

REAL MATTERS INC.
(the “Company”)

POSITION DESCRIPTION

CHAIR OF THE COMPENSATION, NOMINATION AND GOVERNANCE
COMMITTEE (“CNGC”)

This position description describes the appointment, overall objectives and specific responsibilities of the Chair of the CNGC (the “**Chair**”) of the Company.

Appointment

The Chair shall be a member of the CNGC who has been appointed by the Company’s Board of Directors (the “**Board**”) to assist the CNGC in fulfilling its duties effectively and efficiently in accordance with the written mandate of the CNGC (the “**CNGC Mandate**”).

The Chair must satisfy the independence requirements set forth in National Policy 58-201 – *Corporate Governance Guidelines* of the Canadian Securities Administrators (“**NP 58-201**”). In addition, the Chair must possess such experience, competencies and other skills as may be determined by the Board or the CNGC from time to time.

Overall Objectives

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

- providing independent, effective leadership to the CNGC, including ensuring that the CNGC fulfills the duties set out in the CNGC Mandate and the annual CNGC work plan;
- acting as the liaison between the CNGC and the Board, the Company’s senior management team and any external advisors or consultants engaged by the CNGC from time to time; and
- fostering effective, ethical and responsible decision-making by the CNGC.

Specific Responsibilities

The specific responsibilities of the Chair are as follows:

Leadership

- establishing procedures to ensure that the CNGC fully discharges its responsibilities and duties to the Board;

- taking reasonable steps to ensure that the responsibilities and duties of the CNGC, as outlined in the CNGC Mandate, are well understood by CNGC members and undertaken in an effective manner;
- promoting and facilitating open and constructive discussions between members of the CNGC and the Board, the Company's senior management and any external advisors or consultants that may be engaged by the CNGC from time to time;
- ensuring that each CNGC member is heard and participates in decision making and is accountable to the CNGC;

CNGC Governance

- overseeing all aspects of the CNGC's direction and administration in fulfilling the CNGC Mandate;
- with input from the Board, the CNGC, the Chief Executive Officer ("CEO") and the Corporate Secretary, overseeing the structure, size, composition and activities delegated to the CNGC;
- advising the Board and the Company's senior management if the CNGC does not satisfy the independence requirements set forth in NP 58-201 so that appropriate actions can be promptly undertaken;
- working with the Chair of the Board and the CEO to ensure that the CNGC is provided with the necessary resources, including external advisors and consultants, to permit it to carry out its responsibilities effectively and efficiently;

CNGC Meetings

- in consultation with the Chair of the Board, the CEO, the Corporate Secretary and other CNGC members, determining the frequency, dates and locations of CNGC meetings;
- together with the Chair of the Board, the CEO and the Corporate Secretary, establishing the agenda for each CNGC meeting;
- acting as chair for all CNGC meetings, including in camera sessions;
- ensuring that there is sufficient time during CNGC meetings to fully discuss all business items set out in the meeting agenda;
- monitoring the effectiveness of the meeting materials provided to the CNGC to ensure that CNGC members are properly equipped to consider all matters to be dealt with at each meeting;

- in consultation with the CEO and the Corporate Secretary, ensuring that all items requiring CNGC approval are appropriately tabled for approval;
- ensuring that the CNGC meets in separate, in camera sessions at each CNGC meeting with: (i) the CEO; (ii) as necessary or appropriate, external advisors and/or consultants engaged by the CNGC from time to time; and (iii) only the members of the CNGC without management present;

CNGC Reporting

- reporting to the Board on the significant matters reviewed by, and on any decisions or recommendations of, the CNGC at the Board meeting following each CNGC meeting;
- ensuring that written minutes of each CNGC meeting are documented and filed in the Company's minute book.

Annual Evaluation

- ensuring that a process is in place for the assessment, at least annually, of the effectiveness of the CNGC;
- reviewing the consolidated results of the annual assessment of the CNGC's effectiveness and ensuring that appropriate actions are taken to correct any significant issues that are identified;

Education

- monitoring recent developments and best practices relating to the CNGC Mandate and, in consultation with the Corporate Secretary, providing information and guidance to the CNGC regarding such developments and best practices, including their potential adoption by the Company; and

Other

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