

# 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   |
|----|--|
|    | RBC MERCHANT BANK (CARIBBEAN) LIMITED  |
| 2. | DATE OF MATERIAL CHANGE  Date of material change  April 17, 2018   |
| 3. | DESCRIPTION OF MATERIAL CHANGE Provide a description of the material change  |
|    | In keeping with RBC Merchant Bank (Caribbean) Limited's ("RBCMBL") strategic priorities to Transform Our Channels to Better Serve Our Clients and To Deliver Efficiently and Effectively after April 30, 2018 RBCMBL's business lines will no longer include fixed income trading. |
|    | This change to RBCMBL's operations was confirmed at a meeting of its Board of Directors held on April 17, 2018.  |
| 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?   |
|    | If "No"  Proposed Date of Publication of Notice April 20, 2018   |
|    | ff "Yes"   |
|    | State the reasons for applying for the exemption.  N/A   |

#### 5. DETAILS OF SENIOR OFFICER

| Name (First name, Last name)   | Sharon Keshwah-Charles            |  |
|--------------------------------|-----------------------------------|--|
| Position in Organization       | Corporate Secretary               |  |
| Business Address               |                                   |  |
|                                | RBC Financial (Caribbean) Limited |  |
|                                | 8 Sweet Briar Road, Port of Spain |  |
| Work Phone (1-xxx-xxx-xxxx)    | 625 7288 Ext 83013                |  |
| Fax Phone(1-xxx-xxx-xxxx)      | 622 2760                          |  |
| sharon.keshwah-charles@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.

CORPORATE SECRETARY APRIL 17, 2018

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|------------|-----------|----------|------|
| 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/i | mt/xxxx)   |  |
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| Approved By :                           | Date (DD/MM/YYYY)  | A CONTRACTOR OF THE                                |
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