



NEWPORT

EXPLORATION LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS

Three Months Ended October 31, 2016

This management's discussion and analysis of financial position and results of operations ("MD&A") is prepared as at December 19, 2016 and should be read in conjunction with the unaudited condensed interim financial statements for the three months ended October 31, 2016 of Newport Exploration Ltd. ("Newport" or "the Company") with the related notes thereto. Those unaudited condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") for interim financial statements and, as a result, do not contain all disclosure required under IFRS for annual financial statements. Accordingly, readers may want to refer to the July 31, 2016 audited annual financial statements and the accompanying notes. All dollar amounts included therein and in the following MD&A, unless otherwise indicated, are expressed in Canadian dollars.

Management is responsible for the preparation and integrity of the Company's unaudited condensed interim financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including that within the unaudited condensed interim financial statements and MD&A, is complete and reliable.

Additional information on the Company is available for viewing on SEDAR at www.sedar.com or by contacting the Company's head office at Suite 501-837 West Hastings Street, Vancouver BC, Canada V6C 3N6. The Company's website is www.newport-exploration.com.

Description of Business

Newport is a natural resource company engaged in the acquisition and exploration of resource properties. In addition, the Company holds a 2.5% gross overriding royalty ("Royalty") interest on any hydrocarbons produced on certain petroleum exploration and production licences in Australia.

The Company's head office is in Vancouver, British Columbia. The Company is a reporting issuer in British Columbia, Alberta and Saskatchewan and trades on the TSX Venture Exchange (TSX-V) under the symbol NWX.

Overview

Oil and Gas Royalty Interests

The Company holds a 2.5% gross overriding royalty on several oil and gas exploration and production licences in the Cooper Basin, Australia. These licences are being operated by Beach Energy Ltd ("Beach") and Santos Ltd ("Santos").

The Royalty is a non-operating interest and the Company is therefore not informed of any decisions that may be made concerning the operations or intentions of Beach and Santos and consequently cannot speculate on production, development plans, or potential revenues.

The Company does not have access to the underlying technical data and cannot independently verify the Oil and Gas Reserves and Resources in accordance with classification requirements in compliance with NI 51-101 and the Canadian Oil and Gas Evaluation Handbook (“COGEH”). Accordingly, as the Reserves and Resources for ex-PEL 91 and ex-PEL 106 reported by Beach and Santos are not necessarily compliant with NI 51-101 Canadian reporting requirements, they should not be relied upon. In addition, Beach refers to Barrels of Oil Equivalent (“BOE”). In accordance with Section 5.14(d) of NI 51-101 for Canadian reporting purposes this disclosure must note that the term BOE may be misleading, particularly if used in isolation. A BOE conversion ratio of 6 Mdf: 1bbl is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead where the Company’s royalty is calculated.

The Company continues to strongly encourage shareholders and potential investors to access information released independently by Beach and Santos in order to keep current during the exploration and development of these licences.

Chu Chua

On August 22, 2014, the Company reported that pursuant to a British Columbia Securities Commission (“BCSC”) review, it filed an amended National Instrument 43-101 (“NI 43-101”) on Chu Chua in central British Columbia, as prepared by Apex Geoscience Ltd. A copy of the amended technical report is available under the Company’s profile on SEDAR (www.sedar.com) and on the Company’s website (www.newport-exploration.com).

The purpose of the amended technical report was to revise grade ‘cut-off’ tables to provide clarity, a revised author’s certificate, additional text clarifying the block modelling of resources, additional clarification of drill hole spacing, and revised table numbering and pagination to provide further clarity for readers.

The revisions do not result in any changes to the resource estimates at Chu Chua.

Normal Course Issuer Bid

During the year ended July 31, 2015, the Company received TSX Venture Exchange approval to make a normal course issuer bid (“NCIB”) for up to 4,025,444 shares of the Company over a period of one year (the “Bid Period”) representing 5% of the Company’s outstanding common shares until August 31, 2015 or until such time the Company acquired the common shares available under the NCIB policy. NCIB purchases were made on the TSX Venture Exchange as open market transactions conducted at the market price at the time of acquisition. PI Financial Corp was the broker for NCIB transactions and all share purchase transactions were subsequently cancelled from the issued and outstanding shares of the Company. On August 25, 2015, the NCIB was renewed through to August 25, 2016. The Company let the NCIB lapse on August 25, 2016.

During the year ended July 31, 2015, the Company repurchased, and cancelled, 2,229,000 shares of the Company for \$786,373. There were no shares purchased subsequent to July 31, 2015.

Results of Operations

During the three months ended October 31, 2016 (the “current period”), the Company recorded net income of \$686,812 compared to net income of \$592,827 for the three months ended October 31, 2015 (the “comparative period”). The significant changes during the current period compared to the comparative period, are as follows:

- The Company recorded income of \$1,268,032 from its Royalty on certain exploration licences in Australia during the current period, a slight decrease from \$1,295,078 earned during the comparative period.
- Income tax expense of \$340,705 was recorded during the current period, a decrease from \$388,523 during the comparative period. The decrease is a result of an increase in cash operating expenditures during the current period.
- A foreign exchange gain of \$10,065 was recorded during the current period compared to \$77,406 recorded during the comparative period. The change was due to fluctuation between the Australian dollar (the currency in which the Company receives its Royalty income, and now pays its Australian taxes) and the Canadian dollar.
- Professional fees decreased to \$23,409 during the current period compared to \$63,601 for the comparative period. This change was attributable to increased fees in the comparative period for fees paid to the Company’s Australian legal counsel to maintain the Company’s petroleum royalty Deeds and respective tax issues.
- Share-based payments, a non-cash expense was \$Nil in the current period, compared to \$217,994 during the comparative period. In the Comparative period, the Company granted 1,300,000 stock options with an exercise price of \$0.255 per share.

Liquidity and Capital Resources

The Company’s working capital position at October 31, 2016 was \$6,926,191 as compared to a working capital position of \$6,239,342 at July 31, 2016. As at October 31, 2016, the Company held cash of \$682,930 (July 31, 2016 - \$243,698) and short-term investments of \$2,770,549 (July 31, 2016 - \$2,770,549).

As at October 31, 2016, the Company had current assets of \$6,971,080 (July 31, 2016 - \$6,326,983), total assets of \$9,054,020 (July 31, 2016 - \$8,409,960) and total liabilities of \$44,889 (July 31, 2016 - \$87,641) and no long-term debt.

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

The Company will be able to meet its expected operating and exploration expenditures through to the end of its 2017 fiscal year end.

The Company has historically financed its operations primarily through the issuance of common shares and the exercise of stock options and share purchase warrants and recently, royalty income received. The Company may seek capital through various means including the issuance of equity and/or debt in the future.

Commitments

The Company has management and consulting contracts with a company controlled by Barbara Dunfield, a director and CFO of the Company, and a company controlled by Ian Rozier, a director and CEO of the Company. The Company pays the companies a combined total of \$31,750 per month. These contracts remain in force on a continuous basis and can be terminated by the Company with 90 days written notice. If termination of services of either or both companies is without cause, the Company will be obligated to pay 36 months of service fees to either or both companies.

Additionally, the Company entered into a professional and administrative consulting contract that pays the consultant \$5,000 per month. The contract remains in force on a continuous basis and 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 12 months of service fees to the consultant.

Quarterly Financial Information

	Three Months Ended October 31, 2016	Three Months Ended July 31, 2016	Three Months Ended April 30, 2016	Three Months Ended January 31, 2016
Total assets	\$ 9,054,020	\$ 8,409,960	\$ 17,401,639	\$ 17,100,099
Working capital	6,926,191	6,239,342	15,051,463	14,579,465
Net income for the period	686,812	421,367	471,234	147,831
Earnings per share – basic	0.01	0.00	0.01	0.00
Earnings per share – diluted	0.01	0.00	0.00	0.00

	Three Months Ended October 31, 2015	Three Months Ended July 31, 2015	Three Months Ended April 30, 2015	Three Months Ended January 31, 2015
Total assets	\$ 21,938,567	\$ 20,925,677	\$ 16,345,244	\$ 23,462,706
Working capital	13,884,871	13,073,787	13,956,111	20,883,482
Net income (loss) for the period	592,827	(882,719)	633,801	738,818
Earnings (loss) per share – basic	0.01	(0.01)	0.01	0.01
Earnings (loss) per share – diluted	0.01	(0.02)	0.01	0.01

The discussion below does not provide an analysis on future trends of the Company's Royalty income. As the Company has no knowledge of, or the ability to predict, any future income from its Royalty, it can only report on the factual quarterly receipts and historic receipts. Outside of the public information disclosed by the underlying petroleum producers (Beach and Santos), the Company has no additional information to analyse, and without meaningful data, it is unable to provide a supported and rational analysis of the prospects of potential future Royalty payments.

Fiscal 2017

During the three months ended October 31, 2016, the Company recorded net income of \$686,812. This amount comprises Royalty income of \$1,268,032, interest income of \$5,608, offset by operating expenses of \$246,123, and income tax expense of \$340,705. The increase in net income from the previous quarter is mainly a result of an increase in royalty income.

Fiscal 2016

During the three months ended July 31, 2016, the Company recorded net income of \$421,367. This amount comprises Royalty income of \$988,927, offset by operating expenses of \$298,941, net investment redemption charges applied against interest income of \$38,543 and income taxes of \$230,076. The decrease in net income from the previous quarter is mainly a result of the net investment redemption charges (as a result of the early redemption of Short term investments used to pay the special dividend), an increase in operating expenses mainly due to professional fees, offset by an increase in royalty income of \$114,701.

During the three months ended April 30, 2016, the Company recorded net income of \$471,234. This amount comprises Royalty income of \$874,226, and interest income of \$59,616, offset by operating expenses of \$253,467 and income taxes of \$209,140. The increase in net income from the previous quarter's net income is mainly a result of a decrease in overall operating expenses of \$764,820, offset by an increase in income taxes of \$95,452 and a decrease in Royalty income of \$366,461.

During the three months ended January 31, 2016, the Company recorded net income of \$147,831. This amount comprises Royalty income of \$1,240,687, and interest income of \$39,119, offset by operating expenses of \$1,018,287 and income taxes of \$113,688. The decrease in net income from the previous quarter's net income is mainly a result of an increase in overall operating expenses of \$632,358 (including Australian legal fees of \$302,412), offset by a decrease in income tax expense of \$274,835.

During the three months ended October 31, 2015, the Company recorded net income of \$592,827. This amount comprises Royalty income of \$1,295,078, and interest income of \$72,201, offset by operating expenses of \$385,929 and income taxes of \$388,523. The increase in income from the previous quarter's net loss is primarily due to a decrease in income taxes of \$1,971,278, offset by a decrease in Royalty income of \$406,259.

Fiscal 2015

During the three months ended July 31, 2015, the Company recorded a net loss of \$882,719. This amount comprises Royalty income of \$1,701,337, and interest income of \$66,146, offset by operating expenses of \$290,401 and income taxes of \$2,359,801. The increase in loss from the previous quarter's net income is primarily due to income taxes of \$2,359,801, offset by an increase in Royalty income of \$623,731.

During the three months ended April 30, 2015, the Company recorded net income of \$633,801. This amount comprises Royalty income of \$1,077,606, and interest income of \$11,913, offset by operating expenses of \$232,892 and income tax expense of \$222,826. The decrease in net income from the previous quarter is primarily due to a decrease in Royalty income of \$656,686, offset by a decrease in operating expenses of \$465,385. The decrease in operating expenses is mainly a result of \$nil share-based payments expense, compared to \$392,572 during the three months ended January 31, 2015.

During the three months ended January 31, 2015, the Company recorded net income of \$738,818. This amount comprises Royalty income of \$1,734,292, and interest income of \$93,015, offset by operating expenses of \$698,277 and \$390,212 income tax expense. The decrease in net income from the previous quarter is primarily due to a \$424,847 decrease in Royalty income received and a \$392,572 increase in share-based payments expense.

Related Party Transactions

During the three months ended October 31, 2016, the Company entered into the following transactions with related parties:

- a) Paid consulting fees of \$50,250 (2015 - \$45,000) to a company controlled by Ian Rozier, Director, President and C.E.O. of the Company.
- b) Paid management fees of \$45,000 (2015 - \$37,500) to a company controlled by Barbara Dunfield, Director and C.F.O. of the Company.
- c) Paid rent of \$15,000 (2015 - \$14,050) to a company controlled by Ian Rozier.
- d) Paid or accrued directors' fees of \$10,000 (2015 - \$10,000) to Merfyn Roberts and David Cohen, Directors of the Company.
- e) Paid or accrued professional fees of \$1,671 (2015 - \$2,380) to McMillan LLP ("McMillan") a legal firm of which David Cowan, the Company's Corporate Secretary, is a partner.
- f) Recorded share-based payment expense of \$Nil (2015 - \$176,072) in conjunction with the granting of stock options to directors and officers of the company.

The following amounts, with respect to the above transactions, are owing to related parties as at October 31, 2016:

- a) \$3,333 (July 31, 2016 - \$3,333) to David Cohen, a director of the Company
- b) \$3,333 (July 31, 2016 - \$3,333) to Merfyn Roberts, a director of the Company

These amounts are non-interest bearing, unsecured and paid in the ordinary course of business.

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

	October 31, 2016	October 31, 2015
Fees for services	\$ 95,200	\$ 82,500
Share-based payments	\$ -	\$ 100,613

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, 2016 and July 31, 2016:

	As at October 31, 2016		
	Level 1	Level 2	Level 3
Cash	\$ 682,930	\$ -	\$ -
Short-term investments	\$ 2,753,187	\$ -	\$ -

	As at July 31, 2016		
	Level 1	Level 2	Level 3
Cash	\$ 243,698	\$ -	\$ -
Short-term investments	\$ 2,770,549	\$ -	\$ -

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.

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, 2016, the Company had a cash balance of \$682,930 (July 31, 2016 - \$243,698), receivables of \$1,292,522 (July 31, 2016 - \$1,015,005) and short-term investments of \$2,753,187 (July 31, 2016 - \$2,770,549) to settle current liabilities of \$44,889 (July 31, 2016 - \$87,641). To maintain liquidity, the Company is continually investigating financing opportunities. As disclosed in Note 1 of the October 31, 2016 condensed interim 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 and equivalents balances. The Company's current policy is to invest excess cash in investment-grade short-term deposit 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 \$28,000.

b) Foreign currency risk

The Company is exposed to foreign currency risk with respect to its Royalty income which is denominated in Australian dollars. The net 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 \$13,000. The Company does not currently hedge exchange risk. The majority of its expenditures 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 amount of any possible Royalty payment received and the economics of development of the Company's mineral property. The Company closely monitors commodity prices.

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 property, 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 monitors its expenditures against its available capital.

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

Future Accounting Pronouncements

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

The Company has not early adopted these standards and is currently assessing the impact these standards will have on its financial statements:

- i) IFRS 9: New standard that replaced IAS 39 for classification and measurement of financial assets, effective for annual periods beginning on or after January 1, 2018.
- ii) IFRS 15: New standard that replaced IAS 11, IAS 18, IFRIC 13, IFRIC 15, IFRIC 18 and SIC-31, for Revenue from Contracts with Customers, effective for annual periods beginning on or after January 1, 2018.

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 may need to access the capital markets to finance its activities.

The Company has no ability to determine the quantum or sustainability of future royalty payments from its oil and gas interests in Australia over which the Company has a 2.5% gross overriding royalty. Where royalties received on incidental production from exploration/appraisal wells, such royalties are treated by the Company as fortuitous cash receipts. In the absence of detailed technical information such as sales prices, well costs, initial flow rates, decline rates, transport infrastructure, capacity availability, water cuts or netbacks with which to forecast well economics and potential production over time, no guidance can be provided with respect to any potential future royalty receipts.

Furthermore, there is also the uncertainty as to the Operators' planning of future production in and around the licences in which the Company has royalty interests (including the potential shut-in of producing appraisal wells or the installation of production infrastructure). The Company has no information on the production plans of the Operators and has no input into them.

Until such time as the Company can clearly determine that there is a degree of certainty with respect to royalty derived revenues, it cannot predict the prospects for future revenue. Accordingly, the receipts of royalty payments should not be treated as indicative of additional near-term revenue or any future revenues until the Company has appropriate information to support or validate this.

There can be no assurances the Company will continue to receive future petroleum royalties or be able to access the capital markets for the funding necessary to acquire and maintain exploration properties and to carry out exploration programs.

The Company is 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 competition within the resource 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 assurance that the Company will be able to execute its exploration programs on proposed schedules and within 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.

The Company's future exploration activities may require permits from various governmental agencies charged with administering laws and regulations governing exploration, labor standards, occupational health and safety, control of toxic substances, waste disposal, land use, environmental protection and other matters. Inability 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 has no off-balance sheet arrangements or commitments as of the date of this MD&A.

Contingencies

The Company is not aware of any contingencies or pending legal proceedings against the Company as of the date of this MD&A.

Legal Proceedings

During the year ended July 31, 2016, the Company commenced legal proceedings against Beach and Great Artesian Oil and Gas Pty Ltd (“GAOG”), as Beach and GAOG had, in Newport’s view, improperly and without any valid reason, refused to make the outstanding Royalty payments in the order of AUD \$4,265,942 due to the Company for the months of February 2015 to October 2015 despite resolution of the withholding tax issue. On December 14, 2015, the Company received the past due Royalty Payments, with interest. On February 3, 2016, the Company discontinued the legal proceedings.

Proposed Transactions

The Company has not entered into any proposed transactions as of the date of this MD&A.

Investor Relations

The Company has not entered into any investor relations agreements as of the date of this MD&A.

Royalty Income

Subsequent to October 31, 2016, the Company was notified by Beach of its 2.5% gross overriding petroleum royalty income for the first quarter of fiscal 2017, a total of \$1,239,264 (AUD \$1,242,796), and by Santos for the months of September and October 2016, a total of \$18,049 (AUD \$18,209). The Company received AUD \$881,892, which represents its Royalty receivable, less 30% withholding tax of AUD \$377,954.

Option Grant

On October 9, 2015, the Company granted 1,300,000 stock options to directors, officers and employees of the Company, exercisable at \$0.255 per share until October 8, 2020.

Special Dividends

On June 6, 2016, the Company declared a special cash dividend of \$0.10 per share to shareholders of the Company. The dividend was disbursed to the Company’s shareholders pursuant to the TSX-V’s due bill trading policy. The record date to determine shareholders of the Company entitled to receive the dividend is June 23, 2016, and the due bill redemption date was July 12, 2016. The dividend was designated as an “eligible dividend” for Canadian income tax purposes.

On March 19, 2015, the Company declared a special cash dividend of \$0.10 per share to the holders of the Company’s common shares. The dividend was designated as an “eligible dividend” for Canadian income tax purposes. The Company paid a total dividend of \$8,838,067 to shareholders of record at April 2, 2015.

Current Share Data

As at December 19, 2016, the Company had 92,329,874 common shares outstanding and the following outstanding options and warrants:

Outstanding Options:

<u>Number of Options</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
5,800,000	\$0.05	December 19, 2018
1,700,000	\$0.335	December 13, 2019
1,300,000	\$0.255	October 8, 2020

Outstanding Warrants:

<u>Number of Warrants</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
6,000,000	\$0.14	March 7, 2019

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 at 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 licences for the Company's operations in the jurisdictions in which it operates.