

**Form 51-102F3**

***Material Change Report & Notice of Change in Corporate Structure***

**Item 1: Name and Address of Company**

Velocity Data Inc. (the “**Issuer**”)  
Suite 600 – 1285 West Broadway  
Vancouver, BC V6H 3X8

**Item 2: Date of Material Change**

July 21, 2014

**Item 3: News Release**

A news release was issued and disseminated on July 23, 2014 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Change**

On July 21, 2014, the Issuer completed the acquisition of 100% of the issued and outstanding shares of A.C.L. Computers & Software Ltd., a Maryland corporation (“**ACL**”), pursuant to which the Issuer issued an aggregate of 72,000,000 common shares to the former shareholders of ACL at a deemed price of \$0.05 per share (the “**Acquisition**”). In connection with the closing of the Acquisition, the Issuer disposed of its mineral prospects for nominal value; appointed three directors to fill the vacancies resulting from the resignation of three other directors; appointed a new CEO and CFO; delisted its common shares from trading on the TSX Venture Exchange and obtained a new listing for those shares on the Canadian Securities Exchange; and changed its financial year end to October 31 to match the financial year end of ACL, its wholly owned subsidiary and operating business.

**Item 5: Full Description of Material Change**

Pursuant to section 4.9 of National Instrument 51-102, the Issuer is providing the following additional information:

- the Issuer continues to be a reporting issuer in the provinces of British Columbia, Alberta, Ontario and Quebec;
- the Issuer’s first financial year-end after the closing of the Acquisition is October 31, 2014;
- the periods, including comparative periods, of the interim and annual financial statements required to be filed for the Issuer’s first financial year subsequent to the closing of the Acquisition are as follows:

<b>Financial Statement Period</b>	<b>Comparative Period</b>
Quarter ended July 31, 2014	July 31, 2013
Year ended October 31, 2014	October 31, 2013
Quarter ended January 31, 2015	January 31, 2014
Quarter ended April 30, 2015	April 30, 2014

- additional information regarding the Acquisition can be found in the Issuer's amended and restated management information circular dated May 28, 2014 and filed on SEDAR, which is incorporated herein by reference.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

Bob Bates, CFO  
Telephone: 415.264.0984

**Item 9: Date of Report**

December 31, 2014