

THE REAL BROKERAGE INC.

AUDIT COMMITTEE CHARTER

Purpose of the Committee

The Audit Committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of The Real Brokerage Inc. (the “**Company**”) to which the Board has delegated its responsibility for the oversight of the following:

- oversee the Company’s accounting and financial reporting processes, systems of internal control, financial statement audits and the integrity of the Company’s financial statements;
- manage the selection, retention, engagement terms, fees, qualifications, independence, and performance of the registered public accounting firms engaged as the Company’s independent outside auditors for the purpose of preparing or issuing an audit report or performing audit services (the “**Independent Auditors**”), with the Independent Auditors reporting directly to the Committee;
- the Company’s risk management policies and procedures.

and has charged the Committee with the responsibility of recommending, for approval of the Board, the audited financial statements, interim financial statements and other mandatory disclosure releases containing financial information.

The primary objectives of the Committee, with respect to the Company and its subsidiaries, are as follows:

- to oversee the accounting and financial reporting processes and the audits of the financial statements of the Company and to assist the directors of the Company (the “**Directors**”) in meeting their responsibilities in respect of the preparation and disclosure of the financial statements of the Company and related matters;
- to provide an open avenue of communication with the Company’s Independent Auditors, financial and senior management, the Board and internal audit;
- to ensure the Independent Auditors’ independence and review and appraise their performance;
- to increase the credibility and objectivity of financial reports; and
- to facilitate in depth discussions between Directors on the Committee, management and Independent Auditors.

Management is responsible for preparing the Company’s financial statements, and the Independent Auditors are responsible for auditing those financial statements. The Committee in carrying out its responsibilities believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances, to the extent permitted by applicable law and stock exchange listing requirements. The Committee should take the appropriate actions to

set the overall corporate tone for high quality financial reporting, sound business risk practices, and ethical behavior.

Composition

The members of the Committee, including the Chair, will be members of the Board appointed by, and will serve at the discretion of, the Board. Vacancies occurring on the Committee will be filled by the Board in compliance with Nasdaq Listing Rule 5605(c)(4). Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

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 National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) and in Nasdaq Listing Rule 5605(a)(2)) and meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (subject to the exemptions provided for therein).

All of the members of the Committee must be able to read and understand fundamental financial statements, including a Company's balance sheet, income statement, and cash flow statement, as required by Nasdaq Listing Rule 5605(c)(2)(A) and be “financially literate” (as defined in NI 52-110) unless the Board determines that an exemption under NI 52-110 from such requirement in respect of any particular member is available and determines to rely thereon in accordance with the provisions of NI 52-110. No member of the Committee will have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. At least one member of the Committee will satisfy the applicable financial-sophistication requirements and must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication as described in Nasdaq Listing Rule 5605(c)(2)(A), including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. The Board shall from time to time designate one of the members of the Committee to be the chairperson of the Committee (the “**Chair**”).

Authority

The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee. If the Committee concludes that it must retain legal, accounting or other outside advisors, it may do so and determine compensation for those advisors at the Company's expense. The Committee may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of the Company. The Committee will have authority to require that any of the Company's personnel or outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its advisors.

The Chair shall have the delegated authority to act on behalf of the Committee in connection with (1) approval of the retention of outside service providers and advisors (including negotiation and execution of their engagement letters), (2) preapproval of audit or non-audit services, (3) reviewing with management the Company's proposed earnings press releases and other financial information and guidance regarding the Company's results of operations provided publicly, (4) approval of payment of expenses incurred by the Committee described in the previous paragraph,

and (5) as may otherwise be determined by the Committee. The preapproval of non-audit services by the Chair pursuant to the authority granted herein must be presented to the Committee at its first scheduled meeting following such pre-approval.

Meetings and Administrative Matters

Unless otherwise determined by the Committee, each regularly scheduled meeting will conclude with an in camera session that excludes members of management. As part of its responsibility to foster open communication, the Committee will meet periodically with management, internal audit and the Independent Auditors in separate in camera sessions.

- The Committee shall meet at least four times per year and/or as deemed appropriate by the Committee Chair. As part of its job to foster open communication, the Committee will meet at least annually with management and the Independent Auditors in separate sessions, and at such other times as the Independent Auditor and/or the Committee consider appropriate. The Chief Financial Officer of the Company shall attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Chair.
- 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.
- 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.
- 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.
- 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.
- The minutes of the Committee meetings shall accurately record the decisions reached and the minutes (which may be in draft form) shall be distributed to the Committee members with copies to the Board, the Chief Financial Officer or such other officer acting in that capacity, and the Independent Auditor.
- 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 at meetings of the Committee and assist in the discussion and consideration of the matters being considered by the Committee.
- (h) 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's responsibilities are for oversight, as described under "Purpose" above. The members of the Committee are not employees of the Company, and they do not perform management's or any Independent Auditors' functions. The Committee relies on the expertise and knowledge of management, the internal audit, and any Independent Auditors in carrying out its oversight responsibilities. Management is responsible for preparing accurate and complete financial statements in accordance with generally accepted accounting principles ("**GAAP**") or International Financial Reporting Standards ("**IFRS**"), as applicable, preparing periodic reports, and establishing and maintaining appropriate accounting principles and financial reporting policies and satisfactory internal control over financial reporting. The Independent Auditors will audit the Company's annual consolidated financial statements and, when required, the effectiveness of the Company's internal control over financial reporting and review the Company's quarterly financial statements.

The Committee shall have the following responsibilities and is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent permitted by applicable law and stock exchange listing requirements.

Independent Auditor Oversight:

1. Hiring and Selecting Independent Auditors

- be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services of the Company, and each such registered public accounting firm must report directly to the Committee. The appointment of auditors will also require approval of the Board and Shareholders;
- require the Independent Auditors to report directly to the Committee;
- review annually the performance of the Independent Auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company;
- be directly responsible for overseeing the work of the Independent Auditors engaged for the purpose of issuing an auditors' report or performing other audit, review or attestation services for the Company, including the resolution of disagreements between management and the Independent Auditor regarding financial reporting;
- review management's recommendation for the appointment of Independent Auditors and recommend to the Board appointment of Independent Auditors and the compensation of the Independent Auditors;
- review the terms of engagement of the Independent Auditors, including the appropriateness and reasonableness of the auditors' fees;
- when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change; and

- review annually with the Independent Auditors their plan for their audit and, upon completion of the audit, their reports upon the financial reports of the Company and its subsidiaries;

2. Approving Audit and Non-Audit Engagements

- propose appropriate funding to compensate the Company's registered public accounting firm and advisors employed by the audit committee, to pay for ordinary administrative expenses of the audit committee and to fund or pay any other applicable items so as to satisfy Nasdaq Listing Rule 5605 and Rule 10A-3(b)(5);
- review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's Independent Auditors and consider the impact on the independence of the auditors; the pre-approval requirement is waived with respect to the provision of non-audit services if:
 - the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent (5%) of the total amount of fees paid by the Company to its Independent Auditors during the fiscal year in which the non-audit services are provided;
 - such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee;

provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee;

3. Auditor Independence

- obtain annually, a formal written statement of Independent Auditors setting forth all relationships between the Independent Auditors and the Company and confirming their independence from the Company;
- review and discuss with the Independent Auditors any disclosed relationships or services that may impact the objectivity and independence of the Independent Auditors; and
- take, or recommend that the full Board take, appropriate action to oversee the independence of the Independent Auditors;

Financial Review and Disclosure

- review the Company's financial statements and reports and any related management's discussion and analysis ("**MD&A**"), any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial reports), which are submitted to any

governmental body, or to the public, including any certification, report, opinion, or review rendered by the Independent Auditors; the process should include but not be limited to:

- reviewing changes in accounting principles and policies, or in their application, which may have a material impact on the current or future years' financial statements;
 - reviewing significant accruals, reserves or other estimates;
 - reviewing accounting treatment of unusual or non-recurring transactions;
 - ascertaining compliance with covenants under loan agreements;
 - reviewing financial reporting relating to asset retirement obligations;
 - reviewing disclosure requirements for commitments and contingencies;
 - reviewing adjustments raised by the Independent Auditors, whether or not included in the financial statements;
 - reviewing unresolved differences between management and the Independent Auditors;
 - obtain explanations of significant variances with comparative reporting periods;
 - understand Independent Auditors' views about qualitative aspects of the Company's significant accounting practices and the reasonableness of significant judgements and estimates (including material changes in estimates);
 - all known and likely misstatements identified during the audit (other than those the Independent Auditors believe to be insignificant);
 - any other matters that the Independent Auditors must communicate to the Committee under applicable accounting or auditing standards.
- review the financial reports and related information included in prospectuses, MD&A, information circular-proxy statements and annual information forms and all public disclosure containing audited or unaudited financial information (including, without limitation, annual and interim earnings press releases and any other press releases disclosing earnings or financial results) before release and prior to Board approval. The Committee must be satisfied that adequate procedures are in place for the review of the Company's disclosure of all other financial information and will periodically assess the adequacy of those procedures;
 - with respect to the financial reporting process:
 - in consultation with the Independent Auditors, review with management the integrity of the Company's financial reporting process, both internal and external;
 - consider the Independent Auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;

- consider and approve, if appropriate, changes to the Company's auditing and accounting principles, practices and financial statement presentation, as suggested by the Independent Auditors and management including:
 - critical accounting policies and practices;
 - alternative accounting policies available under GAAP or IFRS, as applicable;
 - any other significant reporting issues and judgements, significant regulatory, legal, and accounting initiatives, or developments that may have a material impact on the Company's financial statements, compliance programs, and policies.
- review significant judgments made by management in the preparation of the financial reports and the view of the Independent Auditors as to appropriateness of such judgements.
- following completion of the annual audit, review separately with management and the Independent Auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- review any significant disagreement among management and the Independent Auditors regarding financial reporting;
- review with the Independent Auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented
- review financial reporting relating to risk exposure and risk management policies and procedures of the Company (i.e., hedging, litigation and insurance),

Earnings Announcements

The Committee will review and discuss with management and the Independent Auditors any proposed earnings press release and other financial information regarding the Company's results of operations provided publicly.

Internal Control and Procedures

1. Review and approve the annual audit plan of the Company's internal audit team and discuss with that team the adequacy and effectiveness of the Company's scope, staffing, and general audit approach.
2. Review any significant reports prepared by the Company's internal auditors, as well as management's response. The Vice President of internal audit and controls will also report to the Chairman of the Committee and be evaluated by the Committee.
3. Confer with management and the Independent Auditors concerning the scope, design, adequacy and effectiveness of internal control over financial reporting and the Company's disclosure controls and procedures. The Committee will review reports on significant findings and recommendations with respect to internal controls over financial reporting, together with

management responses and any special audit steps adopted in light of any material control deficiencies.

4. Monitor the effectiveness of the Company's information system controls and security, including a periodic review of the Company's cybersecurity and other information technology risks, controls, initiatives and action plans

Compliance Oversight

Oversee procedures for receiving, retaining and investigating (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

In addition, the Committee will oversee procedures for receiving, retaining, and investigating any "ethics" complaints or submissions delegated to the Committee by the Board.

Ethical Compliance

Review the results of management's efforts to monitor compliance with the Company's programs and policies designed to ensure compliance with applicable laws and stock exchange listing requirements, including the Company's Code of Business Conduct and Ethics.

Related Party Transactions

Review and approve, in accordance with the Company's policies, any related party transaction as defined in Item 404 of Regulation S-K.

Certain Finance Matters

Review, oversee and establish policies where appropriate for finance matters pertaining to: tax audits, proceedings and strategy; material financing plans; investments and treasury risks; corporate insurance coverage; and liquidity risk, foreign currency and investment risk policies.

Other Legal, Compliance and Finance Matters

Review with management legal and regulatory compliance any actual, pending or threatened legal or financial matters that could significantly affect the Company's business or financial statements or as otherwise deemed appropriate by the Committee or other matters that the Committee feels are important in fulfilling its responsibilities. Review risk management policies and procedures.

Committee Self-Assessment 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 November 4, 2024