

REAL MATTERS INC.

TO: Ontario Securities Commission, as Principal Regulator under the Mutual Reliance Review System

AND TO: Alberta Securities Commission
British Columbia Securities Commission
The Manitoba Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Government of Newfoundland and Labrador Financial Services Regulation Division
Nova Scotia Securities Commission
Prince Edward Island Securities Office
Québec Autorité des Marchés Financiers
Financial and Consumer Affairs Authority of Saskatchewan
Office of the Superintendent of Securities, Government of Yukon
Office of the Superintendent of Securities, Government of the Northwest Territories
Office of the Superintendent of Securities, Government of Nunavut

RE: Notice Declaring Intention to be Qualified Under National Instrument 44-101 – *Short Form Prospectus Distributions* (“NI 44-101”)

Real Matters Inc. (the “**Issuer**”) intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer’s intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

DATED as of May 24, 2017.

REAL MATTERS INC.

By: (signed) Jason Smith
Name: Jason Smith
Title: President and Chief Executive Officer

By: (signed) William Herman
Name: William Herman
Title: Executive Vice President and Chief
Financial Officer