

REAL MATTERS INC.
(the “Company”)

POSITION DESCRIPTION

CHIEF EXECUTIVE OFFICER (“CEO”)

This position description describes the appointment, overall objectives and specific responsibilities of the CEO of the Company.

Appointment

The Board of Directors of the Company (the “**Board**”) shall appoint the CEO on terms and conditions it considers appropriate, based upon the recommendation of the Compensation, Nomination and Governance Committee (the “**CNGC**”). The CEO shall report to the Board on a regular, periodic basis and otherwise as the Board may request.

Overall Objectives

The CEO shall be responsible for achieving the following overall objectives:

- providing strategic leadership and vision to the Company;
- working with the Board of Directors (the “**Board**”), Chair of the Board and senior management to establish, implement and oversee the strategic direction, operating plans, priorities and short-term and long-term goals of the Company;
- creating value for the Company and its shareholders over the long-term while ensuring that the Company’s short-term performance goals are achieved in a way that advances the long-term interests of the Company; and
- fostering a corporate culture and values that reflect, and are compatible with, the mission statement and values of the Company

Specific Responsibilities

The specific responsibilities of the CEO are as follows:

Strategic Planning and Operations

- working with the Chair of the Board and senior management to identify opportunities for value-enhancing strategic initiatives, including overseeing mergers and acquisitions and the Company’s corporate finance activities;
- overseeing the development of a comprehensive long-term strategic plan and monitoring the Company’s achievement against such plan;

- overseeing a comprehensive annual budgeting process and monitoring the Company's performance against the Board approved budget;
- developing, in consultation with the CNGC and the Board, an evolving succession plan with respect to the Company's senior management team;
- together with the Board, establishing operational performance metrics and key performance indicators that are aligned to the Company's strategic plan;

Human Resources

- ensuring that the Company has a robust talent management system in place to achieve its goals and objectives, including an effective plan for attracting, retaining, motivating and developing key personnel;
- promoting and developing effective leadership amongst the senior management team;
- ensuring that the mission statement and values of the Company are understood and promoted at all levels of the Company;

Risk Management and Internal Controls

- together with the Chief Financial Officer and other senior management, establishing, maintaining and ensuring the implementation of appropriate internal controls over financial reporting, disclosure controls and procedures and processes for the certification of public disclosure documents as required by applicable legislation;
- together with other senior management, ensuring that appropriate systems and internal controls are in place to effectively identify and manage business risks;

Public Relations

- acting as the primary spokesperson for the Company;
- promoting effective communication, in accordance with applicable legal and regulatory requirements, with investors, analysts, clients, vendors, regulatory agencies, the media and other relevant stakeholders to ensure that the Company has strong, productive relationships with these parties;

Board Communication

- arranging for the delivery of information to the Board on a timely basis to ensure that Board members are fully apprised of all matters that are material to the Board;

- consulting with the Chair of the Board regarding the meeting agenda and associated materials for Board and Committee meetings;
- working with the Chair of the Board to ensure that strategic plans, operating plans and performance are appropriately presented to the Board;
- acting as the liaison between the Board, each Board Committee and the Company's senior management;
- working with the Chair of the Board and Lead Independent Director (if applicable) to ensure that the Board and its Committees are provided with the necessary resources, including external advisors and consultants, to permit the Board and its Committees to carry out their responsibilities effectively and efficiently;

Other

- carrying out such other appropriate duties and responsibilities that are delegated by the Board from time to time.