DOMINION ENERGY INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following information, prepared as of May 28, 2014, should be read in conjunction with the unaudited condensed interim financial statements of Dominion Energy Inc. ("the Company" or "Dominion") for the three months ended March 31, 2014, together with the audited financial statements of the Company for the year ended December 31, 2013 and the accompanying Management's Discussion and Analysis (the "MD&A") for that fiscal year. The referenced financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. 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.

FORWARD-LOOKING STATEMENTS

The Company's condensed interim financial statements for the three months ended March 31, 2014, 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 May 28, 2014.

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

Dominion Energy Inc. 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 have been 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".

OVERALL PERFORMANCE

Highlights:

- On January 28, 2014, the Company announced the appointment of Matthew Anderson as the CFO of the Company. Mr. Anderson filled the vacancy created by the resignation of Robert McMorran as the Company's CFO, effective as of January 24, 2014. Mr. McMorran continues to serve as a director of the Company as well as the Company's corporate secretary.

- On February 11, 2014, the Company announced that Lucien Celli was appointed to the Company's Board of Directors on February 4, 2014. Gavin McMillan resigned from the Board of Directors on February 21, 2014. The current composition of the Board of Directors is Gunther Roehlig (CEO), Robert McMorran and Lucien Celli.

- On February 21, 2014, the Company granted 3,000,000 stock options to directors, officers and consultants of the Company at an exercise price of $0.10 per share up to February 21, 2019.

RESULTS OF OPERATIONS

The Company recorded a net loss of $254,876 ($0.00 per share) for the three months ended March 31, 2014 as compared to a net loss of $234,579 ($0.01 per share) for the three months ended March 31, 2013. 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 three months ended March 31, 2014 and 2013 to produce an adjusted net loss that forms a better basis for comparing the period over period operating results of the Company.

	2014 **$**	**2013** **$**
Net loss for the period as reported	(254,876)	(234,579)
Add (deduct):		
Foreign exchange loss	177	1,338
Gain on forgiveness of debt	-	(4,480)
Share-based payments	172,182	-
Adjusted net loss for the period(1)	(82,517)	(237,721)

(1) Adjusted net loss for the period 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.
- Share-based payments is a result of the Company granting 3,000,000 stock options at a fair value of $0.057 per option as determined using the Black-Scholes option pricing model. The options vested immediately.

The decrease in adjusted net loss recorded in the three months ended March 31, 2014 as compared to the three months ended March 31, 2013 is the net result of changes to a number of expenses. Of note are the following items:

- Consulting fees ($18,090 vs. $86,450) decreased as the Company was pursuing a potential transaction during the three months ended March 31, 2013. The consulting fees in the 2013 period were paid to Canaccord as a work fee and to consultants assisting in a potential transaction.

- Legal fees ($21,065 vs. $87,995) are comprised of general legal fees and fees relating to potential transactions.
- Office and miscellaneous expenses ($34,762 vs. $45,613) are comprised of office rent, filing and regulatory fees, transfer agent fees, travel fees and other miscellaneous expenses. During the three months ended March 31, 2014, the Company had additional filing and regulatory fees related to a potential transaction.

SELECTED QUARTERLY FINANCIAL INFORMATION

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

	Three Months Ended ($)			
	March 31, 2014	December 31, 2013	September 30, 2013	June 30, 2013
Total Revenues	-	-	-	-
Net Loss	(254,876)	(86,576)	(9,426)	(448,394)
Net Loss Per Share (basic and diluted)(1)	(0.00)	(0.00)	(0.00)	(0.01)

	Three Months Ended ($)			
	March 31, 2013	December 31, 2012	September 30, 2012	June 30, 2012
Total Revenues	-	-	-	-
Net Loss	(234,579)	(250,154)	(250,304)	(45,510)
Net Loss Per Share (basic and diluted)(1)	(0.01)	(0.01)	(0.01)	(0.00)

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

The increase in the net loss for the quarter ended March 31, 2014 was due to share-based payments expense of $172,182 as a result of the Company granting 3,000,000 stock options.

The increase in net loss for the quarter ended June 30, 2013 was due to the assignment of $400,000 of debt from BidCactus, LLC. The Company was pursuing a potential transaction with BidCactus, LLC during the years ended December 31, 2013 and 2012. On June 3, 2013 the Company and BidCactus, LLC entered into a termination agreement, mutually agreeing to terminate the asset purchase agreement.

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 $83,000 of cash (before working capital items) for the three months ended March 31, 2014. The Company’s aggregate operating, investing, and financing activities during the three months ended March 31, 2014 resulted in a decrease in its cash balance from $313,318 at December 31, 2013 to $238,616 at March 31, 2014. The Company’s working capital at March 31, 2014 was $173,092 (December 31, 2013 working capital of $255,786).

The Company has no long-term debt.

FINANCING ACTIVITIES AND CAPITAL EXPENDITURES

During the three months ended March 31, 2014 and 2013 the Company had no financing activities or capital expenditures.

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 [(1)]	8,600	14,463
Consulting fees [(2)]	7,500	30,000
	16,100	44,463

[(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 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 compensation of $80,351 (2013 - $nil).

FINANCIAL INSTRUMENTS

Classification of Financial Instruments

The Company's financial instruments consist of cash, accounts payable and accrued liabilities and subscriptions payable. The Company designated its cash as loans and receivables, which are measured at amortized cost. The accounts payable and accrued liabilities 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 March 31, 2014 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, 2013 are:

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

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 March 31, 2014 the Company had working capital of $173,092.

OUTSTANDING SHARE DATA

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

All share information is reported as of May 28, 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 condensed interim financial statements for the three months ended March 31, 2014 and this accompanying MD&A (together the "Interim 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.

OUTLOOK

The Company is focusing on pursuing potential opportunities as they arise.