

## THE REAL BROKERAGE INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### Purpose of the Committee

The Nominating and Corporate Governance Committee (the "**Committee**") is a standing committee of the Board of Directors (the "**Board**") of The Real Brokerage Inc. (the "**Company**"). Its purpose is to carry out the responsibilities delegated by the Board relating to the Company's director nominations process and procedures, and developing and maintaining the Company's corporate governance policies.

#### Composition

The Committee will be comprised of at least three Directors or such greater number as the Board may determine from time to time and all members of the Committee shall be "independent" (as such term is used in in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and Nasdaq Listing Rule 5605(a)(2)).

The Board shall from time to time designate one of the members of the Committee to be the chairperson of the Committee (the "**Chair**").

#### Meetings and Administrative Matters

- (a) The Committee shall meet at least twice per year and/or as deemed appropriate by the Committee Chair.
- (b) Meeting materials shall be circulated to Committee members and relevant management personnel along with background information on a timely basis prior to the Committee meetings.
- (c) A quorum for meetings of the Committee will be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee will be the same as those governing the Board unless otherwise determined by the Committee or the Board.
- (d) The Chair will preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee that are present will designate from among such members the Chair for purposes of the meeting.
- (e) At all meetings of the Committee, every resolution shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.
- (f) The minutes of the Committee meetings shall accurately record the decisions reached and shall be distributed to the Committee members with copies to the Board.
- (g) The Committee may invite such officers, directors and employees of the Company and its subsidiaries, if any, as it sees fit from time to time to attend meetings of the Committee

and assist in the discussion and consideration of the matters being considered by the Committee.

- (h) Any members of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a Director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, following appointment as a member of the Committee, each member will hold such office until the Committee is reconstituted.
- (i) Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Lead Director of the Board by the Committee Chair.

### **Mandate and Responsibilities**

The Committee shall have the following duties and responsibilities:

- (a) Review and consider all nominees for the Board, including proposed nominees of stockholders, in accordance with this Charter. The assessment will include a review of the nominee's judgment, experience, independence, ability and willingness to commit sufficient time to the Board, understanding of the Company's or other related industries, and such other factors as the Committee concludes are pertinent in light of the current needs of the Board. The Committee will also consider the performance of incumbent members of the Board in determining whether to recommend that they be nominated for re-election. The Board believes that its membership should reflect a diversity of experience, background, gender, race, ethnicity and age. The Committee is committed to actively seeking out and will instruct any search firm it engages to identify individuals who will contribute to such diversity to be included in the pool of candidates from which nominees to the Board are selected.
- (b) Evaluate proposals and recommendations of shareholders and directors to remove individual members of the Board, subject to the Company's governing documents, governance policies and applicable law.
- (c) Consider any director candidates recommended by the Company's shareholders under the procedures set forth in the *Business Corporations Act (British Columbia)*, the Nasdaq Listing Rules and the Company's articles and described in the Company's management information circular.
- (d) Develop and recommend to the Board a set of corporate governance principles and guidelines applicable to the Company, review these principles annually and recommend any changes to the Board.
- (e) Oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
- (f) Review and discuss with management disclosure of the Company's corporate governance

practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process. Review the disclosure regarding these practices that will be included in the Company's management information circular.

- (g) Review the Board's committee structure and composition, and make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chair annually.
- (h) Develop and oversee a Company orientation program for new directors.
- (i) Oversee the Company's environmental, social and governance efforts and progress.

### **Authority of the Committee**

The Committee has the authority to delegate to individual members or subcommittees of the Committee. The Committee has the authority to retain any outside advisor at the expense of the Company, without the Board's approval, at any time and has the authority to determine that advisor's fees and other retention terms.

### **Committee and Charter Review**

The Committee will conduct an annual review and assessment of its performance, effectiveness and contribution. The Committee will conduct that review and assessment in such manner as it deems appropriate and report the results to the Board.

The Committee will also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any best practice guidelines recommended by regulators, and will recommend any required or desirable changes to the Board.

### **Reporting to the Board**

The Committee will regularly report to the Board on all significant matters it has considered and addressed and with respect to such other matters that are within its responsibilities, including any matters approved by the Committee or recommended by the Committee for approval by the Board.

Approved by the Board of Directors on July 17, 2023