

NEWPORT GOLD, INC

CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

FOR THE FISCALQUARTER ENDED MARCH 31 2015

NEWPORT GOLD, INC.

INDEX

	<u>Page</u>
CONSOLIDATED BALANCE SHEETS	2
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS	3
CONSOLIDATED STATEMENTS OF CASH FLOWS	4
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS	5-11

NEWPORT GOLD, INC.
(An Exploration Stage Company)

Consolidated Balance Sheets
(In U.S. Dollars)

	<u>31-Mar</u> <u>2015</u>	<u>31-Dec</u> <u>2014</u>
Assets		
Current		
Cash	\$ 1,475	\$ 2,047
Prepaid expenses	5,233	5,233
	<u>6,708</u>	<u>7,280</u>
Long-term		
Mineral Interests (note 5)	35,397	35,397
Equipment (note 6)	0	0
	<u>35,397</u>	<u>35,397</u>
Total assets	<u>\$ 42,105</u>	<u>\$ 42,677</u>
Liabilities		
Current		
Accounts payable and accrued liabilities	366,496	351,496
Accrued Officer Salaries (note 7)	317,444	287,443
Total Liabilities	<u>683,940</u>	<u>638,939</u>
Stockholders' Equity (Deficit)		
Capital Stock		
Common Stock - Authorized 100,000,000 shares with a par value of \$0.001 per share. Issued and outstanding 57,660,070 (2014- 57,310,070) (note 8)	57,310	57,310
Additional paid-in capital	4,152,905	4,152,905
Subscriptions Receivable	0	0
Accumulated Other Comprehensive Income (Loss)	148,872	148,872
Accumulated Deficit - during development stage	(5,000,922)	(4,955,350)
Total Stockholders' Deficit	<u>(641,835)</u>	<u>(596,262)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 42,105</u>	<u>\$ 42,677</u>

Going Concern (Note 2)

The accompanying notes are an integral part of these consolidated financial statements

NEWPORT GOLD, INC.
(An Exploration Stage Company)

Consolidated Statements of Operations and Comprehensive Loss
(In U.S. Dollars)

	<u>Q1</u>	<u>3 Months</u>	<u>Q1</u>	<u>3 Months</u>	<u>July 16, 2003</u>
	<u>Mar 31</u>	<u>Ended</u>	<u>Mar 31</u>	<u>Ended</u>	<u>(date of inception)</u>
	<u>2015</u>	<u>Mar 31</u>	<u>2014</u>	<u>Mar 31</u>	<u>to Mar 31</u>
		<u>2015</u>		<u>2014</u>	<u>2015</u>
					<u>Unaudited</u>
Expenses					
Geological consulting fees	\$ 30,000	\$ 30,000	\$ 45,000	\$ 45,000	\$ 1,389,762
Accounting and legal	15,515	15,515	9,000	9,000	662,866
Resource property (recovery) expenditures				0	86,852
Office and travel				0	96,514
Filing and transfer agent fees			743	743	123,076
Occupancy costs				0	17,514
Interest	57	57	65	65	5,066
Recovery of expenses		0		0	(29,253)
Foreign exchange loss (gain)		0		0	(9,546)
Consulting		0		0	110,000
Investor relations		0		0	115,535
Expenditures on resource properties		0		0	29,253
Amortization		0		0	5,620
	<u>(45,572)</u>	<u>(45,572)</u>	<u>(54,807)</u>	<u>(54,807)</u>	<u>2,603,259</u>
Write-down of mineral interest (Note 5)	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>2,397,663</u>
Net income (loss)	<u>(45,572)</u>	<u>(45,572)</u>	<u>(54,807)</u>	<u>(54,807)</u>	<u>5,000,922</u>
Other comprehensive income (loss)	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>(148,872)</u>
Total comprehensive income (loss)	<u>\$ (45,572)</u>	<u>\$ (45,572)</u>	<u>\$ (54,807)</u>	<u>\$ (54,807)</u>	<u>\$ 4,852,050</u>
(Loss) Earnings Per Share - basic and diluted	\$ (0.001)	\$ (0.001)	\$ (0.001)	\$ (0.001)	
Weighted Average Number of Common Shares Outstanding - basic and diluted	<u>57,660,070</u>	<u>57,660,070</u>	<u>57,310,070</u>	<u>57,310,070</u>	

The accompanying notes are an integral part of these consolidated financial statements

NEWPORT GOLD, INC.
(An Exploration Stage Company)

Consolidated Statements of Cash Flows
(In U.S. Dollars)

	3 Months Ended Mar 31		July 16, 2003 (date of inception) to Mar 31 2015 (Unaudited)
	2015	2014	
<u>Operating Activities</u>			
Net income (loss)	\$ (45,572)	\$ (54,807)	\$ (4,953,185)
Items not involving cash			
Amortization	-	-	5,620
Interest	-	-	57
Shares issued for property agreement extension	-	-	47,611
Write down of mineral interest	-	-	2,397,663
	<u>(45,572)</u>	<u>(54,807)</u>	<u>(2,502,234)</u>
Changes in non cash operating assets and liabilities			
Prepaid expenses			(5,207)
Reclamation of bonds	-	-	716
Bank loan payable	-	-	37,559
Accounts payable and accrued liabilities	15,000	24,743	337,175
Accrued Officer Salaries	30,000	29,998	585,877
	<u>44,999</u>	<u>54,741</u>	<u>956,120</u>
Cash Used in Operating Activities	<u>(573)</u>	<u>(66)</u>	<u>(1,546,114)</u>
Investing Activities			
Purchase of equipment	-	-	(5,034)
Acquisition of mineral interests	-	-	(26,739)
Cash Used in Investing Activities	<u>-</u>	<u>-</u>	<u>(31,773)</u>
Financing Activities			
Loan payable			276,899
Common shares issued			986,818
Subscriptions received	-	-	237,150
Cash Provided by Financing Activities	<u>-</u>	<u>-</u>	<u>1,500,867</u>
Net increase (decrease) in cash	(573)	(66)	(77,020)
Effect of Exchange Rate Change on Cash	-	-	2,620
Balances Held in Foreign Currencies	-	-	75,875
Cash (Indebtness), Beginning of Period	2,047	858	-
Cash (Indebtness), End of Period	<u>\$ 1,475</u>	<u>\$ 793</u>	<u>\$ 1,475</u>
Non-Cash Financing Activity			
Common stock issued for properties	-	-	\$ 2,418,325
Common stocks issued for debt conversion	-	-	\$ 711,861

The accompanying notes are an integral part of these consolidated financial statements

NEWPORT GOLD, INC.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements

NOTE 1 – OPERATIONS AND BASIS OF PRESENTATION

Newport Gold, Inc. (the "Company"), an exploration stage company, was incorporated under the laws of Nevada on July 16, 2003, and is involved in the acquisition, exploration and development of mineral and energy properties. The Company is currently evaluating opportunities both in the mineral sector and otherwise.

NOTE 2 – GOING CONCERN

These financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America on a going-concern basis. This presumes funds will be available to finance on-going development, operations and capital expenditures, and the realization of assets and payment of liabilities in the normal course of operations for the foreseeable future.

The general business strategy of the Company is to explore and research existing mineral properties and to potentially acquire further claims either directly or through the acquisition of operating entities. The continued operations of the Company depends upon the recoverability of mineral property reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development of these claims and upon the future profitable production of the claims. There continues to be insufficient funds to provide enough working capital to fund ongoing operations for the next twelve months. Management intends to raise additional capital through share issuances to finance its exploration on the Burnt Basin Property as described in note 5.

The Company has a working capital deficit of \$631,659 at December 31, 2014, has an accumulated deficit during the exploration stage of \$4,955,350 and has not generated any operating revenue to date. These factors raise substantial doubt about the Company's ability to continue as a going-concern, which is dependent on the Company's ability to obtain and maintain an appropriate level of financing on a timely basis and to achieve sufficient cash flows to cover obligations and expenses. The outcome of the above matters cannot be predicted at this time. These financial statements do not give effect to any adjustments to the amounts and classifications of assets and liabilities, which might be necessary should the Company be unable to continue as a going-concern.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") as applicable to an exploration stage enterprise under FASB-ASC 915-205 and are expressed in US dollars.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, 2038052 Ontario Inc and NWP Mining Corp. All intercompany balances and transactions have been eliminated on consolidation.

Use of Estimates

The preparation of financial statements in conformity with US GAAP require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the recoverability of resource properties, accrued liabilities, rate of amortization and the valuation allowance for deferred income tax assets. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

NEWPORT GOLD, INC.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

The Company considers highly liquid investments with original maturities of three months or less to be cash equivalents. At March 31, 2014 and March 31, 2015, cash and cash equivalents consisted of cash held at financial institutions and highly liquid investments with original maturities of less than three months.

Foreign Currency Translation

The Company's operations and activities are conducted principally in Canada; hence the Canadian dollar is the functional currency. Non-monetary assets and liabilities are translated at historical rates; monetary assets and liabilities are translated at exchange rates in effect at the end of the year; and expenses are translated at average rates for the year. Gains and losses from translation of foreign currency into the functional currency are included in current results of operations. The Company's reporting currency is the United States dollar. The Company translates financial statements into the reporting currency as follows: assets and liabilities are translated at the rates of exchange on the balance sheet date, and revenues and expenses are translated at average rates of exchange during the period. The resulting translation adjustments are included as part of other comprehensive income.

Mineral Property Acquisition Payments and Exploration Costs

The Company follows accounting standards for mineral rights, which concluded that mineral rights are tangible assets. Accordingly, the Company capitalizes certain costs related to the acquisition of mineral rights. If a commercially mineable ore body is discovered, such costs are amortized when production begins using the unit-of-production method based on proven and probable reserves. If no commercially viable ore body is discovered, or such rights are otherwise determined to have no value, such costs are expensed in the period in which it is determined the property has no future economic value.

Impairment of Long-Lived Assets

Management of the Company periodically reviews the net carrying value of its mineral properties and interests on a property-by-property basis. These reviews consider the net realizable value of each property to determine whether a permanent impairment in value has occurred and the need for any asset write-down. An impairment loss will be recognized when the estimated future cash flows (undiscounted) expected to result from the use of an asset are less than the carrying amount of the asset. Measurement of an impairment loss will be based on the estimated fair value of the asset if the asset is expected to be held and used.

Depreciation

Equipment is recorded at cost. Expenditures for major additions and improvements are capitalized; minor replacements, maintenance and repairs are charged to expense as incurred. When property and equipment are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the results of operations for the respective period. Amortization is provided over the estimated useful lives of the related assets using the declining-balance method for financial statement purposes.

Amortization of equipment is calculated at 30% on the declining-balance basis.

Income Taxes

The Company accounts for income taxes in accordance with FASB ASC 740, Income Taxes. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts and tax bases of existing assets and liabilities and are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recorded to reduce the deferred tax assets, if there is uncertainty regarding their realization.

NEWPORT GOLD, INC.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income Taxes (continued)

FASB ASC 740 also addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under FASB ASC 740, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the consolidated financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. FASB ASC 740 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of FASB ASC 740.

Loss Per Share

The Company computes earnings per share in accordance with ASC 260, Earnings per Share. Under the provision, basic earnings per share are computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing the net income (loss) for the period by the weighted average number of common and potentially dilutive common shares outstanding during the period. There were no potentially dilutive common shares outstanding during the period.

Other Comprehensive Income

The Company follows US GAAP, “*Reporting Comprehensive Income*”, which establishes standards for the reporting and display of comprehensive income, its components and accumulated balances in financial statements. Comprehensive income consists of net income and other gains and losses affecting stockholders' equity that under generally accepted accounting principles are excluded from net income. For the Company, such items consist primarily of foreign currency translation gains and losses.

Asset Retirement Obligations

The Company has adopted the provisions of US GAAP, “*Accounting for Asset Retirement Obligations*”. The basis of this policy is the recognition of a legal liability for obligations relating to the retirement of property, plant and equipment, and obligations arising from the acquisition, construction, development or normal operations of those assets. Such asset retirement costs must be recognized at fair value when a reasonable estimate of fair value can be estimated in the period in which the liability is incurred. A corresponding increase to the carrying amount of the related asset, where one is identifiable, is recorded and amortized over the life of the asset. Where a related future value is not easily identifiable with a liability, the change in fair value over the course of the year is expensed. The amount of the liability is subject to re-measurement at each reporting period. The estimates are based principally on legal and regulatory requirements.

It is possible that the Company's estimates of its ultimate reclamation and closure liabilities could change as a result of changes in regulations, changes in the extent of environmental remediation required, changes in the means of reclamation, or changes in cost estimates. Changes in estimates are accounted for prospectively commencing in the period the estimate is revised. No liability has been recorded as the Company is in the exploration stage on its properties and, accordingly, no environmental disturbances have occurred.

Fair Value of Financial Instruments

Financial assets and liabilities recorded on the accompanying balance sheets are categorized based on the inputs to the valuation techniques as follows:

Level 1 - Financial assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that the company has the ability to access at the measurement date (examples include active exchange-traded equity securities, listed derivatives and most United States Government and agency securities).

NEWPORT GOLD, INC.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value of Financial Instruments (continued)

Level 2 - Financial assets and liabilities whose values are based on quoted prices in markets where trading occurs infrequently or whose values are based on quoted prices of instruments with similar attributes in active markets. Level 2 inputs include the following:

- Quoted prices for identical or similar assets or liabilities in non-active markets (examples include corporate and municipal bonds which trade infrequently);
- Inputs other than quoted prices that are observable for substantially the full term of the asset or liability (examples include interest rate and currency swaps); and
- Inputs that are derived principally from or corroborated by observable market data for substantially the full term of the asset or liability (examples include certain securities and derivatives).

Level 3 - Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management's own assumptions about the assumptions a market participant would use in pricing the asset or liability.

An asset or liability's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Availability of observable inputs can vary and is affected by a variety of factors. The Company uses judgment in determining fair value of assets and liabilities and Level 3 assets and liabilities involve greater judgment than Level 1 and Level 2 assets or liabilities.

Stock Based Compensation

The Company accounts for share-based compensation in accordance with ASC Topic 718, Compensation—Stock Compensation (ASC 718). Under the provisions of ASC 718, share-based compensation cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the employee's requisite service period (generally the vesting period of the equity grant).

Recent Accounting Pronouncements

In February 2013, the FASB issued Accounting Standards Update ("ASU") 2013-02, "Comprehensive Income (Topic 220) Reporting Amounts Reclassified Out Of Accumulated Other Comprehensive Income." ASU 2013-02 requires entities to report either on their income statement or disclose in footnotes to the financial statements the effects on net income from significant items that are classified out of the accumulated other comprehensive income for all reporting periods (annual and interim) covered by the financial statements. The standard also requires cross-reference to other disclosures currently required under GAAP for other reclassification items that are not required to be reclassified directly to net income. This standard is effective for us for fiscal periods beginning after December 15, 2012 and we expect the adoption of ASU 2013-02 to have no material impact on our financial position and results of operations.

In January 2013, the FASB issued ASU 2013-01, "Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities." The FASB issued ASU 2013-01 in response to concerns raised by constituents regarding the potential broad scope of disclosure requirements upon adoption of ASU 2011-11. It limits the scope of the new balance sheet offsetting disclosures to derivatives, repurchase agreements and securities lending transactions to the extent that they are (1) offsetting in the financial statements or (2) subject to an enforceable master netting arrangement or similar agreement. ASU 2013-01 will be effective for us on January 1, 2013. We expect the adoption of this standard to have no material effect on our financial position and results of operations.

NEWPORT GOLD, INC.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements

NOTE 4 – FINANCIAL INSTRUMENTS

Fair Value

The carrying values of cash and cash equivalents, and accounts payable and accrued liabilities approximate their fair values because of the short-term maturity of these financial instruments. The fair values of due to related parties cannot be reasonably estimated, as no liquid and active market exists for such instruments.

Interest Rate Risk

The Company is not exposed to interest rate risk as the Company has no interest bearing financial instruments.

Credit Risk

The Company is exposed to credit risk with respect to its cash and cash equivalents; however, this risk is minimized as cash is placed with major financial institutions.

Currency Risk

The Company is exposed to foreign currency fluctuations to the extent expenditures incurred by the Company are not denominated in the functional currency.

NOTE 5 – MINERAL INTERESTS

Mineral interests consisted of the following:

	March 31 2015	March 31 2014
Mineral interests as described below	\$35,397	\$35,397

The mineral interests comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest in accordance with industry standards for the current stage of development of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

Burnt Basin mineral claims number 395687, 530691, 556586, 556588, 556589, 556590, 596696, 558034, 573419 and 573420:

On July 21, 2003, the Company entered into an option agreement to acquire nine mineral claims consisting of 47 units, each unit consisting of approximately 25 hectares, title to which is held by an unrecorded warranty deed. The mineral claims are located 25 kilometers northeast of Grand Forks, British Columbia, Canada, known as the Burnt Basin mineral claims numbered 395687, 530691, 556586, 556588, 556589, 556590, 596696, 558034, 573419 and 573420. The option agreement is subject to an underlying agreement dated July 29, 2002 between the property owners and the optionor.

Under the terms of the option agreement, the Company can acquire a 100% undivided interest in the property, subject to two separate net smelter return royalties ("NSR") (totaling 2%), and cash and share payments totaling 12,364 (Cdn 17,000) (paid) and 225,000 shares of common stock (issued). The Company must also incur exploration expenses totaling 252,194 (Cdn 250,000) over a three-year period, ending June 18, 2006. On July 18, 2007, the Company received an extension on completing the required expenditures to June 18, 2008. Since then the Company has met all obligations of the agreement and now owns 100% interest in the property subject only to the N.S.R. obligations.

NEWPORT GOLD, INC.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements

NOTE 5 – MINERAL INTERESTS (continued)

The first NSR consists of a 1% NSR payable to the property owner capped at 252,194 (Cdn 250,000), that will be provided by making annual 10,006 (Cdn 10,000) prepaid NSR payments beginning in September 2003 (42,816 (Cdn 50,000) paid to December 31, 2007). A further 1% NSR is payable to the optionor. One-half of the latter 1% NSR may be bought out for the sum of 504,388 (Cdn 500,000). During March of 2013 the optionor agreed that no further NSR is payable to him.

To date, the Company has not performed any work on the property other than some mapping and compilation. The Company is presently in the pre-exploration state and there is no assurance that a commercially viable mineral deposit exists in the property until further exploration is done and a comprehensive evaluation concludes economic and legal feasibility. The Company intends to develop mineral deposits it finds, or enter into a joint venture with another company with more experience at that stage of operation.

TMBW International Resources Corporation's Mac Property:

On February 26, 2008, the Company acquired 50% of TMBW International Resources Corporation's Mac Property, a 331-hectare gold property located approximately 55 kilometers southeast of Vernon, British Columbia, for 1,800,000 common shares of the Company. The per share fair value of these shares are 0.01. These shares cannot be sold to a US person or through a US stock exchange for a period of one year and only once a full registration statement is cleared by the SEC.

NOTE 6 – EQUIPMENT

	March 31	March 31
	2015	2014
Cost	\$5,606	\$5,606
Accumulated depreciation	\$(5,606)	\$(5,606)
Net	\$ -	\$ -

Depreciation expense for the quarter ended March 31, 2015 was 0. Depreciation is currently recorded annually due to its immateriality.

NOTE 7 – RELATED PARTY TRANSACTIONS

Loan Payable-Shareholders

As at March 31, 2015 the Company owes \$90,920 to a shareholder. The loan has no definite terms of repayment, is unsecured and bears no interest.

Accrued Officer Salaries

During December 2012 \$370,927 of accrued officer salaries was converted into common stock (see Note 8). As at March 31, 2015, \$292,444 was due to Derek Bartlett C.E.O.

NOTE 8 – COMMON STOCK AND WARRANTS

On December 28, 2012, Alex Johnston, a principal stockholder, agreed to convert the \$370,927 accrued officer salaries debt which had been assigned to him by Derek Bartlett into 18,546,350 shares of common stock of the Company, and the Company has agreed to issue the shares to Alex Johnston in full and complete payment and settlement of the debt.

On August 10, 2012 the Company sold 1,940,000 units at a price of \$0.05 per unit for gross proceeds of \$97,848. Each unit consists of one share of common stock, par value 0.001 per share and one common stock purchase warrant with an exercise price of \$0.05 that expired August 10, 2014. During Q 4 2013, 350,000 shares were issued for a debt settlement

NEWPORT GOLD, INC.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements

NOTE 8 – COMMON STOCK AND WARRANTS (continued)

There are no outstanding warrants as at March 31, 2015.

NOTE 9 – INCOME TAXES

The Company has non-capital losses for Canadian income tax purposes of \$809,610 (\$851,062 Canadian) available that expire as follows:

2014	68,041
2015	79,751
2026	225,810
2027	131,375
2028	166,661
2029	137,972
	809,610

