

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

**Newport Exploration Ltd.
Suite 408 – 837 West Hastings St.
Vancouver, B.C., V6C 3N6
Telephone: 604-685-6851**

Item 2. Date of Material Change

July 11, 2005

Item 3. News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

The press release was released on **July 11, 2005** to the TSX Venture Exchange, on which the Issuer's shares are listed and through various other approved public media.

Copy of the Press Release is attached as Schedule "A"

Item 4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

**DRILLING AT MULGA TANK NICKEL PROSPECT TO COMMENCE ON JULY 14TH
URANIUM ANOMALIES ALSO TO BE TESTED**

Item 5. Full Description of Material Change

Mr. Ian Rozier, President of Newport Exploration Ltd. ("the Company") reports that diamond drilling at the Mulga Tank nickel prospect in Western Australia is scheduled to commence on July 14th, 2005.

Drill targets at Mulga Tank have been identified from an extensive geophysical program, details of which were provided in a news release dated April 29th, 2005 with interpretations posted on the Company's website. Three vertical holes have initially been planned for a total of 1500m, as prioritized from IP and geochemical work, as well as the results from the previous drilling work conducted by B.H.P. that indicated the presence of nickel sulphide mineralization.

Wallis Drilling of Kalgoorlie, Western Australia have been contracted to conduct the drilling program at Mulga Tank. Field crews will mobilize on July 12th, with site preparation on July 13th and rig set-up and drilling due to commence on July 14th. A geologist and two field technicians have been contracted from Baxter Geological to be on site throughout the entire program. Core will be logged, cut and sampled on-site with samples sent to Amdel and/or ALS assay laboratories in Perth, Australia. Downhole geophysics (EM) will also be conducted.

Following up on the discovery of uranium at Mulga Tank, (50km to the east) and the 'tracking' of anomalous units into the Mulga Tank Exploration Licence ("EL"), a spectrometer will be used to test for uranium anomalism around the Mulga Tank EL, as detected by a Tempest Airborne Geophysical survey.

The Company currently has approximately 14.7 million shares issued and outstanding and over Cdn\$1.6 million in the treasury and has sufficient finances to complete the 2005 program and follow-up work in 2006.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

If the report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

INSTRUCTION

Refer to subsections 7.1(4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) or (3) of National Instrument 51-102.

Not Applicable

Item 7. Omitted Information:

State whether any information has been omitted on the basis that it is confidential information.

In a separate letter to the applicable regulator or securities regulatory authority marked "Confidential" provide the reasons for your company's omission of confidential significant facts in the Report in sufficient detail to permit the applicable regulatory or securities regulatory authority to determine whether to exercise its discretion to allow the omission of these significant facts.

INSTRUCTION

In certain circumstances where a material change has occurred and a Report has been or is about to be filed but subsection 7.1(2), (3) or (5) of National Instrument 51-102 is not or will no longer be relied upon, your company may nevertheless believe one or more significant facts otherwise required to be disclosed in the Report should remain confidential and not be disclosed or not be disclosed in full detail in the Report.

Not Applicable

Item 8. Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report or an officer through whom such executive officer may be contacted.

**Barbara Dunfield, C.F.O.
Telephone: (604) 685-6851**

Item 9. DATED at Vancouver, this 11th day of July, 2005.

SCHEDULE "A"

NEWPORT EXPLORATION LTD.

#408 - 837 West Hastings Street
Vancouver, BC, V6C 3N6
Tel: 604-685-6851 Fax: 604-685-6493
www.newport-exploration.com

Date: July 11, 2005

Trading Symbol: **NWX (TSX Venture Exchange)**

NEWS RELEASE

DRILLING AT MULGA TANK NICKEL PROSPECT TO COMMENCE ON JULY 14TH **URANIUM ANOMALIES ALSO TO BE TESTED**

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For further information please contact:

Barbara Dunfield
604-685-6851
info@newport-exploration.com

The TSX Venture Exchange has not reviewed and does not accept responsibility for the accuracy or adequacy of the contents of this news release.