



Whistleblower Policy

#mogolife



Who is this for?

This Policy applies to all employees, officers, contractors, and consultants, herein referred to as employees and to members of the Board of Directors (“directors”). This Policy is also available to the general public through www.mogo.ca.

Key Messages

- Mogo is committed to achieving compliance with all applicable laws and regulations, including accounting standards, accounting controls and audit practices. We’re also committed to maintaining a work environment that encourages employees to raise concerns with management.
- This Policy governs the reporting and investigation of allegations of suspected improper activities in respect of accounting, internal controls or auditing matters, violations of law and general violations of the Code.
- It is the responsibility of all employees and directors to report violations or suspected violations in accordance with this Policy.
- Employees, directors, or other persons wishing to submit a Report about a Reportable Matter may do so on an anonymous basis.
- All Reports will be treated as confidential, whether received anonymously or otherwise.
- Whistleblowers are protected from retaliation under this Policy.

Private & Confidential – Property of Mogo Inc.

Revised: January 2021

Owner: Legal/Compliance

Prepared by: Legal and Compliance

Table of Contents

1.	Policy Overview	1
2.	Reportable Conduct	2
	(a) Questionable accounting	2
	(b) Non-compliance	2
	(c) Retaliation	2
	(d) Media/public attention	3
	(e) Threat to health and safety	3
	(f) Other significant reasons	3
	(g) Violations of the Code	3
3.	Making a Report	3
4.	Receipt of Reports	5
5.	Treatment of Reports	5
	(a) Confidentiality	5
	(b) Investigation of a Report	6
	(c) Remedial action	7
6.	Protection of Whistleblowers	8
7.	Policy Governance	9
8.	Policy Update	9

1. Policy Overview

Introduction

Mogo Inc., including its subsidiaries and affiliates (collectively, “Mogo”) is committed to achieving compliance with all applicable laws and regulations, including accounting standards, accounting controls and audit practices. We’re also committed to maintaining a work environment that encourages employees to raise concerns with management.

Purpose of policy

This Whistleblower Policy (the “Policy”) sets out responsibilities and procedures in conjunction with any reports that are made pursuant to the Code of Business Conduct and Ethics (the “Code”) or other incidents, as specified below. This Policy governs the reporting and investigation of allegations of suspected improper activities in respect of accounting, internal controls or auditing matters, violations of law and general violations of the Code.

Per National Instrument 52-110 – *Audit Committees*, the Audit Committee must establish procedures for the receipt, retention and treatment of complaints received by Mogo regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. The Audit Committee has approved this Policy and the reporting mechanisms contained in this Policy in order to fulfill its responsibilities.

Statement of policy

The Code requires all employees and directors to observe high standards of business and personal ethics as they carry out their duties and responsibilities. Mogo expects all of its representatives to adhere to the Code and all other policies and procedures.

It is the responsibility of all employees and directors to report violations or suspected violations in accordance with this Policy.

Internal controls and operating procedures are intended to detect and prevent or deter improper activities. However, even the best system of internal controls cannot provide absolute protection against irregularities. In instances where a violation of applicable laws or policies occur, Mogo has a responsibility to investigate and report to appropriate parties any allegations of suspected improper activities and any actions taken to deal with these issues.

2. Reportable Conduct

Reports of complaints or concerns (“Reports”) may be made on the following matters (“Reportable Matters”):

(a) Questionable accounting



questionable accounting, internal accounting controls and auditing matters, including the circumvention or attempted circumvention of internal accounting controls or with respect to matters that would otherwise constitute a violation of Mogo’s accounting policies, which include the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of Mogo
 - fraud or deliberate error in the recording and maintaining of financial records
 - deficiencies in or non-compliance with the Mogo’s internal accounting controls
 - misrepresentation or a false statement to or by an officer, accountant or other person regarding a matter contained in the financial records, financial reports or audit reports, or
 - deviation from full and fair reporting of Mogo’s financial condition or results of operation;
-

(b) Non-compliance



potential or actual non-compliance with applicable legal and regulatory requirements;

(c) Retaliation



retaliation against employees who make a report on any Reportable Matter;

(d) Media/public attention



a matter likely to receive media or other public attention;

(e) Threat to health and safety



a matter that involves a significant threat to the health and safety of employees or the public;

(f) Other significant reasons



a matter that may be judged to be significant or sensitive for other reasons;
or

(g) Violations of the Code



**Code of Business Conduct
and Ethics**

#mogofirst #financewithbenefits



any other significant violation of the Code.

3. Making a Report

Report in good faith

Any person, including any employee or director, acting in good faith and with reasonable grounds for believing an allegation in issue relates to a Reportable Matter, may make a Report. Knowledge or suspicion of improper activities may originate from employees or directors in carrying out their assigned duties or in dealings with internal or external auditors, law enforcement officials, regulatory agencies, customers, or other third parties.

In addition to the above Reportable Matters, any employee or director who believes that he or she is being asked to commit a wrongdoing or who believes that a wrongdoing has been committed, may submit a good faith Report at any time.

An employee or director who reports an allegation in bad faith or for frivolous reasons may be subject to disciplinary action.

Confidential Designee

The Audit Committee will designate from time to time a person, independent of the financial reporting function, to assist the Audit Committee in addressing Reports in a manner consistent with this Policy and the role of the Audit Committee (the “Confidential Designee”). Unless otherwise designated by the Audit Committee, the Confidential Designee will be Mogo’s Vice-President and General Counsel.

Reports by employees

Employees and directors should express any questions, concerns, suggestions, or complaints they have with someone who can address them properly. Often, an individual’s supervisor is in the best position to address a particular concern, or in the case of directors, the Chair of the Audit Committee.

Where it is not possible for the employee to address a particular concern in consultation with their supervisor, or for a director to address a matter with the Chair of the Audit Committee, the individual may submit a Report about a Reportable Matter to Mogo’s Board of Directors, care of the Confidential Designee.

Employees in a supervisory or management position should ensure that employees under their supervision are aware of this Policy and are familiar with the mechanisms available to report suspected improper activity.

Reports by non-employees

Non-employees may submit reports about a Reportable Matter to Mogo’s Audit Committee, care of the Confidential Designee.

Anonymous reports

Employees, directors, or other persons wishing to submit a Report about a Reportable Matter may do so on an anonymous basis. It must be understood that absent information regarding the source or nature of the Report, may make it difficult or even impossible to fully investigate the Report (as described under Section 5 of this Policy). Depending on the nature of the Report, it may also be difficult or impossible to maintain the confidentiality of the identity of the reporting person.

Contact options for reports

Reports may be addressed to the Audit Committee of Mogo Inc. #2100-401 W Georgia Street, Vancouver, BC V6B 5A1 c/o the Vice-President and General Counsel or may be sent via e-mail to whistleblower@mogo.ca.

Reports may also be made by leaving a message at the following confidential voicemail box:

Toll free: 1-844-486-8262

Reports should explain in as much detail as possible the alleged Reportable Matter and the reasons for belief that such Reportable Matter is occurring or has occurred.

4. Receipt of Reports

Reports go to the Confidential Designee

Any employee or director who receives a Report that has been made pursuant to this Policy in any written form (including by e-mail) must promptly forward the Report to the Confidential Designee. For Reports submitted by voicemail, the recipient should promptly forward a transcript of the voicemail message to the Confidential Designee. In the case of oral Reports, the recipient must prepare a reasonable summary of the Report and forward the summary to the Confidential Designee. If the Report has been made on an anonymous basis, the written or transcribed Report or the summary of the oral Report should state that fact.

The Confidential Designee must review all Reports promptly and will advise the Chair of the Audit Committee and Chief Financial Officer (“CFO”), immediately if required, or at the next scheduled meeting of the Audit Committee, depending on the nature of the Report received. If the Report would put the CFO in a position of conflict, the Confidential Designee will advise only the Chair of the Audit Committee of the nature of the Report received.

5. Treatment of Reports

(a) Confidentiality

Confidential treatment

All Reports will be treated as confidential, whether received anonymously or otherwise. Reports are accessible only to those persons who have, in the judgement of the Confidential Designee, a need to know. Ordinarily, a need to know arises from an obligation to investigate or to take remedial or disciplinary action on the basis of the information. For clarity, sharing information about a Report in a manner required by this Policy shall not be considered a breach of confidentiality.

Unless the Report has been made on an anonymous basis, the person who made the Report will be advised that the Report has been received and the Confidential Designee will report when the investigation has been completed. Without approval by the Audit Committee, the Confidential

Designee shall not advise the person who made the Report of the results of the investigation.

(b) Investigation of a Report

How investigations are handled

The Confidential Designee is responsible for assessing and evaluating Reports and for conducting investigations. In determining the extent to which the Confidential Designee should investigate a Report, the Confidential Designee (if the Confidential Designee deems it appropriate, in consultation with the Audit Committee) will consider, among any other factors, the following:

Who is the alleged wrongdoer?

If a member of management is alleged to have engaged in wrongdoing, that factor alone may influence the decision in favour of conducting the investigation.

What is the nature of the alleged wrongdoing?

Depending on the nature of the allegation, the core investigation team should include a management representative from human resources, finance and other departments, as necessary, depending on their area of oversight and expertise (for example, environmental issues and health and safety).

How serious is the alleged wrongdoing?

The more serious the alleged wrongdoing, the more appropriate it would be to undertake the investigation. If the alleged wrongdoing would materially adversely affect the integrity of the financial statements of Mogo, that factor alone may influence the decision in favour of conducting the investigation.

How credible is the allegation of wrongdoing?

The more credible the allegation, the more appropriate it may be to undertake the investigation. In assessing credibility, all facts surrounding the allegation should be considered.

Note: All employees have an obligation to cooperate and comply with any review or investigation initiated by the Confidential Designee pursuant to this Policy.

Escalation of investigations

If a Report indicates that illegal activity or a regulatory breach has occurred, the Confidential Designee (in consultation with the Chair of the Audit Committee) may make a report to the police or other law enforcement or regulatory agency, as appropriate. If the Chair of the Audit Committee recommends against such a report and the Confidential Designee disagrees with such recommendation, the Confidential Designee shall further consult with the Chair of the Board of Directors.

At any time during the investigation of a Report, the Confidential Designee may notify the Chief Executive Officer (“CEO”), CFO, or external auditors about the submission of the Report or about the progress of the investigation. The Confidential Designee may provide sufficient detail to allow for appropriate consideration by such parties of the ongoing disclosure obligations of Mogo, including any required officer certifications, without compromising the confidential or anonymous nature of the Report.

If the Audit Committee deems it appropriate, the Audit Committee may engage independent advisors at the expense of Mogo to undertake investigations and/or recommend appropriate action.

Administrative or investigatory leave

During the investigation of a Report, an employee or director who is the subject of an investigation may be placed on an administrative leave or an investigatory leave, as appropriate, when it is determined by the Confidential Designee, in consultation with the Audit Committee, that such a leave would serve the interests of the employee, Mogo, or both. Such a leave is not to be interpreted as an accusation or a conclusion of guilt or innocence of any individual, including the person on leave.

(c) Remedial action

Remedial action

At the conclusion of any review, assessment, investigation or evaluation of a Report that the Confidential Designee has determined was made in good faith and related to a Reportable Matter that did occur or was about to occur, the Audit Committee will determine by majority vote what, if any, remedial action is appropriate. The Audit Committee will promptly inform the Board of Directors of such proposed remedial action in a written letter.

If a Report involves a complaint against the Audit Committee, the Audit Committee will retain independent advisors to provide the Board of Directors with their views on the appropriate remedial action.

Individuals who are informed that they are the subject of an investigation relating to a Report will be informed of the completion of an investigation. Individuals who are investigated will be given an opportunity to be heard prior to the taking of any disciplinary action against the individual.

Note that this Policy is not intended to supersede Mogo’s traditional complaint procedures, unless the Confidential Designee has reason to believe that the behaviour being complained of, and the related existing complaint procedure, is inadequate in the circumstances. For clarity, this Policy should not serve as an appeal mechanism for employees dissatisfied with the outcome of a properly investigated internal complaint.

6. Protection of Whistleblowers

No retaliation

Mogo will not discharge, demote, suspend, threaten, harass, or in any manner discriminate or retaliate, and will not condone any retaliation by any person or group, directly or indirectly, against any employee or director who, in good faith:

- reported a Reportable Matter
- lawfully provided information or assistance in an investigation regarding any conduct that the director or employee reasonably believes constitutes a violation of applicable securities laws or applicable federal laws relating to fraud against security holders
- filed, caused to be filed, testified, participated in or otherwise assisted in a proceeding related to a violation of applicable securities laws or applicable federal laws relating to fraud against security holders
- provided a law enforcement officer with truthful information regarding the commission or possible commission of a criminal offence or other breach of law, unless the individual reporting is one of the violators, or
- provided assistance to the Confidential Designee, the Audit Committee, management or any other person or group in the investigation of a Report.

Anonymity

The Confidential Designee, the Audit Committee and any person involved in or retained to assist in an investigation of a Report must take all reasonable steps not to reveal the identity of any person who reports a Reportable Matter anonymously, unless required to do so by law.

Any employee or director who:

- (a) fails to take all reasonable steps to maintain an employee's anonymity if requested (unless otherwise required by law), or
- (b) retaliates against a person who has made a good faith Report about a Reportable Matter, is subject to discipline up to and including dismissal.

Any director, officer or employee who feels that he or she has been subjected to any behaviour that violates this Policy should immediately report such behaviour to a member of Mogo's Legal/Compliance department or the Confidential Designee.

7. Policy Governance

Good governance means that we are:

- Transparent about our practices and policies, and
 - Accountable for ensuring compliance to this Policy and related policies.
-

Records

The Confidential Designee will maintain a log of all Reports, tracking how and when each Report was received, the nature and results of any investigation and the resolution of the matter. A quarterly summary of Reports received, under investigation and resolved within the preceding quarter will be reported to the Audit Committee.

Records pertaining to a Report about a Reportable Matter are the property of Mogo and will be retained in a secure manner and in accordance with the Record Retention Policy.

Approval

This Policy is reviewed annually by Management and approved by the Audit Committee when material amendments are made.

Compliance

All employees and directors must abide by the letter and spirit of this Policy.

From time to time exceptions to this Policy and related procedures may be required. These exceptions must be brought to the attention of the VP and General Counsel before proceeding.

Consequences of violations

Non-compliance with this Policy and related policies, procedures and guidelines may without limitation to any legal action, result in disciplinary action, up to and including termination of employment.

Related documentation

- Code of Business Conduct and Ethics
-

8. Policy Update

Mogo in its sole discretion may amend this Policy from time to time. Such amendments may be made without giving prior notice. All persons to whom this Policy applies are expected to continue to abide by the Policy as amended, and will be responsible for understanding or seeking clarification of any content outlined in this Policy and for familiarizing themselves with the most current version of this Policy, which will be posted to SharePoint.