

MOGO INC.
(the "Company")

401 West Georgia Street, Suite 2100
Vancouver, British Columbia
V6B 5A1

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of holders of common shares of the Company (the "**Mogo Shareholders**") will be held virtually via audiocast, due to the ongoing COVID-19 global pandemic, on Friday, January 15, 2021 at 1:00 p.m. (Vancouver Time) / 4:00 p.m. (Toronto Time) for the following purpose:

1. to consider and, if thought advisable, to pass, with or without amendment, an ordinary resolution (the "**Transaction Resolution**"), substantially in the form set forth in Appendix A to the accompanying Management Information Circular (the "**Circular**"), approving the acquisition by the Company of all of the outstanding securities of Carta Solutions Holding Corporation ("**Carta**") by way of a plan of arrangement involving, among others, Carta, the Company and the holders of securities of Carta under Section 192 of the *Canada Business Corporations Act* (the "**Transaction**"), all in accordance with the terms of the arrangement agreement dated November 17, 2020, and the transactions contemplated therein, including the issuance of 10,000,000 common shares of the Company as consideration for the Transaction, subject to potential downward adjustments at closing based on the working capital and cash positions of Carta; and
2. to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

It is a condition to the completion of the Transaction that the Transaction Resolution be approved at the Meeting. If the Transaction Resolution is not approved by Mogo Shareholders at the Meeting, the Transaction will not be completed. **To be effective, the Transaction Resolution must be approved by at least a majority of the votes cast on the Transaction Resolution by Mogo Shareholders at the Meeting in accordance with the requirements of Section 611(c) of the TSX Company Manual.**

In light of the ongoing public health crisis related to the COVID-19 outbreak, and in order to comply with the measures imposed by the federal and provincial governments, the Meeting will be conducted as a virtual-only meeting. Registered Mogo Shareholders (as defined in the Circular) and duly appointed proxyholders can attend the meeting by way of the live webcast that will be available at <https://web.lumiagm.com/235024637>. The Company may take additional precautionary measures in relation to the Meeting in response to further COVID-19 developments and Shareholders are asked to visit the Company's website at investors.mogo.ca for updates prior to the Meeting.

This notice is accompanied by the Circular, and either a form of proxy for a registered Mogo Shareholder or a voting instruction form for a beneficial Mogo Shareholder.

The Mogo board of directors has fixed November 27, 2020 as the record date for determining Mogo Shareholders who are entitled to receive notice of and vote at the Meeting.

In order for a registered Mogo Shareholder to be represented by proxy at the Meeting, the registered Mogo Shareholder must complete and submit the enclosed form of proxy or other appropriate form of

proxy. You should specify your choice by marking the box on the enclosed form of proxy and by dating, signing and returning your proxy in the enclosed return envelope addressed to Computershare Investor Services Inc. ("**Computershare**"), Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or by toll free North American fax number 1-866-249-7775, or by international fax number 1-416-263-9524, not later than 1:00 p.m. (Vancouver Time) / 4:00 p.m. (Toronto Time) on Wednesday, January 13, 2021. Alternatively, you may submit your vote via the internet at www.investorvote.com, or by telephone at 1-866-732-8683 (toll free in North America). Proxies received after this deadline but prior to the commencement of the Meeting may be accepted at the discretion of the Chair of the Meeting.

Voting by proxy will not prevent you from voting in person if you attend the Meeting and revoke your proxy, but will ensure that your vote will be counted if you are unable to attend. **In all cases, you should ensure that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment or postponement thereof, at which the proxy is to be used.**

If you are not a registered Mogo Shareholder, please refer to the section in the Circular entitled "General Proxy Information — Voting by Registered and Non-Registered Mogo Shareholders" for information on how to vote your Mogo shares.

DATED at Vancouver, British Columbia this 27th day of November, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*David Feller*"

David Feller
Chief Executive Officer and Board Chair
Mogo Inc.