

DIGIFONICA INTERNATIONAL INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following information, prepared as of April 26, 2012, should be read in conjunction with the consolidated financial statements of Digifonica International Inc. (the "Company" or "Digifonica") for the year ended December 31, 2011. The referenced consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise indicated.

Additional information relating to the Company and its operations is available under the Company's profile on SEDAR at www.sedar.com.

All references are to Canadian dollars unless otherwise indicated.

FORWARD-LOOKING STATEMENTS

The Company's consolidated financial statements for the year ended December 31, 2011, and this accompanying MD&A contain statements that constitute "forward-looking statements" within the meaning of National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators.

It is important to note that, unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of April 26, 2012.

Forward-looking statements often, but not always, are identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "targeting" and "intend" and statements that an event or result "may", "will", "should", "could", or "might" occur or be achieved and other similar expressions.

Forward-looking statements in this MD&A include statements regarding the Company's future plans and expenditures, the satisfaction of rights and performance of obligations under agreements to which the Company is a part, the ability of the Company to hire and retain employees and consultants and estimated administrative assessment and other expenses. The forward-looking statements that are contained in this MD&A involve a number of risks and uncertainties. As a consequence, actual results might differ materially from results forecast or suggested in these forward-looking statements. Some of these risks and uncertainties are identified under the heading "RISKS AND UNCERTAINTIES" in this MD&A.

Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

COMPANY DESCRIPTION

Digifonica International Inc. was incorporated under the Alberta Business Corporations Act on November 23, 2004. During the years ended December 31, 2011 and 2010 the Company ceased operations due to a lack of financing. The main activities in the Company during these years was maintaining its public listing and keeping the patent applications current. The patents were sold along with the subsidiaries on July 19, 2011. The Company is listed on the TSX Venture Exchange's NEX board under the trading symbol "DIL.H".

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OVERALL PERFORMANCE

The Company is an inactive public company as it ceased activities during the year ended December 31, 2010 due to a lack of financing. The Company focused on maintaining its patent applications in the voice over internet protocol business as well as maintaining its public company listing.

The Company has been considering various restructuring alternatives. As part of the restructuring process, the Company completed a share consolidation effective February 25, 2011, consolidating its common shares on the basis of one (1) new common share for every ten (10) old common shares issued and outstanding at that time. All references to share and per share amounts have been retroactively restated to reflect the share consolidation.

Effective July 19, 2011, the Company sold all of its subsidiaries, including its wholly-owned subsidiaries Digifonica (International) Limited and Digifonica Canada Limited, to the previous President of the Company for proceeds of \$1. The subsidiaries held all patent technologies that were written-down to a value of \$1. Included in the subsidiaries was \$1,025,572 of liabilities. The liabilities are no longer liabilities of the Company.

On December 14, 2011, the Company closed a private placement of 30,000,000 units at \$0.05 per unit for gross proceeds of \$1,500,000. Each unit is comprised of one common share and one share purchase warrant. Each share purchase warrant entitles the holder thereof the right to purchase one common share at \$0.10 per share, exercisable up to December 14, 2012. Proceeds of the private placement have been used for debt repayment and for general working capital.

On April 24, 2012, the Company entered into a non-binding letter of intent ("LOI") to acquire from Bidcactus, LLC ("Bidcactus"), through an off-shore subsidiary to be incorporated, substantially all of the assets and certain of the liabilities of Bidcactus (the "Transaction").

Under the terms of the Transaction, the Company will issue to Bidcactus 25,000,000 common shares of the Company. A finder's fee of 500,000 common shares will be payable. It is a condition of closing of the Transaction that at least 30,000,000 of the Company's outstanding warrants will be exercised prior to closing, which will raise a minimum of \$3,000,000 for the Company. In addition, the Company must undertake a brokered private placement financing of at least \$5,000,000 by the issuance of at least 12,500,000 units at \$0.40 per unit, each unit consisting of one common share of the company one half of one warrant, each full warrant entitling the holder thereof to buy one additional common share of the Company at \$0.75 per share for a period of two years.

The Transaction is subject to a number of conditions, including without limitation, completion of satisfactory technical and legal due diligence, TSX Venture Exchange approval, and Digifonica and Bidcactus shareholders' approval.

SELECTED ANNUAL INFORMATION

The following is a summary of certain selected audited consolidated financial information of the Company for the years ended December 31, 2011, 2010 and 2009

	2011 (\$)	2010 (\$)	2009 (\$) ⁽²⁾
Total Revenues	-	-	-
Net Income (Loss)	687,305	(642,157)	(4,060,081)
Net Income (Loss) Per Share (basic and diluted) ⁽¹⁾	0.13	(0.17)	(1.25)
Total Assets	246,928	3,237	392,296
Long Liabilities	235,103	2,166,106	2,068,915
Dividends declared	-	-	-

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- (1) The basic and diluted loss per share calculations result in the same amount due to the anti-dilutive effect of outstanding stock options and warrants.
- (2) Presented in accordance with CDN Generally Accepted Accounting Principles ("CDN GAAP").

RESULTS OF OPERATIONS

The Company recorded net income of \$687,305 (\$0.13 per share) for the year ended December 31, 2011 as compared to a net loss of \$642,157 (\$0.17 per share) for the year ended December 31, 2010. The table below details certain non-cash or unusual transactions that for the purposes of this discussion have been adjusted out of the reported net income (loss) to produce an adjusted net loss that forms a better basis for comparing the year over year operating results of the Company.

	Year ended December 31, 2011 (\$)	Year ended December 31, 2010 (\$)
Net income (loss) for the year as reported	687,305	(642,157)
Foreign exchange loss (gain)	2,646	(42,588)
Gain on forgiveness of debt	(40,110)	-
Gain on sale of subsidiaries	(1,025,422)	-
Impairment of patents	-	414,155
Loss on settlement of liabilities	-	69,304
Adjusted net loss for the period ⁽¹⁾	(375,581)	(201,286)

⁽¹⁾ Adjusted net loss for the year is not a term recognized under IFRS.

Comments regarding certain of these items are as follows:

- Foreign exchange loss (gain) is based on fluctuations in the exchange rate between the Canadian dollar and the US dollar/British pound. Certain liabilities were denominated in US dollars and British pounds.
- The gain on forgiveness of debt is based on settling liabilities for amounts below book value.
- Effective July 18, 2011, the Company sold all of its subsidiaries to a former director of the Company. The gain on sale of subsidiaries is calculated by subtracting the net book value of the subsidiaries from the gross proceeds (\$1). The subsidiaries had nominal assets (\$151) and liabilities totaling \$1,025,572.
- The Company wrote-down the patents to \$1 during the year ended December 31, 2010.
- On February 4, 2010, the Company settled \$86,603 in convertible promissory notes by issuing 86,604 shares with a fair value of \$155,907 which resulted in a loss of \$69,304.

The increase in adjusted net loss recorded in the year ended December 31, 2011 as compared to the year ended December 31, 2010 is the net result of changes to a number of expenses. Of note are the following items:

- Accounting and audit fees (\$46,347 vs. \$(9,693)) increased due to accruing audit fees for fiscal 2011 (\$20,000) and additional 2010 audit fees (\$7,500). The remaining increase was due to restructuring the Company and the IFRS conversion. The negative accounting and audit fees in 2010 were negative due to reversing previous accruals recorded in 2009.
- Consulting fees (\$102,760 vs. \$52,862) increased due to recognizing fees charged by former directors and officers of the Company.
- Legal fees (\$65,323 vs. \$2,700) are comprised primarily of fees relating to restructuring the Company.
- General and administrative fees (\$135,344 vs. \$62,362) increased due primarily to recognizing as a bona fide liability an account written down (\$63,832) in a previous fiscal year.

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- Interest expense (\$25,807 vs. \$75,000) is comprised of interest on past due liabilities and decreased commensurate with a decrease in such liabilities during 2011.

FOURTH QUARTER

The Company recorded a net loss of \$28,046 (\$0.00 per share) for the three months ended December 31, 2011 as compared to a net loss of \$517,288 (\$0.13 per share) for the three months ended December 31, 2010. The variation is primarily due to impairment of patents and the loss on settlement of liabilities recorded during the 2010 period (\$414,155 and \$69,304, respectively).

SELECTED QUARTERLY FINANCIAL INFORMATION

The following table sets out financial information for the past eight quarters:

	Three Months Ended (\$)			
	December 31, 2011	September 30, 2011	June 30, 2011	March 31, 2011
Total Revenues	-	-	-	-
Net (Loss) Income	(28,046)	993,140	(128,404)	(149,385)
Net (Loss) Income Per Share (basic and diluted) ⁽¹⁾	(0.26)	0.26	(0.03)	(0.04)
	Three Months Ended (\$)			
	December 31, 2010	September 30, 2010	June 30, 2010	March 31, 2010
Total Revenues	-	-	-	-
Net Loss	(517,288)	(30,737)	(61,296)	(32,836)
Net Loss Per Share (basic and diluted) ⁽¹⁾	(0.13)	(0.01)	(0.02)	(0.01)

⁽¹⁾ The basic and diluted loss per share calculations result in the same amount.

⁽²⁾ Information for 2010 is presented in accordance with IFRS which is identical to the previous CDN GAAP.

The net income recorded during the three months ended September 30, 2011 was due to the gain on sale of subsidiaries of \$1,025,422.

LIQUIDITY AND CAPITAL RESOURCES

The Company's operations consumed approximately \$374,000 of cash (before working capital items) for the year ended December 31, 2011. The Company's aggregate operating, investing, and financing activities during the year ended December 31, 2011 resulted in an increase in its cash balance from \$238 at December 31, 2010 to \$237,471 at December 31, 2011. The Company's working capital deficiency at December 31, 2011 was \$11,825 (2010 – working capital deficiency of \$2,162,870).

Effective July 19, 2011, the Company disposed of all of its subsidiaries including liabilities that amounted to \$1,025,572.

INVESTING AND FINANCING ACTIVITIES

During the year ended December 31, 2011, the Company closed a private placement of 30,000,000 units at \$0.05 per unit for gross proceeds of \$1,500,000. Each unit is comprised of one common share and one share purchase warrant. Each share purchase warrant entitles the holder thereof the right to purchase one common share at \$0.10 per share, exercisable up to December 14, 2012.

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During the year ended December 31, 2011, the Company received proceeds from loans (\$133,870) and repaid loans (\$490,704) resulting in net cash repayments of \$356,834.

During the year ended December 31, 2010, the Company received \$61,509 from loans and subscription proceeds received in advance. No other financing activities were completed.

RELATED PARTY TRANSACTIONS

The Company incurred the following charges with directors and officers of the Company and/or companies controlled by them for the years ended December 31, 2011 and 2010:

	2011	2010
	\$	\$
Accounting fees	9,177	-
Consulting fees	66,590	48,362
	75,767	48,362

Included in accounts payable and accrued liabilities as at December 31, 2011 is \$20,365 (2010 - \$244,242) due to current and former directors and officers of the Company and/or companies controlled by them. The amounts owing are unsecured, non-interest bearing and due on demand.

At December 31, 2011, \$4,422 (2010 - \$nil) of the demand loans are due to a director of the Company. Included in loans from shareholders as at December 31, 2011 is \$nil (2010 - \$139,356) due to former directors of the Company. The amounts owing were unsecured, non-interest bearing and due on demand.

Effective July 19, 2011, the Company sold the shares of all of its subsidiaries to a former director of the Company.

Key management includes the directors of the Company. The compensation paid or payable to key management for services during the years ended December 31, 2011 and 2010 is as follows:

	2011	2010
	\$	\$
Accounting fees	9,177	-
Consulting fees	66,590	48,362
	75,767	48,362

INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS")

Effective January 1, 2011 Canadian publicly listed entities were required to prepare their financial statements in accordance with IFRS. Due to the requirement to present comparative financial information, the effective transition date is January 1, 2010. The year ended December 31, 2011 is the Company's fourth reporting period under IFRS.

The Company identified four phases to the Company's conversion: scoping and planning, detailed assessment, implementation and post-implementation. The Company has now completed its IFRS conversion project through the implementation phase. The post-implementation phase will continue in future periods.

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Note 17 of the accompanying consolidated financial statements provides details of the IFRS 1, First-Time Adoption of IFRS, exemptions. No adjustments were made to the Company's statements of financial position at January 1, 2010 or December 31, 2010. No adjustments were made to the statements of operations and comprehensive loss or statements of cash flows during the year ended December 31, 2010.

The conversion to IFRS has had no impact on the financial record keeping, internal controls and financial disclosures of the Company due to the exploration and project development nature of the Company's business. Accounting systems have been assessed to ensure accurate reporting under IFRS, both internally and externally.

FINANCIAL INSTRUMENTS

Classification of Financial Instruments

The Company's financial instruments consist of cash, accounts payable and accrued liabilities, demand loans, subscriptions payable and loans from shareholders. The Company designated its cash as loans and receivables, which are measured at amortized cost. The accounts payable and accrued liabilities, demand loans, subscriptions payable and loans from shareholders are designated as other financial liabilities, which are measured at amortized cost.

Discussions of risks associated with financial assets and liabilities are detailed below:

Foreign Exchange Risk

The Company has financial instruments denominated in U.S. dollars ("US\$") and Great Britain Pounds ("GBP"). Accounts exposed to foreign exchange risk as of December 31, 2011 are:

	US\$	GBP
Cash	-	-
Accounts payable and accrued liabilities	(4,239)	-
Net exposure to foreign currencies	(4,239)	-

Accounts exposed to foreign exchange risk as of December 31, 2010 are:

	US\$	GBP
Cash	-	(420)
Accounts payable and accrued liabilities	(60,673)	(503,694)
Note payable in default	(78,998)	-
Net exposure to foreign currencies	(139,671)	(504,114)

Credit Risk

Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash is primarily held with the Bank of Montreal.

Interest Rate Risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a loss is limited because at present the Company's liabilities are non-interest bearing or have fixed interest rates.

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Liquidity Risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they become due. The Company manages its liquidity risk by continuously monitoring forecasted and actual cash flows, as well as anticipated investing and financing activities.

OUTSTANDING SHARE DATA

Authorized: Unlimited common shares without par value.
Unlimited preferred shares issuable in series.

All share information is reported as of April 26, 2012 in the following table:

Type of Security	Number	Exercise Price (\$)	Expiry Date
Issued and outstanding common shares	35,829,143	N/A	N/A
Warrants	32,860,000	0.10	December 14, 2012
Options	29,000	10.00	June 2, 2013
Options	40,000	11.00	June 2, 2013
Total	68,758,143		

RISKS AND UNCERTAINTIES

The Company has incurred significant losses since inception. The continued operations of the Company are dependent on its ability to generate future cash flow and obtain additional financing. The Company has traditionally financed its cash requirements through the issuance of common shares. If the Company is unable to generate cash from operations or obtain additional financing its ability to continue as a going concern could be impeded.

DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the consolidated financial statements for the year ended December 31, 2011 and this accompanying MD&A (together the "Annual Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Interim Filings on SEDAR at www.sedar.com.

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OUTLOOK

In the near term, management of the Company is focused on concluding the Transaction to acquire the assets and certain of the liabilities of Bidcactus, LLC. Important aspects of this proposed Transaction are as follows:

- Complete technical and legal due diligence to the satisfaction of management and Bidcactus;
- Obtain all regulatory and shareholder approvals if and as required;
- Enter into a definitive agreement with Bidcactus;
- Determine the composition of the new Board of Directors and management of the Company; and,
- Complete a private placement offering of at least \$5,000,000.

Upon conclusion of the Transaction, the Company would expect to trade on Tier II of the TSX Venture Exchange and the Company will further develop the business plan of Bidcactus.

Bidcactus operates a “penny-auction” website at www.bidcactus.com.