VELOCITY DATA INC.
(formerly GTO Resources Inc.)
(the “Company”)

FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
THREE MONTH PERIODS ENDED JANUARY 31, 2016 AND 2015

The following Management’s Discussion and Analysis (this “MD&A”), prepared as of March 21, 2016, should be read together with the condensed interim consolidated financial statements of the Company for the three month periods ended January 31, 2016 and 2015 and the related notes attached thereto. Those condensed interim consolidated financial statements and this MD&A include the results of operations and cash flows for the three month period ended January 31, 2016 and readers must be aware that historical results are not necessarily indicative of the future performance. Readers are also encouraged to refer to the Company’s audited consolidated financial statements for the year ended October 31, 2015 and the related notes attached thereto. All amounts are reported in U.S. dollars. The aforementioned documents can be accessed on the SEDAR web site www.sedar.com.

Unless otherwise stated, financial results are being reported in accordance with International Financial Reporting Standards (“IFRS”).

Certain statements contained in this MD&A 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 development or maintenance/rehabilitation of the Company's business lines, government information technology budgets, economic conditions and other factors.

Description of Business

The Company was incorporated as GTO Resources Inc. on May 10, 2011 under the *Business Corporations Act* (British Columbia). The common shares of the Company commenced trading on the TSX Venture Exchange under the stock symbol “GTR” effective July 28, 2011.

On July 22, 2014, the Company completed the acquisition of ACL Computers & Software, Inc. (“ACL”) pursuant to a share exchange agreement (the “Share Exchange Agreement”) with ACL and the holders of all the issued and outstanding common shares of ACL dated May 23, 2014. As a result of this transaction, the Company acquired 100% of the issued and outstanding common shares of ACL in exchange for the issuance of 72,000,000 common shares of the Company. As part of this transaction, the Company spun out its interest in certain mineral properties through the distribution of shares of two former wholly owned subsidiaries of the Company to existing shareholders.

On July 25, 2014, the Company’s common shares were listed for trading on the Canadian Securities Exchange and were delisted from TSX Venture Exchange. On August 13, 2014, the Company changed its name to Velocity Data Inc. and its shares began trading under the symbol “VCT”.

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

The Company’s Board of Directors is comprised of Robert Bates, Carlo Argila and Adam Radly.

Founded in 1989, ACL is a leading reseller of computer hardware software and peripherals primarily to defense contractors and some United States federal government end-users. ACL is strategically located in close proximity to major government facilities in Maryland, Washington, D.C. and Virginia. Most of ACL's sales are made to the United States government through prime contractors such as Lockheed Martin, General Dynamics, Boeing, ManTech, Northrop, etc.; some sales are made directly to the government. ACL has excellent relations with its customer base, having earned their loyalty with consistently strong service. ACL's consistent and rapid response service has garnered the company numerous awards, including Lockheed Martin's Small Business of the Year Award three times and Boeing's Performance Excellence Award three times.

Sales are made pursuant to a variety of vehicles such as multi-year contracts, blanket purchase orders and individual orders from existing or new customers. ACL sells products from over 400 vendors and has valuable vendor partner relationships with many major vendors including Apple, Cisco, Dell, IBM, Intel, HP, McAfee, Microsoft, Sony, and Symantec. ACL purchases product for resale from one of three distributors with whom the company has long-term relationships or directly from the manufacturers themselves. In either instance, ACL's authorized reseller or partner status assures that it receives the best possible pricing. Virtually all sales are drop-shipped as ACL almost never touches the merchandise.

ACL's ability to provide its customers with computer products competitively, smoothly, and without delay has been the core of its success. The company is able to help its customers with all of their needs in the information technology space. ACL's hands-on professionals can help with any needs from peripherals to notebooks and custom configured personal computers to enterprise-wide network equipment and servers. ACL's staff is trained and certified by many leading manufacturers and is well-versed in both current and emerging technologies. ACL focuses on providing leading-edge technologies and excellent customer support for solutions that fit its clients' broad business objectives. The company is uniquely capable of understanding its customers' needs and is able to deliver high-performance, cost-effective solutions drawn from the full spectrum of products and services available. ACL is committed to its role as a resource and business partner.

In 2013, Apple Computers dramatically reduced its number of authorized Government Resellers of Apple products - from approximately 3500 to approximately 30. These 30 were given a new designation: "Tier 1 Government Resellers". Because of its excellent track record with Apple, ACL was one of the chosen 30. The 30 Tier 1 Government Resellers are now the only companies authorized to buy Apple products directly from the manufacturer or distributor and sell those products to the United States federal government. Additionally, Apple chose 50 resellers to be classified as Tier 2 Indirect Government Resellers. These resellers are authorized to sell to the federal government, but they are required to purchase directly from an Apple Tier 1 reseller such as ACL.

In late 2015, the Company, through ACL, incurred an estimated loss of $345,000 (net of partial reimbursement, not including related legal and other costs) in relation to orders placed by a fictitious customer who was purporting to be an authorized purchasing agent of DLA (Defense Logistics Agency, a part of the United States military). The Company was alerted to this matter by law enforcement and has been advised that the transactions involving the Company were only a very small part of a much larger and highly sophisticated operation.

The Company believes that the courier service company that delivered the orders and DLA were negligent in the manner in which they handled the orders. Therefore, the Company has filed a lawsuit against the courier service company in the United States Federal Court in California and a suit against DLA.

The Company has significantly tightened security procedures relating to how it accepts orders from its customers; however, such procedures cannot be 100% effective.

Overall Performance and Results of Operations

The following discussion of the Company's financial performance is based on the condensed interim consolidated financial statements for the three month periods ended January 31, 2016 and 2015, and the year ended October 31, 2015.

Overall Performance

At January 31, 2016, the Company reported total assets of $301,369 (October 31, 2015 - $3,213,804), including cash of $331,779 (October 31, 2015 - $1,163,281) and accounts receivable of $(69,274) (October 31, 2015 - $1,875,820). The overall decrease in assets is due to the loss of sales from former employees stealing customers and the Company's primary lender cancelling a line of credit.

At January 31, 2016, the Company had liabilities of $4,886,577 (October 31, 2015 - $7,393,960), all of which were short term liabilities. The decrease in liabilities is primarily attributed to the pay-down of a third party loan that the Company completed during the quarter.

Results of Operations

The Company recorded net losses of $405,052 and $318,447 for the three month periods ended January 31, 2016 and 2015, respectively. During the three month periods ended January 31, 2016 and 2015, the Company incurred selling, general and administrative expenses of $1,681,085 and $590,094, respectively. The increase in the Company's selling, general and administrative expenses was primarily due to increased financing fees related to new borrowings.

The Company's condensed interim 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 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

During the three months ended January 31, 2016, net cash flow from operations was $1,368,303, cash flows from financing activities was ($2,199,804) and net decrease in cash during the period was $831,501. Positive cash flow from operations was primarily attributed to collections of accounts receivable. Cash outflow from financing activities was due to the pay down of borrowings.

The Company's 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. As of January 31, 2916, the Company had a cash balance of $331,779, a working capital deficit of $4,487,645 and operating cash flows of $1,368,303. These factors raise doubt as to the Company's ability to continue as a going concern. Management's plans include (i) pursuing former employees through legal channels for violating non-compete agreements and stealing customers, (ii) pursuing prior lender for attempting to extort a material cancellation fee and cause other damages despite the fact that the lender requested ACL obtain new financing, and (iii) attempting to develop new business or product lines. The Company's 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.

Selected Financial Information

The following tables provide a brief summary of the Company's financial operations. For more detailed information, refer to the Company's financial statements which can be found on SEDAR. This information has been prepared in accordance with IFRS and is presented in U.S. dollars, which is the functional currency of the Company.

EBITDA, or earnings before interest, taxes, depreciation and amortization, is a non-GAAP financial measure that does not have any standardized meaning prescribed by IFRS and is therefore unlikely to be comparable to similar measures presented by other issuers. Regardless, management believes EBITDA provides a useful financial measure of the Company's performance because several items included in GAAP net income are related to interest. Management considers these items to be unrelated to operating income from the Company's core business.

However there is a limitation in using EBITDA in that some companies may use a different definition of EBITDA or not use it at all, therefore rendering the measure difficult to use for comparison purposes. For example, the Company might use different add-backs to net income than its competitors, thus making it more difficult to compare the two entities. The Company compensates for this by regularly including EBITDA measures in its continuous disclosure filings so that performance can be measured over time.

The Company advises readers to refer to the financial statements as the format of those is standardized and uniform in comparison with any other Canadian public company. In these, net income is presented as ($405,052) and ($318,447) for the three months ending January 31, 2016 and 2015, respectively. In addition, working capital ratio and other liquidity measures, total debt and debt/equity ratio are common measures used by companies to measure performance. EBITDA amounts are not opined to by the Company's auditors but serve as an important management tool.

Adjusted EBITDA was ($194,558) and ($87,554) for the three months ended January 31, 2016 and 2015, respectively. Adjusted EBITDA is "earnings before interest, tax, depreciation, amortization, other expense, goodwill impairment and stock compensation".

	Three months ended January 31,	
	2016	**2015**
Total Revenue	$ 2,199,753	$ 8,897,689
Net income (loss) before other exp	(614,174)	(122,744)
Net income (loss) for the period	(405,052)	(318,447)
Basic and diluted (loss)	(0.00)	(0.00)
Total assets	301,369	4,532,037
Total liabilities	4,886,577	4,300,313
EBITDA	(404,712)	(87,554)
Adjusted EBITDA	(194,558)	(87,554)

EBITDA Calculation Three months ended January 31,		
	2016	**2015**
Net income (loss)	$ (405,052)	$ (318,447)
+ Depr/Aport	-	35,190
+ Interest	340	195,703
EBITDA	(404,712)	(87,554)
+ Other Expense	210,154	-
+ Impairment	-	-
Adjusted EBITDA	(194,558)	(87,554)

Summary of Quarterly Results

	January 31 2016 $	October 31, 2015 $	July 31, 2015 $	April 30, 2015 $
Revenue	2,199,753	8,089,591	11,185,489	10,680,152
Net loss for the period	(405,052)	(3,367,933)	(373,000)	(470,333)
Basic and diluted loss per share	(0.00)	(0.04)	(0.00)	(0.01)
	January 31 2015 $	**October 31, 2014 $**	**July 31, 2014 $**	**April 30, 2014 $**
Revenue	8,897,689	12,788,787	11,247,775	8,519,073
Net loss for the period	(318,447)	(345,428)	(103,284)	(114,200)
Basic and diluted loss per share	(0.00)	(0.02)	(0.00)	0.00

Selected Annual Financial Information

	Year ended October 31, 2015 $	Year ended October 31, 2014 $	Year ended October 31, 2013 $
Total revenue	38,852,921	41,025,641	34,014,946
Net income (loss) before other expens	(4,060,914)	(376,701)	41,919
Net income (loss) for the period	(4,529,713)	(469,919)	27,943
Basic and diluted earnings (loss) per s	(0)	(0)	0
Total assets	3,213,804	5,864,346	4,281,042
Total Liabilities	7,393,960	6,512,014	3,343,098

Share Capital

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

On May 23, 2014, the Company entered into the Share Exchange Agreement with ACL and the holders of all of the issued and outstanding common shares of ACL. On July 22, 2014, the Company completed the acquisition on ACL pursuant to the Share Exchange Agreement in exchange for the issuance of 72,000,000 common shares of the Company.

In October 2014, 4,200,000 warrants were exercised into common shares for $210,000.

During the year ended October 31, 2015, the Company issued 6,800,000 common shares upon the exercise of warrants for net proceeds of $322,000.

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.

At January 31, 2016 the Company had 113,605,577 common shares outstanding.

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:

- 4.49 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 months ended January 31 ,2016 is as follows.

	Number of stock options outstanding	Weighted average exercise price	Weighted average remaing cotractural 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**

Accounting Policies and Estimates

The significant accounting policies of the Company are disclosed in Note 2 to the condensed interim 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.

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.

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.

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.

Financial Instruments

Fair Values

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

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 of 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.

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.

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.

Related Party Transactions

In connection with the application of push down accounting, the Company recorded a liability to ACLH, LLC, the former sole shareholder of ACL ("ACLH"), of $485,941 of which $247,260 was paid during the year ended October 31, 2014 and $238,681 during the year ended October 31, 2015, to an entity related to the CEO of the Company. As of January 31, 2016, the amount outstanding from this liability amounted to $Nil. 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 upon the closing of the Share Exchange Agreement.

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.

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.

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 for the period ended January 31, 2016.

Off Balance Sheet Arrangements

There were no off balance sheet arrangements as of January 31, 2016.

Legal Proceedings

Updates for ongoing legal proceedings are as follows for the three months ended January 31, 2016:

- In late 2015, the Company learned of former employees who violated their non-compete agreement., The Company obtained a restraining order against those former employees and initiated a suit for damages.
- In late 2015, the Company initiated a suit pursuing a prior lender for attempting to extort a material cancellation fee and cause other damages despite the fact that the lender requested ACL obtain new financing. As of January 31, 2016, this lawsuit was still moving forward.
- In late 2015, the Company, through ACL, incurred a significant loss as a result of fake orders placed by a customer that was purporting to be an authorized purchasing agent of ALC (Defense Logistics Agency, a part of the United States Military). The Company believes that the shipper of the products (FedEx) and DLA were negligent in the manner in which they handled the fake orders. Thus, the Company filed a lawsuit against FedEx in the US Federal Court in California and filed an SF 95 Claim with DLA. During the three months ended January 31, 2016, the Company was notified it would need to amend its complaint with FedEx. The Company filed a lawsuit with the Military in March 2016.
- The Company has received notice of a lawsuit from a supplier in connection with overdue payables.

Management's Report on Internal Controls over Financial Reporting

In connection with National Instrument 52-109 *Certification of Disclosure in Issuer's Annual and Interim Filings* adopted in December 2008 by each of the securities commissions across Canada ("NI 52-109"), 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 Company's condensed interim consolidated financial statements and this MD&A.

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, refer to the Venture Issuer Basic Certificates filed by the Company with the aforementioned filings on SEDAR at www.sedar.com.