

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Dominion Energy Inc.
2301 - 1011 West Cordova Street
Vancouver, BC V6C 0B2

(the “**Company**”)

Item 2 Date of Material Change

February 21, 2014

Item 3 News Release

The news release was disseminated on February 21, 2014 through the facilities of Canada Stockwatch Magazine and Market News.

Item 4 Summary of Material Change

The Company announced the granting of incentive stock options to directors, officers and consultants of the Company to purchase up to an aggregate of 3,000,000 common shares of the Company. The Company also announced the resignation of Gavin McMillan from the Company’s board of directors.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company’s board of directors has approved the grant of incentive stock options (the “**Options**”) to directors, officers and consultants of the Company to purchase up to an aggregate of 3,000,000 common shares in the capital of the Company. The Options are exercisable on or before February 21, 2019 at an exercise price of \$0.10 per common share.

The Company also announces the resignation of Gavin McMillan from the Company’s board of directors, effective immediately.

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

Not applicable.

Item 8 Executive Officer

For further information, contact:

Gunther Roehlig
President & CEO
Telephone: 604-683-0911

Item 9 Date of Report

February 24, 2014.