# **Velocity Data Inc**

Suite 600 – 1285 West Broadway Vancouver, BC V6H 3X8 Canada

The annual meeting is being held on April 29, 2016 at 11 am at Computershare's office at 510 Burrard St, Vancouver-2<sup>nd</sup> floor.

Velocity Data has decided to use the notice and access model provided for under National Instrument 54-101 for the delivery of the Company's management information circular to its shareholders for the Annual General Meeting of shareholders to be held on Friday, April 29, 2016. Under Notice and Access, instead of receiving printed copies of the Information Circular, shareholders are receiving a notice with information on how they may access the Information Circular electronically. However, together with this notice, shareholders will continue to receive a proxy (in the case of registered shareholders) or voting instruction form (in the case of non-registered shareholders) enabling them to vote at the Meeting. No Annual Financial Statements are included in this mailing.

#### These items are being voted on:

- 1. To accept the audited financial statements of the Corporation for its fiscal year ended October 31, 2015, including the accompanying notes and the auditor's report thereon, and the management's discussion and analysis;
- 2. To set the number of directors to be elected;
- 3. To elect directors for the ensuing year;
- 4. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
- 5. To transact such other business as may come before the meeting;

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote online at <a href="https://www.proxyvote.com">www.proxyvote.com</a>, by telephone or by mailing the Proxy or Voting Instruction Form for receipt before 11:00 am (Vancouver Time) on Wednesday, April 27, 2016.

# **Accessing the Information Circular Online**

The Information Circular (and the financial statement request card) can be viewed online under the Company's profile at <a href="https://www.sedar.com">www.sedar.com</a> or <a href="https://www.sedar.com">www.vit.technology</a>.

# Requesting a Copy of the Information Circular

Shareholders can request that printed copies of the Information Circular be sent to them by postal delivery at no cost to them up to one year from the date the Information Circular was filed on SEDAR. Registered shareholders and non-registered shareholders may make their request through this website, www.vit.technology, or by calling 1-877-730-7916 (Toll-Free).

To receive the Information Circular in advance of the proxy deposit date and Meeting Date, requests for printed copies must be received no later than 10:00 a.m. (Vancouver Time) on Friday, April 15, 2016.

# Registered Shareholders

Every registered shareholder of common shares at the close of business on March 14, 2016 is entitled to receive notice of, and to vote such common shares at the Meeting. Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy to: Computershare Investor Services Inc. (the "**Transfer Agent**"), of 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 by 10:00 a.m. Vancouver time on Wednesday, April 27, 2016. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment(s) thereof. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular.

### Non-Registered Shareholders

Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary ("Non-Registered Shareholders"). Without specific instructions, intermediaries are prohibited from voting shares for their clients. If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or its agent, to ensure that they are able to provide voting instructions on your behalf.

Shareholders with questions about Notice and Access can contact the Company, Toll-Free at 1-855-726 7503.

The above materials will be mailed to shareholders of record as of March 14. If you would like to register to receive annual financials via email you can email <a href="mailto:bob@s7group.com">bob@s7group.com</a> or call <a href="mailto:855-726-7503">855-726-7503</a>. You can also use <a href="www.proxyvote.com">www.proxyvote.com</a>, where you can also cast your vote. Remember to review the materials before voting. The financials are also available at <a href="www.sedar.com">www.sedar.com</a>