



Corporate Governance, Compensation and Nominating Committee Charter

Who is this for?

The Corporate Governance, Compensation and Nominating Committee Charter (this “Charter”) applies to members of the Corporate Governance, Compensation and Nominating Committee.

Key Messages

- It is the policy of Mogo to establish and maintain a Corporate Governance, Compensation and Nominating Committee (the “Committee”) to assist the directors (individually a “Director” and collectively the “Board”) of Mogo in carrying out the Board’s oversight responsibility for:
 - overseeing Mogo’s human resources and compensation policies and processes
 - demonstrating to the shareholders of Mogo that the compensation of the Directors who are also employees is recommended by Directors who have no personal interest in the outcome of decisions of the Committee and who will have due regard to the interests of all of the shareholders of Mogo, and
 - ensuring that the Board and each of its committees carry out their respective functions in accordance with an appropriate process.

Private & Confidential – Property of Mogo Finance Technology Inc.

Last approved: January 2018

Owner/approver: Board of Directors

Prepared by: Legal and Compliance

Table of Contents

1.	Charter Overview	2
2.	Composition of Committee	2
	(a) Composition	2
	(b) Independence	3
	(c) Personal Interests / Conflicts of interest	3
	(d) Term Length	3
3.	Meetings of the Committee	4
	(a) Frequency of Meetings	4
	(b) Notice of a Meeting	4
	(c) Quorum	4
	(d) Forms of Communication	4
	(e) Absence of the Chair	5
	(f) Minutes	5
4.	Compensation-Related Duties and Responsibilities of the Committee	5
	(a) Primary Compensation-Related Duties	5
	(b) Carrying out duties	5
	(c) Charitable Donations	8
	(d) Loan Policies and Practices	8
	(e) Compensation-Related Risk Identification and Analysis	8
	(f) Board Recommendations	9
	(g) Other Initiatives to Assist the Board	9
5.	Governance and Nominating-Related Duties and Responsibilities of the Committee	9
	(a) Carrying out Governance and Nominating-Related Duties	9
6.	General Duties and Responsibilities of the Committee	11
	(a) Board Reporting	11
	(b) Stay Current on Strategic Issues and Commercial Changes	11
	(c) Annual Charter Review	11

1. Charter Overview

Established Committee

It is the policy of Mogo Finance Technology Inc., including its subsidiaries and affiliates (collectively, "Mogo"), to establish and maintain an Corporate Governance, Compensation and Nominating Committee (the "Committee") to assist the Directors of Mogo in carrying out the Board's oversight responsibility for:

- overseeing Mogo's human resources and compensation policies and processes;
 - demonstrating to the shareholders of Mogo that the compensation of the directors of Mogo who are also employees is recommended by Directors who have no personal interest in the outcome of decisions of the Committee and who will have due regard to the interests of all of the shareholders of Mogo; and
 - ensuring that the Board and each of its committees carry out their respective functions in accordance with an appropriate process.
-

Resources / admin support

The Committee is provided with resources commensurate with the duties and responsibilities assigned to it by the Board, including appropriate administrative support.

In addition, the Committee has standing authority to retain special counsel or other experts, including search firms used to identify director candidates, and to determine the terms, costs and fees for such engagements, which fees and costs will be borne by Mogo.

Investigations / unrestricted access

If determined appropriate by the Committee, it will have the discretion to investigate and conduct reviews of any compensation matter including the standing authority to retain experts and, with approval of the Board, special counsel.

The Committee has unrestricted access to Mogo's external auditors, is authorized to seek any information that it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

2. Composition of Committee

(a) Composition

Committee minimum

The Committee is established by a resolution of the Board. The Committee must consist of a minimum of three (3) Directors. The Board appoints the members

of the Committee. The Board may appoint one member of the Committee to be the chair of the Committee (the “Chair”).

(b) Independence

All members are independent

All of the members of the Committee must be Directors who are independent within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and the rules of any stock exchange or market on which Mogo’s shares are listed or posted for trading (collectively, “Applicable Governance Rules”). In this Charter, the term “independent” includes the meanings given to similar terms by Applicable Governance Rules, including the terms “non-executive”, “outside” and “unrelated” to the extent such terms are applicable under Applicable Governance Rules.

At least two members of the Committee also must qualify as “outside” directors within the meaning of United States Internal Revenue Code Section 162(m) and as “non-employee” directors within the meaning of Rule 16b-3 under the United States Securities Exchange Act of 1934, as amended.

(c) Personal Interests / Conflicts of interest

Handling of personal interests or conflicts

If a matter that is considered by the Committee is one in which a member of the Committee, either directly or indirectly, has a personal interest, that member will excuse themselves from any portion of a meeting at which such matter is discussed and will not vote on such matter.

The Chair of the Committee is responsible for receiving and reviewing any matters that may pose a conflict of interest, including but not limited to requests from Directors to accept membership on other boards of directors or any other affiliation with other businesses or governmental bodies which involve a significant commitment by the Director. If a conflict involves the Chair of this Committee, the matter should be disclosed to the Chair of the Board.

The Committee monitors the established procedures related to resolving conflicts of interest, including techniques for the identification of potential conflict situations and for restricting the use of confidential information.

(d) Term Length

Term length

A Director appointed by the Board to the Committee will be a member of the Committee until replaced by the Board or until his or her resignation.

3. Meetings of the Committee

(a) Frequency of Meetings

Frequency

The Committee convenes a minimum of twice each year at such time and place as may be determined by the Chair of the Committee, and whenever a meeting is requested by the Board, a member of the Committee or the Chief Executive Officer of Mogo (the “CEO”).

(b) Notice of a Meeting

Notice of a meeting

Notice of each meeting of the Committee is given to each member of the Committee, who are entitled to attend meetings of the Committee.

Notice of a meeting of the Committee will:

- be in writing, (i.e. email);
 - state the nature of the business to be transacted at the meeting in reasonable detail;
 - to the extent practicable, be accompanied by a copy of documentation to be considered at the meeting; and
 - be given at least two business days prior to the time stipulated for the meeting or such shorter period as the members of the Committee may permit.
-

(c) Quorum

Quorum

A quorum for the transaction of business at a meeting of the Committee consists of a majority of the members of the Committee. However, it is the practice of the Committee to require review, and, if necessary, approval of important matters by all members of the Committee.

(d) Forms of Communication

Communication

A member or members of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities as permits all persons participating in the meeting to communicate with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.

(e) Absence of the Chair

Absence of the Chair

In the absence of the Chair of the Committee, the members of the Committee choose one of the members present to chair the meeting. In addition, the members of the Committee choose one of the persons present to be the secretary of the meeting.

(f) Minutes

Meeting minutes

Minutes are kept of all meetings of the Committee and are signed by the chair and the secretary of the meeting. The Chair of the Committee may circulate the minutes of the meetings of the Committee to all members of the Board.

4. Compensation-Related Duties and Responsibilities of the Committee

(a) Primary Compensation-Related Duties

Compensation duties

The Committee's primary compensation-related duties and responsibilities are to review and make recommendations to the Board in respect of:

- compensation policies and guidelines;
 - management incentive and perquisite plans and any non-standard remuneration plans;
 - senior management, executive and officer compensation; and
 - Board compensation matters, including compensation of both independent and non-independent members of the Board.
-

(b) Carrying out duties

Legislated compensation duties

In carrying out its duties and responsibilities, the Committee does the following:

- annually reviews and approves the corporate goals and objectives for the CEO and President and CFO and evaluates their performance in light of those corporate goals and objectives with respect to their compensation levels;

- annually assesses and makes a recommendation to the Board with regard to the competitiveness and appropriateness of the compensation package, including regular, incentive and equity-based compensation, of the CEO, all other officers of Mogo and such other key employees of Mogo as may be identified by the CEO and approved by the Committee (the “Designated Employees”); and
- annually prepares or reviews the report on executive compensation and compensation discussion and analysis required to be disclosed in Mogo’s information circular or any other compensation matter required to be publicly disclosed by Mogo.

Note: The CEO must not be present during deliberations or voting regarding his or her compensation.

Additional compensation duties

In addition to the above duties, and as appropriate, the Committee also:

- reviews and makes a recommendation to the Board regarding any employment contracts or arrangements with any of the Designated Employees, including any retiring allowance arrangements or any similar arrangements to take effect in the event of a termination of employment;
- periodically reviews the compensation philosophy statement of Mogo and makes recommendations for changes to the Board as considered appropriate;
- from time to time reviews and makes recommendations to the Board in respect of the design, benefit provisions, investment options and text of applicable pension, retirement and savings plans or related matters, to the extent applicable;
- annually, in conjunction with Mogo’s general and administrative budget process, reviews and makes recommendations to the Board regarding compensation guidelines for the forthcoming budget period;
- annually reviews and recommends the aggregate bonus pools to be made available under Mogo’s incentive compensation plans for employees and officers;
- when requested by the CEO, reviews and makes recommendations to the Board regarding short term incentive or reward plans and, to the extent delegated by the Board, approves awards to eligible participants;
- reviews and makes recommendations to the Board regarding the structure and implementation of incentive stock option plans including the initial grant ranges by position level, restricted share unit plans, performance share unit plans, or any other long term incentive plans;
- as required, fulfills the obligations assigned to the Committee pursuant to any other employee benefit plans approved by the Board;
- reviews and approves any policy regarding the authorization of claims for employee expenses;
- periodically reviews and makes a recommendation to the Board regarding the compensation of the Board;

- in its sole discretion, retains the independent advice of a compensation consultant, legal counsel or other advisor in respect of compensation matters and, if deemed appropriate by the Committee, meets separately with such advisors; and
 - makes the terms of this Charter available.
-

Compensation Consultants, Legal Counsel and Other Advisors

The Committee will be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor (each, an “Advisor”) retained by the Committee.

Mogo must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to an Advisor retained by the Committee.

Independence Assessment

The Committee may select, or receive advice from, an Advisor to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- i. the provision of other services to Mogo by the person that employs the Advisor;
- ii. the amount of fees received from Mogo by the person that employs the Advisor, as a percentage of the total revenue of the person that employs the Advisor;
- iii. the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- iv. any business or personal relationship of the Advisor with a member of the Committee;
- v. any stock of Mogo owned by the Advisor; and
- vi. any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of Mogo.

The Committee is required to conduct the independence assessment outlined above with respect to any Advisor that provides advice to the Committee, other than in-house legal counsel. However, nothing in this Section requires an Advisor to be independent, only that the Committee consider the enumerated independence factors before selecting, or receiving advice from, the Advisor. The Committee may select, or receive advice from, any Advisor it prefers, including ones that are not independent, after considering the six independence factors outlined above.

For purposes of this Section, the Committee is not required to conduct an independence assessment for an Advisor that acts in a role limited to the following activities:

- consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of Mogo, and that is available generally to all salaried employees; and/or
 - providing information that either is not customized for Mogo or that is customized based on parameters that are not developed by the Advisor, and about which the Advisor does not provide advice.
-

(c) Charitable Donations

Approval of donations Charitable donations by Mogo to organizations in which a Director is affiliated require prior approval by the Committee after consideration of any impact that such donation may have on director independence and such donations may be considered a form of Director compensation.

(d) Loan Policies and Practices

Loan policies As applicable, the Committee periodically reviews management's policies and practices respecting Mogo's compliance with applicable legal prohibitions, disclosure requirements or other requirements respecting the offering of Mogo's consumer loans to Directors and senior officers.

Mogo does not offer consumer loans to Directors or senior officers, except where a senior officer is testing a loan product user experience.

(e) Compensation-Related Risk Identification and Analysis

Compensation risk identification The Committee identifies, on an annual basis, the risks, if any, arising from Mogo's compensation policies and practices, and in connection with the identification of such risks will:

- consider the implications of the identified risks;
 - evaluate the degree, if any, to which Mogo's compensation policies and practices encourage or may be perceived as encouraging the taking of inappropriate or excessive risks on the part of management; and
 - identify any risks that may reasonably lead to a material adverse effect on Mogo.
-

Compensation risk analysis

In carrying out this analysis, the Committee has regard for:

- the extent to which compensation policies or practices deviate within Mogo, from one business unit to another or between members of senior management;
 - the extent to which risk management and regulatory compliance form part of the performance metrics used to determine compensation;
 - overall compensation expenses relative to corporate revenues;
 - whether or not Mogo’s compensation policies provide for a maximum benefit or payout limit;
 - the relationship between long-term organizational goals and short-term compensation mechanisms; and
 - the degree to which compensation plans containing performance goals are weighted towards short-term rather than long-term corporate objectives.
-

(f) Board Recommendations

Board recommendations

In connection with the identification of any risks associated with the compensation policies and practices of Mogo, the Committee recommends to the Board the adoption of practices that will assist in the identification and mitigation of any risks associated with the compensation policies and practices of Mogo.

(g) Other Initiatives to Assist the Board

Other initiatives

In addition to the foregoing, the Committee undertakes on behalf of the Board other initiatives as may be necessary or desirable to assist the Board in discharging its responsibility to ensure that appropriate performance evaluation and compensation programs are in place and operating effectively (e.g. annual succession planning and director evaluation processes).

5. Governance and Nominating-Related Duties and Responsibilities of the Committee

(a) Carrying out Governance and Nominating-Related Duties

Governance and Nominating-related duties

In carrying out its governance and nominating-related duties, the Committee does the following:

- communicates with the Board on corporate governance matters and reviews and approves, as required, public or regulatory disclosure respecting the

corporate governance practices of Mogo as contained in Applicable Governance Rules;

- annually a) assesses the effectiveness of the Board appointment/nomination process at achieving Mogo's diversity objectives; and b) considers and, if determined advisable, recommends to the Board for adoption, measurable objectives for achieving diversity on the Board;
 - based upon a consideration of his or her performance in office and any other factors considered relevant, the Committee may recommend to the Board whether a Director should be nominated for election or re-election at any annual meeting of shareholders at which he or she is eligible to be elected a Director;
 - in the event of a vacancy occurring on the Board, however caused, the Committee may recommend to the Board a person for appointment as a Director to fill the vacancy;
 - reviews and makes recommendations to the Board concerning qualifications, appointment and removal of committee members;
 - notwithstanding the two subparagraphs directly before this subparagraph, the Board may direct the Committee to give consideration to other nominations or may propose, appoint, elect or nominate any person to fill any vacancy on the Board or the committee;
 - annually determines whether a Director is independent;
 - annually considers the mix of skills and experience that Directors bring to the Board, and evaluates and makes recommendations to the Board with regard to the size, composition and role of the Board and its committees (including the type of committees to be established) and the methods and processes by which the Board, committees and individual Directors fulfill their duties and responsibilities, including the methods and processes for evaluating Board, committee and individual director effectiveness;
 - in consultation with the Audit Committee, reviews Mogo's Code of Business Conduct and Ethics and programs that management has established to monitor compliance with such code, and periodically, after consultation with the Audit Committee, makes recommendations to the Board regarding Mogo's Code of Business Conduct and Ethics that the Committee deems appropriate; and
 - makes recommendations from time to time to the Board concerning such other matters, including matters related to corporate governance, as the Committee may deem appropriate or as may be referred to it from time to time by the Board.
-

6. General Duties and Responsibilities of the Committee

(a) Board Reporting

Reports to the Board

The Committee, at the earliest opportunity after each meeting, reports to the Board the results of its activities and any reviews undertaken and makes recommendations to the Board as deemed appropriate.

(b) Stay Current on Strategic Issues and Commercial Changes

Stay current on strategic issues

The Committee keeps up to date and fully informed about strategic issues and commercial changes affecting Mogo and the market in which it operates.

(c) Annual Charter Review

Annual Charter review

The Committee assesses, on an annual basis, the adequacy of this Charter and the performance of the Committee.
