NEWPORT EXPLORATION LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS

For the year ended July 31, 2013

The following discussion and analysis of financial results, prepared as of November 20, 2013 should be read in conjunction with the audited financial statements of Newport Exploration Ltd. ("Newport" or the "Company") for the year ended July 31, 2013, 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

Subsequent to July 31, 2013, the Company acquired 100% of the Chu Chua massive sulphide deposit ("Chu Chua") located approximately 70km north of Kamloops, British Columbia. In consideration, the Company paid Reva Resources Corporation ("Reva") $1,500,000 and issued 5,436,000 common shares of the Company. The shares are subject to a four-month hold period expiring February 4, 2014.

This acquisition superseded and replaced the Company's earlier agreement with Reva to earn a 50% interest in Chu Chua. To have earned the interest, the Company was required to carry out and fund the costs of the recommended work program of approximately $1,070,000, on or before December 31, 2013.

To date, mineralization has been modeled over a 480m strike length and to a depth of 180m 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 100m 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.

Results of Operations

During the three months ended July 31, 2013, the Company recorded net income of $1,659,544 compared to a loss of $93,877 for the three months ended July 31, 2012. The significant change during the three months ended July 31, 2013 compared to the three months ended July 31, 2012 was due to $1,890,050 earned from the Company's 2.5% petroleum royalty on certain exploration permits in Australia. During the three months ended July 31, 2012 there was $24,688 earned from the Company's 2.5% petroleum royalty.

During the year ended July 31, 2013, the Company recorded net income of $2,144,083 compared to a loss of $434,381 for the year ended July 31, 2012. The significant changes during the year ended July 31, 2013 compared to the year ended July 31, 2012, are as follows:

- Foreign exchange loss of $116,345 was incurred during the year ended July 31, 2013 compared to a foreign exchange gain of $201 incurred during the year ended July 31, 2013. The change was due to fluctuation between the Australian dollar and the Canadian dollar during the year.

- Professional fees of $41,018 were incurred during the year ended July 31, 2013 compared to $68,645 incurred during the year ended July 31, 2012. The change was mainly additional legal fees incurred reviewing potential project acquisitions during the comparative period. There were no such reviews in the current period.

- Office and miscellaneous costs increased to $42,468 during the year ended July 31, 2013 compared to $24,273 for the year ended July 31, 2012, due to an increase in Director insurance premium and a non-recurring health insurance premium.

- Travel and related costs increased to $16,003 during the year ended July 31, 2013 from $6,809 incurred during the year ended July 31, 2012. The increase was incurred through due diligence in seeking potential property acquisitions for the Company during the current period.

- The Company earned $2,719,542 from its retained 2.5% petroleum royalty on certain exploration permits in Australia during the year ended July 31, 2013 an increase from $30,153 earned during the year ended July 31, 2012.

Liquidity and Capital Resources

The Company's working capital position at July 31, 2013 was $7,922,119 as compared to a working capital position of $6,010,256 at July 31, 2012. At July 31, 2013, the Company held cash of $1,452,666 (July 31, 2012 - $2,556,163) and short-term investments of $5,311,101 (July 31, 2012 - $3,445,275). The change in cash is primarily a result of the $1,003,980 provided by operating activities which was offset by $241,651 spent on Chu Chua and $1,865,826 increase in short-term investments. Also during the year ended July 31, 2013, the Company earned approximately $2,719,000 from its oil and gas royalties, of which, approximately $1,174,000 is included in accounts receivable at July 31, 2013.

As of July 31, 2013, the Company had current assets of $7,946,830 (July 31, 2012 - $6,044,867), total assets of $8,283,576 (July 31, 2012 - $6,149,393) and total liabilities of $24,711 (July 31, 2012 - $34,611). 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 2014.

The Company has financed its operations to date primarily through the issuance of common shares and exercise of stock options and share purchase warrants and recently, royalty payments. 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 continue 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 2015. The lease provides for basic lease payments as follows:

2014	$	72,600
2015		48,400
	$	121,000

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, 2013		July 31, 2012		July 31, 2011
Financial Results		IFRS		IFRS		IFRS
Exploration and evaluation expenditures	$	241,651	$	73,361	$	37,642
Net income (loss) for the year		2,144,083		(434,381)		(386,519)
Net income (loss) per share – basic and diluted		0.04		(0.01)		(0.01)
Financial Position						
Working capital position	$	7,922,119	$	6,010,256	$	6,508,293
Total assets		8,283,576		6,149,393		6,594,921
Share capital		42,343,096		42,343,096		42,343,096
Deficit		(35,257,269)		(37,401,352)		(36,966,971)

Quarterly Financial Information

	Three Months Ended July 31, 2013	Three Months Ended April 30, 2013	Three Months Ended January 31, 2013	Three Months Ended October 31, 2012
Total assets	$ 8,283,576	$ 6,606,281	$ 6,149,891	$ 6,091,353
Working capital	7,922,119	6,241,107	6,031,515	5,962,551
Net income (loss) for the period	1,659,544	459,442	72,980	(47,883)
Earnings (loss) per share – basic and diluted	0.03	0.01	0.00	(0.00)

	Three Months Ended July 31, 2012	Three Months Ended April 30, 2012	Three Months Ended January 31, 2012	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
Net income (loss) for the period	(93,877)	(109,986)	(117,605)	(112,913)
Earnings (loss) per share – basic and diluted	(0.04)	(0.00)	(0.01)	(0.00)

Fiscal 2013

During the fourth quarter of fiscal 2013, the Company recorded net income of $1,659,544 compared to net income of $459,442 recorded in the previous quarter. The difference was primarily due to the $1,890,050 (previous quarter $570,071) petroleum royalty earned in the current quarter.

During the third quarter of fiscal 2013, the Company recorded net income of $459,442 compared to net income of $72,980 recorded in the previous quarter. The difference was primarily due to the $570,071 (previous quarter - $186,790) petroleum royalty earned in the current quarter.

During the second quarter of fiscal 2013, the Company recorded net income of $72,980 compared to a loss of $47,883 recorded in the previous quarter. The difference was primarily due to the $186,790 (previous quarter - $72,631) petroleum royalty earned in the current quarter.

During the first quarter of fiscal 2013, the Company recorded a loss of $47,883 compared to a loss of $93,877 recorded in the previous quarter. The difference was primarily due to the $72,631 (previous quarter - $24,688) petroleum royalty earned in the current quarter.

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, primarily due to a $24,688 petroleum royalty received during the fourth quarter. Also, during the fourth quarter, the Company incurred $14,452 in exploration expenditures on Chu Chua and received an $11,292 mining tax credit for 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 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.

Related Party Transactions

During the year ended July 31, 2013, the Company entered into the following transactions with related parties:

a) Paid or accrued consulting fees of $180,000 (2012 - $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 (2012 - $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 (2012 - $72,600) to a company controlled Mr. Rozier.

d) Paid or accrued directors' fees of $20,000 (2012 - $20,000) to Merfyn Roberts, a Director of the Company.

e) Paid or accrued professional fees of $9,303 (2012 - $26,564) to McMillan LLP ("McMillan") a legal firm where David Cowan, the Company's Corporate Secretary, is a partner.

f) Paid or accrued consulting fees of $Nil (2012 - $14,000) to a company controlled by the spouse of a director of the Company.

g) Paid or accrued consulting fees of $24,000 (2012 - $10,000) to a company controlled by David Cohen.

As at July 31, 2013, accounts payable and accrued liabilities included $8,422 (July 31, 2012 - $3,333) owing to Mr. Roberts and to McMillan.

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, 2013, and July 31, 2012:

	As at July 31, 2013		
	Level 1	Level 2	Level 3
Cash	$ 1,452,666	$ -	$ -
Short-term investments	$ 5,311,101	$ -	$ -

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

Financial risk factors

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

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

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at July 31, 2013, the Company had a cash balance of $1,452,666 (July 31, 2012 – $2,556,163) and short-term investments of $5,311,101 (July 31, 2012 - $3,445,275) to settle current liabilities of $24,711 (July 31, 2012 - $34,611). To maintain liquidity, the Company is continually investigating financing opportunities. As disclosed in Note 1 of the July 31, 2013 audited 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 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 is approximately $53,000.

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.

Accounting Standards Not Yet Effective

The Company is currently assessing the impact of the following standards:

New standard IFRS 9 "Financial Instruments"

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

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

IFRS 10, "Consolidated Financial Statements"

IFRS 10, "Consolidated Financial Statements", requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the

ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12, "Consolidation - Special Purpose Entities", and parts of IAS 27, "Consolidated and Separate Financial Statements". The standard is effective for annual periods beginning on or after January 1, 2013. Entities early adopting this standard must also adopt the other standards included in the 'suite of five' standards on consolidation, joint arrangements and disclosures: IFRS 11, "Joint Arrangements", IFRS 12, "Disclosure of Interests in Other Entities", IAS 27 (2011), "Separate Financial Statements" and IAS 28 (2011), "Investments in Associates and Joint Ventures".

IFRS 11, "Joint Arrangements"

IFRS 11, "Joint Arrangements", requires a venturer to classify its interest in a joint arrangement as a joint venture or a joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation, the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, "Interests in Joint Ventures", and SIC-13, "Jointly Controlled Entities - Non-monetary Contributions by Venturers". The standard is effective for annual periods beginning on or after January 1, 2013. Entities early adopting this standard must also adopt the other standards included in the 'suite of five' standards on consolidation, joint arrangements and disclosures: IFRS 10, "Consolidated Financial Statements", IFRS 12, "Disclosure of Interests in Other Entities", IAS 27 (2011), "Separate Financial Statements" and IAS 28 (2011), "Investments in Associates and Joint Ventures".

IFRS 12, "Disclosure of Interests in Other Entities"

IFRS 12, "Disclosure of Interests in Other Entities", establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities. The standard is effective for annual periods beginning on or after January 1, 2013. Entities early adopting this standard must also adopt the other standards included in the 'suite of five' standards on consolidation, joint arrangements and disclosures: IFRS 10, "Consolidated Financial Statements", IFRS 11, "Joint Arrangements", IAS 27 (2011), "Separate Financial Statements" and IAS 28 (2011), "Investments in Associates and Joint Ventures".

IFRS 13, "Fair Value Measurement"

IFRS 13, "Fair Value Measurement", is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures. The new converged fair value framework is effective for annual periods beginning on or after January 1, 2013.

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 20, 2013.

Contingencies

The Company is not aware of any contingencies or pending legal proceedings as of November 20, 2013.

Share Capital

As at November 20, 2013, the Company had 60,358,874 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.