DOMINION ENERGY INC.

(Formerly Digifonica International Inc.)

MANAGEMENT’S DISCUSSION AND ANALYSIS

The following information, prepared as of March 13, 2014, should be read in conjunction with the financial statements of Dominion Energy Inc. (formerly Digifonica International Inc.) (ñthe Companyò or ñDominionò) for the year ended December 31, 2013. The referenced financial statements have been prepared in accordance with International Financial Reporting Standards (ñIFRSò). All amounts are expressed in Canadian dollars unless otherwise indicated.

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

FORWARD-LOOKING STATEMENTS

The Companyøs financial statements for the year ended December 31, 2013, and this accompanying MD&A contain statements that constitute ñforward-looking statementsò 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 Companyøs expectations as of March 13, 2014.

Forward-looking statements often, but not always, are identified by the use of words such as ñseekò, ñanticipateò, ñbelieveò, ñplanò, ñestimateò, ñexpectò, ñtargetingò and ñintendò and statements that an event or result ñmayò, ñwillò, ñshouldò, ñcouldò, or ñmightò occur or be achieved and other similar expressions.

Forward-looking statements in this MD&A include statements regarding the Companyøs 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 ñRISKS AND UNCERTAINTIESò 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

Dominion Energy Inc. was incorporated under the Alberta Business Corporations Act on November 23, 2004. The Companyøs main activities during the year ended December 31, 2013 have been maintaining its public listing and pursuing potential business opportunities as they arise. The Company is listed on the TSX Venture Exchangeøs NEX board under the trading symbol ñDME.Hò.

OVERALL PERFORMANCE

On April 24, 2012, the Company entered into a non-binding letter of intent (ñLOIò) to acquire from BidCactus, LLC (ñBidCactusò) substantially all of the assets and certain of the liabilities of BidCactus (the ñTransactionò).

Under the terms of the Transaction, the Company would have issued to BidCactus 25,000,000 common shares of the Company. A finderõs fee of 500,000 common shares would have been payable. In addition, the Company would have undertaken 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 and 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 ñUnitsò).

On July 31, 2012, the Company announced that it had negotiated with Canaccord Genuity Corp. (ñCanaccordò) to complete a private placement on a commercially reasonable efforts basis to sell up to 7,500,000 Units at $0.40 per Unit for gross proceeds of $3,000,000. The Company also granted Canaccord the option to solicit an additional 2,500,000 Units to raise an additional $1,000,000. The Company also announced that it planned on completing a non-brokered private placement of up to 5,000,000 Units at $0.40 per Unit for gross proceeds of $2,000,000. Due to the cancellation of the Transaction the financing will not be completed.

The Transaction was subject to due diligence, TSX Venture Exchange approval and Dominion and BidCactus shareholder approval. On June 3, 2013 the Company and BidCactus entered into a termination agreement, mutually agreeing to terminate the asset purchase agreement.

On July 5, 2013, the Company closed a combined private placement and debt settlement for $1,250,000, issuing 25,000,000 common shares at a price of $0.05 per share. A total of 15,327,084 shares were issued under the private placement for proceeds $766,354, while 9,672,916 shares were issued in settlement of debts totaling $483,646. The debt settlement included $400,000 of debt that was assumed from BidCactus.

SELECTED ANNUAL INFORMATION

The following is a summary of certain selected audited consolidated financial information of the Company for the years ended December 31, 2013, 2012 and 2011:

	2013 $	2012 $	2011 $
Total Revenues	-	-	-
Net (Loss) Income	(778,975)	(591,330)	687,305
Net (Loss) Income Per Share (basic and diluted)(1)	(0.02)	(0.02)	0.13
Total Assets	322,230	126,570	246,928
Total Liabilities	66,444	333,175	235,103
Dividends Declared	-	-	-

(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.

The net income recognized during the year ended December 31, 2011 was due to the sale of subsidiaries involved in a voice over internet protocol business. 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 Company recorded a gain on sale of subsidiary of $1,025,422.

RESULTS OF OPERATIONS

The Company recorded a net loss of $778,975 ($0.02 per share) for the year ended December 31, 2013 as compared to a net loss of $591,330 ($0.02 per share) for the year ended December 31, 2012. 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 loss for the years ended December 31, 2013 and 2012 to produce an adjusted net loss that forms a better basis for comparing the year over year operating results of the Company.

	2013 $	**2012 $**
Net loss for the year as reported	(778,975)	(591,330)
Add (deduct):		
Foreign exchange loss	2,888	713
Gain on forgiveness of debt	(34,111)	(30,015)
Loss on debt assignment	400,000	-
Adjusted net loss for the year(1)	(410,198)	(620,632)

(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 is based on fluctuations in the exchange rate between the Canadian dollar and the US dollar. Certain liabilities are denominated in US dollars.
- The gain on forgiveness of debt is based on settling liabilities for amounts below book value.
- The loss on debt assignment resulted from assuming debt from BidCactus that originated from arm's-length parties of the Company providing bridge loans to BidCactus.

The decrease in adjusted net loss recorded in the year ended December 31, 2013 as compared to the year ended December 31, 2012 is the net result of changes to a number of expenses. Of note are the following items:

- Consulting fees ($126,060 vs. $208,644) decreased as the Company actively pursued the Transaction in fiscal 2012. The consulting fees in the 2012 year were paid to Canaccord as a work fee in connection with the BidCactus LOI and to consultants assisting in the Transaction. Additional consulting fees were incurred pursuing other business opportunities in fiscal 2013.
- Legal fees ($146,870 vs. $256,928) are comprised of fees relating to the Transaction.
- Office and miscellaneous expenses ($75,585 vs. $88,747) decreased due to a reduction in office rent offset by an increase in filing and regulatory fees related to the Transaction. During the year ended December 31, 2013, the TSX Venture Exchange credited the Company for $25,200 in filing fees related to the Transaction.

FOURTH QUARTER

The Company recorded a net loss of $86,576 ($0.00 per share) for the three months ended December 31, 2013 as compared to a net loss of $250,154 ($0.01 per share) for the three months ended December, 2012. The decrease in net loss during the current period was due to a reduction in legal and consulting fees compared to the 2012 period. During the 2012 period, the Company incurred fees related to the Transaction.

SELECTED QUARTERLY FINANCIAL INFORMATION

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

	Three Months Ended ($)			
	December 31, 2013	September 30, 2013	June 30, 2013	March 31, 2013
Total Revenues	-	-	-	-
Net Loss	(86,576)	(9,426)	(448,394)	(234,579)
Net Loss Per Share (basic and diluted)[1]	(0.00)	(0.00)	(0.01)	(0.01)

	Three Months Ended ($)			
	December 31, 2012	September 30, 2012	June 30, 2012	March 31, 2012
Total Revenues	-	-	-	-
Net Loss	(250,154)	(250,304)	(45,510)	(45,362)
Net Loss Per Share (basic and diluted)[1]	(0.01)	(0.01)	(0.00)	(0.00)

[1] The basic and diluted loss per share calculations result in the same amount.

The increase in net loss for the quarter ended June 30, 2013 was due to the assignment of $400,000 of debt from BidCactus. The decrease in net loss for the quarter ended September 30, 2013 was due to recording a gain on forgiveness of debt of $29,631.

LIQUIDITY AND CAPITAL RESOURCES

The Company's operations consumed approximately $413,000 of cash (before working capital items) for the year ended December 31, 2013. The Company received approximately $753,000 of cash from financing activities. The Company's aggregate operating, investing, and financing activities during the year ended December 31, 2013 resulted in an increase in its cash balance from $94,576 at December 31, 2012 to $313,318 at December 31, 2013. The Company's working capital at December 31, 2013 was $255,786 (2012 - working capital deficiency of $206,605).

The Company has no long-term debt.

FINANCING ACTIVITIES AND CAPITAL EXPENDITURES

During the year ended December 31, 2013 the Company closed a combined private placement and debt settlement for $1,250,000, issuing 25,000,000 common shares at a price of $0.05 per share. A total of 15,327,084 shares were issued under the private placement for proceeds $766,354, while 9,672,916 shares were issued in settlement of debts totalling $483,646. During the year ended December 31, 2013, the Company repaid $4,422 of demand loans.

During the year ended December 31, 2012, 3,729,000 warrants were exercised for proceeds of $372,900. During the year ended December 31, 2012, the Company made cash repayments on loans in the amount of $107,451.

The Company did not have any capital expenditures during the years ended December 31, 2013 and 2012.

RELATED PARTY TRANSACTIONS

The Company incurred the following charges with directors and officers of the Company and/or companies controlled by them during the years ended December 31, 2013 and 2012:

	2013 $	2012 $
Accounting fees [(1)]	37,558	39,518
Consulting fees [(2)]	45,000	30,000
	82,558	69,518

(1) Includes fees billed by a company owned by a director, Rob McMorran.
(2) Includes fees billed by the CEO, Gunther Roehlig.

Included in accounts payable and accrued liabilities as at December 31, 2013 is $4,325 (2012 - $44,390) 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.

During the year ended December 31, 2013, the Company agreed to a debt settlement with key management for $71,776, issuing 1,435,521 common shares at a price of $0.05. The debt settlement as part of the debt that was assumed from BidCactus.

Key management includes the directors of the Company. The compensation paid or payable to key management for services during the year ended December 31, 2013 and 2012 is identical to the table above.

FINANCIAL INSTRUMENTS

Classification of Financial Instruments

The Company's financial instruments consist of cash, accounts payable and accrued liabilities, demand loans and subscriptions payable. The Company designated its cash as loans and receivables, which are measured at amortized cost. The accounts payable and accrued liabilities, demand loans and subscriptions payable 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$"). Accounts exposed to foreign exchange risk as of December 31, 2013 are:

	US$
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, 2012 are:

	US$
Cash	-
Accounts payable and accrued liabilities	(12,441)
Net exposure to foreign currencies	(12,441)

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.

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. At December 31, 2013 the Company had a working capital of $255,786.

OUTSTANDING SHARE DATA

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

All share information is reported as of March 13, 2014 in the following table:

Type of Security	Number	Exercise Price ($)	Expiry Date
Issued and outstanding common shares	64,558,143	N/A	N/A
Stock options	3,000,000	0.10	February 21, 2019
Total	67,558,143		

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 impaired.

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 financial statements for the year ended December 31, 2013 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 Annual Filings on SEDAR at www.sedar.com.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting periods beginning before or on January 1, 2013.

The following new standards, amendments and interpretations that have been adopted for the Company's current fiscal year have not had a material impact on the Company:

IFRS 13, *Fair Value Measurement*

IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures.

Amendments to Other Standards

In addition, there have been amendments to existing standards, including IFRS 7, *Financial Instruments: Disclosures*, IAS 1, *Presentation of Financial Statements*, IAS 12, *Income Taxes*, and IAS 28, *Investments in Associates and Joint Ventures*. IFRS 7 requires additional disclosures in relation to the transfer of financial assets, including those in with which there is continuing involvement. IAS 1 requires changes to the grouping of items in the consolidated statement of comprehensive loss. Amendments to IAS 12 provide guidelines for determining the recovery of investment properties as it relates to the accounting for deferred income taxes. IAS 28 has been amended to include joint ventures in its scope and to address the changes to IFRS 10 - 12.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Unless otherwise noted, the following revised standards and amendments are effective for the Company for annual periods beginning on or after January 1, 2015 with earlier application permitted.

(i) This is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39, *Financial Instruments: Recognition and Measurement*. IFRS 9 has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value.

    A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss. Requirements for financial liabilities were added to IFRS 9 in October 2010. Most of the requirements for financial liabilities were carried forward unchanged from IAS 39. However, some changes were made to the fair value option for financial liabilities to address the issue of own credit risk.

OUTLOOK

On June 3, 2013, the Company and BidCactus entered into a termination agreement, mutually agreeing to terminate the asset purchase agreement. As a result of the termination of the agreement, the Company will not proceed with the Transaction. The Company generated sufficient cash from the July 5, 2013 private placement to settle certain liabilities and to provide general working capital. The Company is now focused on pursuing other potential opportunities as they arise.