



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 OF REPORTING ISSUER

Name of Reporting Issuer
RBC FINANCIAL (CARIBBEAN) LIMITED

2. DATE OF MATERIAL CHANGE

Date of material change
JUNE 6, 2016

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
Mr. Garth Chatoor has resigned from the Board of Directors of RBC Financial (Caribbean) Limited as a Non-Executive Director with effect from June 6, 2016 , 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?	X	

If "No"

Date of Publication of Notice (dd/mmm/yyy)	N/A
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If "Yes"

State the reason for applying for the exemption
The resignation of Mr. Garth Chatoor 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	<u>nicole.richards@rbc.com</u>

5. 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 JUNE 6, 2016

 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) _____	