

COMPENSATION, NOMINATION, GOVERNANCE AND SUSTAINABILITY COMMITTEE MANDATE

REAL MATTERS INC.

(the "Company")

As approved by the Board of Directors of the Company (the "**Board**") on November 20, 2024.

A. PURPOSE AND SCOPE

The primary function of the Compensation, Nomination, Governance and Sustainability Committee (the "**Committee**") of the Board with respect to compensation matters is to exercise the responsibilities and duties set forth below, including but not limited to: (i) discharging the Board's responsibilities relating to the compensation of the Company's executive officers; (ii) administering the Company's incentive compensation plans; and (iii) assisting the Board with respect to management succession planning and development. The Committee shall review and make recommendations to the Board on an annual basis regarding: (i) company-wide compensation programs and practices; (ii) all aspects of the remuneration of the Company's executive officers; and (iii) incentive compensation plans, including any material amendments thereto.

The primary function of the Committee with respect to nomination and governance matters is to exercise the responsibilities and duties set forth below, including but not limited to: (i) advising the Board on corporate governance matters; (ii) overseeing the implementation of effective corporate governance practices and principles; (iii) identifying director candidates for the Company; (iv) recommending to the Board qualified candidates to nominate as a director of the Company for consideration by the shareholders of the Company at the next annual meeting of shareholders; and (v) overseeing and assessing the effectiveness of the Board and the committees of the Board, including the individual contributions of each director.

The primary function of the Committee with respect to sustainability-related matters is to exercise the responsibilities and duties set forth below, including but not limited to: (i) overseeing the development and implementation of the Company's sustainability strategy, including sustainability frameworks, priorities, disclosures, targets, policies, programs and initiatives; and (ii) overseeing the implementation of effective corporate governance practices and principles with respect to the Company's sustainability strategy.

B. COMPOSITION AND MEETINGS

The Committee shall be comprised of a minimum of three members of the Board as appointed by the Board, each of whom shall meet the independence requirements of: (i) National Policy 58-201 *Corporate Governance Guidelines* of the Canadian Securities Administrators; (ii) any exchange upon which securities of the Company are traded; and (iii) any governmental or regulatory body exercising authority over the Company (each, a "**Regulatory Body**" and, collectively, the "**Regulatory Bodies**"). The Committee shall provide oversight of management to ensure that all necessary and proper disclosures are made in all applicable filings with Regulatory Bodies as to the composition of the Committee.

A majority of the members of the Committee shall constitute a quorum at any meeting of the Committee, but in no case shall a quorum be comprised of less than two members of the Committee. The action of a majority of those present at any meeting of the Committee, after determining a quorum, shall be the act of the Committee.

The members of the Committee shall be appointed by the Board at the meeting of the Board following each annual meeting of shareholders and shall serve until their successors are duly appointed or until the earlier of their death, resignation or removal. The Board may fill a vacancy in the membership of the Committee and may remove a member of the Committee at any time for any reason. The Board shall approve the chair of the Committee (the "**Chair**") based upon the recommendation of the Committee members. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

The Committee shall meet as necessary, but at least twice per year, to fulfill its responsibilities and duties as set forth herein. The Committee shall meet without management present at each Committee meeting. At the invitation of the Committee, members of the Company's management and others may attend Committee meetings, provided that the Chief Executive Officer ("**CEO**") and other executives may not be present during any voting or deliberations on compensation of the CEO or such other executives, respectively.

The Chair, any member of the Committee, any member of the Board may call a meeting by notifying the Company's Corporate Secretary who will notify members of the Committee. Ordinarily, meetings of the Committee should be convened with no less than seven days' notice having been given. In exceptional circumstances the requirement for notice may be waived subject to the formal consent of no less than the number of Committee members that constitutes a quorum of the Committee or instruction by a resolution of the Board.

The Committee shall report its actions to the members of the Board and the Corporate Secretary of the Company and shall keep written minutes of its meetings, which shall be recorded and filed with the books and records of the Company. The Chair (in consultation with the Chair of the Board, the Lead Independent Director of the Board (if applicable), the Chief Executive Officer and the Corporate Secretary) shall be responsible for establishing or causing to be established the agenda for each Committee meeting, and for ensuring that minutes of Committee proceedings are kept and circulated to Committee members on a timely basis for review and approval. Minutes of each meeting will be made available to the members of the Board and the Corporate Secretary of the Company. The Committee shall report its decisions and recommendations to the Board promptly after each Committee meeting.

C. RESPONSIBILITIES AND DUTIES

Compensation Matters

In respect of compensation matters to fulfill its responsibilities and duties the Committee shall:

1. periodically review and advise the Board (with support from internal and/or external experts as determined to be appropriate by the Committee in its discretion) on: (i) current trends in regional and industry-wide compensation practices; and (ii) how the Company's compensation programs and practices compare to those of comparable companies;
2. review and make recommendations to the Board regarding the terms and conditions, design, approval, implementation, administration and interpretation of the Company's incentive compensation plans, including taking such actions in regard to the Company's incentive compensation plans as may be required by the terms of the applicable plans, provided that equity-based plans permitting the issuance of securities from treasury and any material amendments to such plans shall require shareholder approval as required under applicable laws, rules or regulations or by the applicable equity-based plan;

3. at least annually, review share ownership guidelines for the executive officers and directors of the Company, including each executive officer's and director's achievement of, or progress towards achieving, the applicable requirement;
4. determine the eligibility requirements applicable to participants in the Company's incentive compensation plans;
5. at least annually, review and make recommendations to the Board regarding corporate goals and objectives relevant to compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives and make recommendations to the Board regarding the annual salary, incentive compensation and other benefits of the CEO;
6. at least annually, review and make recommendations to the Board regarding corporate goals and objectives relevant to compensation of the executive officers, evaluate the performance of the Company's executive officers and make recommendations to the Board regarding the annual salary, incentive compensation and other benefits of the executive officers;
7. at least annually, review incentive compensation arrangements to confirm they do not encourage inappropriate or unintended risk taking;
8. at least annually, review the Company's executive compensation programs and practices and confirm that such programs and practices are achieving their intended objectives;
9. on a periodic basis, as determined necessary or advisable, retain the services of a compensation consultant. The Committee shall approve in advance any other work the consultant performs at the request of management and ensure compliance with the requirements established by Regulatory Bodies related to the retaining and using of such consultants;
10. oversee the Company's compliance with any rules promulgated by any Regulatory Body prohibiting loans to officers and directors of the Company;
11. review the compensation discussion and analysis and the related executive compensation information to be included in the Company's management information circular and any other disclosure with respect to executive compensation to be included in any other public disclosure documents of the Company;
12. review, consider, and recommend to the Board all employment, severance or change in control matters with, and any special or supplemental benefits provided to, any executive officers or directors of the Company; and
13. perform such additional functions as shall be assigned to it by the Board and exercise such additional powers as may be reasonably necessary or desirable, in the Committee's discretion, to fulfill its responsibilities and duties under this mandate.

Nomination and Governance Matters

In respect of nomination and governance matters to fulfill its responsibilities and duties the Committee shall:

1. at least annually, review and assess the adequacy of this mandate and the Board mandate, including ensuring their compliance with any rules or regulations promulgated by any Regulatory Body, and recommend any proposed modifications to this mandate and/or the Board mandate to the Board for approval;
2. at least annually, establish a Committee work plan for a period of not less than one year;
3. at least annually, review and make recommendations to the Board regarding the size and composition of the Board;
4. periodically develop and review standards to be applied in making determinations as to the independence of directors and the presence or absence of material relationships between a director and the Company, including ensuring compliance with any requirements established by Regulatory Bodies;
5. annually review the skills, competencies, experiences, personal characteristics and diversity of directors in light of: (i) the Company's business, strategic direction and risk profile; and (ii) the need to ensure that a majority of the Board is comprised of directors who are "independent" (as such term is defined under the requirements or guidelines in applicable securities laws and the rules of any stock exchange on which the Company's securities are listed for trading). As part of this review, the Committee shall ensure that appropriate Board succession plans are in place;
6. establish processes for identifying, interviewing and recommending suitable nominees for appointment to the Board either as additional directors or to succeed existing directors, having regard to the skills, competencies, experiences, personal characteristics and diversity of possible candidates;
7. at least annually, review the Company's approach to corporate governance issues;
8. at least annually, oversee management succession planning and make appropriate recommendations to the Board regarding the appointment and succession of the Company's executive officers;
9. oversee an orientation program to familiarize new directors with the Company's business and operations;
10. ensure that ongoing educational opportunities are provided for all directors to enhance their skills as directors and to ensure that their knowledge and understanding of the Company's business remains current;
11. periodically review the position descriptions for the Chair of the Board, Lead Independent Director (if applicable), Chief Executive Officer, Committee Chair and Audit Committee Chair and make amendments as appropriate;
12. at the discretion of the Committee, conduct Board and Committee effectiveness surveys and/or peer evaluation surveys relating to the contribution of individual directors to the Board; and
13. perform such additional functions as shall be assigned to it by the Board and exercise such additional powers as may be reasonably necessary or desirable, in the Committee's discretion, to fulfill its responsibilities and duties under this mandate.

Sustainability Matters

In respect of sustainability-related matters to fulfill its responsibilities and duties the Committee shall:

1. oversee the development, implementation and any significant changes to, the Company's sustainability strategy, objectives, targets, initiatives, programs and policies;
2. oversee the Company's process for identifying, managing and mitigating sustainability-related risks and opportunities;
3. at least annually, review any sustainability-related targets established by the Company, including the Company's progress towards achieving such targets;
4. at least annually, receive an update from management on the Company's sustainability strategy, key initiatives and programs, including, but not limited to, the Company's sustainability roadmap, approach to sustainability-related corporate governance matters, key stakeholder sustainability requirements and expectations; key regulatory developments and the Company's performance on third-party sustainability-related scorecards;
5. oversee and monitor the Company's compliance with its sustainability-related policies, including, but not limited to, the Company's Sustainability and Environmental Policy and Human Rights Policy;
6. prior to public disclosure, review and recommend to the Board for approval (where necessary or appropriate in the circumstances), any sustainability-related information to be included in any public disclosure documents of the Company, including, but not limited to, the Company's annual sustainability report; and
7. perform such additional functions as shall be assigned to it by the Board and exercise such additional powers as may be reasonably necessary or desirable, in the Committee's discretion, to fulfill its responsibilities and duties under this mandate.

D. ACCESS TO MANAGEMENT AND INDEPENDENT ADVICE

The Committee shall have unrestricted access to the Company's management and employees. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and duties as described above, and may seek and retain accounting, legal, consulting or other expert advice from a source independent of management (collectively, "**advisors**"), at the expense of the Company, with notice to the Lead Independent Director of the Board (if applicable), the non-executive Chair of the Board or the CEO of the Company, as deemed appropriate by the Committee. In furtherance of the foregoing, the Committee shall have the sole authority to retain any such advisor to be used to assist in the evaluation of such matters and shall have the sole authority to approve such advisor's fees and other retention terms; provided that before selecting or receiving advice from any such advisor (other than an advisor subject to an exclusion under the listing rules of any applicable exchange upon which securities of the Company are traded), the Committee will take into consideration all factors relevant to the advisor's independence from management.