

**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 Board committees effectively carry out such functions and 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;
- ensuring that the Board functions independently of management;
- 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, Governance and Sustainability Committee (the "**CNGSC**") 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;
- providing input to the CNGSC on potential Board nominee candidates being considered for appointment to the Board;
- working with the Chief Executive Officer and each Board Committee Chair to ensure that the Board and its committees are provided with appropriate resources, including external advisors and consultants, to permit them to carry out their responsibilities;

Board Meetings

- in consultation with the Chief Executive Officer and Corporate Secretary, scheduling Board meetings and establishing the meeting agenda and associated materials, based on input from directors;

- presiding over Board meetings (including meetings of the independent directors, when appropriate), in camera sessions of the Board and the annual meeting of shareholders and assuming principal responsibility for the Board's overall operation and functioning;
- ensuring 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 Board meetings without management present;
- facilitating effective discussion of all key matters that come before the Board;

Relationship with the Chief Executive Officer and Other Senior Executives

- 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;
- overseeing, in conjunction with the CNGSC, the development of the Company's succession plans for senior executives;
- conducting an annual performance evaluation of the Chief Executive Officer in consultation with the Chair of the CNGSC;
- maintaining on-going communications, on behalf of the Board, with the Chief Executive Officer and other senior executives, as appropriate;

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;
- 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.