



FORM 10

MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General)
By-Laws, 2013

1. NAME OR REPORTING ISSUER

| |
|--------------------------|
| Name of Reporting Issuer |
| Royal Bank of Canada |

2. DATE OF MATERIAL CHANGE

| |
|-------------------------|
| Date of material change |
| September 1, 2014 |

3. DESCRIPTION OF MATERIAL CHANGE

| |
|---|
| Provide a description of the material change |
| Ms. Jacynthe Côté was appointed a Director on the Board of Royal Bank of Canada on September 1, 2014. |

4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

| | YES | NO |
|--|-------------------------------------|--------------------------|
| Will you be seeking an exemption from publishing a notice in accordance with section 64(2) of the Securities Act 2012? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

If "No"

Date of Publication of Notice (dd/mmm/yyyy) _____

If "Yes"


| State the reasons for applying for the exemption |
|--|
| We are applying for an exemption for publishing a notice based on the fact that a press release was already issued by the Corporate Communications Department of the Royal Bank of Canada on August 22, 2014. Please see the attached document in relation to this press release for your information. |

5. DETAILS OF SENIOR OFFICER

| | |
|-------------------------------|--|
| Name (First name, Last name) | Nicole Richards |
| Position in Organization | General Counsel & Corporate Secretary, Caribbean |
| Residential Address | |
| Work Phone (1-xxx-xxx-xxxx) | 1-868-625-7288 |
| Fax Phone(1-xxx-xxx-xxxx) | 1-868-622-2760 |
| Mobile Phone (1-xxx-xxx-xxxx) | |
| Email Address | nicole.richards@rbc.com |

6. DATE, CERTIFICATION AND SIGNATURE

I hereby certify that the statement and information contained in this form and any attachment hereto are true and correct to the best of my knowledge and belief and submitted in compliance with the provisions of the Securities Act, 2012. I understand that any misrepresentation, falsification or material omission of information on this application may result in a breach of the Securities Act, 2012.

Nicole Richards  Attorney September 4, 2014

Print Name Signature Position Date

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| Tool | ID Information |
|--|-----------------------|
| Registrant's Number | |
| Director's Number | |
| Document / Record Number | |
| Record's Management Date Received (dd/mm/yyyy) | |

Approved By : _____ Date (DD/MM/YYYY) _____