Velocity Data Inc.
(formerly GTO Resources Inc.)
(the "Company")

FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
YEAR ENDED APRIL 30, 2014

The following Management's Discussion and Analysis ("MD&A"), prepared as of August 28, 2014, should be read together with the consolidated financial statements for the year ended April 30, 2014 and the related notes attached thereto. Readers are also encouraged to refer to the Company's audited financial statements for the year ended April 30, 2013 and the related notes attached thereto. Accordingly, these consolidated financial statements and MD&A include the results of operations and cash flows for the year ended April 30, 2014 and the reader must be aware that historical results are not necessarily indicative of the future performance. All amounts are reported in Canadian dollars. The aforementioned documents can be accessed on the SEDAR web site www.sedar.com.

Unless otherwise stated, financial results are now being reported in accordance with International Financial Reporting Standards ("IFRS"). As a result, accounting policies, presentation, financial statement captions and terminology used in this discussion and analysis differ from those used in previous financial reporting.

The MD&A contains the term cash flow from operations, which should not be considered an alternative to, or more meaningful than, cash flows from operating activities as determined in accordance with IFRS as an indicator of the Company's performance. The Company's determination of cash flow from operations may not be comparable to that reported by other companies. The reconciliation between profit or loss and cash flows from operating activities can be found in the statement of cash flows.

Certain statements contained in this management discussion and analysis may contain words such as "could", "should", "expect", "believe", "will" and similar expressions and statements relating to matters that are not historical facts but are forward-looking statements. Such forward-looking statements are subject to both known and unknown risks and uncertainties which may cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements expressed or implied by such forward-looking statements. Such factors include, among other things, the receipt of required regulatory approvals, the availability of sufficient capital, the estimated cost and availability of funding for the continued exploration and development of the Company's prospects, political and economic conditions, commodity prices and other factors.

Description of Business

Velocity Data Inc. (formerly GTO Resources Inc.) (the "Company") was incorporated on May 10, 2011 under the Business Corporations Act (British Columbia). Pursuant to an arrangement agreement between Firebird Resources Inc. ("Firebird") and the Company dated May 12, 2011, the Company acquired all of Firebird's interest in the Robert Creelman Property and the Hyman Porter Property located in Ontario, in exchange for common shares of the Company (the "Arrangement"). Pursuant to the terms of the agreement dated July 27, 2011, being the effective date of the Arrangement, each Firebird shareholder received one new common share in the capital of Firebird and one half of a common share of the Company for each Firebird common share then held. Pursuant to the Arrangement, each whole warrant issued has (i) an exercise price equal to the existing exercise price of the Firebird warrants exchanged, and (ii) a term equal to the term remaining on the Firebird warrants exchanged. The common shares of the Company commenced trading on the TSX Venture Exchange under the stock symbol "GTR" effective July 28, 2011. On July 25, 2014, the Company listed for trading on the Canadian Securities Exchange and was delisted from TSX Venture Exchange. On August 13, 2014, the Company changed its name to Velocity Data Inc. and began trading under the symbol "VCT". The Company's registered office is located at Suite 1000, 925 West Georgia Street, Vancouver, BC, V6C 3L2.

The Company's Board of Directors is comprised of Adam Radly (President and CEO), Bob Bates (CFO), Chip Hackley and Randy Clifford.

Description of Business (continued)

These consolidated financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at April 30, 2014, the Company had an accumulated deficit of $633,642, (2013 - $455,954) has a working capital deficiency of $443,972 (2013 - $242,674) and has no sources of revenue. The continued operations of the Company are dependent on its ability to generate future cash flows and/or obtain additional financing. Management is of the opinion that it has sufficient working capital to meet the Company's liabilities and commitments as they become due. These consolidated financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

Overall Performance and Results of Operations

The following discussion of the Company's financial performance is based on the consolidated financial statements for the year ended April 30, 2014:

Overall Performance

At April 30, 2014, the Company had total assets of $534,276 (2013 - $755,478), including cash of $10,715 (2013 - $251,834), exploration and evaluation assets of $516,899 (2013 - $493,289), and amounts receivable of $6,662 (2013 - $10,355). The overall decrease in total assets is attributed to the decline in cash and cash equivalents as the Company repaid $104,442 of principal and interest on its convertible loan payable.

At April 30, 2014, the Company had total liabilities of $461,349 (2013 - $504,863). This amount is comprised of a convertible loan payable of $430,000 (2013 - $490,754), accounts payable and accrued liabilities of $25,889 (2013 - $14,109) and a loan payable of $5,460 (2013 - $Nil). The decrease in total liabilities is attributed to payments made on the Company's convertible loan payable.

Results of Operations

For the year ended April 30, 2014, the Company recorded a net and comprehensive loss of $177,688 compared to $246,562 for the year ended April 30, 2013. During the year ended April 30, 2014, the Company incurred operating expenses of $126,295 compared to $104,676 during the year ended April 30, 2013. The increase in operating expenses was mainly due to increases for consulting fees of $33,962. The Company also incurred other expenses of $51,393 during the year ended April 30, 2014 compared to $141,886 during the year ended April 30, 2013. The decrease in other expenses was attributed to a decline in the accretion expense of the convertible loan payable, as the discount of the convertible loan was fully accreted during fiscal 2014. The Company did not record revenues during the year ended April 30, 2014 and 2013.

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The accompanying consolidated financial statements do not include any adjustments, which could be material in nature, relating to the recoverability and classification of recorded asset amounts and the classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Liquidity and Capital Resources

At April 30, 2014, the Company had a cash and cash equivalents balance of $10,715, a working capital deficit of $443,972, and an accumulated deficit of $633,642. The Company is confident that it can meet its financial requirements for the next fiscal year. This may require the management of the Company to find additional debt or equity financing.

Liquidity and Capital Resources (continued)

During the year ended April 30, 2014, the Company incurred cash of $136,377 for operating activities compared with $157,186 during the year ended April 30, 2013. The decrease in cash used for operating activities was attributed to the fact that the Company had less operating expenditures during the year, and had limited cash flows as the Company did not raise any equity financing during the year.

During the year ended April 30, 2014, the Company incurred cash of $23,610 for investing activities compared with $52,448 during the year ended April 30, 2013. Investing activities is comprised solely of cash incurred for exploration and evaluation assets.

During the year ended April 30, 2014, the Company incurred cash of $81,132 for financing activities compared with $183,408 during the year ended April 30, 2013. The decrease in cash used for financing activities was due to the fact that the Company had limited cash flows which limited the amount of repayment on the Company's outstanding convertible loan payable.

For the years ended April 30, 2014 and 2013, the Company did not have any equity transactions.

Exploration and Evaluation Assets

	Hyman Porter Property, Ontario $	Roberts Creelman Property, Ontario $	Total $
Acquisition costs:			
Balance, April 30, 2012	206,892	206,892	413,784
Additions	12,000	–	12,000
Balance, April 30, 2013	218,892	206,892	425,784
Additions	12,000	–	12,000
Balance, April 30, 2014	230,892	206,892	437,784
Exploration costs:			
Balance, April 30, 2012	5,874	21,183	27,057
Geological consulting	35,827	4,621	40,448
Balance, April 30, 2012	41,701	25,804	67,505
Geological consulting	8,091	3,519	11,610
Balance, April 30, 2014	49,792	29,323	79,115
Carrying Amounts:			
Balance, April 30, 2013	260,593	232,696	493,289
Balance, April 30, 2014	280,684	236,215	516,899

On July 27, 2011, the Company acquired a 100% interest in 34 claim units located in the Roberts and Creelman Townships ("RCU") and a 100% interest in 70 claim units located in the Hyman and Porter Townships ("HPU") of Sudbury, Ontario in a Plan of Arrangement with Firebird for 22,201,907 common shares of the Company with a fair value of $228,386 and issuance of 18,238,250 share purchase warrants with a fair value of $168,294.

The Company is obligated to pay the optionor minimum royalties of $12,000 per annum, and upon commencement of commercial production in RCU or HPU, the Company will pay a royalty payment of $0.20 per pound of uranium produced and sold. The Company has an option to purchase and cancel the royalty payment at any time in exchange for $1,200,000.

Selected Annual Financial Information

The following table provides a brief summary of the Company's financial operations. For more detailed information, refer to the audited financial statements which can be found at www.SEDAR.com. This information has been prepared in accordance with IFRS and is presented in Canadian Dollars which is the functional currency of the Company.

	Year ended April 30, 2014 $	Year ended April 30, 2013 $	Period from May 10, 2011 (date of inception) to April 30,2012 $
Total revenue	–	–	–
Net loss before other expenses	(126,295)	(104,676)	(98,446)
Net loss for the period	(177,688)	(246,562)	(209,392)
Basic and diluted earnings (loss) per share	(0.01)	(0.01)	(0.01)
Total assets	534,276	755,478	1,102,433
Total long-term liabilities	–	–	563,555

Summary of Quarterly Results

	April 30, 2014 $	January 31, 2013 $	October 31, 2013 $	July 31, 2013 $
Net loss for the period	(31,546)	(27,471)	(39,174)	(79,497)
Basic and diluted loss per share	(0.001)	(0.001)	(0.002)	(0.003)
	April 30, 2013 $	January 31, 2013 $	October 31, 2012 $	July 31, 2012 $
Net loss for the period	(44,986)	(62,936)	(60,534)	(78,106)
Basic and diluted loss per share	(0.002)	(0.003)	(0.003)	(0.003)

Share Capital

Authorized: Unlimited common shares without par value
Unlimited first preferred shares without par value

During the years ended April 30, 2014 and 2013, the Company did not have any equity transactions. At August 28, 2014 the Company has 23,801,907 common shares outstanding.

Share Purchase Warrants

On July 27, 2011, the Company issued 18,238,250 share purchase warrants with a fair value of $168,294 as part of the Arrangement with Firebird for the acquisition of the RCU and HPU properties. On December 30, 2012, 865,000 share purchase warrants expired unexercised and on January 4, 2013 an additional 48,250 share purchase warrants expired unexercised.

The following table summarizes the continuity of share purchase warrants:

	Number of warrants	Weighted average exercise price $
Balance, April 30, 2012	18,238,250	0.11
Expired	(913,250)	1.00
Balance, April 30, 2013	17,325,000	0.06
Balance, April 30, 2014	17,325,000	0.06

As at April 30, 2014, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise Price $	Expiry date
1,200,000	0.25	September 25, 2014
11,000,000	0.05	November 13, 2014
5,125,000	0.05	January 8, 2015
17,325,000		

Stock Options

The Company does not have any options, rights or other derivatives outstanding at April 30, 2014 and August 28, 2014 and is not subject to any escrow agreements or other restrictions on its shares.

Accounting Policies and Estimates

The significant accounting policies of the Company are disclosed in Note 2 to the consolidated financial statements. Certain accounting policies require that management make appropriate decisions with respect to the formulation of estimates and assumptions that affect the reported amounts of assets, liabilities, and revenues and expenses. The Company's management reviews its estimates regularly.

Going Concern

The Company's consolidated financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at April 30, 2014, the Company had an accumulated deficit of $633,642 and has no source of revenue. The continued operations of the Company are dependent on its ability to generate future cash flows and/or obtain additional financing. Management is of the opinion that it has sufficient working capital to meet the Company's liabilities and commitments as they become due. The Company's consolidated financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

Financial Instruments

(a) Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at April 30, 2014 as follows:

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Balance, April 30, 2014 $
Cash and cash equivalents	10,715	–	–	10,715

The fair values of other financial instruments, which include amounts receivable, loan receivable, and accounts payable and accrued liabilities approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and amounts receivable. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. Amounts receivable consists of GST/HST receivable which is due from the Government of Canada. The carrying amount of financial assets represents the maximum credit exposure.

(c) Foreign Exchange Rate Risk

The Company does not have any significant foreign exchange rate risk.

(d) Interest Rate Risk

The Company does not have any significant interest rate risk.

(e) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising debt or equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

(f) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

Related Party Transactions

(a) During the year ended April 30, 2014, the amount of $15,000 (2013 - $15,000) was incurred to a company controlled by the spouse of the Chief Financial Officer of the Company for professional fees.

(b) During the year ended April 30, 2014, the amount of $47,500 (2013 - $45,000) was incurred to a company controlled by the spouse of the Chief Financial Officer of the Company for management and consulting fees.

Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital, share-based payment reserve, and equity component of convertible debt.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances. The Company is not subject to externally imposed capital requirements.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the period ended April 30, 2013.

Legal Proceedings

The Company is not involved in any legal proceedings.

Management's Report on Internal Controls over Financial Reporting

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the consolidated financial statements and respective accompanying Management's Discussion and Analysis.

The Venture Issuer Basic Certification 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.

Subsequent Event

On May 23, 2014, the Company entered into a share exchange agreement with A.C.L. Computers and Software Inc. ("ACL") to purchase all of the issued and outstanding common shares of ACL in exchange for the issuance of 72,000,000 common shares of the Company. The agreement between the Company and ACL will be accounted for in accordance with IFRS 3, Business Combinations, and will constitute a reverse takeover whereby ACL is deemed to be the acquirer on an accounting basis. On July 21, 2014, the share exchange agreement was completed. On August 13, 2014, the Company changed its name to Velocity Data Inc.