

FORM 51-102F3

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**

**January 4, 2007**

**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 **January 4, 2007** 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.

**\$2.2 MILLION PRIVATE PLACEMENT CLOSES**

**Item 5. Full Description of Material Change**

Mr. Ian Rozier, President, is pleased to announce that the 20 million unit non-brokered Private Placement, announced November 15, 2006, has received final acceptance through a TSX Venture Exchange Bulletin issued on January 3, 2007.

Each \$0.11 unit comprises of one common share and one share purchase warrant exercisable at \$0.15 for a two year period. Pursuant to National Policy 4.1 share certificates will not be eligible for trading until April 16, 2007.

For further information please contact:

Corporate Communications

Tel: 604-685-6851

Fax: 604-685-6493

info@newport-exploration.com

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

**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 4th day of January 2007.**

## **SCHEDULE "A"**

**NEWPORT EXPLORATION LTD.**  
#408 – 837 W. Hastings Street  
Vancouver, BC V6C 3N6  
Tel: 604-685-6851 Fax: 604-685-6493  
www.newport-exploration.com

January 4, 2007

Trading Symbol: NWX - TSX Venture Exchange

## **NEWS RELEASE**

### **\$2.2 MILLION PRIVATE PLACEMENT CLOSES**

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