

REAL MATTERS INC.

POSITION DESCRIPTION

LEAD INDEPENDENT DIRECTOR

The Lead Independent Director (the “**Lead Director**”) provides leadership to the Board of Directors (the “**Board**”) by fulfilling the following duties and responsibilities:

- ensuring that the Board functions independently of management;
- consulting with the Executive Chairman regarding the meeting agenda and associated materials for Board meetings;
- providing input to the Executive Chairman on the quantity, quality and timeliness of information provided to the Board;
- calling and chairing meetings of the independent directors and apprising the Executive Chairman of the issues considered, as appropriate;
- assuming the responsibilities of Chair of the Board during meetings of the Board when the Executive Chairman declares a conflict or otherwise excuses himself from the debate on an agenda item;
- presiding, in the absence of the Executive Chairman, at Board meetings and the annual meeting of shareholders;
- helping the Executive Chairman facilitate full and candid Board discussions and ensuring that all Directors express their views on key Board matters;
- assisting the Board in achieving a consensus when there are conflicting views amongst Board members;
- facilitating discussions amongst the independent directors;
- serving as the liaison between the independent directors and the Executive Chairman and Chief Executive Officer;
- working with the Executive Chairman and the Chief Executive Officer to ensure that the Board is provided with the resources, including external advisers and consultants as considered appropriate to permit it to carry out its responsibilities;
- bringing to the attention of the Executive Chairman and the Chief Executive Officer any issues that are preventing the Board from being able to carry out its responsibilities; and
- performing such other duties as the Board may determine from time to time.