

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
RBC FINANCIAL (CARIBBEAN) LIMITED

2. DATE OF MATERIAL CHANGE

Date of material change
September 28, 2014

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
Mr. Martin G. Daly, S.C., has resigned from the Board of RBC Financial (Caribbean) Limited as a Non-Executive Director with effect from September 28, 2014, having completed his tenure on this Board, as a consequence of having attained RBC's prescribed mandatory director retirement age of seventy (70) years of age.

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

The resignation of Mr. Martin G. Daly, S.C., will not affect the price of securities issued by RBC Financial (Caribbean) Limited. Accordingly, we are applying for an exemption from publishing a notice, on the basis that the disclosure would be unwarranted.

5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	Nicole Richards
Position in Organization	General Counsel & Corporate Secretary
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



Corporate Secretary

September 29, 2014

Print Name

Signature

Position

Date

FOR OFFICIAL USE ONLY

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) _____