking a property of merit for the Company during the comparative year. The Company identified a project of merit during the comparative year, when it acquired the Chu Chua option.

- Rent increased to $72,600 during the year ended July 31, 2012 from $68,200 incurred during the year ended July 31, 2011, as a result of a 10% rent increase at the Company's head office that commenced on April 1, 2011.

- The Company earned $30,153 from its retained 2.5% petroleum royalty on certain exploration permits in Australia during the year ended July 31, 2012, a decrease from $54,910 earned during the year ended July 31, 2011. The decrease in the current year was a result of lower production levels of PEL 91.

Fourth Quarter Results

The Company recorded a loss for the three months ended July 31, 2012 of $93,877 compared to a loss of $103,457 for the comparative period ended July 31, 2011. The loss for the three months included operating expenses of $142,293 (2010 - $140,799).

During the fourth quarter of fiscal 2012, the Company earned $24,688 (2011 - $16,194) in petroleum royalty and earned $23,728 (2011 - $21,148) in interest income.

Exploration and Evaluation Asset

During the year ended July 31, 2011, the Company entered into an option agreement, whereby the Company can earn a 50% interest in the Chu Chua. Additionally, there are two separate 1% net smelter returns to underlying parties. During the year ended July 31, 2012, the Company incurred the following deferred exploration costs on the Chu Chua project:

Geological consulting	$	70,812
Security deposit		5,000
Mining tax credit		(11,292)
Total	$	64,520

Liquidity and Capital Resources

The Company's working capital position at July 31, 2012 was $6,010,256 as compared to a working capital position of $6,508,293 at July 31, 2011. The decrease in working capital is a result of the approximate $440,000 used in operating activities and $85,000 used in exploration expenditures. At July 31, 2012, the Company held cash of $2,556,163 (2011-$5,490,870) and short-term investments of $3,445,275 (2011-$1,025,216).

As at July 31, 2012, the Company had current assets of $6,044,867 (2011-$6,554,051), total assets of $6,149,393 (2011-$6,594,921) and total liabilities of $34,611 (2011-$45,758). There is no long-term debt.

The principal assets of the Company are cash, receivables, short-term investments and an exploration evaluation asset.

The Company has sufficient funds on hand to meet its operating expenses for fiscal 2013.

The Company has financed its operations to date primarily through the issuance of common shares and exercise of stock options and share purchase warrants. The Company may at some point seek capital through various means including the issuance of equity and/or debt.

The Company has not paid any dividends on its common shares. The Company has no present intention of paying dividends on its common shares, as it anticipates that all available funds will be invested to finance the growth of its business.

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.

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 2012. During the year ended July 31, 2012, the Company extended the term of the operating lease for another three year term. The lease provides for basic lease payments as follows:

2013	$	72,600
2014		72,600
2015		48,400
	$	193,600

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.

Annual Financial Information

Year Ended		July 31, 2012		July 31, 2011		July 31, 2010
Financial Results		IFRS		IFRS		Cdn GAAP
Exploration and evaluation expenditures	$	64,520	$	37,642	$	Nil
Loss for the year		434,381		386,519		492,230
Loss per share – basic and diluted		(0.01)		(0.01)		(0.01)
Financial Position						
Working capital position	$	6,010,256	$	6,508,293	$	6,931,272
Total assets		6,149,393		6,594,921		6,981,829
Share capital		42,343,096		42,343,096		42,343,096
Deficit		(37,401,352)		(36,966,971)		(36,580,452)

Quarterly Financial Information

		Three Months Ended July 31, 2012		Three Months Ended April 30, 2012		Three Months Ended January 31, 2011		Three Months Ended October 31, 2011
Total assets	$	6,149,393	$	6,269,231	$	6,331,272	$	6,466,800
Working capital		6,010,256		6,107,103		6,266,035		6,383,416
Loss for the period		(93,877)		(109,986)		(117,605)		(112,913)
Loss per share – basic and diluted		(0.00)		(0.00)		(0.01)		(0.00)

		Three Months Ended July 31, 2011		Three Months Ended April 30, 2011		Three Months Ended January 31, 2011		Three Months Ended October 31, 2010
Total assets	$	6,594,921	$	6,656,754	$	6,721,523	$	6,845,136
Working capital		6,508,293		6,649,130		6,710,351		6,819,510
Loss for the period		(103,457)		(61,504)		(109,465)		(112,093)
Loss per share – basic and diluted		(0.00)		(0.00)		(0.00)		(0.01)

Fiscal 2012

During the fourth quarter of fiscal 2012, the Company recorded a loss of $93,877 compared to a loss of $109,986 recorded in the previous quarter. The difference was primarily due to $24,688 of petroleum royalty the Company earned during the fourth quarter. Also during the fourth quarter, the Company incurred $14,452 in exploration expenditures on the Chu Chua and received $11,292 as a mining tax credit in connection with the Chu Chua.

During the third quarter of fiscal 2012, the Company recorded a loss of $109,986 compared to a loss of $117,605 recorded in the previous quarter. Additionally, the Company incurred $49,153 in geological consulting in connection with the Chu Chua.

During the second quarter of fiscal 2012, the Company recorded a loss of $117,605, compared to a loss of $112,913 recorded in the previous quarter.

During the first quarter of fiscal 2012, the Company recorded a loss of $112,913, while earning $21,258 in interest income. Additionally, the Company spent $12,206 on Chu Chua during this quarter.

Fiscal 2011

During the fourth quarter of fiscal 2011, the Company incurred $37,642 in geological consulting expenses on Chu Chua. Additionally, the Company earned $16,194 from its petroleum royalty compared to $38,716 earned in the previous quarter.

During the third quarter of fiscal 2011, the Company's operating expenses decreased slightly as a result of lower legal fees incurred during the quarter, and a gain on foreign exchange recorded in connection with the petroleum royalty earned in this quarter. The Company earned $38,716 from its 2.5% petroleum royalty on certain exploration permits in Australia during this quarter.

During the second quarter of fiscal 2011, the Company's operating expenses remained consistent with the prior quarter. During this quarter the Company entered into an option agreement to acquire a 50% interest in Chu Chua.

During the first quarter of fiscal 2011, the Company's operating expenses decreased over the prior quarter primarily as a result of the decrease in property investigation costs. Otherwise, overall operating expenses remained consistent with the prior quarter.

Related Party Transactions

During the year ended July 31, 2012, the Company entered into the following transactions with related parties:

a) Paid or accrued consulting fees of $180,000 (2011 - $180,000) to a company controlled by Ian Rozier, the President and C.E.O. of the Company.

b) Paid or accrued management fees of $120,000 (2011 - $120,000) to a company controlled by Barbara Dunfield, director and C.F.O. of the Company.

c) Paid or accrued rent of $72,600 (2011 - $68,200) to a company controlled Mr. Rozier.

d) Paid or accrued directors' fees of $20,000 (2011 - $20,000) to Merfyn Roberts, a director of the Company.

e) Paid or accrued professional fees of $26,564 (2010 - $6,620) to McMillan LLP a legal firm where David Cowan, the Company's corporate secretary, is a partner.

f) Paid or accrued consulting fees of $14,000 (2011 - $24,000) to a company controlled by the spouse of David Cohen, director.

g) Paid or accrued consulting fees of $10,000 (2011 - $Nil) to a company controlled by Mr. Cohen.

As at July 31, 2012, receivables included $Nil (July 31, 2011 - $2,686; August 1, 2010 - $Nil) owing by a company with common directors and accounts payable and accrued liabilities included $3,333 (July 31, 2011 - $3,333; August 1, 2010 - $3,333) owing to Mr. Roberts.

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 July 31, 2012, July 31, 2011and August 1, 2010:

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

	As at July 31, 2011		
	Level 1	**Level 2**	**Level 3**
Cash	$ 5,490,870	$ -	$ -
Short-term investments	$ 1,025,216	$ -	$ -

	As at August 1, 2010		
	Level 1	**Level 2**	**Level 3**
Cash	$ 6,962,715	$ -	$ -

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 July 31, 2012, the Company had a cash balance of $2,556,163 (July 31, 2011 – $5,490,870) and short-term investments of $3,445,275 (July 31, 2011 - $1,025,216) to settle current liabilities of $34,611 (July 31, 2011 - $45,758). To maintain liquidity, the Company is continually investigating financing opportunities. As disclosed in Note 1 of the July 31, 2012 financial statements, 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 $60,000.

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.

Transition to IFRS

As stated in Note 2, of the July 31, 2012 audited financial statements, those financial statements are for the years covered by the Company's first financial statements prepared in accordance with IFRS. These accounting policies have been applied in preparing the financial statements for the years ended July 31, 2012 and 2011 and the opening IFRS statement of financial position on August 1, 2010, the "Transition Date".

In preparing the opening IFRS statement of financial position and the financial statements for the year ended July 31, 2011, the Company has adjusted amounts reported previously in financial statements that were prepared in accordance with GAAP. An explanation of how the transition from GAAP to IFRS has affected the Company’s financial position, financial performance and cash flows is set out below. The guidance for the first time adoption of IFRS is set out in IFRS 1. IFRS 1 provides for certain mandatory exceptions and optional exemptions for first time adopters of IFRS.

The Company has elected to take the following exemptions under IFRS 1:

Share-based payment transactions

The Company has elected not to retrospectively apply IFRS 2 to equity instruments that were granted and vested before the Transition Date. As a result of applying this exemption, the Company will apply the provision of IFRS 2 only to all outstanding instruments that are unvested as at the Transition Date to IFRS. The Company did not have any unvested equity instruments as of the Transition Date.

Estimates

The estimates previously made by the Company under Canadian GAAP were not revised for the application of IFRS except where necessary to reflect any difference in accounting policy or where there was objective evidence that those estimates were in error. As a result the Company has not used hindsight to revise estimates.

Management has determined that adoption of IFRS has not resulted in changes to the Company’s statement of financial position as at August 1, 2010 and July 31, 2011, or the statement of loss and comprehensive loss, statement of changes in equity, or statements of cash flows for the year ended July 31, 2011. Therefore, reconciliation adjustment schedules to transition GAAP to IFRS have not been presented.

Risk, Uncertainties and Outlook

As a company active in the mineral resource acquisition and exploration industry, the Company is exposed to a number of risks, including the financial risks associated with the fact that it has no operating cash flow and must access the capital markets to finance its activities.

There can be no assurances the Company will continue to be able to access the capital markets for the funding necessary to acquire and maintain exploration properties and to carry out its desired exploration programs. In addition to this having an impact on any future wholly owned projects, the Company could find itself in a position at a future time where it is unable to fund its share of costs incurred under joint venture agreements to which it is a party, and its interest in such joint ventures could be reduced or eliminated as a result.

The Company is very reliant upon its existing management, and if the services of such personnel were withdrawn for any reason, this could have a material adverse impact on the Company's operating activities.

There is intense competition within the minerals industry to acquire properties of merit, and the Company competes with other companies possessing greater technical and financial resources than itself. Even if desirable properties are secured, there can be no assurances that the company will be able to execute its exploration programs on its proposed schedules and within its cost estimates, whether due to weather conditions in the areas where it operates, increasingly stringent environmental regulations and other permitting restrictions, or other factors related to exploring in areas that lack infrastructure, such as the availability of essential supplies and services.

Over the past several years, the prices of commodities have increased substantially, stimulating a rapid growth in exploration expenditures and intensifying the competition for talent and services. These conditions have lead to increased costs and difficulties in scheduling contractors at times that are optimal from the Company's perspective.

The Company's future exploration activities may require permits from various governmental agencies charged with administrating laws and regulations governing exploration, labor standards, occupational health and safety, control of toxic substances, waste disposal, land use, environmental protection and other matters. Failure to comply with laws, regulations and permit conditions could result in fines and/or stop work orders, costs for conducting remedial actions and other expenses. In addition, legislation changes to existing laws and regulations could result in significant additional costs to comply with the revised terms and could also result in delays in executing planned programs pending compliance with those terms.

Off Balance Sheet Arrangements

The Company is not aware of any off balance sheet arrangements or commitments as of November 6, 2012.

Contingencies

The Company is not aware of any contingencies or pending legal proceedings as of November 6, 2012.

Share Capital

As at November 6, 2012, the Company had 54,922,874 common shares outstanding and the following outstanding options:

Outstanding Options:

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

There are no outstanding share purchase warrants.

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure document provided by the Company, which can be accessed www.sedar.com. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

Cautionary Statement on Forward-Looking Information

Certain statements contained in this document constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements. Such factors include, among others, the following: mineral exploration and development costs and results, fluctuation in the prices of commodities for which the Company is exploring, foreign operations and foreign government regulations, competition, uninsured risks, recoverability of resources discovered, capitalization requirements, commercial viability, environmental risks and obligations, and the requirements for obtaining permits and licenses for the Company's operations in the jurisdictions in which it operates.