

**REAL MATTERS INC.
(the "Company")**

POSITION DESCRIPTION

**CHAIR OF THE COMPENSATION, NOMINATION, GOVERNANCE AND SUSTAINABILITY
COMMITTEE ("CNGSC")**

This position description describes the appointment, overall objectives and specific responsibilities of the Chair of the CNGSC (the "**Chair**") of the Company.

Appointment

The Chair shall be a member of the CNGSC who has been appointed by the Company's Board of Directors (the "**Board**") to assist the CNGSC in fulfilling its duties effectively and efficiently in accordance with the written mandate of the CNGSC (the "**CNGSC Mandate**").

The Chair must satisfy the independence requirements set forth in National Policy 58-201 – *Corporate Governance Guidelines* of the Canadian Securities Administrators ("**NP 58-201**"). In addition, the Chair must possess such experience, competencies and other skills as may be determined by the Board and/or the CNGSC from time to time.

Overall Objectives

The Chair shall be responsible for achieving the following overall objectives:

- providing independent, effective leadership to the CNGSC, including ensuring that the CNGSC fulfills the duties set out in the CNGSC Mandate and the annual CNGSC work plan;
- acting as the liaison between the CNGSC and the Board, the Company's senior management team and any external advisors or consultants engaged by the CNGSC from time to time; and
- fostering effective, ethical and responsible decision-making by the CNGSC.

Specific Responsibilities

The specific responsibilities of the Chair are as follows:

Leadership

- establishing procedures to ensure that the CNGSC fully discharges its responsibilities and duties to the Board;

- taking reasonable steps to ensure that the responsibilities and duties of the CNGSC, as outlined in the CNGSC Mandate, are well understood by CNGSC members and undertaken in an effective manner;
- promoting and facilitating open and constructive discussions between members of the CNGSC and the Board, the Company's senior management and any external advisors or consultants that may be engaged by the CNGSC from time to time;
- ensuring that each CNGSC member is heard and participates in decision making and is accountable to the CNGSC;

CNGSC Governance

- overseeing all aspects of the CNGSC's direction and administration in fulfilling the CNGSC Mandate;
- with input from the Board, other CNGSC members, the Chief Executive Officer ("CEO") and the Corporate Secretary, overseeing the structure, size, composition and activities delegated to the CNGSC;
- advising the Board and the Company's senior management if the CNGSC does not satisfy the independence requirements set forth in NP 58-201 so that appropriate actions can be promptly undertaken;
- working with the Chair of the Board and the CEO to ensure that the CNGSC is provided with the necessary resources, including external advisors and consultants, to permit it to carry out its responsibilities effectively and efficiently;

CNGSC Meetings

- in consultation with the Chair of the Board, the CEO, the Corporate Secretary and other CNGSC members, determining the frequency, dates and locations of CNGSC meetings;
- together with the Chair of the Board, the CEO and the Corporate Secretary, establishing the agenda for each CNGSC meeting;
- acting as chair for all CNGSC meetings, including in camera sessions;
- ensuring that there is sufficient time during CNGSC meetings to fully discuss all business items set out in the meeting agenda;
- monitoring the effectiveness of the meeting materials provided to the CNGSC to ensure that CNGSC members are properly equipped to consider all matters to be dealt with at each meeting;

- in consultation with the CEO and the Corporate Secretary, ensuring that all items requiring CNGSC approval are appropriately tabled for approval;
- ensuring that the CNGSC meets in separate, in camera sessions at each CNGSC meeting with: (i) the CEO; (ii) as necessary or appropriate, external advisors and/or consultants engaged by the CNGSC from time to time; and (iii) only the members of the CNGSC without management present;

CNGSC Reporting

- reporting to the Board on the significant matters reviewed by, and on any decisions or recommendations of, the CNGSC at the Board meeting following each CNGSC meeting;
- ensuring that written minutes of each CNGSC meeting are documented and filed in the Company's minute book.

Annual Evaluation

- ensuring that a process is in place for the assessment, at least annually, of the effectiveness of the CNGSC;
- reviewing the consolidated results of the annual assessment of the CNGSC's effectiveness and ensuring that appropriate actions are taken to correct any significant issues that are identified;

Education

- monitoring recent developments and best practices relating to the CNGSC Mandate and, in consultation with the Corporate Secretary, providing information and guidance to the CNGSC regarding such developments and best practices, including their potential adoption by the Company; and

Other

- carrying out such other appropriate duties and responsibilities that are delegated by the Board or CNGSC from time to time.