Form 51–102F3
Material Change Report

Item 1 Name and Address of Company

Newport Exploration Ltd.
#408 – 837 W. Hastings Street
Vancouver, B.C., V6C 3N6

(the “Company”)

Item 2 Date of Material Change

September 2, 2014

Item 3 News Release

News Release dated August 26, 2014 was disseminated via Stockwatch and filed on SEDAR on August 26, 2014

Item 4 Summary of Material Change

The Company has proposed to make a normal course issuer bid 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, subject to TSX Venture approval.

The Bid Period will commence on September 2, 2014 and will continue until the earlier of August 31, 2015 or the date by which the Company has acquired the maximum 4,025,444 shares which may be purchased under the bid. The Company does however reserve the right to terminate the bid earlier if it feels it is appropriate to do so. The Company has not previously purchased any of its outstanding shares.

The Company has appointed PI Financial Corp. as its broker to conduct normal course issuer bid transactions.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

Please see attached News Release dated August 26, 2014 attached hereto as Schedule A.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51–102

Not applicable.

Item 7 Omitted Information

None

Item 8 Executive Officer

Barbara Dunfield
Chief Financial Officer
Tel. No. (604) 685-6851

Item 9 Date of Report

September 4, 2014

NEWPORT EXPLORATION LTD.
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NEWS RELEASE

NEWPORT ANNOUNCES NORMAL COURSE ISSUER BID

Vancouver, BC, August 26, 2014. Newport Exploration Ltd. (TSXV: NWX) ("Newport" or the "Company") wishes to announce that, subject to TSX Venture Exchange approval, it proposes to make a normal course issuer bid 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.

The Bid Period will commence on September 2, 2014 and will continue until the earlier of August 31, 2015 or the date by which the Company has acquired the maximum 4,025,444 shares which may be purchased under the bid. The Company does however reserve the right to terminate the bid earlier if it feels it is appropriate to do so. The Company has not previously purchased any of its outstanding shares.

The Company believes that its shares are currently undervalued and that the repurchase of its shares is an appropriate use of corporate funds.

Purchases will be made through the facilities of the TSX Venture Exchange. During the term of the normal course issuer bid, purchases will only be made by means of open market transactions, and conducted at the market price at the time of acquisition. The Company has appointed PI Financial Corp. as its broker to conduct normal course issuer bid transactions. Common shares purchased by the Company will be subsequently cancelled.

For further information respecting Newport, please contact:

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