

REAL MATTERS INC.
(the “Company”)

POSITION DESCRIPTION

BOARD CHAIR

The Chair of the Board of Directors (the “**Board**”) provides leadership and direction to 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 openly express their views on key Board matters;
- ensuring that the interests of the Company's stakeholders are considered by the Board;
- fostering ethical and responsible decision-making by the Board and ensuring the integrity and effectiveness of the Board's governance role and processes;
- working with the Compensation, Nomination and Governance Committee to ensure a process is in place for an annual evaluation of the effectiveness of the Board as a whole, the committees of the Board and individual directors;

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

- acting as a liaison between the Board and the Chief Executive Officer;
- working with the Chief Executive Officer to ensure management strategies, business plans and Company performance are appropriately communicated 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 Chief Executive Officer to identify opportunities for value-enhancing strategic initiatives;
- reviewing and overseeing the Company's strategies, business plans and achievement of Company objectives;
- engaging with the Company's stakeholders, including 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.