loanDepot, Inc.

AUDIT COMMITTEE CHARTER

PURPOSE

The purpose of the Audit Committee (the "Audit Committee") of the board of directors (the "Board") of loanDepot, Inc. (the "Company") is to assist the Board with oversight of:

1. the integrity of the Company's financial statements,

2. the systems of internal accounting and financial controls,

3. compliance with legal and regulatory requirements,

4. the Company's independent auditor's qualifications and independence, and

5. the performance of the Company's independent auditor and internal audit function.

In fulfilling its purpose, the Audit Committee is responsible for maintaining free and open communication between itself and the independent auditor, internal audit function and management of the Company, and for determining that all parties are aware of their responsibilities.

The Audit Committee's principal responsibility is one of oversight. Management of the Company is responsible for preparing the Company's financial statements, determining that they are complete, accurate, and in accordance with generally accepted accounting principles ("GAAP") and establishing satisfactory disclosure controls and internal control over financial reporting. The independent auditor is responsible for auditing the Company's financial statements and the effectiveness of the Company's internal control over financial reporting.

MEMBERSHIP

Size: The Audit Committee shall consist of three or more members of the Board.

Independence: Each member of the Audit Committee shall be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934 and the rules of the New York Stock Exchange.

Financial Expertise: Each member of the Audit Committee must be financially literate, as determined by the Board in its business judgment. At least one member of the Audit Committee must be designated by the Board to be an "audit committee financial expert," as defined by the rules of the Securities and Exchange Commission (the "SEC"). The existence of such member shall be disclosed as required by the SEC.

Overboarding: No member of the Audit Committee may serve simultaneously on the audit committee of more than three public companies (including the Company's Audit Committee) without first obtaining consent from the Board, after the Board determines that such

simultaneous service would not impair the ability of such member to effectively serve on the Company's Audit Committee.

Appointment/Term/Removal: The members of the Audit Committee shall be appointed by the Board after it considers any recommendations from the Nominating and Corporate Governance Committee. The members of the Audit Committee shall serve for such term or terms as the Board may determine. The Board may remove any member from the Audit Committee at any time with or without cause.

STRUCTURE AND OPERATIONS

Leadership: The Board shall designate a member of the Audit Committee as the Chairperson after it considers any recommendations of the Nominating and Corporate Governance Committee.

Meetings: The Audit Committee shall meet at least quarterly at such times and places as it deems necessary to fulfill its responsibilities. All meetings shall be at the call of the Chairperson of the Audit Committee. The agenda and materials for Audit Committee meetings will be prepared at the direction of the Audit Committee Chairperson in consultation with the other Audit Committee members, the Chief Financial Officer, the head of the Company's internal audit function, and/or the independent auditor. A majority of the members of the Audit Committee shall constitute a quorum for the transaction of business. The Audit Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Audit Committee shall keep minutes of its proceedings and report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate. Other than as set forth herein, the Audit Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Audit Committee may invite any members of management, the internal auditors, representatives of the Company's independent auditor, or other individuals to its meetings as it deems appropriate. However, the Audit Committee shall meet separately, periodically, with management (including the Chief Legal Officer and the Chief Risk Officer), with internal auditors (or other personnel responsible for the internal audit function) and with the Company's independent auditors.

Outside Advisors: The Audit Committee shall have the authority, in its sole discretion, to retain and terminate an independent auditor, outside legal counsel and such other advisors as it deems necessary or appropriate to fulfill its duties and responsibilities under this Charter. However, the Audit Committee shall not be required to implement or act consistently with the advice or recommendations of the independent auditor, outside legal counsel or other advisor, and the authority granted in this Charter to retain advisors shall not affect the ability or obligation of the Audit Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Audit Committee shall set the compensation and any retention terms and oversee the work of the independent auditor, outside legal counsel or any other advisors.

Funding: The Audit Committee shall receive appropriate funding from the Company, as determined by the Audit Committee in its capacity as a committee of the Board, for the payment of compensation to any independent auditor, outside legal counsel and any other advisors; for the education of Audit Committee members; and for the ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority: The Audit Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Audit Committee may deem appropriate in its sole discretion, including the authority to grant pre-approvals of audit and permitted non-audit services, *provided* that decisions of such subcommittees to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.

Books and Records: The Audit Committee will have access to the Company's books, records, facilities and personnel.

DUTIES AND RESPONSIBILITIES

The Audit Committee shall have the following authority and responsibilities:

1. Auditor Appointment: To (1) appoint, retain or replace an independent registered public accounting firm to act as the Company's independent auditor for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting or performing other audit, review or attest services for the Company, (2) set the compensation of the Company's independent auditor, (3) approve all audit engagements, including fees and terms, (4) oversee the work done by the Company's independent auditor, and (5) terminate the Company's independent auditor, if necessary. The independent auditor shall report directly to the Audit Committee.

2. Pre-Approval: To pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditor, and establish policies and procedures for the Audit Committee's pre-approval of permitted services in compliance with applicable SEC rules.

3. Audit: To review and discuss with the Company's independent auditor (1) the auditor's responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (2) the overall audit strategy, planning and staffing, (3) the scope and timing of the annual audit, (4) any significant risks identified during the independent auditor's risk assessment procedures and (5) when completed, the results, including significant findings, of the annual audit.

4. Audit Problems: To review and discuss with the Company's independent auditor and management (1) any audit problems or difficulties, including difficulties encountered by the Company's independent auditor or internal audit department during their audit work (such as restrictions on the scope of their activities or their access of information), (2) any significant disagreements with management and (3) management's response to these

problems, difficulties or disagreements; and to resolve any disagreements between the Company's independent auditor or internal audit department and management.

5. Internal Audit: To review, discuss with the Company's independent auditor, and approve the functions of the Company's internal audit department, including its purpose, authority, organization, responsibilities, budget and staffing; and to review the scope and performance of the department's internal audit plan, including a summary of the results of internal audits, reports to management and management's response to those reports or audits; and to review and approve the hiring, dismissal, evaluation and compensation of the head of the Company's internal audit function.

6. Internal Controls: To review with management, internal audit, and the Company's independent auditor the adequacy and effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures, including any significant deficiencies, material weaknesses or other major issues in the design or operation of, and any material changes in, the Company's controls and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such internal controls. To review and discuss with management and the Company's independent auditor disclosure relating to the Company's controls, management's and the independent auditor's report on the effectiveness of the Company's internal control over financial reporting and the required management certifications to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable.

7. Risk Oversight: To review and discuss the Company's practices with respect to risk assessment and risk management, including discussing with management the major risks faced by the Company and the policies, guidelines and process by which management assesses and manages the Company's risks, including the Company's major financial risk exposures and cybersecurity risks and the steps management has taken to monitor and control such exposures.

8. Annual Financials: To review and discuss with the Company's independent auditor and management the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the independent auditor on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K before the Form 10-K is filed. The Audit Committee shall recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K.

9. Quarterly Financials: To review and discuss with the Company's independent auditor and management the Company's quarterly financial statements (including the related notes) and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's quarterly report on Form 10-Q before the Form 10-Q is filed.

10. Earnings Releases: To review and discuss with management: (1) the Company's earnings press releases, including the type of information to be included and its presentation and the use of any pro forma, adjusted or other non-GAAP financial information; and (2) any financial information and earnings guidance provided to analysts and ratings agencies, including the type of information to be disclosed and type of presentation to be made. Such discussions may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made); *provided* that each earnings release or each instance in which the Company provides earnings guidance need not be discussed in advance.

11. Financial Statements Issues: To review with management and the Company's independent auditor: (1) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; (2) analyses prepared by management setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; and (3) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.

12. Auditor National Office: To discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Company's audit team.

13. Auditor Communications: To review and discuss with the Company's independent auditor (1) all critical accounting policies and practices to be used; (2) any critical audit matters arising from the current period audit; (3) all alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the independent auditor; and (4) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

14. Quality Control/Independence Report: At least annually, to obtain and review a report by the Company's independent auditor that describes (1) the independent auditor's internal quality control procedures, (2) any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the independent auditor and any steps taken to deal with any such issues, and (3) all relationships between the independent auditor and the Company or any of its subsidiaries in order to assess the independent auditor's independence.

15. Audit Committee Report: To produce the audit committee report required to be included in the Company's proxy statement and/or the Company's annual report on Form 10-K.

16. Auditor Evaluation: At least annually, to evaluate the qualifications, performance and independence of the Company's independent auditor, including an evaluation of the lead

audit partner, and taking into account the opinions of management and the internal auditor.

17. Auditor Rotation: To assure the regular rotation of the lead audit partner at the Company's independent auditor as required by law; and to consider whether there should be regular rotation of the accounting firm serving as the Company's independent auditor.

18. Hiring Former Auditors: To set Company hiring policies for employees or former employees of the Company's independent auditor.

19. Code of Ethics: To monitor compliance with the Company's Code of Ethics (the "Code").

20. Related Party Transactions: Establish procedures for the review, approval and ratification of related person transactions (as defined in applicable SEC rules), review related person transactions, and oversee other related party transactions governed by applicable accounting standards.

21. Legal Compliance: To review, with legal counsel, legal and regulatory matters relating to the Company and its subsidiaries that could have a significant impact on the Company's financial statements; to review the Company's compliance with applicable laws and regulations; and to review and oversee the Company's policies, procedures and programs designed to promote and monitor legal and regulatory compliance.

22. Whistleblowers: To establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing and federal securities laws matters and for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting, internal accounting controls, auditing or federal securities law matters.

23. Audit Committee Performance Evaluation: To conduct an annual evaluation of the performance of its duties under this Charter. The Audit Committee shall conduct this evaluation in such manner as it deems appropriate.

24. Audit Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.

25. Other Duties. Perform any other activities as the Audit Committee deems necessary or appropriate, or as requested by the Board, consistent with this Charter, the Company's bylaws, and applicable laws and regulations.