

THE SECURITIES ACT) Order No. 2999
)
Section 20) July 21, 2000

RBC CAPITAL TRUST/ROYAL BANK OF CANADA

WHEREAS:

(A) Royal Bank of Canada (the "Bank") and RBC Capital Trust (the "Trust") have made application to The Manitoba Securities Commission (the "Commission") for an order pursuant to subsection 20(1) of *The Securities Act*, R.S.M. 1988, C. S50 (the "Act") that certain trades in securities of the Bank will be exempt from sections 6 and 37 of the Act;

(B) It has been represented to the Commission by the Bank and the Trust that:

1. The Bank is a Canadian chartered bank subject to the *Bank Act* (Canada), is subject to the continuous disclosure requirements of the Act and, to the best of its knowledge, is not in default of any requirement of the Act or the regulations thereunder;

2. The common shares of the Bank ("Common Shares") are listed and posted for trading on the Toronto, New York, London and Electronic (Switzerland) stock exchanges;

3. The Trust is a closed-end trust established under the laws of the Province of Ontario by The Royal Trust Company pursuant to a declaration of trust;

4. The Trust is not currently subject to the continuous disclosure requirements of the Act;

5. The Trust and the Bank have filed a preliminary long form prospectus dated June 22, 2000 in connection with an offering (the "Offering") in each province and territory of Canada by the Trust of trust units ("RBC TruCS") and by the Bank of the Holder Exchange Right, the Automatic Exchange and the Subscription Right (each as defined below);

6. Each RBC TruCS will be exchangeable at the option of the holder (the "Holder Exchange Right") for 40 non-cumulative redeemable First Preferred Shares, Series Q of the Bank ("Preferred Shares Series Q") on December 31, 2010 and on the last day of June and December of each year thereafter;

7. Each RBC TruCS will be automatically exchanged (the "Automatic Exchange"), without the consent of the holder, for 40 Preferred Shares Series Q upon the occurrence of certain events;

8. If the Automatic Exchange is triggered and any RBC TruCS remain outstanding thereafter, the Trust will subscribe for 40 Preferred Shares Series Q from the Bank for each RBC TruCS so outstanding (the "Subscription Right") and will redeem such RBC TruCS (the "Trust Redemption") in exchange for Preferred Shares Series Q;

9. As at the closing date of the Offering, the RBC TruCS will be listed and posted for trading on The Toronto Stock Exchange;

10. On and after June 30, 2010, the Preferred Shares Series Q will be convertible, at the option of the Bank and subject to regulatory approval, into Common Shares in accordance with their terms;

11. On December 31, 2010 and on the last day of June and December of each year thereafter, the Preferred Shares Series Q will be convertible, at the option of the holder, into Common Shares or into another series of First Preferred Shares of the Bank, in accordance with their terms;

12. A final long form prospectus in respect of the Offering will be filed by the Bank and the Trust which will qualify the RBC TruCS, the Holder Exchange Right, the Automatic Exchange and the Subscription Right and which will fully describe the events where the Automatic Exchange would occur;

13. The distribution of Preferred Shares Series Q pursuant to the Holder Exchange Right and the Subscription Right will be effected in reliance upon the registration and prospectus exemptions contained in sections 19(1)(h)(iii) and 58(1)(b) of the Act;

14. There are no exemptions from the requirements of sections 6 and 37 of the Act for the distribution of Preferred Shares Series Q pursuant to the Automatic Exchange; and

15. There is no exemption from the requirement of section 6 of the Act for the trade of Preferred Shares Series Q by the Trust to holders of RBC TruCS in connection with the Trust Redemption.

(C) The Commission is of the opinion that it would not be prejudicial to the public interest to grant the Order requested.

IT IS ORDERED:

1. THAT, pursuant to subsection 20(1) of the Act, the trades in Preferred Shares Series Q by the Trust in connection with the Trust Redemption are exempt from the requirement of section 6 of the Act.

2. THAT, pursuant to subsection 20(1) of the Act, the trades in Preferred Shares Series Q in connection with the Automatic Exchange are exempt from the requirements of sections 6 and 37 of the Act, provided that no commission or other remuneration is paid or given to any person in respect of such trades except for ministerial or professional services or for services performed by a person or company registered for trading in securities under the Act.

3. THAT, the fee for this order is \$1,000.00.

BY ORDER OF THE COMMISSION

Director – Capital Markets