

EVINE LIVE INC.
FINANCE COMMITTEE CHARTER
(October 17, 2018)

I. PURPOSE

The purpose of the Finance Committee (the “**Committee**”) of EVINE Live Inc. (“**Company**”) is to assist the Company’s Board of Directors (“**Board**”) with its responsibilities and monitor and provide advice to senior management of the Company with regard to capital raising strategies and activities, and to exercise such other authority that may be granted to the Finance Committee by the Board on a transaction by transaction basis.

II. MEMBERSHIP

The Committee shall consist of two or more members of the Board. Committee members are appointed by the Board to serve until their successors are duly appointed or until their retirement, resignation, death or removal by the Board. One member is appointed by the Board to serve as the Committee’s chairperson.

III. DUTIES AND RESPONSIBILITIES

The Committee has the following duties and responsibilities:

- A. **Capital Review**. Review management’s recommendations to the Board for significant capital expenditures including for real estate, facilities and information technology; and review management’s plans and objectives for the capitalization of the Company including the structure and amount of debt and equity to meet the Company’s financing needs.
- B. **Capital Raise**. Monitor and provide advice with regard to the capital raising strategy and activities of the Company; and exercise such other authority that may be granted to the Committee by the Board from time to time with regard to a specific transaction or capital raise program that may include debt or equity or a combination thereof.
- C. **Investment and Cash Management**. Review policies relating to the Company’s cash needs; monitor and propose changes to the Board of the investment policies for the Company; review investment policy violations and recommend corrective actions to the Board; and review investment asset allocation.
- D. **Mergers & Acquisitions**. Review proposed mergers, acquisitions, joint ventures and divestitures involving the Company and its subsidiaries and make recommendations to the Board, as appropriate; monitor the financial performance of mergers and acquisitions completed by the Company; and make recommendations to the Board regarding improvements to the Company’s mergers and acquisitions process and procedures.
- E. **Evaluation**. Conduct an annual Committee performance evaluation and report its evaluation to the Board.

- F. **Committee Charter.** The Committee will periodically review the adequacy of the Committee's charter and recommend any proposed changes to the Board for approval.
- G. **Miscellaneous.** Perform such other duties and carry out such other responsibilities that are consistent with this charter or delegated by the Board, provided however that unless specifically provided in this charter or in a resolution of the Board, the Committee may not act on behalf of the Board or the Company.

The Committee may delegate any of the foregoing duties and responsibilities to a subcommittee consisting of not less than two members of the Committee.

IV. **AUTHORITY**

The Committee may ask any officer or employee of the Company, outside counsel or consultants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall have authority to retain and seek the advice of such consultants as the Committee deems appropriate to assist the Committee with the performance of its duties and responsibilities under this charter, including authority to approve the fees and other retention terms for such consultants.

V. **MEETINGS**

The Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, but no less than once per year, at such times and places as the Committee determines. The Committee chairperson shall preside at each meeting and approve the agenda for the Committee's meetings and any member may suggest items for consideration. In the absence of the chairperson, one of the other members of the Committee shall be designated by the members present at the meeting as the acting chair of the meeting. The majority of the members of the Committee shall constitute a quorum. Formal action to be taken by the Committee shall be by the affirmative vote of at least a majority of the members present at a meeting at which a quorum is present. The Committee will report regularly to the Board with respect to its activities. The Committee shall maintain minutes of its meetings and records relating to those meetings.