



## 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

<b>General Instructions:</b>	<p>Please complete all relevant sections; where the allocated space is insufficient, you may continue on a separate page and attach to the completed form. All supporting information and attached pages should be appropriately numbered and referenced.</p> <p>This report and any attachments should be certified by a Senior Officer of the Reporting Issuer.</p> <p>Completed reports should be submitted to:</p> <p style="padding-left: 40px;">The Director Market Regulation &amp; Surveillance Trinidad and Tobago Securities and Exchange Commission 57-59 Dundonald Street Port of Spain Trinidad</p>
<b>Item 1</b>	State the name of the reporting issuer, and include its business address.
<b>Item 2</b>	State the date on which the material change occurred.
<b>Item 3</b>	Provide sufficient disclosure regarding the material change to enable a reader to appreciate the nature and substance of the material change without having to refer to any other sources. Examples of matters that would be subject to disclosure include: dates, parties, terms and conditions, effect on financial condition, value, reasons for the change, purpose of the change, and a general comment on the probable impact of the material change on the reporting issuer.
<b>Item 4</b>	State whether the issuer is seeking an exemption for publishing a notice in accordance with Section 64(2) of the Securities Act 2012, and complete the associated "yes" or "no" sections of the form accordingly.
<b>Item 5</b>	Give the name, position, business telephone number and email address of a senior officer of the reporting issuer who may be contacted to discuss further details regarding the material change.
<b>Item 6</b>	Include the signature of the Senior Officer identified in Item 5, confirming the material change report, and certifying the statement outlined.



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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	
c/o Registered Agent's Office, 3rd Floor, 8 Sweet Briar Road, Port of Spain	

2. DATE OF MATERIAL CHANGE

Date of material change	
July 8, 2015	

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change	
APPOINTMENT OF DIRECTOR - Mr. Thierry Vandal	
Royal Bank of Canada has appointed Mr. Thierry Vandal to its Board of Directors with effect from July 8, 2015.	
Mr. Vandal was President and Chief Executive Officer of Hydro-Québec from 2005 until his retirement on May 1, 2015. Mr. Vandal joined Hydro-Québec in 1996 and he served in a variety of progressively senior leadership roles within the organization, including serving as President of Hydro-Québec Production, and Vice-President of Strategic Planning and Business Development.	
Mr. Vandal holds a Master of Business Administration in Finance from École des Hautes Études Commerciales (HEC) Montréal and an engineering degree from École Polytechnique de Montréal.	
Mr. Vandal is Chairman of the Board of BioFuelNet Canada and serves on the boards of Veresen Inc., HEC Montréal and McGill University.	

4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

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



If "No"

Proposed Date of Publication Notice (dd/mm/yyyy)	July 15, 2015
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If "Yes"

State the reasons for applying for the exemption: N/A
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5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	Nicole Richards
Position in Organization	Registered Attorney
Business Address	RBC Financial (Caribbean) Limited 8 Sweet Briar Road, Port of Spain
Work Phone (xxx-xxx-xxxx)	625 7288 Ext 83011
Ext Phone (xxx-xxx-xxxx)	622 2760
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

REGISTERED AGENT

JULY 8, 2015

_____		_____	_____
Print Name	Signature	Position	Date

FOR OFFICIAL USE ONLY

Tool	ID Information
Registration Number	
Director's Number	
Document/Record Number	
Record's Management Unit Received (dd/mm/yyyy)	
Form 10 - Material Change Report	
Approved By	Date (DD/MM/YYYY)