

DOMINION ENERGY INC.

CONDENSED INTERIM FINANCIAL STATEMENTS
(Unaudited - Expressed in Canadian Dollars)
Three Months Ended March 31, 2014 and 2013

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements have been prepared by and are the responsibility of the management.

The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

DOMINION ENERGY INC.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)

	Notes	March 31, 2014 \$	December 31, 2013 \$
ASSETS			
Current assets			
Cash		238,616	313,318
GST recoverable		5,785	7,221
Prepaid expenses		441	1,691
Total assets		244,842	322,230
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	3,5	66,750	61,444
Subscriptions payable		5,000	5,000
Total liabilities		71,750	66,444
EQUITY ATTRIBUTABLE TO SHAREHOLDERS			
Share capital	4	14,410,726	14,410,726
Contributed surplus		1,202,048	1,029,866
Deficit		(15,439,682)	(15,184,806)
Total equity attributable to shareholders		173,092	255,786
Total liabilities and equity attributable to shareholders		244,842	322,230

Organization and nature of operations and going concern (Note 1)

Approved by the Board of Directors

%G Gunther Roehlig+ Director

%R Rob McMorran+ Director

DOMINION ENERGY INC.
CONDENSED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
For the three months ended March 31, 2014 and 2013
(Unaudited - Expressed in Canadian Dollars)

	Notes	2014 \$	2013 \$
General and administrative expenses			
Accounting and audit	5	8,600	17,663
Consulting fees	5	18,090	86,450
Legal		21,065	87,995
Office and miscellaneous		34,762	45,613
Share-based payments	4(b)	172,182	-
Loss before other items		(254,699)	(237,721)
Foreign exchange loss		(177)	(1,338)
Gain on forgiveness of debt		-	4,480
Net loss and comprehensive loss for the period		(254,876)	(234,579)
Basic and diluted loss per share		(0.00)	(0.01)
Weighted average number of shares outstanding		64,558,143	39,558,143

DOMINION ENERGY INC.
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY (DEFICIENCY)

For the three months ended March 31, 2014 and 2013

(Unaudited - Expressed in Canadian Dollars)

	Number of shares	Amount \$	Contributed Surplus \$	Deficit \$	Total \$
Balance, December 31, 2012	39,558,143	13,169,360	1,029,866	(14,405,831)	(206,605)
Comprehensive loss for the period	-	-	-	(234,579)	(234,579)
Balance, March 31, 2013	39,558,143	13,169,360	1,029,866	(14,640,410)	(441,184)
Issued during the period:					
For cash pursuant to private placement	15,327,084	766,354	-	-	766,354
For the settlement of debt	9,672,916	483,646	-	-	483,646
Less: issue costs - cash	-	(8,634)	-	-	(8,634)
Comprehensive loss for the period	-	-	-	(544,396)	(544,396)
Balance, December 31, 2013	64,558,143	14,410,726	1,029,866	(15,184,806)	255,786
Share-based payments	-	-	172,182	-	172,182
Comprehensive loss for the period	-	-	-	(254,876)	(254,876)
Balance, March 31, 2014	64,558,143	14,410,726	1,202,048	(15,439,682)	173,092

DOMINION ENERGY INC.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
For the three months ended March 31, 2014 and 2013
(Unaudited - Expressed in Canadian Dollars)

	2014 \$	2013 \$
Cash flow provided by (used in)		
Operating activities		
Net loss for the period	(254,876)	(234,579)
Add (deduct) non-cash items:		
Gain on forgiveness of debt	-	(4,480)
Share-based payments	172,182	-
	(82,694)	(239,059)
Changes in non-cash working capital items		
GST recoverable	1,436	(7,738)
Prepaid expenses	1,250	1,250
Accounts payable and accrued liabilities	5,306	163,184
	(74,702)	(82,363)
Decrease in cash during the period	(74,702)	(82,363)
Cash . beginning of the period	313,318	94,576
Cash . end of the period	238,616	12,213

DOMINION ENERGY INC.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

For the three months ended March 31, 2014 and 2013
(Unaudited - Expressed in Canadian Dollars)

1. ORGANIZATION AND NATURE OF OPERATIONS AND GOING CONCERN

Dominion Energy Inc. (~~the Dominion~~ or the ~~Company~~) was incorporated under the Alberta Business Corporations Act on November 23, 2004. The ~~Company's~~ main activities during the three months ended March 31, 2014 and the year ended December 31, 2013 were maintaining its public listing and pursuing potential business opportunities as they arise. The Company is listed on the TSX Venture Exchange's NEX board under the trading symbol ~~DME.H~~. The ~~Company's~~ head office is located at Suite 2301 . 1011 West Cordova Street, Vancouver, BC.

These condensed interim financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At March 31, 2014, the Company had accumulated losses of \$15,439,682 since its inception and expects to incur further losses in the development of its business. For the three months ended March 31, 2014 the Company experienced a loss of \$254,876 and used \$82,694 in operations. These factors indicate a material uncertainty that casts significant doubt upon the ~~Company's~~ ability to continue as a going concern and, therefore, that it may be unable to discharge its liabilities in the normal course of business.

Management has determined that the Company will have enough cash on hand to continue operations for the next twelve months, but the continuation of the Company is dependent upon obtaining necessary financing and to meet its ongoing levels of corporate overhead.

While management has been successful in securing financing in the past, there can be no assurance it will be able to do so in the future or that financing will be available on terms which are acceptable to the Company. These condensed interim 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 its operations as a going concern.

2. BASIS OF PRESENTATION

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (~~IFRS~~) as issued by the International Accounting Standards Board (~~IASB~~) applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. The condensed interim financial statements should be read in conjunction with the annual financial statements for the year ended December 31, 2013, which have been prepared in accordance with IFRS as issued by the IASB.

The Company uses the same accounting policies and methods of computation as in the annual financial statements for the year ended December 31, 2013. These financial statements were approved by the board of directors for use on May 28, 2014

DOMINION ENERGY INC.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

For the three months ended March 31, 2014 and 2013
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3. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	March 31, 2014	December 31, 2013
	\$	\$
Trade payables	60,016	57,119
Amounts due to related parties (Note 5)	6,734	4,325
	66,750	61,444

4. SHARE CAPITAL

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

b) Options:

The Company has established a stock option plan in accordance with the policies of the TSX Venture Exchange under which it is authorized to grant share purchase options up to 10% of its outstanding shares. The exercise price of options granted is greater than or equal to the market price of the Company's shares on the date of the grant. The options are for a maximum term of five years. All options vest on the date of grant, unless otherwise indicated.

A summary of the status of the Company's stock option plan as of March 31, 2014 and December 31, 2013 and the changes during the periods then ended is presented below:

	Number of options	Weighted average exercise price \$
Balance outstanding . December 31, 2013 and 2012	-	-
Granted	3,000,000	0.10
Balance outstanding and exercisable . March 31, 2014	3,000,000	0.10

During the three months ended March 31, 2014, the Company recognized share-based payments in the amount of \$172,182 (2013 - \$nil). The fair value of the options granted during the three months ended March 31, 2014 of \$0.057 per option was determined using the Black-Scholes pricing model with the following assumptions: share price . \$0.08; exercise price . \$0.10; risk-free rate of interest . 1.63%; expected life . 5 years; expected volatility . 100%; expected dividends . nil.

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NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

For the three months ended March 31, 2014 and 2013
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Details of the options outstanding as at March 31, 2014 is as follows:

Expiry date	Exercise price \$	Options outstanding
February 21, 2019	0.10	3,000,000
		<u>3,000,000</u>

5. RELATED PARTY TRANSACTIONS

The Company incurred the following charges with directors and officers of the Company and/or companies controlled by them during the three months ended March 31, 2014 and 2013:

	2014 \$	2013 \$
Accounting fees	8,600	14,463
Consulting fees	7,500	30,000
	<u>16,100</u>	<u>44,463</u>

Included in accounts payable and accrued liabilities as at March 31, 2014 is \$6,734 (December 31, 2013 - \$4,325) 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.

Key management includes the directors of the Company. The compensation paid or payable to key management for services during the three months ended March 31, 2014 and 2013 is identical to the table above other than share-based payments of \$80,351 (2013 - \$nil).