

Mogo Finance Technology Inc.
Unaudited Interim Condensed Consolidated Financial Statements
June 30, 2015

Mogo Finance Technology Inc.
Interim Condensed Consolidated Statement of Financial Position
(unaudited)

	June 30, 2015	December 31, 2014
Assets		
Cash and cash equivalents	52,743,583	23,598,672
Loans receivable (Note 4)	33,056,602	19,176,674
Prepaid expenses, deposits and other assets	2,089,886	1,126,467
Investment tax credits	1,616,353	1,453,516
Property and equipment (Note 6)	1,561,792	598,323
Intangible assets (Note 7)	4,479,875	3,455,900
	95,548,091	49,409,552
Liabilities		
Accounts payable and accruals	6,610,303	3,625,956
Credit facility (Note 8)	17,933,186	12,818,716
Debentures (Note 9)	39,638,195	39,185,245
	64,181,684	55,629,917
Shareholders' Equity (Deficit)		
Share capital (Note 10)	45,283,835	38,917,810
Contributed surplus	486,578	460,939
Deficit	(14,404,006)	(45,599,114)
	31,366,407	(6,220,365)
	95,548,091	49,409,552

Approved on Behalf of the Board

Signed by "Greg Feller", Director

Signed by "Minhas Mohamed", Director

Mogo Finance Technology Inc.
Interim Condensed Consolidated Statement of Comprehensive Loss
(unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Revenue				
Loan fees	7,663,430	3,975,204	14,960,088	6,900,139
Loan interest	1,543,207	175,963	2,515,254	286,454
Other revenues	1,118,781	506,832	1,994,984	962,817
	10,325,418	4,657,999	19,470,326	8,149,410
Cost of revenue				
Provision for loan losses, net of recoveries (Note 4)	3,300,751	1,373,529	6,220,907	2,331,068
Transaction costs	622,908	368,460	1,150,179	667,433
	3,923,659	1,741,989	7,371,086	2,998,501
Gross profit	6,401,759	2,916,010	12,099,240	5,150,909
Operating expenses				
Technology and development	1,712,590	989,266	3,244,427	1,786,668
Customer service and operations	2,272,970	1,384,172	4,236,564	2,520,533
Marketing	2,332,133	1,239,504	4,558,070	1,562,618
General and administration	2,502,060	1,060,430	4,014,371	2,100,510
Total operating expenses	8,819,753	4,673,372	16,053,432	7,970,329
Loss from operations	(2,417,994)	(1,757,362)	(3,954,192)	(2,819,420)
Other expenses				
Unrealized foreign exchange loss (gain)	(89,669)	(202,330)	453,796	20,769
Funding interest expense (Note 8)	799,781	187,549	1,425,734	187,549
Corporate interest expense	1,554,316	1,421,481	3,113,917	2,988,781
Other financing (income) expenses	1,832	192,072	1,334	520,716
	2,266,260	1,598,772	4,994,781	3,717,815
Loss before income taxes	(4,684,254)	(3,356,134)	(8,948,973)	(6,537,235)
Provision for (recovery of) income taxes	-	-	-	-
Loss and comprehensive loss	(4,684,254)	(3,356,134)	(8,948,973)	(6,537,235)
Loss per share (Note 12)				
Basic and fully diluted	(0.258)	(0.437)	(0.493)	(0.852)
Weighted average number of basic and fully diluted common shares	18,162,432	7,671,941	18,162,432	7,671,941

The accompanying notes are an integral part of these interim condensed consolidated financial statements

Mogo Finance Technology Inc.
Interim Condensed Consolidated Statement of Changes in Equity (Deficit)
(unaudited)

	Share capital	Contributed surplus	Deficit	Total
Balance, December 31, 2014	38,917,810	460,939	(45,599,114)	(6,220,365)
Loss and comprehensive loss	-	-	(8,948,973)	(8,948,973)
Issuance of Class B preferred shares	1,226,271	-	-	1,226,271
Stock based compensation	-	157,041	-	157,041
Reduction of stated capital (Note 10)	(40,144,081)	-	40,144,081	-
Shares issued through initial public offering	50,000,000	-	-	50,000,000
Share issue costs associated with initial public offering	(4,847,567)	-	-	(4,848,567)
Warrants exercised	131,402	(131,402)	-	-
Balance, June 30, 2015	45,283,835	486,578	(14,404,006)	31,366,407

	Share capital	Contributed surplus	Deficit	Total
Balance, December 31, 2013	1,000	79,135	(32,526,187)	(32,446,052)
Loss and comprehensive loss	-	-	(6,537,235)	(6,537,235)
Issuance of common shares	4,842,960	-	-	4,842,960
Issuance of Class A preferred shares	5,187,050	-	-	5,187,050
Issuance of Class B preferred shares	10,706,019	-	-	10,706,019
Share issue costs common shares	(153,794)	-	-	(153,794)
Share issue costs Class B preferred shares	(356,322)	-	-	(356,322)
Stock based compensation	-	218,344	-	218,344
Options exercised	148,807	(148,557)	-	250
Issuance of warrants	-	169,962	-	169,962
Balance, June 30, 2014	20,375,720	318,884	(39,063,422)	(18,368,818)

The accompanying notes are an integral part of these interim condensed consolidated financial statements

Mogo Finance Technology Inc.
Interim Condensed Consolidated Statement of Cash Flows
(unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Cash provided by (used for) the following activities				
Operating activities				
Loss and comprehensive loss	(4,684,254)	(3,356,134)	(8,948,973)	(6,537,235)
Depreciation and amortization	361,704	346,367	708,825	686,565
Amortization of deferred finance costs	86,668	57,835	173,336	57,835
Provision for loan losses	3,510,987	1,544,681	6,591,226	2,642,018
Stock based compensation expense	109,641	35,100	157,041	218,344
Unrealized foreign exchange loss (gain)	(90,291)	(202,410)	452,950	18,868
	(705,545)	(1,574,561)	(865,595)	(2,913,605)
Changes in working capital accounts				
Increase in loans receivable	(11,165,592)	(5,655,960)	(20,471,154)	(6,718,549)
Investment tax credits	(5,337)	(157,500)	(162,837)	(315,000)
Prepaid expenses, deposits and other assets	(400,498)	42,905	(963,419)	(73,745)
Accounts payable and accruals	2,882,272	(375,239)	2,984,347	(129,178)
Net cash used in operating activities	(9,394,700)	(7,720,355)	(19,478,658)	(10,150,077)
Investing activities				
Purchases of property and equipment	(925,337)	(128,127)	(1,060,250)	(175,560)
Investment in software	(950,770)	(448,581)	(1,636,019)	(818,750)
Net cash used in investing activities	(1,876,107)	(576,708)	(2,696,269)	(994,310)
Financing activities				
Proceeds from initial public offering, net of issuance costs	45,152,433	-	45,152,433	-
Advances of debentures	-	3,000,103	-	4,732,684
Repayment of debentures	-	-	-	(290,000)
Credit facility advanced	2,763,042	5,498,600	5,163,042	5,498,600
Credit facility financing costs	(203,920)	(110,807)	(221,908)	(908,617)
Common shares issuance costs	-	-	-	(153,794)
Options exercised	-	250	-	250
Proceeds from issuance of Class A preferred shares	-	-	-	30,000
Proceeds from issuance of Class B preferred shares, net of share issuance costs	-	3,431,793	1,226,271	10,388,256
Net cash provided by financing activities	47,711,555	11,819,939	51,319,838	19,297,379
Increase in cash resources	36,440,748	3,522,876	29,144,911	8,152,992
Cash and cash equivalents, beginning of period	16,302,835	6,081,129	23,598,672	1,451,013
Cash and cash equivalents, end of period	52,743,583	9,604,005	52,743,583	9,604,005
Supplementary cash flow information				
Interest paid	2,328,097	1,643,454	4,524,925	3,224,296

The accompanying notes are an integral part of these interim condensed consolidated financial statements

Mogo Finance Technology Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six months ended June 30, 2015 and June 30, 2014

1. Nature of operations

Mogo Finance Technology Inc. (the "Company") was incorporated under Business Corporations Act (British Columbia) on August 26, 2003. The address of the Company's registered office is 680-375 Water Street, Vancouver, British Columbia, Canada, V6B 5C6. The Company's common shares are listed on the Toronto Stock Exchange under the symbol "GO".

The Company operates as a one segment full credit spectrum lender of consumer loans and prepaid Visa cards to consumers across Canada. The Company delivers its products through their online lending platform and 9 branches located in major cities across Canada.

2. Basis of presentation

Statement of compliance

These interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standards (IAS) 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board (IASB). The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's annual financial statements as at December 31, 2014.

These interim condensed consolidated financial statements for the three and six months ended June 30, 2015 and June 30, 2014 were authorized for issue by the Board of Directors on August 12, 2015.

Going concern

These financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the payment of liabilities in the ordinary course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due in the normal course.

Management routinely plans future activities including forecasting future cash flows. Management has reviewed their plan with the Directors and has collectively formed a judgment that the Company has adequate resources to continue as a going concern for the foreseeable future, which Management and the Directors have defined as being at least the next 12 months. In arriving at this judgment, Management has prepared the cash flow projections of the Company, which incorporates a two year rolling forecast and detailed cash flow modeling through the current fiscal year. The expected cash flows have been modeled based on anticipated revenue and profit streams with debt and equity funding programmed into the model.

For these reasons, the Company continues to adopt a going concern basis in preparing the interim condensed consolidated financial statements.

Functional and presentation currency

These interim condensed consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency.

Basis of consolidation

The Company has consolidated the assets, liabilities, revenues and expenses of all its subsidiaries. The interim condensed consolidated financial statements include the accounts of the Company, and its wholly owned subsidiaries, Mogo Financial (Alberta) Inc., Mogo Financial (B.C.) Inc., Mogo Financial Inc., Mogo Financial (Ontario) Inc., Hornby Loan Brokers (Ottawa) Inc., Hornby Leasing Inc., Mogo Technology Inc. (a US subsidiary), Thurlow Management Inc., Thurlow Capital (Alberta) Inc., Thurlow Capital (B.C.) Inc., Thurlow Capital (Manitoba) Inc., Thurlow Capital (Ontario) Inc., and Thurlow Capital (Ottawa) Inc. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies.

All inter-company balances, income and expenses and unrealized gains and losses resulting from inter-company transactions are eliminated in full.

Mogo Finance Technology Inc.
Notes to the Interim Condensed Consolidated Financial Statements
For the three and six months ended June 30, 2015 and June 30, 2014

2. Basis of presentation *(Continued from previous page)*

Use of estimates and judgements

The preparation of the interim condensed consolidated financial statements requires management to make estimates, assumptions and judgements that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amount of revenues and expenses during the period. The critical accounting estimates and judgements have been set out in the notes to the Company's consolidated financial statements for the year ended December 31, 2014.

3. Significant accounting policies

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Company's annual consolidated financial statements for the year ended December 31, 2014, except for the adoption of any new standards and interpretations effective as of January 1, 2015, and implementation of the new Restricted Share Unit plan.

The nature and the impact of each new standard or amendment or accounting policy is described below:

Restricted Share Unit ("RSU") Plan

For each RSU granted, compensation is recognized equal to the market value of one common share at the date of grant based on the number of RSUs expected to vest, recognized over the term of the vesting period, with a corresponding credit to contributed surplus for equity-settled RSUs and a corresponding credit to a liability for cash-settled RSUs. Additional RSUs are issued to reflect dividends declared on the common shares.

Compensation expense is adjusted for subsequent changes in management's estimate of the number of RSUs that are expected to vest and, for cash-settled RSUs, changes in the market value of the Company's common shares. The effect of these changes is recognized in the period of the change. Upon settlement of the equity-settled RSUs, any difference between the cost of shares purchased on the open market and the amount credited to contributed surplus is reflected in the deficit. Vested RSUs are settled either in shares of the Company, in cash, or through a combination of these, depending on the terms of the grant.

New IFRS standards and interpretations applied

IFRS 2, Share-Based Payments has amended the definitions of market and vesting conditions and added definitions for performance and service conditions. Vesting conditions are now defined as either service conditions or performance conditions. The amendments also clarify certain other requirements for performance, service market and non-vesting conditions. This amendment did not impact the Company's financial statements for the three and six month periods ending June 30, 2015.

IFRS 13, Fair Value Measurement, is part of the Annual Improvements to the 2010 - 2012 cycle, the amendments to the basis of conclusions of IFRS 13, issued by the IASB in December 2013, clarify that amendments to IFRS 9 Financial Instruments and IAS 39 Financial Instruments: Recognition and Measurement do not remove the ability to measure certain short-term receivables and payables on an undiscounted basis. The amendment did not significantly impact the Company's financial statements for the three and six month periods ending June 30, 2015.

IAS 24, Related Party Transactions clarifies that a management entity providing key management personnel services to a reporting entity is also considered a related party of the reporting entity. Therefore the amounts paid by the reporting entity in relation to those services must also be included in the amounts disclosed in the related party transactions note. Disclosures of the components of the services provided are not required. This amendment did not impact the Company's financial statements for the three and six month periods ending June 30, 2015.

Mogo Finance Technology Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six months ended June 30, 2015 and June 30, 2014

3. Significant accounting policies *(Continued from previous page)*

New IFRS standards and interpretations not yet applied

Certain new standards have been published that are mandatory for the Company's accounting periods beginning on or after January 1, 2015 or later periods that the Company has decided not to early adopt, and which management has not yet assessed the impact. The new IFRS standards not yet applied include:

IFRS 9, Financial Instruments, is part of the IASB's wider project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets, amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. IFRS 9 is effective for reporting periods beginning on or after January 1, 2018. The Company is currently assessing the impact of the amendment on its financial statements.

In May 2014, the IASB issued IFRS 15, Revenue from Contracts with Customers, a new standard that specifies that steps and timing for entities to recognize revenue as well as requiring them to provide more informative, relevant disclosures. IFRS 15 supersedes IAS 11, Customer Contracts, and IAS 18, Revenue, as well as various IFRIC and SIC interpretations regarding revenue. Adoption of IFRS 15 is mandatory and will be effective for the Company beginning on January 1, 2018, with earlier adoption permitted. The Company is assessing the impact of adopting this standard on its financial statements.

Mogo Finance Technology Inc.
Notes to the Interim Condensed Consolidated Financial Statements
For the three and six months ended June 30, 2015 and June 30, 2014

4. Loans receivable

Loans receivable represent unsecured installment loans, lines of credit and short-term loans advanced to customers in the normal course of business. The terms of the loans vary from 14-30 days typically for short-term loans, 1 year for lines of credit, and 1-5 years for installment loans. As the installment loans are issued with maturity dates beyond one year, they are considered non-current. The breakdown of the Company's gross loans receivable as at June 30, 2015 and December 31, 2014 is as follows:

	June 30, 2015	December 31, 2014
Current	33,326,948	22,223,330
Non-current	4,354,549	38,609
	37,681,497	22,261,939

Age analysis of loans receivable

	June 30, 2015	December 31, 2014
Current	31,793,840	17,335,829
1-30 days past due	1,315,652	1,063,659
31-60 days past due	1,066,022	947,879
61-90 days past due	939,856	753,780
91-120 days past due	1,004,448	815,134
121-150 days past due	783,462	698,067
151-180 days past due	778,217	647,591
Gross loans receivable	37,681,497	22,261,939
Allowance for loan losses	(4,624,895)	(3,085,265)
	33,056,602	19,176,674

Allowance for loan losses

	Six Months Ended June 30, 2015	Year Ended December 31, 2014
Balance, beginning of period	3,085,265	3,747,447
Provision for loan losses	6,591,226	7,600,387
	9,676,491	11,347,834
Charge offs	(5,051,596)	(8,262,569)
Balance, end of period	4,624,895	3,085,265

The provision for loan losses expense in the consolidated statements of comprehensive loss is recorded net of recoveries for the three and six months ended June 30, 2015 of \$210,233 and \$370,319, respectively (three and six months ended June 30, 2014 - \$168,181 and \$310,605, respectively).

5. Related party transactions

Debenture balances include \$2,249,770 (December 31, 2014 - \$2,249,770) due to related parties, including shareholders, Company officers and management. Interest incurred on related party debenture balances during the three and six months ended June 30, 2015 totalled \$93,405 and \$186,810, respectively (three and six months ended June 30, 2014 - \$96,270 and \$278,372, respectively).

All transactions were conducted in the normal course of operations and measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Mogo Finance Technology Inc.
Notes to the Interim Condensed Consolidated Financial Statements
For the three and six months ended June 30, 2015 and June 30, 2014

6. Property and equipment

	Computer equipment	Furniture and fixtures	Leasehold improvements	Total
Cost				
Balance at December 31, 2013	728,944	607,884	348,901	1,685,729
Additions	281,496	33,206	-	314,702
Balance at December 31, 2014	1,010,440	641,090	348,901	2,000,431
Additions	275,053	30,152	755,045	1,060,250
Balance at June 30, 2015	1,285,493	671,242	1,103,946	3,060,681
Accumulated depreciation				
Balance at December 31, 2013	549,607	438,242	269,533	1,257,382
Additions	91,559	37,293	15,874	144,726
Balance at December 31, 2014	641,166	475,535	285,407	1,402,108
Additions	73,269	17,162	6,350	96,781
Balance at June 30, 2015	714,435	492,697	291,757	1,498,889
Net book value				
At December 31, 2014	369,274	165,555	63,494	598,323
At June 30, 2015	571,058	178,545	812,189	1,561,792

Depreciation of property and equipment is included in technology and development costs. The carrying value of assets not being amortized is \$755,045 (December 31, 2014 - \$nil).

Mogo Finance Technology Inc.
Notes to the Interim Condensed Consolidated Financial Statements
For the three and six months ended June 30, 2015 and June 30, 2014

7. Intangible assets

	Internally generated - Completed	Internally generated - In Process	Vendor Purchases	Total
Cost				
Balance at December 31, 2013	153,477	2,351,890	2,730,427	5,235,794
Additions	-	1,741,736	252,787	1,994,523
Transfers	2,147,121	(2,147,121)	-	-
Balance at December 31, 2014	2,300,598	1,946,505	2,983,214	7,230,317
Additions	-	1,489,786	146,233	1,636,019
Transfers	2,692,072	(2,692,072)	-	-
Balance at June 30, 2015	4,992,670	744,219	3,129,447	8,866,336
Accumulated depreciation				
Balance at December 31, 2013	90,678	-	2,424,382	2,515,060
Additions	1,136,355	-	123,002	1,259,357
Balance at December 31, 2014	1,227,033	-	2,547,384	3,774,417
Additions	536,778	-	75,266	612,044
Balance at June 30, 2015	1,763,811	-	2,622,650	4,386,461
Net book value				
At December 31, 2014	1,073,565	1,946,505	438,830	3,455,900
At June 30, 2015	3,228,859	744,219	506,797	4,479,875

Intangible assets include both internally generated and acquired software with finite useful lives. Amortization of intangible assets is included in technology and development costs.

8. Credit facility

The Company has a credit facility consisting of a term loan that authorizes an operating line for a maximum of \$30 million and matures on February 24, 2017. Under the terms of the agreement, the facility may be increased up to \$50 million upon certain conditions. The amount drawn on the facility as at June 30, 2015 was \$18,790,660 (December 31, 2014 – \$13,627,620) with unamortized deferred financing costs of \$857,474 (December 31, 2014 – \$808,904) netted against the amount owing. The term loan bears interest at a variable rate of LIBOR plus 13.00% (with a LIBOR floor of 2.00%), with an additional 0.50% charged on the unused portion of the facility. As at June 30, LIBOR was 0.77% (December 31, 2014 – 0.63%). Interest expense on the credit facility is included in funding interest expense in the interim condensed consolidated statement of comprehensive loss.

The Credit facility is subject to a number of financial covenants, including: (1) the Company maintaining a minimum tangible net worth, (2) the Company maintaining a minimum aggregate of investments in cash and cash equivalents and (3) the Company maintaining a maximum debt to tangible net worth. The financial covenants came into effect upon issuance of the facility. As of June 30, 2015 and December 31, 2014, the Company is in compliance with these covenants.

9. Debentures

Debentures require interest only payments bearing interest at monthly rates ranging between 1.00% and 1.52% (December 31, 2014 – 1.00% and 1.52%) with principal amounts of \$17,274,685, \$7,686,000 and \$14,677,510 due during the years ended 2017, 2018 and 2019 respectively. Interest expense on the debentures is included in corporate interest expense in the interim condensed consolidated statement of comprehensive loss. Debentures are subordinated to the credit facility and are secured by the assets of the Company and subject to renewal at the option of the lender.

Mogo Finance Technology Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six months ended June 30, 2015 and June 30, 2014

10. Share capital

On June 25, 2015, the Company completed an initial public offering of 5,000,000 common shares at a price of \$10.00 per share for gross proceeds of \$50,000,000 (the "Offering"). The net proceeds received by the Company were \$45.2 million after deducting underwriters' fees and other fees and expenses associated with the Offering.

The Company's common share have no par value and the authorized share capital is comprised of an unlimited number of common shares, an unlimited number of Class A preferred shares and an unlimited number of Class B preferred shares.

Issued and outstanding share capital:

	Number of shares	Amount
Common shares		
Balance, December 31, 2013	20,000,000	1,000
Shares issued on exchange of debentures	2,765,824	4,842,960
Shares issued on exercise of options	250,000	148,807
Share issue costs	-	(153,794)
Balance, December 31, 2014	23,015,824	4,838,973
Class A preferred shares conversion (ii)	2,910,231	5,687,050
Class B preferred shares conversion (iii)	13,250,936	29,618,058
Share consolidation (iv)	(26,117,994)	-
Shares issued through initial public offering	5,000,000	50,000,000
Share issue costs associated with initial public offering	-	(4,847,567)
Reduction of stated capital (v)	-	(40,144,081)
Shares issued on exercise of warrants (Note 15b)	103,435	131,402
Balance, June 30, 2015	18,162,432	45,283,835
Class A preferred shares		
Balance, December 31, 2013	-	-
Shares issued on exchange of debentures	515,705	5,157,050
Shares issued by private placement	3,000	30,000
Shares issued on exchange of debentures	50,000	500,000
Balance, December 31, 2014	568,705	5,687,050
Conversion to common shares (ii)	(568,705)	(5,687,050)
Balance, June 30, 2015	-	-
Class B preferred shares		
Balance, December 31, 2013	-	-
Shares issued by private placement	5,490,266	10,706,019
Shares issued by private placement	6,098,819	18,601,402
Share issue costs	-	(915,634)
Balance, December 31, 2014	11,589,085	28,391,787
Shares issued by private placement (i)	402,056	1,226,271
Conversion to common shares (iii)	(11,991,141)	(29,618,058)
Balance, June 30, 2015	-	-
Total		45,283,835

- (i) In February and March, 2015, the Company issued a total of 402,056 Class B preferred shares for gross proceeds of \$1,226,271.
- (ii) Immediately prior to the closing of the Offering, cumulative dividends of \$1,103,489 were settled via the issuance of 472,924 Class A preferred shares of the Company. Subsequent to the dividend settlement the Class A preferred shares of the Company were converted to common shares at a 30% discount to the Offering share price.
- (iii) Immediately prior to the closing of the Offering, the Class B preferred shares were converted to common shares at a ratio of 1:1, adjusted in accordance with the anti-dilution provisions outlined in the Company's articles.

The accompanying notes are an integral part of these interim condensed consolidated financial statements

Mogo Finance Technology Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six months ended June 30, 2015 and June 30, 2014

10. Share capital *(Continued from previous page)*

- (iv) On June 1, 2015, the shareholders of the Company approved a resolution such that immediately prior to the completion of the Offering, the Common shares of the company will be consolidated on a 3 to 1 basis. The number of issued and outstanding shares, options and warrants has been retrospectively restated for all periods presented unless otherwise stated.
- (v) On June 23, 2015, the Board of Directors voted to reduce the Company's stated capital and retained deficit by \$40,144,081.

11. Expenses by nature

	For the three months ended		For the six months ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Personnel expense	4,981,890	2,630,566	9,090,344	4,802,156
Depreciation and amortization	360,664	346,576	707,785	686,774
Premises	363,828	207,901	667,218	405,854

12. Loss per share

Loss per share is based on the consolidated loss for the year divided by the weighted average number of shares outstanding during the year. Diluted loss per share is computed in accordance with the treasury stock method and based on the weighted average number of shares and dilutive share equivalents.

The calculated weighted average number of common shares issued and outstanding are based on the post share consolidation common shares for all periods presented.

The following reflects the loss and share data used in the basic and diluted loss per share computations:

	For the three months ended		For the six months ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Loss attributed to shareholders	(4,684,254)	(3,356,134)	(8,948,973)	(6,537,235)
Basic weighted average number of shares	18,162,432	7,671,941	18,162,432	7,671,941
Basic and diluted loss per share	(0.258)	(0.437)	(0.493)	(0.852)

The outstanding stock options and warrants were excluded from the calculation of the above diluted loss per share because their effect is anti-dilutive.

13. Fair value of financial instruments

The fair value of cash and cash equivalents, current loans receivable, accounts payable and accruals is approximated by their carrying amount due to their short-term nature.

The fair values of the Company's installment loans are estimated using discounted cash flows based upon the Company's current borrowing rates for similar borrowing arrangements, which are classified as Level 3 inputs within the fair value hierarchy. The carrying value of the Company's installment loans approximates their fair value as new loans granted with similar risk profiles bear similar rates of return.

The fair values of the Company's debentures are estimated using discounted cash flows based upon the Company's current borrowing rates for similar borrowing arrangements, which are classified as Level 2 inputs within the fair value hierarchy. The carrying value of debentures approximates its fair value as new debt granted with similar risk profiles bears similar rates of return.

Management has determined that the fair value of the credit facility does not materially differ from its carrying value as the facility is subject to a floating interest rate, effecting current market conditions, and there have been no significant changes in the Company's risk profile since issuance of the credit facility.

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For the three and six months ended June 30, 2015 and June 30, 2014

13. Fair value of financial instruments *(Continued from previous page)*

Fair value hierarchy

Assets and liabilities recorded at fair value in the statement of financial position are measured and classified in a hierarchy consisting of three levels for disclosure purposes; the three levels are based on the priority of the inputs to the respective valuation technique. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). An asset or liability's classification within the fair value hierarchy is based on the lowest level of significant input to its valuation. The input levels are defined as follows:

- Level 1: Unadjusted quoted prices in an active market for identical assets and liabilities.
- Level 2: Quoted prices in markets that are not active or inputs that are observable either directly (i.e., as prices) or indirectly (i.e. derived from prices).

Level 2 inputs include quoted prices for assets in markets that are considered less active.

- Level 3: Unobservable inputs that are supported by little or no market activity and are significant to the estimated fair value of the assets or liabilities.

There are no financial assets or liabilities subsequently measured at fair value as at June 30, 2015 or December 31, 2014.

14. Nature and extent of risk arising from financial instruments

Risk management policy

In the normal course of business, the Company is exposed to financial risk that arises from a number of sources. Management's involvement in operations helps identify risks and variations from expectations. As a part of the overall operation of the Company, Management takes steps to avoid undue concentrations of risk. The Company manages the risks, as follows:

Credit concentration

Credit risk is the risk of financial loss to the Company if a customer or counter-party to a financial instrument fails to meet its contractual obligations and arises principally from the Company's loans receivable. The maximum amount of credit risk exposure is limited to the gross carrying amount of the loans receivable disclosed in these financial statements.

The Company has little concentration of credit risk with any particular individual, company or other entity.

However, the credit risk relates to the possibility of default of payment on the Company's loans receivable. The Company performs on-going credit evaluations, aging of loans receivable, payment history, and allows for uncollectible amounts when determinable.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due or will not receive sufficient funds from its third party lenders to advance to the Company's customers. The Company manages all liquidity risk through maintaining a sufficient working capital amount through daily monitoring of controls, cash balances and operating results. The Company's principal sources of cash are funds from operations, which the Company believes will be sufficient to cover its normal operating and capital expenditures.

The maximum exposure to liquidity risk is represented by the carrying amount of accounts payable and accruals, credit facility and debentures which at June 30, 2015 total \$64,908,868 (December 31, 2014 – \$56,438,821).

Mogo Finance Technology Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six months ended June 30, 2015 and June 30, 2014

14. Nature and extent of risk arising from financial instruments *(Continued from previous page)*

Foreign currency risk

Currency risk is the risk that changes in foreign exchange rates may have an effect on future cash flows associated with financial instruments. The Company is exposed to foreign currency risk on the following financial instruments denominated in United States dollars.

Cash \$44,192 (December 31, 2014 – \$46,732)

Debentures \$5,095,000 (December 31, 2014 – \$5,095,000)

Interest rate risk

Changes in market interest rates may have an effect on the cash flows associated with some financial assets and liabilities, known as cash flow risk, and on their fair value of other financial assets or liabilities, known as price risk. The Company is exposed to interest rate risk primarily relating to its credit facility that bears interest that fluctuates with LIBOR. As LIBOR is currently at 0.77% at June 30, 2015 and the credit facility has a LIBOR floor of 2%, a 0.50 basis change in LIBOR would not increase or decrease funding interest expense. The debentures have fixed rates of interest.

Other price risk

Other price risk is the risk that changes in market prices, including commodity or equity prices, will have an effect on future cash flows associated with financial instruments. The cash flows associated with financial instruments of the Company are not exposed to other price risk.

15. Share-based compensation

(a) Options

The Company has a stock option plan that provides for the granting of options to directors, officers, employees and consultants. The maximum number of common shares reserved for issuance under the stock option plan is 1,700,000. The Board of Directors shall set an exercise price at the time that an option is granted under the plan.

Each employee share option converts into one common share of the Company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends or voting rights. Options may be exercised at any time from the date of vesting to the date of expiry, based on a maximum term of eight years.

Total share-based compensation expense for the three and six months ended June 30, 2015 was \$109,641 and \$157,041, respectively (three and six months ended June 30, 2014 - \$35,100 and \$218,344, respectively).

A summary of the status of the stock options and changes in the period is as follows:

	Options Outstanding	Weighted Average Grant Date Fair Value\$	Weighted Average Exercise Price\$	Options Exercisable	Weighted Average Exercise Price\$
As at December 31, 2013	708,000		2.10	50,139	2.10
Options granted	293,965	1.57	4.14		
Forfeited	(20,000)	1.10	5.25		
Exercised	(83,333)	2.10	0.003		
As at December 31, 2014	898,632		2.89	325,577	2.10
Options granted	401,166	3.07	9.75		
Forfeited	(9,000)	1.06	5.07		
As at June 30, 2015	1,290,798		5.01	443,333	2.37

The above noted options outstanding have maturity dates ranging from November 2021 to March 2023.

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15. Share-based compensation *(Continued from previous page)*

The fair value of each option granted was estimated using the Black-Scholes option pricing model with the following assumptions:

	For the six months ended June 30, 2015	For the year ended December 31, 2014
Exercise price	\$9.15 – 10.00	\$0.003 – 9.15
Grant date fair value	\$1.74 - 3.60	\$0.45 – 4.35
Risk-free interest rate	0.61 – 0.88%	1.34 - 1.90%
Expected life	5 years	5 years
Expected volatility in market price of shares	40%	40%
Expected dividend yield	0%	0%
Expected forfeiture rate	15%	15%

These options generally vest either immediately or annually over a three to four year period. Volatility is estimated using historical data of comparable publicly traded companies operating in a similar segment.

(b) Warrants

	Warrants Outstanding	Weighted Average Grant Date Fair Value \$	Weighted Average Exercise Price \$
As at December 31, 2013	-	-	-
Warrants granted	170,772	0.78	4.68
Warrants granted	98,323	0.90	7.35
As at December 31, 2014	269,095		5.64
Anti-dilution protection	22,919		5.39
Warrants exercised	(183,362)		(4.36)
As at June 30, 2015	108,652		6.64

The 108,652 warrants noted above have maturity dates ranging from February to November, 2016. All warrants outstanding are exercisable.

Under the terms of the Company's credit facility and articles, the previously issued warrants were subject to anti-dilution clauses. As a result of a net equity settlement 183,362 post-consolidation warrants were exchanged for 103,435 common shares of the Company, based on share prices on the open market at the time of the transaction and the exercise price attached to the outstanding warrants. No cash was received by the Company on the settlement of these instruments.

The fair value of the warrants outstanding was estimated using the Black-Scholes option pricing model with the following assumptions:

Exercise price	\$4.68 - \$9.15
Risk-free interest rate	0.95% - 1.06%
Expected life	2 years
Expected volatility in market price of shares	40%
Expected dividend yield	0%
Expected forfeiture rate	0%

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For the three and six months ended June 30, 2015 and June 30, 2014

15. Share-based compensation *(Continued from previous page)*

(c) Restricted share units

RSUs are granted to executives and other key employees. The value of an RSU at the grant date is equal to the value of one of the Company's common shares. Dividends in the form of additional RSUs are credited to the participant's account on each dividend payment date and are equivalent in value to the dividend paid on the Company's common shares. Executives and other key employees are granted a specific number of RSUs for a given performance period based on their position and level of contribution. RSUs vest fully after three years of continuous employment from the date of grant and, in certain cases, if performance objectives are met as determined by the Board of Directors. The maximum aggregate number of common shares issuable from treasury by the Company pursuant to the RSU Plan is 200,000.

Details of outstanding RSUs as at June 30, 2015 are as follows:

Number of RSUs

Outstanding, January 1, 2015	-
Granted	100,000
Outstanding, June 30, 2015	100,000

16. Commitments

During the period the Company entered into a lease agreement for additional office space in Winnipeg, Manitoba, Canada. The term of the lease is from August 1, 2015 to July 31, 2020 and requires monthly lease payments of \$18,400.

17. Comparative figures

As a result of changes to the Company's product offerings, specifically with respect to the growth in installment loans, the Company has presented its statement of financial position in order of liquidity. As a result of this change, the comparative statement of financial position for the year ended December 31, 2014 has also been presented in order of liquidity.