

Proxy

**ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS OF
DIGIFONICA INTERNATIONAL INC.
(the "Corporation")**
(Name of Company)

TO BE HELD AT Days Inn 921 W. Pender Street, Vancouver, BC V6C 1M2
(Location of Meeting)

ON Friday February 25 2011 AT 11:00 AM
(Day of week) (Month/day) (Year) (Time of Meeting)

I/We being holder(s) of the Corporation hereby appoint: Emil Malak, a Director of the Corporation, or failing this person, Joanne McClusky, legal counsel for the Corporation, or in the place of the foregoing, _____ *(print the name)*, as my/our proxyholder with full power of substitution to attend, act and vote for and on my/our behalf in respect of all matters that may properly come before the aforesaid meeting of the shareholders of the Corporation (the "Meeting") and at every adjournment thereof, to the same extent and with the same powers as if I/We were present at the said Meeting, or any adjournment thereof.

I/We hereby direct the proxyholder to vote the securities of the Corporation recorded in my/our name as specified herein.

I/We hereby revoke any proxy previously given to attend and vote at said Meeting.

SECURITY HOLDER SIGN HERE: _____

DATE SIGNED: _____

THIS FORM MUST BE SIGNED AND DATED ABOVE.

SEE IMPORTANT VOTING INSTRUCTIONS ON REVERSE

Resolutions

(For full details of each item, please see the enclosed Information Circular)

	For	Against	Withhold
1. To elect as Directors Emil Malak, Thomas Sawyer and Colin Tucker		N/A	
2. To re-appoint HLB Cinnamon Jang Willoughby & Company as auditor		N/A	
3. To approve a special resolution to change the name of the Corporation and to consolidate the common shares of the Corporation			N/A
4. A special resolution to dispose of the Undertaking and approve a COB or RTO			N/A
5. To re-approve the Company's rolling stock option plan			N/A
6. To grant stock options			N/A
7. With respect to any permitted amendment or variation of the above matters or the transaction of such other business as may properly come before the Meeting as the proxyholder or alternate proxyholder, in his sole discretion, may see fit			N/A
8. To approve destruction of proxies			N/A

INSTRUCTIONS FOR COMPLETION OF PROXY

1. **This Proxy is solicited by the Management of the Company.**
2. This form of proxy (“Instrument of Proxy”) ***must be signed*** by you, the holder, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and ***if executed by an attorney, officer, or other duly appointed representative***, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy.
3. ***If this Instrument of Proxy is not dated*** in the space provided, authority is hereby given by you, the holder, for the proxyholder to date this proxy seven (7) calendar days after the date on which it was mailed to you, the holder, by Olympia Trust Company.
4. ***A holder who wishes to attend the Meeting and vote on the resolutions in person***, may simply register with the scrutineers before the Meeting begins.
5. ***A holder who is not able to attend the Meeting in person but wishes to vote on the resolutions***, may do the following:
 - (a) ***appoint one of the management proxyholders*** named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). Where no choice is specified by a holder with respect to a resolution set out in the Instrument of Proxy, a management appointee acting as a proxyholder will vote the resolution as if the holder had specified an affirmative vote;

OR

 - (b) ***appoint another proxyholder***, who need not be a holder of the Company, to vote according to the holder’s instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the meeting in the space provided for an alternate proxyholder. If no choice is specified, the proxyholder has discretionary authority to vote as the proxyholder sees fit.
6. ***The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the holder on any poll*** of a resolution that may be called for and, if the holder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, if so authorized by this Instrument of Proxy, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.
7. If a holder has submitted an Instrument of Proxy, ***the holder may still attend the Meeting and may vote in person***. To do so, the holder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke, in writing, the prior votes.
8. To be represented at the Meeting, proxies must be submitted no later than forty-eight (“48”) hours, excluding Saturdays, Sundays and holidays, prior to the time of the meeting or adjournment thereof.

VOTING METHODS

RETURN YOUR PROXY BY MAIL OR FAX TO OLYMPIA TRUST COMPANY

by fax at (403) 265-1455, by mail or by hand at 2300, 125 – 9th Avenue SE, Calgary, Alberta T2G 0P6

Vote Online: <http://www.olympiatrust.com/proxy>