

OWENS REALTY MORTGAGE, INC.

LOAN COMMITTEE CHARTER

This Loan Committee Charter was adopted by the Board of Directors (the “Board”) of Owens Realty Mortgage, Inc., a Maryland corporation (the “Company”), on November 6, 2018.

I. Purpose

The purpose of the Loan Committee (the “Committee”) of the Board is to assist the Board with its oversight responsibilities regarding the lending activities and objectives of the Company, including:

(a) reviewing, and making recommendations to the Board regarding, the loan underwriting guidelines, credit review process and other related policies and procedures of the Company included in the Company’s Loan Policy Manual, as prepared and updated by management personnel and periodically approved by the Board (as approved, amended, restated, modified, supplemented or waived pursuant to the approval of a majority of the Board (including a majority of the independent directors of the Board) from time to time, the "Loan Policy");

(b) supervising the implementation of the Loan Policy and monitoring the compliance of management personnel of the Company and Owens Financial Group, Inc., the Company's external manager (the "Manager"), with the Loan Policy;

(c) reviewing and assessing (1) the provisioning for and the adequacy of the Company’s Allowance for Loan Losses (“ALL”) and (2) the lending risk management of the Company; and

(d) reviewing and assessing the management and disposition of the Company’s real estate owned.

The Committee shall have all of the powers of the Board that are necessary or appropriate for the Committee to fulfill its purposes and carry out its duties and responsibilities as set forth in this Charter. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval (except as may be otherwise specifically set forth herein or as required by law), and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all of the powers of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The Committee shall be composed of at least three directors, as determined by the Board, each of whom (a) satisfies the independence requirements of the NYSE American and applicable regulations promulgated by the Securities and Exchange Commission (the “SEC”), (b) has experience, in the

determination of the Board, that would be helpful in addressing the matters delegated to the Committee and (c) at all times complies with any other applicable listing requirements and rules and regulations of the NYSE American, as modified from time to time, and any other applicable rules and regulations of the SEC, as modified or amended from time to time.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair or the Committee) shall preside at each meeting of the Committee and set the agenda for each Committee meeting. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least once during each fiscal quarter and more frequently as the Committee deems necessary or desirable.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings from time to time members of the Company's management, personnel of the Company's external manager or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee shall have the sole authority to retain, replace, terminate and oversee the work of any independent counsel, experts or advisors (financial or otherwise) that the Committee believes to be necessary or appropriate. The Committee shall have the sole authority to approve the fees and other retention terms of such experts or advisors. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

IV. Duties and Responsibilities

1. The Committee shall oversee the development by management personnel, and recommend to the Board for adoption, the Loan Policy, and the Committee periodically (and at least

annually) shall review the Loan Policy and recommend such changes as it deems necessary to the Board for adoption.

2. The Committee shall supervise the compliance by the Manager and management personnel with the Loan Policy.

3. The Committee shall review and approve any proposed loan or other investment for which the Loan Policy (as in effect at such time) contemplates such review and approval.

4. On a quarterly basis, management shall provide the Committee with a report recommending the ALL for the quarter and describing the methodology used to establish the ALL, and the Committee shall review the adequacy of the ALL. Any material changes to the methodology for determining the ALL shall be reviewed and approved jointly by the Committee and the Board.

5. The Committee shall be responsible for the appointment and oversight of work done by appraisers or other third-party financial valuation advisors to conduct an annual evaluation of the Company's loan portfolio, and such financial advisors will report directly to the Committee.

6. The Committee shall consider, develop and recommend to the Board such additional policies and procedures with respect to the Company's loan activity, loan portfolio and real estate owned as are considered to be desirable and appropriate in the discretion of the Committee.

7. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

8. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

9. In order to fulfill the Committee's responsibilities, management personnel shall provide the Committee with periodic reports regarding the Company's loan activity, loan portfolio and real estate owned, or other related information as may be requested by the Committee.

10. The Committee shall periodically report to the Board on its findings and actions.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's charter, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade.

VI. Disclosure

This Charter, as it may be amended from time to time, shall be posted on the Company's Web site.