

**VELOCITY DATA INC.**

**(FORMERLY GTO RESOURCES INC.)**

Condensed Interim Financial Statements

For the three month periods ended January 31, 2016 and 2015

Unaudited

(Expressed in United States dollars)

## **VELOCITY DATA INC. (FORMERLY GTO RESOURCES INC.)**

### **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 condensed interim financial statements, they must be accompanied by a notice indicating that the condensed interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by management and approved by the Audit Committee and Board of Directors of the Company.

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

March 19, 2016

**VELOCITY DATA INC.**  
**(FORMERLY GTO RESOURCES INC.)**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
**(Expressed in United States dollars)**

	January 31, 2016 \$	October 31, 2015 \$
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	331,779	1,163,281
Accounts receivable	(69,274)	1,875,820
Inventory	7,265	157,434
Prepayments and other current assets	8,036	3,805
<b>Total current assets</b>	<b>277,807</b>	<b>3,200,340</b>
<b>Non-current assets</b>		
Property and equipment, Net	23,562	13,464
<b>Total assets</b>	<b>301,369</b>	<b>3,213,804</b>
<b>Liabilities and shareholders' equity (deficit)</b>		
<b>Current liabilities and total liabilities</b>		
Accounts payable and accrued liabilities	4,813,272	5,120,851
Secured Borrowings	73,305	2,273,109
<b>Current liabilities and total liabilities</b>	<b>4,886,577</b>	<b>7,393,960</b>
<b>Shareholders' equity (deficit)</b>		
Share capital	842,229	842,229
Accumulated Deficit	(5,427,437)	(5,022,385)
<b>Total shareholders' equity (deficit)</b>	<b>(4,585,208)</b>	<b>(4,180,156)</b>
<b>Total liabilities and shareholders' equity (deficit)</b>	<b>301,369</b>	<b>3,213,804</b>

*The accompanying notes are an integral part of these unaudited consolidated financial statements*

Approved and authorized for issue by the Board of Directors on March 10, 2016

/s/ "Adam Radly"  
Adam Radly, Director

/s/ "Robert Bates"  
Robert Bates, Director

**VELOCITY DATA INC.**  
**(FORMERLY GTO RESOURCES INC.)**  
**CONSOLIDATED STATEMENTS OF EARNINGS (LOSS)**  
**(Expressed in United States dollars)**  
**(unaudited)**

	For the three month period ended	
	January 31, 2016	January 31, 2015
	\$	\$
<b>Revenues</b>	2,199,753	8,897,689
Cost of sales	1,681,085	8,430,339
<b>Gross Profit</b>	<b>518,668</b>	<b>467,350</b>
Selling, general and administrative expenses	1,132,842	590,094
<b>Operating earnings (loss)</b>	<b>(614,174)</b>	<b>(122,744)</b>
<b>Financial expenses</b>		
Interest income (expense), net	(340)	(195,703)
Other income (expense), net	210,154	-
Foreign Currency loss	(692)	-
<b>Net loss for the period</b>	<b>(405,052)</b>	<b>(318,447)</b>
<b>Basic and diluted loss per share</b>	<b>(0.00)</b>	<b>(0.00)</b>
<b>Weighted average shares outstanding</b>	<b>113,605,577</b>	<b>103,401,907</b>

*The accompanying notes are an integral part of these unaudited consolidated financial statements*

**VELOCITY DATA INC.**  
**(FORMERLY GTO RESOURCES INC.)**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIT)**  
**(Expressed in United States dollars)**  
**(unaudited)**

	<u>Share Capital</u>		<u>Accumulated deficit</u>	<u>Total shareholders' equity (deficit)</u>
	<u>Number of shares</u>	<u>Amount \$</u>		
<b>Balance, October 31, 2014</b>	100,001,907	(154,996)	(492,672)	(647,668)
Shares issued due to exercise of warrants	6,800,000	286,000	-	286,000
Shares issued for services	6,803,670	486,069	-	486,069
Options expense	-	225,156	-	225,156
Net loss for the year	-	-	(4,529,713)	(4,529,713)
<b>Balance October 31, 2015</b>	113,605,577	842,229	(5,022,385)	(4,180,156)
Shares issued due to exercise of warrants	-	-	-	-
Shares issued for services	-	-	-	-
Options expense	-	-	-	-
Net loss for the period year	-	-	(405,052)	(405,052)
<b>Balance January 31, 2016</b>	113,605,577	842,229	(5,427,437)	(4,585,208)

*The accompanying notes are an integral part of these unaudited consolidated financial statements*

**VELOCITY DATA INC.**  
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**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Expressed in United States dollars)**  
**(unaudited)**

	<b>For the three month period ended</b>	
	<b>January 31,</b>	<b>January 31,</b>
	<b>2016</b>	<b>2015</b>
	<b>\$</b>	<b>\$</b>
<b>Operating activities</b>		
Net earnings (loss) for the period	(405,052)	(318,447)
Adjustments to reconcile net earnings (loss) to cash flows		
Depreciation	-	35,190
Purchase of Assets	(10,098)	-
Changes in working capital items		
Accounts receivable	1,945,094	915,008
Inventory	150,169	54,601
Prepaid expenses and other current assets	(4,231)	(3,948)
Accounts payable and accrued expenses	(307,579)	(1,774,417)
<b>Net cash flows from (used in) operating activities</b>	<b>1,368,303</b>	<b>(1,092,013)</b>
<b>Investing activities</b>		
<b>Net cash flows from investing activities</b>	<b>-</b>	<b>-</b>
<b>Financing activities</b>		
Proceeds from secured borrowings	-	-
Repayments of secured borrowings	(2,199,804)	(387,284)
Repayments of related party debt	-	(51,318)
Capital Contributions	-	322,000
Advances from (payments to) related parties	-	(50,000)
Foreign exchange translation gain/loss	-	51,319
<b>Net cash flows from financing activities</b>	<b>(2,199,804)</b>	<b>(115,283)</b>
<b>Net increase (decrease) in cash during the period</b>	<b>(831,501)</b>	<b>(1,207,296)</b>
Cash, beginning of year	1,163,281	1,026,125
Cash, end of year	331,780	(181,171)

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**VELOCITY DATA INC.**  
**(FORMERLY GTO RESOURCES INC.)**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**For the three month periods ended January 31, 2016 and 2015**  
**(Expressed in United States dollars)**  
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**1. Nature of Operations and Going Concern**

Velocity Data Inc. (the “Company”) was incorporated as GTO Resources, Inc. on May 10, 2011 under the Business Corporations Act (British Columbia). The Company changed its name to Velocity Data Inc. on August 7, 2014 and is engaged in the business of selling computer systems and related components, particularly to government contractors and federal government end-users.

The Company’s registered office is located at Suite 600 – 1285 West Broadway, Vancouver, BC V6H 3X8.

On May 23, 2014, the Company entered into a share exchange agreement with ACL Computers and Software, Inc. (“ACL”) and the sole shareholder of ACL to acquire all of the issued and outstanding common shares of ACL in exchange for 72,000,000 common shares of the Company. The agreement closed on July 22, 2014, at which time ACL became a wholly-owned subsidiary of the Company.

For accounting purposes, this transaction was accounted for as a reverse merger and has been treated as a recapitalization of the Company, where ACL is considered the accounting acquirer, and the financial statements of the accounting acquirer became the financial statements of the legal acquirer. The historical consolidated financial statements include the operations of the accounting acquirer for all periods presented.

For the three months ended January 31, 2016, the Company has reported net losses of \$405,052, an accumulated deficit of \$4,585,208 and a working capital deficit of \$4,487,645. These financial statements have been prepared on a going concern basis, which implies that the Company will continue to meet its obligations and continue its operations for the next fiscal year. These factors raise substantial doubt regarding the Company’s ability to continue as a going concern. The continuation of the Company as a going concern is dependent upon financial support from its stockholders, the ability of the Company to obtain necessary equity financing to continue operations, and the attainment of profitable operations.

Management anticipates that the Company will be dependent, for the near future, on additional investment capital to fund operating expenses. The Company intends to position itself so that it may be able to raise additional funds through the capital markets. In light of management’s efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

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**2. Significant Accounting Policies**

The principal accounting policies applied in the preparation of the unaudited consolidated financial statements are set out below. These policies have been consistently applied to all periods presented, unless otherwise stated.

(a) Statement of Compliance

The unaudited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee.

(b) Basis of Presentation and Principles of Consolidation

The unaudited consolidated financial statements have been prepared on a historical cost basis. The unaudited consolidated financial statements are presented in United States dollars, which is the Company’s functional currency.

(c) Use of Estimates and Judgments

The preparation of the financial statements in conformity with IFRS requires the Company’s management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Significant areas requiring the use of estimates include, but are not limited to, receivable allowances, impairment of intangible assets and goodwill, and deferred income tax asset valuation allowances. There are no judgments made by management in the application of IFRS that have a significant effect on the financial statements and estimates with a significant risk of material adjustment in the current and following years.

(d) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and are subject to an insignificant risk of changes in fair value to be cash equivalents.

(e) Inventory

Inventory for resale are stated at the lower of cost or market, cost being determined on a first-in, first-out basis.



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**2. Significant Accounting Policies (continued)**

(f) Property and Equipment, net

Depreciation of property and equipment is provided using the straight-line and accelerated methods over the estimated useful lives ranging from 5 to 15 years. Expenditures for major renewals and betterments that extend the useful lives of property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred.

(g) Goodwill and Intangible Assets

Goodwill represents the excess of the cost of an acquired business over the fair value of the identifiable assets acquired and liabilities assumed. Goodwill is tested for impairment on an annual basis or whenever facts or circumstances indicate that the carrying amount may exceed its recoverable amount.

Intangible assets other than goodwill are amortized on a straight-line basis over a period of three years.

(h) Impairment of Non-Financial Assets

*Impairment of goodwill*

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows. As a result, some assets are tested individually for impairment and some are tested at the cash-generating unit ("CGU") level. Goodwill is allocated to CGUs or groups of CGUs for impairment testing purposes based on the level at which management monitors it, which is not higher than an operating segment. The allocation is made to those CGUs or group of CGUs that are expected to benefit from synergies of the related business combination in which the goodwill arises.

*Impairment of other non-financial assets*

Non-financial assets with finite lives are tested for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. In addition, non-financial assets that are not amortized are subject to an annual impairment assessment. Any impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). The Company evaluates impairment losses for potential reversals, other than goodwill impairment, when events or changes in circumstances warrant such consideration.

(i) Financial Instruments

*i. Non-derivative financial assets*

The Company initially recognizes loans and receivables and deposits on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

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**2. Significant Accounting Policies (continued)**

(i) Financial Instruments (continued)

*i. Non-derivative financial assets (continued)*

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

*Loans and receivables*

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses. Loans and receivables are comprised of accounts receivable.

*Financial assets at fair value through profit or loss*

Financial assets are classified as fair value through profit or loss when the financial asset is held for trading or it is designated as fair value through profit or loss. A financial asset is classified as held for trading if: (i) it has been acquired principally for the purpose of selling in the near future; (ii) it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit taking; or (iii) it is a derivative that is not designated and effective as a hedging instrument.

Financial assets classified as fair value through profit or loss is stated at fair value with any gain or loss recognized in profit or loss. The net gain or loss recognized incorporates any dividend or interest earned on the financial asset. Cash and cash equivalents are classified as fair value through profit or loss.

*Held-to-maturity investments*

Held-to-maturity investments are recognized on a trade-date basis and are initially measured at fair value, including transaction costs. The Company does not have any assets classified as held-to-maturity investments.

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**2. Significant Accounting Policies (continued)**

(i) Financial Instruments (continued)

*i. Non-derivative financial assets (continued)*

*Available-for-sale financial assets*

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale and that are not classified in any of the previous categories. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale equity instruments, are recognized in other comprehensive income and presented within equity in the fair value reserve. When an investment is derecognized, the cumulative gain or loss in other comprehensive income is transferred to profit or loss. The Company does not have any available-for-sale financial assets.

*Impairment of financial assets*

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognized in other comprehensive income or loss are reclassified to profit or loss in the period. Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been impacted. For marketable securities classified as available-for-sale, a significant or prolonged decline in the fair value of the securities below their cost is considered to be objective evidence of impairment. For all other financial assets objective evidence of impairment could include:

- a) significant financial difficulty of the issuer or counterparty; or
- b) default or delinquency in interest or principal payments; or
- c) it becoming probable that the borrower will enter bankruptcy or financial re-organization.

For certain categories of financial assets, such as accounts receivable, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of financial assets is reduced by the impairment loss directly for all financial assets with the exception of amounts receivable, where the carrying amount is reduced through the use of an allowance account. When an amount receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

With the exception of available-for-sale equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized. In respect of available-for-sale equity securities, impairment losses previously recognized through profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognized directly in equity.

## **VELOCITY DATA INC.**

**(FORMERLY GTO RESOURCES INC.)**

### **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**For the three month periods ended January 31, 2016 and 2015**

**(Expressed in United States dollars)**

**(unaudited)**

#### **2. Significant Accounting Policies (continued)**

(i) Financial Instruments (continued)

*ii. Non-derivative financial liabilities*

The Company initially recognizes debt securities issued on the date that they are originated. All other financial liabilities (including liabilities designated at fair value through profit or loss) are recognized initially on the trade at which the Company becomes a party to the contractual provisions of the instrument.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The Company has the following non-derivative financial liabilities: accounts payable and accrued liabilities, unsecured borrowings and secured borrowings.

Financial liabilities are measured at amortized cost using the effective interest method, except for financial liabilities held for trading or designated at fair value through profit or loss, which are carried subsequently at fair value with gains or losses recognized in net earnings (loss).

*iii. Share capital*

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and stock options are recognized as a deduction from equity, net of any tax effects.

(j) Foreign Currency Translation

The Company's functional and reporting currency is the United States dollar. Transactions denominated in foreign currencies are translated using the exchange rate in effect on the transaction date or at an average rate. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange in effect at the statement of financial position date. Non-monetary items are translated using the historical rate on the date of the transaction. Foreign exchange gains and losses are included in profit or loss.

(k) Stock-Based Compensation

The Company measures compensation expense for all share-based payment awards, including stock options granted to employees, directors, and non-employees based on the estimated fair values on the date of each grant. The fair value of each stock option granted is estimated using the Black-Scholes-Merton option valuation model. Stock-based compensation is recognized on a straight-line basis over the requisite service period, net of estimated forfeitures.

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**2. Significant Accounting Policies (continued)**

(l) Revenue Recognition

Revenue from product sales is measured at the fair value, net of estimated customer returns and allowances at the time of recognition. The estimates of fair value are based on the Company's historical experience with each customer and the specifics of each arrangement.

Revenue from product sales is recognized when the risks and rewards of ownership have been transferred to the buyer (which generally occurs upon shipment) and collectability of the related receivables is reasonably assured. Revenue is recognized when (a) it can be measured reliably; (b) it is probable that the economic benefits associated with the transaction will flow to the Company; and (c) the costs incurred or to be incurred can be measured reliably.

(m) Income Taxes

*Current income tax*

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

*Deferred income tax*

Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

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**2. Significant Accounting Policies (continued)**

(n) Loss Per Share

Basic loss per share is computed using the weighted average number of common shares outstanding during the period. The treasury stock method is used for the calculation of diluted loss per share, whereby all “in the money” stock options and share purchase warrants are assumed to have been exercised at the beginning of the period and the proceeds from their exercise are assumed to have been used to purchase common shares at the average market price during the period. When a loss is incurred during the period, basic and diluted loss per share are the same as the exercise of stock options and share purchase warrants is considered to be anti-dilutive. At January 31, 2016, the Company had 113,605,577 shares outstanding with 4,272,076 unexercised or unexpired shares outstanding.

(o) Recent Accounting Pronouncements

The International Accounting Standards Board (“IASB”) issued a number of new and revised International Accounting Standards, International Financial Reporting Standards, amendments and related interpretations which are effective for the Company’s financial year beginning on or after November 1, 2014. Many are not applicable or do not have a significant impact on the Company and so have been excluded from the list below. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

- (a) IFRS 9 Financial Instruments was issued by the IASB in October 2010 and will replace IAS 39 – Financial Instruments: Recognition and Measurement. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.
- (b) In May 2014, the IASB issued IFRS 15 which replaces IAS 18 – Revenues, and covers principles for reporting about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. IFRS 15 is effective for annual periods beginning on or after January 1, 2017.
- (c) In January 2016, the IASB issued IFRS 16 which replaces IAS 17 – Leases, and specifies how to recognize, measure, present and disclose leases. IFRS 16 is effective for annual periods beginning on or after January 1, 2018.

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**3. Acquisition and Push Down Accounting**

On February 2, 2014, ACL entered into a stock purchase agreement with ACLH, LLC (“ACLH”) wherein the latter acquired a 100% interest in ACL for an initial purchase price of \$2,256,181. Of the total purchase price, \$2,006,181 was paid in cash and the balance of \$250,000 through the issuance of a note by ACLH to the sole shareholder of ACL. The note is subject to annual interest of 6% and payable in equal quarterly installments over a period of 2 years. The note was fully settled during the year ended October 31, 2014 through the payment of \$225,156. The balance of \$24,844 was forgiven and was accounted for as a reduction of the purchase price resulting in a final purchase price of \$2,231,337.

Under the acquisition method of accounting, the total estimated purchase price paid by ACLH is allocated to ACL’s tangible and intangible assets and liabilities based on their estimated fair values at the date of the completion of the acquisition.

The estimated fair values of the assets acquired and the liabilities assumed by ACLH at February 2, 2014 are as follows:

<b>Purchase price</b>	<b>\$</b>	<b>2,231,337</b>
Cash and cash equivalents		411,167
Accounts receivable		2,636,591
Inventory		68,938
Prepayments and other current assets		59,722
Property plant and equipment		16,202
Accounts payable and accrued liabilities		(2,212,380)
<b>Net assets</b>	<b>\$</b>	<b>980,240</b>
<b>Excess of purchase price over net assets acquired</b>		<b>1,251,097</b>
Allocated to:		
Customer list		563,045
Goodwill		688,052

The acquisition was accounted for as an acquisition of a business and ACLH elected to push down the purchase price to ACL’s financial statements in accordance with the Financial Accounting Standards Board’s *Business Combinations (Topic 805)*. The purchase price paid plus related purchase accounting adjustments have been reflected in the Company’s consolidated financial statements for the year ended October 31, 2014. This resulted in a new basis of accounting that reflects the estimated fair value of the Company’s assets and liabilities. ACLH also pushed down secured borrowings of \$1,833,318 to ACL which was charged to share capital.

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**4. Secured Borrowings**

During the year ended October 31, 2015, the Company entered into a \$7,250,000 line of credit with a third party, wherein the third party agreed to advance 85% of the net face amount of ACL's trade receivables. The borrowing carries a 0.699% interest rate for the first 25 days. Two additional 25 day periods are allowed at a rate of 0.699% for each period, for a maximum of 75 days. The APR on this facility was 10.2%. This credit facility was cancelled in December 2015.

In December 2015, the Company entered into a \$2,500,000 credit facility which allows for an 85% advance of the net face amount of ACL's trade receivables at an interest rate of prime +1%, plus a maintenance fee of 1.25% of the net face amount of purchased accounts for the first 30 days, then an additional 0.42% fee for each 10 day period thereafter. The APR on this facility is 19.5%. As of January 31, 2016, the amount outstanding under this credit facility was \$47,820.

In July 2015, the Company entered into financing agreements with third parties for periods of between 6-12 months, wherein the third parties agreed to advance an aggregate of \$977,795 to the Company. These advances are not characterized as loans by the third parties but if they were would carry interest of 48% on an annual basis. Significant discounts over \$200,000 were given and as of January 31, 2016, the amount outstanding under these financing agreements was \$25,485.

The two factor loans described above are secured by a first priority interest in all the assets of ACL. The third parties have a lower priority interest or are unsecured creditors.

The table below summarizes the Company's outstanding secured borrowings as of January 31, 2016.

<b>Balance at October 31, 2015</b>	\$ 2,273,109
New Debt	-
Repayment on Debt	(2,199,804)
<b>Balance at January 31, 2016</b>	<b>\$ 73,305</b>

**5. Related Party Transactions**

ACLH is an entity controlled by the Company's CEO. ACLH is the holder of the 72,000,000 common shares of the Company issued pursuant to the share exchange transaction described in Note 1.

During the three months ended ended January 31, 2016, the Company paid approximately \$50,000 to an entity controlled by the Company's CFO in exchange for the provision of certain accounting services. Chief Financial Officer Mr. Bates worked for Velocity since July, 2014 as a contract CFO. HP Accounting Services., Inc. receives fees in connection with work performed by Mr. Bates and his staff for accounting, bookkeeping, SEC filings, audit preparation, tax, mergers and acquisition due planning/due diligence, obtaining financing and other financial, lending, legal and regulatory responsibilities.



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**5. Related Party Transactions (continued)**

During the three months ended January 31, 2016, the Company paid approximately \$75,000 to an entity controlled by the Company's CEO in exchange for the provision of certain consulting services. Adam Radly has been the President and Chief Executive Officer, and Chairman of the Board of Directors since July 2014. Mr. Radly's fees are received by Inflexion for work performed by Radly and Inflexion staff related to IT development, digital marketing, strategic, mergers and acquisition planning, developing and executing business strategy for each subsidiary, managing senior management of subsidiaries, hiring and firing of senior management, reporting to the board of directors, reporting to major shareholders and other CEO responsibilities.

**6. Share Capital**

Authorized: Unlimited number of voting common shares  
Unlimited number of preferred shares

During the year ended October 31, 2015, the Company issued 6,800,000 common shares upon the exercise of warrants for net proceeds of \$286,000.

During the year ended October 31, 2015, the Company issued 6,803,670 common shares to a company controlled by a former director for consulting/advisory and financing services. The Company recorded stock-based compensation expense of \$486,069 based on the price of the shares at the respective issuance dates.

During the three months ended January 31, 2016, no common shares were issued.

Stock Options

On January 30, 2015, the Company granted an aggregate of 4,272,076 fully vested stock options to certain officers and directors, exercisable at a price of \$0.10 per share until December 15, 2019.

During the year ended October 31, 2015, the Company incurred \$225,156 in stock-based compensation expense determined using the Black-Scholes model. Assumptions used in the valuations of the options were as follows:

- 4.24 periods, as calculated from the option grant date until the option expiration date
- 1.18% risk free interest rate
- 223% volatility based on the historical volatility of the Company's stock.

Summary of stock option activity for the three month period ended January 31, 2016 is as follows.

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**7. Share Capital (continued)**

	Number of stock options outstanding	Weighted average exercise price	Weighted average remaing contractual terms (in years)	Aggregate intrinsic value
Balance at October 31, 2015	4,272,076	0.10	3.66	0.07
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited	-	-	-	-
Balance at January 31, 2016	4,272,076	0.10	3.41	0.07

**8. Financial Instruments and Risk Management**

(a) Risk management overview

The Company's activities expose it to a variety of financial risks including credit risk, liquidity risk and market risk. This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. The Company employs risk management strategies and policies to ensure that any exposure to risk is in compliance with the Company's business objectives and risk tolerance levels. While the Board of Directors has the overall responsibility for the Company's risk management framework, the Company's management has the responsibility to administer and monitor these risks.

(b) Fair value of financial instruments

The carrying value of cash and cash equivalents, accounts receivable, accounts payables and accrued liabilities and secured borrowings approximate fair value due to the short term nature of those instruments.

(c) Credit risk

Credit risk refers to the possibility that a customer or counterparty will fail to fulfill its obligations under a contract and, as a result create a financial loss for the Company. The Company establishes an allowance for doubtful accounts as determined by management based on its assessment of collection; therefore, the carrying amount of accounts receivable generally represents the maximum credit exposure. As at January 31, 2016 and October 31, 2015, the Company has determined that no allowance for doubtful accounts is required. The provision for doubtful accounts, if any, is included in selling, general and administrative expenses in the consolidated statements of earnings (loss), and is net of any recoveries that were provided for in prior years. Credit risk also exists in cash and cash equivalents. The Company limits its exposure to credit loss by placing its cash and cash equivalents with high credit quality financial institutions.

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**8. Financial Instruments and Risk Management (continued)**

(d) 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.

(e) Market risk

Market risk is the risk that financial instruments fair values and the Company's future cash flows will fluctuate due to changes in market prices. The Company is exposed to currency risk but it does not have any significant foreign exchange rate risk.

**9. 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 cash equivalents and equity comprised of issued share capital, share-based payment reserve, equity component of convertible debt, and deficit.

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 and the Company's overall strategy with respect to capital risk management remains unchanged during the three month period ended January 31, 2016.