

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:

- working with the Board Chair to ensure that the Board functions independently of management;
- consulting with the Board Chair regarding the meeting agenda and associated materials for Board meetings;
- consulting with the Board Chair to ensure that sufficient time is allotted during Board meetings for effective discussion of agenda items and key issues and concerns;
- working with the Board Chair to help foster an environment in which directors openly express their views on key Board matters;
- assuming Chair responsibilities, in the absence of the Board Chair or if the Board Chair declares a conflict or otherwise excuses himself from the debate on an agenda item, at Board meetings and the annual meeting of shareholders;
- calling and chairing meetings of the independent directors and apprising the Board Chair of decisions reached and issues considered, as appropriate;
- facilitating discussions amongst the independent directors;
- serving as the liaison between the independent directors and the non-independent directors;
- working with the Board Chair to facilitate communication between management and the independent directors, as appropriate;
- consulting with the Board Chair on the annual performance evaluation of the Chief Executive Officer;
- working with the Board Chair and the Chief Executive Officer to ensure that the Board and its committees are provided with the resources, including external advisers and consultants, as considered appropriate to permit them to carry out their responsibilities; and
- performing such other duties as the Board may determine from time to time.