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

FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
THREE MONTH PERIODS ENDED JANUARY 31, 2017 AND 2016

The following Management's Discussion and Analysis ("MD&A"), prepared as of March 20, 2017, should be read together with the condensed interim consolidated financial statements of the Company for the three month periods ended January 31, 2017 and 2016 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 months ended January 31, 2017 and 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, 2016 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").

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 consolidated statements of cash flows.

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 IT budgets and 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 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 the 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, 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, 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". Due to 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.

The Company has extremely low gross margins and this situation has caused a material drop in the Company's working capital so it is expected to negatively impact revenue. As a result the Company had to significantly reduce its number of employees and will attempt to restructure its trade and institutional debt. In the meantime, management is reviewing plans to accelerate the Company's transition away from reselling low margin IT hardware products and into selling higher margin proprietary products such as cyber security solutions and other similar opportunities.

As of January 31, 2017, the Company had an accumulated deficit of $6,866,110 and limited liquidity. 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. Furthermore, the Company's recent limited employee count may impact its viability. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

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, 2017 and 2016, and the year ended October 31, 2016.

Overall Performance

As at January 31, 2017, the Company reported total assets of $309,682 (October 31, 2016 - $1,021,553), including cash of $34,344 (October 31, 2016 - $65,712) and accounts receivable of $267,601 (October 31, 2016 - $948,196). The decrease in assets is attributed to the decrease in sales and associated accounts receivable, as well as the collections on accounts payable.

As at January 31, 2017, the Company had liabilities of $6,376,360 (October 31, 2016 - $6,921,036), all of which were current liabilities. The decrease is mainly attributed to the payments on accounts payable and accrued liabilities during the three month period ended January 31, 2017.

Results of Operations

The Company recorded revenues of $117,613 and $2,199,753 for the three month periods ended January 31, 2017 and 2016, respectively. The decrease in revenue is attributed to the loss of customers as a result of violations of the Company's non-solicit agreements.

The Company recorded net losses of $105,239 and $405,052 for the three month periods ended January 31, 2017 and 2016, respectively. During the three month periods ended January 31, 2017 and 2016, the Company incurred selling and general and administrative expenses of $97,537 and $1,132,842, respectively. The decrease in operating expenses is due to decreased operations and financing fees associated with decreased borrowings.

Liquidity and Capital Resources

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. As of January 31, 2017, the Company had a cash balance of $33,107, a working capital deficit of $6,066,678 and an accumulated deficit of $6,866,110. 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. However, as of the date of this report ACL has less than $50,000 of cash, very limited supplier lines of credit, very low monthly sales levels and potential litigation from previous suppliers. The Company's condensed interim 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. The company is attempting to pursue other options for the public shell.

Selected Financial Information

The following tables provide a brief summary of the Company's financial operations. For more detailed information, refer to the condensed interim consolidated financial statements for the three month periods ended January 31, 2017 and 2016, 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.

Management believes adjusted EBITDA provides a more useful measure of company performance. This is because there are several measures included in GAAP net income or loss which are related to interest. We consider these items to be unrelated to operating income and performance.

However there is a limitation in using EBITDA; each company may use a different definition of EBITDA and, therefore, it is hard to compare them to each other. For example, our company might use different add-backs to net loss than our competitors, thus making it more difficult to compare the two entities to each other. We compensate for this by regularly including EBITDA in our filings so that our performance can be measured over time.

We therefore advise readers to refer to the Company's financial statements as the format of those is standardized and uniform in comparison with any other Canadian public company. In these financial statements, we show net losses of $105,239 and $405,052 for the three month periods ended January 31, 2017 and 2016, respectively. In addition, working capital ratios 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 auditors but serve as an important management tool.

EBDITA was $(72,132) and $(614,866) for the three month periods ended January 31, 2017 and 2016. EBITDA is Earnings before interest, tax, depreciation and amortization. Adjusted EBITDA was $(72,132) and $(614,866) for the three month periods ended January 31, 2017 and 2016. Adjusted EBITDA is Earnings before interest, tax, depreciation, amortization, other expense, goodwill impairment and stock compensation.

	Three month periods ended January 31,	
	2017	2016
Total Revenue	$ 117,613	$ 2,199,753
Net income (loss) for the period	(105,239)	(405,052)
Basic and diluted (loss)	(0.00)	(0.00)
Total assets	309,682	1,021,553
Total liabilities	6,376,360	6,921,036
EBITDA	(72,132)	(404,712)
Operating EBITDA	(72,132)	(614,866)
Adjusted EBITDA	$ (72,132)	$ (614,866)

EBITDA Calculation		
	Three month periods ended January 31,	
	2017	2016
Net loss	$ (105,239)	$ (405,052)
+ Depriciation / Amortization	-	-
+ Interest	33,107	340
EBITDA	(72,132)	(404,712)
+ Other Expense	-	(210,154)
Operating EBITDA	(72,132)	(614,866)
+ Stock Compensation	-	-
Adjusted EBITDA	$ (72,132)	$ (614,866)

Summary of Quarterly Results

	January 31, 2017 $	October 31, 2016 $	July 31, 2016 $	April 30, 2016 $
Revenue	117,613	991,362	301,629	137,359
Net loss for the period	(105,239)	(765,553)	(101,364)	(447,358)
Basic and diluted loss per share	(0.00)	(0.01)	(0.01)	(0.01)
	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)	(3,408,648)	(373,000)	(429,618)
Basic and diluted loss per share	(0.00)	(0.03)	(0.00)	(0.01)

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.

During the year ended October 31, 2016, no common or preferred shares were issued.

At January 31, 2017 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 month period ended January 31, 2017 is as follows:

	Number of stock options outstanding	Weighted average exercise price	Weighted average remaining contractual terms (in years)	Average intrinsic value
Balance, October 31, 2015	4,272,076	0.10	3.66	0.07
Granted	-			
Exercised	-			
Forfeited	-			
Balance, October 31, 2016	4,272,076	0.10	2.66	0.07
Granted	-			
Exercised	-			
Forfeited	-			
Balance, January 31, 2017	4,272,076	0.10	2.53	0.07

Accounting Policies and Estimates

The significant accounting policies of the Company are disclosed in Note 2 to the audited 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. 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 October 31, 2016 and 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 risks also exist 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

During the three month periods ended January 31, 2017 and January 31, 2016, the Company paid approximately $Nil and $75,000, respectively, 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 for work performed by Radly and his firm's 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.

During the three month periods ended January 31, 2017 and January 31, 2016, the Company paid approximately $Nil and $25,000, respectively, to an entity controlled by the Company's CFO in exchange for the provision of certain accounting services. Chief Financial Officer Mr. Bates has worked for Velocity since July, 2014 as a contract CFO. His firm receives fees in connection with the services provided by Mr. Bates and his staff for accounting, bookkeeping, Securities/CSE filings, audit preparation, tax, mergers and acquisition due planning/due diligence, obtaining financing and other financial, lending, legal and regulatory responsibilities.

During the three month periods ended January 31, 2017 and January 31, 2016, the Company paid $Nil and $3,250, respectively, to an entity controlled by one of the Company's board of directors for the provision of certain consulting service.

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 three month periods ended January 31, 2017 and 2016.

Legal Proceedings

Updates for ongoing legal proceedings are as follows for the three month period ended January 31, 2017:

In late 2015, the Company learned of former employees who violated their non-solicit and confidentiality agreements. ACL obtained a restraining order against those former employees and initiated a suit for damages. Two of their employers have been added to the suit. The non-competes were established years ago as a result of a former employee attempting to steal customers.

In late 2015, ACL 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.

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, ACL filed an SF 95 Claim with DLA. ACL filed a lawsuit with the Military in March 2016. The total gross loss prior to any reimbursement is now in excess of $500,000, including legal and other costs, since the vendors for the orders were paid in full. The FBI has located one of the perpetrators and extradited him from India and Nigeria to be incarcerated.

ACL has received notice of lawsuit from several suppliers in connection with overdue payables. A few of the suppliers obtained judgments against ACL for part of the $5 million of payables previously recorded as liabilities.

ACL has continued to devote resources to recovering the losses caused by its former employees and the CFAA and trade secret theft (potential criminal violations that ACL recently uncovered). ACL has been a value-added reseller or VAR for 28 years; in 2015, the Company attempted to pursue other lines of business, however, this was met with resistance from ACL's former sales people. The Company no longer has sufficient funds to develop new product lines and has begun to investigate various plans for the company since the cost of operating as a public company is greater than the Company's current financial situation can support.

Off-Balance Sheet Arrangements

There were no off-balance sheet arrangements as of January 31, 2017.

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