

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Mogo Finance Technology Inc. (the “**Corporation**”)  
Suite 1700, Park Place  
666 Burrard Street  
Vancouver, British Columbia  
V6C 2X8

**Item 2. Date of Material Change**

December 13, 2016

**Item 3. News Release**

A news release attached hereto as Schedule “A” was disseminated on December 14, 2016 via Canada Newswire.

**Item 4. Summary of Material Change**

The Corporation announced the completion of certain amendments to the Credit Facility – Liquid that was previously entered into by the Corporation, through a special purpose entity called Mogo Finance Trust, and Fortress Credit Co LLC (“**Fortress**”).

In connection with the amendments to the Credit Facility - Liquid, the board of directors of the Corporation approved an amendment to the exercise price of outstanding warrants to purchase 83,333 common shares originally issued on September 1, 2015 to Drawbridge Special Opportunities Fund LP, (the “**Holder**”), an affiliate of Fortress, and the issuance of additional warrants to purchase up to 500,000 common shares to the Holder.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

Please refer to the news release issued on December 14, 2016, attached hereto as Schedule “A”.

**5.2 Disclosure for Restructuring Transactions**

Not Applicable.

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not Applicable.

**Item 7. Omitted Information**

Not Applicable.

**Item 8. Executive Officer**

Gregory Feller, the President and Chief Financial Officer of the Corporation, is knowledgeable about the material change described above. His business telephone number is 1-800-980-6646.

**Item 9. Date of Report**

December 16, 2016

## **SCHEDULE A**

### **Mogo Announces Amendments to Fortress Credit Facility**

Vancouver, BC, December 14, 2016 - **Mogo Finance Technology Inc. (TSX: MOGO) (“Mogo”)** today announced that its board of directors has approved certain amendments to the Credit Facility – Liquid that was entered into by the Company, through a special purpose entity called Mogo Finance Trust, and Fortress Credit Co LLC. The amendments include an extension of the origination period until December 31, 2017 (the facility’s Maturity date remains due in September 2020), an increase in the effective advance rates, certain improvements to the financial covenants, changes to the manner in which the interest rates therein are calculated and certain other minor amendments to related agreements (the “Facility Amendments”).

In connection with the Facility Amendments, the board of directors has also approved an amendment to the exercise price of the outstanding warrants to purchase 83,333 common shares originally issued on September 1, 2015 (the “Existing Warrants”) to Drawbridge Special Opportunities Fund LP, an affiliate of Fortress Credit Co LLC (the “Holder”) and the issuance of additional warrants to purchase up to 500,000 common shares (subject to customary anti-dilution provisions) to the Holder, which are exercisable for a period of five years from the date of issuance (the “New Warrants”).

The exercise price of the New Warrants is \$2.05. The exercise price of the Existing Warrants will be amended to \$2.05, which price is greater than the five-day volume weighted average price of Mogo’s common shares listed on the Toronto Stock Exchange (the “TSX”) as of the date of the warrant amendment agreement. No other changes will be made to the terms of the Existing Warrants. The Existing Warrants were issued in connection with a previous financing of Mogo. The amendment of the Existing Warrants will become effective on December 30, 2016, being 10 business days after the date of this press release. The conditional approval of the TSX has been obtained for the amendment to the Existing Warrants and for the issuance of the New Warrants.

The Existing Warrants and New Warrants are held by the Holder, a non-insider of Mogo, and the issuance of these securities is not subject to the approval of Mogo’s shareholders. The amendment to the exercise price of the Existing Warrants and the issuance of the New Warrants is also subject to Mogo satisfying certain customary conditions specified in the TSX conditional approval letter.

#### **About Mogo Finance Technology Inc.**

Mogo (TSX: MOGO)— a Vancouver-based financial technology company—offers Canadians a new way to manage their finances through its multi-product digital platform designed to help consumers get in control of their financial health. In under three minutes, users can sign up for a Mogo®Account and get instant access to three innovative products: Canada's first free credit score with free monthly credit score monitoring; a digital spending account with no monthly fee, accessible through a Mogo Platinum Prepaid Visa® Card; and an instant pre-approval on a personal loan—all with no impact to their credit score. As a full spectrum lender, Mogo is

dedicated to giving consumers finances with benefits, regardless of their credit score. With more than 300,000 members and growing, Mogo is quickly becoming the new face of banking in Canada. To learn more, visit [mogo.ca](http://mogo.ca) or download the mobile app.

**For further information:**

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**Forward-Looking Statements**

This news release contains "forward-looking statements" within the meaning of applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements regarding Mogo satisfying certain customary conditions specified in the TSX conditional approval letter. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual financial results, performance or achievements to be materially different from the estimated future results, performance or achievements expressed or implied by those forward-looking statements and the forward-looking statements are not guarantees of future performance. Mogo's growth, its ability to invest in its platform and expand into new products and markets and its expectations for its financial performance for 2016 are subject to a number of conditions, many of which are outside of Mogo's control. For a description of the risks associated with Mogo's business please refer to the "Risk Factors" section of Mogo's annual information form dated March 30, 2016 for the year ended December 31, 2015, which is available at [www.sedar.com](http://www.sedar.com). Except as required by law, Mogo disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, events or otherwise.