

REAL MATTERS INC.
(the “Company”)

POSITION DESCRIPTION

EXECUTIVE CHAIRMAN

The Executive Chairman provides leadership and direction to the Board of Directors (the “**Board**”) and the Chief Executive Officer by fulfilling the following duties and responsibilities:

Board Leadership

- ensuring that Board functions are effectively carried out and, where functions have been delegated to Board committees, that the results are reported to the Board in a timely manner;
- fostering an environment in which directors express their views on key Board matters;
- ensuring that the interests of various stakeholders are considered by the Board;

Board Meetings

- in consultation with the Lead Independent Director (the “**Lead Director**”), scheduling Board meetings and establishing the meeting agenda and associated materials;
- presiding over Board meetings and the annual meeting of shareholders and assuming principal responsibility for the Board’s overall operation and functioning;
- consulting with the Lead Director to ensure that sufficient time is allotted during Board meetings for effective discussion of agenda items and key issues and concerns;
- providing an opportunity for independent directors to meet at each Board meeting in the absence of the non-independent directors;

Communication with the Lead Director

- engaging with the Lead Director to debrief on decisions reached and suggestions made at Board meetings or in camera sessions of the independent directors;
- engaging with the Lead Director to facilitate communication between management and the independent directors;

Relationship with the Chief Executive Officer

- working with the Chief Executive Officer to ensure management strategies, plans and performance are appropriately presented to the Board;
- conducting an annual performance evaluation of the Chief Executive Officer in consultation with the Lead Independent Director;

Strategic Initiatives

- working with the Board and the Chief Executive Officer to develop the strategy for the Company's future growth;
- working with the Chief Executive Officer to identify opportunities for value-enhancing strategic initiatives;
- working with the Chief Executive Officer to ensure that the Company has strong, productive relationships with key clients, shareholders, analysts and other stakeholders;

Other

- such other duties as the Board may determine from time to time.