

**Pricing Supplement to Short Form Base Shelf Prospectus dated February 27, 2020,
the Prospectus Supplement thereto dated February 27, 2020 and
the Prospectus Supplement thereto dated February 27, 2020**

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This pricing supplement together with the short form base shelf prospectus dated February 27, 2020, the prospectus supplement dated February 27, 2020 and the prospectus supplement dated February 27, 2020, to which it relates, as amended or supplemented, and each document incorporated by reference into such prospectus, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

The securities to be issued hereunder have not been, and will not be, registered under the United States Securities Act of 1933, as amended and, subject to certain exceptions, may not be offered, sold or delivered, directly or indirectly, in the United States of America or for the account or benefit of U.S. persons.



**Royal Bank of Canada
Senior Note Program
Equity Linked Securities
Maximum \$20,000,000 (200,000 Securities)
RBC LiONS™ Equity Fixed 4.75% Securities (CAD), Series 37
Due November 19, 2026
Non-Principal Protected Securities**

October 22, 2020

Royal Bank of Canada (the “**Bank**”) is offering up to \$20,000,000 of RBC LiONS™ Equity Fixed 4.75% Securities (CAD), Series 37 (which we refer to as the “**Securities**”), designed for investors who are prepared and can afford to take the risk that they will lose substantially all of the Principal Amount (defined herein) of their investment because they believe that the Final Portfolio Value (defined herein) will be greater than or equal to the Protection Barrier Value (defined herein). Payment at maturity will be based on the price performance of the common shares of the five Canadian banks listed in Appendix A. Holders of the Securities will also receive Interest Payments (defined herein) payable monthly on each Interest Payment Date (defined herein), each at a fixed amount of \$0.3958 per Security. Such Interest Payments are not contingent on or related to the price performance of the Underlying Securities (defined herein). The return on the Securities is capped; even if the Final Portfolio Value is greater than or equal to the Protection Barrier Value, the maximum return on the Securities would be equal to \$28.50 per Security.

The Portfolio (defined herein) is notional only, meaning that the Underlying Securities in the Portfolio will be used solely as a reference to calculate the amount payable on the Securities. Holders of Securities do not have an ownership interest or other interest (including, without limitation, redemption rights (if any), voting rights or rights to receive dividends or other distributions) in the shares in the Portfolio and will only have a right against the Bank to be paid any amounts due under the Securities. All actions (e.g., purchases, sales and liquidations, etc.) taken in connection with the Portfolio are notional actions only.

The initial estimated value of the Securities as of October 20, 2020 was \$93.92 per Security, which is less than the price to the public and is not an indication of the actual profit to the Bank or its affiliates. The actual value of the Securities at any time will reflect many factors, cannot be predicted with accuracy, and may be less than this amount. We describe our determination of the initial estimated value in more detail below. See “Risk Factors” and “Preparation of Initial Estimated Value”.

The Securities are described in this pricing supplement delivered together with our short form base shelf prospectus dated February 27, 2020 (the “**base shelf prospectus**”), the prospectus supplement establishing our Senior Note Program dated February 27, 2020 (the “**program supplement**”) and a prospectus supplement which generally describes equity, unit and debt linked securities that we may offer under our Senior Note Program dated February 27, 2020 (the “**product supplement**”).

The Securities are not fixed income securities and are not designed to be alternatives to fixed income or money market instruments. The Securities are structured products that possess downside risk.

The Securities will not constitute deposits insured under the *Canada Deposit Insurance Corporation Act*.

An investment in the Securities involves risks. An investment in the Securities is not the same as a direct investment in the securities that comprise the Portfolio and investors have no rights with respect to the securities in the Portfolio. The Securities are considered to be “specified derivatives” under applicable Canadian securities laws. If you purchase Securities, you will be exposed to fluctuations in interest rates and changes in the Portfolio Value (defined herein), among other factors. Price changes may be volatile and an investment in the Securities may be considered to be speculative. Since the Securities are not principal protected and the Principal Amount will be at risk, you could lose substantially all of your investment. See “Risk Factors”.

Price: \$100 per Security

Minimum Subscription: \$5,000 (50 Securities)

	Price to public	Selling Commissions and Dealer’s fee⁽¹⁾	Net proceeds to the Bank
Per Security	\$100.00	\$2.50	\$97.50
Total ⁽²⁾	\$20,000,000	\$500,000	\$19,500,000

(1) A commission of 2.50% of the Principal Amount of Securities issued under this offering will be paid to the Dealers (defined below) for further payment to representatives, including representatives employed by the Dealers, whose clients purchase the Securities. An agency fee will also be paid, from the Bank's own funds, to Laurentian Bank Securities Inc. in an amount up to 0.15% of the Principal Amount of the Securities issued under this offering for acting as independent agent.

(2) Reflects the maximum offering size of the Securities. **There is no minimum amount of funds that must be raised under this offering. This means that the issuer could complete this offering after raising only a small proportion of the offering amount set out above.**

The Securities are offered severally by RBC Dominion Securities Inc. ("**RBC DS**") and Laurentian Bank Securities Inc. (collectively, the "**Dealers**") as agents under a dealer agreement dated February 27, 2020, as amended or supplemented from time to time. **RBC DS is our wholly owned subsidiary. Consequently, we are a related and connected issuer of RBC DS within the meaning of applicable securities legislation.** See "Dealers" in this pricing supplement and "Plan of Distribution" in the program supplement.

The Securities will not be listed on any stock exchange. Securities may be resold using the Fundserv network at a price determined at the time of sale by the Calculation Agent (defined herein), which price may be lower than the Principal Amount of such Securities. The Securities will also be subject to specified early trading charges, depending on when the Securities are sold. There is no assurance that a secondary market for the Securities will develop or be sustained. See "Secondary Market for Securities", "Description of the Securities–Calculation Agent" and "Risk Factors" in the program supplement and "Secondary Market" in this pricing supplement.

Bank Trademarks

Lion & Globe symbol and RBC LiONS™ are registered trademarks of Royal Bank of Canada.

Prospectus for Securities

Securities described in this pricing supplement will be issued under our Senior Note Program and will be unsecured, unsubordinated debt obligations. The Securities are Senior Debt Securities (as defined in the base shelf prospectus referred to below) and are described in four separate documents: (1) the base shelf prospectus, (2) the program supplement, (3) the product supplement, and (4) this pricing supplement, all of which collectively constitute the “prospectus” for the Securities. See “Prospectus for Securities” in the program supplement.

Documents Incorporated by Reference

This pricing supplement is deemed to be incorporated by reference into the base shelf prospectus solely for the purpose of our Senior Note Program and the Securities issued hereunder. Other documents are also incorporated or deemed to be incorporated by reference into the base shelf prospectus and reference should be made to the base shelf prospectus for full particulars.

Marketing Materials

The version of the summary for the Securities that was filed with the securities commissions or similar regulatory authorities in each of the provinces and territories of Canada as “marketing materials” (as defined in National Instrument 41-101 – *General Prospectus Requirements*) on October 22, 2020 is deemed to be incorporated by reference into the base shelf prospectus solely for the purpose of our Senior Note Program and the Securities issued hereunder. Any version of marketing materials filed with the securities commission or similar regulatory authority in each of the provinces and territories of Canada in connection with this offering after the date hereof but prior to the termination of the distribution of the Securities under this pricing supplement (including any amendments to, or an amended version of, the marketing materials) is deemed to be incorporated by reference herein and in the base shelf prospectus solely for the purpose of our Senior Note Program and the Securities issued hereunder. Any such marketing materials are not part of this pricing supplement or the base shelf prospectus to the extent that the contents of the marketing materials have been modified or superseded by a statement contained in an amendment to this pricing supplement.

Caution Regarding Forward-Looking Statements

From time to time, we make written or oral forward-looking statements within the meaning of certain securities laws, including the “safe harbour” provisions of the United States Private Securities Litigation Reform Act of 1995 and any applicable Canadian securities legislation. We may make forward-looking statements in the base shelf prospectus and in the documents incorporated by reference therein, in the program supplement, in the product supplement, in this pricing supplement, in other filings with Canadian regulators or the United States Securities and Exchange Commission, in other reports to shareholders, and in other communications, including statements by our President and Chief Executive Officer. Forward-looking statements in, or incorporated by reference in, this prospectus include, but are not limited to, statements relating to our financial performance objectives, vision and strategic goals, the Economic, market and regulatory review and outlook section of our management’s discussion and analysis for the three and nine month periods ended or as at July 31, 2020 (the “**Q3 2020 Management’s Discussion and Analysis**”) and in the Economic, market and regulatory review and outlook section of our management’s discussion and analysis for the year ended October 31, 2019 (the “**2019 Management’s Discussion and Analysis**”) for Canadian, U.S., European and global economies, the regulatory environment in which we operate and the risk environment including our liquidity and funding risk, and the potential continued impacts of the coronavirus (COVID-19) pandemic on our business operations, financial results and financial condition and on the global economy and financial market conditions. The forward-looking information contained in, or incorporated by reference in, this prospectus is presented for the purpose of assisting the holders of our securities and financial analysts in understanding our financial position and results of operations as at and for the periods ended on the dates presented, as well as our financial performance objectives, vision and strategic goals, and may not be appropriate for other purposes. Forward-looking statements are typically identified by words such as “believe”, “expect”, “foresee”, “forecast”, “anticipate”, “intend”, “estimate”, “goal”, “plan” and “project” and similar expressions of future or conditional verbs such as “will”, “may”, “should”, “could” or “would”.

By their very nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties, which give rise to the possibility that our predictions, forecasts, projections, expectations or conclusions will not prove to be accurate, that our assumptions may not be correct and that our financial performance objectives, vision and strategic goals will not be achieved. We caution readers not to place undue reliance on these statements as a number of risk factors could cause our actual results to differ materially from the expectations expressed in such forward-looking statements. These factors – many of which are beyond our control and the effects of which can be difficult to predict – include: credit, market, liquidity and funding, insurance, operational, regulatory compliance, strategic, reputation, legal and regulatory environment, competitive and systemic risks and other risks discussed in the risk sections of the 2019 Management’s Discussion and Analysis and the Risk management and Significant developments: COVID-19 sections of the Q3 2020 Management’s Discussion and Analysis incorporated by reference herein; including information technology and cyber risk, privacy, data and third party related risks, geopolitical uncertainty, Canadian housing and household indebtedness, regulatory changes, digital disruption and innovation, climate change, the business and economic conditions in the geographic regions in which we operate, the effects of changes in government fiscal, monetary and other policies, tax risk and transparency, environmental and social risk and the emergence of widespread health emergencies or public health crises such as pandemics and epidemics, including the COVID-19 pandemic

and its impact on the global economy and financial market conditions and our business operations, financial results and financial condition.

We caution that the foregoing list of risk factors is not exhaustive and other factors could also adversely affect our results. When relying on our forward-looking statements to make decisions with respect to us or the Securities, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Material economic assumptions underlying the forward-looking statements contained in this prospectus are set out in the Economic, market and regulatory review and outlook and for each business segment under the Strategic priorities and Outlook headings in our 2019 Management's Discussion and Analysis, as updated by the Economic, market and regulatory review and outlook and Significant developments: COVID-19 sections of the Q3 2020 Management's Discussion and Analysis. Except as required by law, we do not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by us or on our behalf.

Additional information about these and other factors can be found in the risk sections of our 2019 Management's Discussion and Analysis and in the Risk management and Significant developments: COVID-19 sections of the Q3 2020 Management's Discussion and Analysis incorporated by reference in this prospectus.

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Senior Note Program
Equity Linked Securities
Maximum \$20,000,000 (200,000 Securities)
RBC LiONS™ Equity Fixed 4.75% Securities (CAD), Series 37
Due November 19, 2026
Non-Principal Protected Securities**

Issuer:	Royal Bank of Canada (the “Bank”)
Dealers:	RBC Dominion Securities Inc. (“RBC DS”) and Laurentian Bank Securities Inc. Laurentian Bank Securities Inc., a dealer to which we are neither related nor connected, participated in the due diligence activities performed by the Dealers in respect of the offering, but did not participate in the structuring and pricing of the offering or the calculation of the initial estimated value of the Securities. See “Plan of Distribution” in the program supplement.
Issue:	RBC LiONS™ Equity Fixed 4.75% Securities (CAD), Series 37 due November 19, 2026.
Fundserv Code:	RBC6097
Objective of the Securities:	The Securities have been designed to provide investors with monthly Interest Payments (defined below) where the investors are willing and can afford to risk substantially all of the Principal Amount (defined below) of their investment because they believe that the Final Portfolio Value (defined below) will be greater than or equal to the Protection Barrier Value (defined below).
Issue Price:	The Securities will be issued at a price equal to their Principal Amount.
Minimum Investment:	50 Securities or \$5,000.
Denomination:	Securities are issuable in denominations of \$100 (the “Principal Amount”) and in minimum increments of \$100.
Issue Date:	November 20, 2020 or such other date as may be agreed to by the Bank and the Dealers.
Issue Size:	The maximum issue size will be an aggregate amount of \$20,000,000.
Maturity Date:	November 19, 2026 (approximately a six-year term). See “Description of the Equity, Unit and Debt Linked Securities – Maturity Date and Amount Payable” in the product supplement.
Principal at Risk Securities:	All but 1% of the Principal Amount of the Securities is fully exposed. You could lose substantially all of your investment. See “Description of the Equity, Unit and Debt Linked Securities — Principal at Risk Securities” and “Risk Factors” in the product supplement. The monthly Interest Payments will accrue and be paid on the Principal Amount of the Securities and will not be contingent on or related to the price performance of the Portfolio (defined below).
Underlying Securities:	<p>The payment at maturity on the Securities is linked to the price performance (excluding any dividends and other distributions) of a notional portfolio (the “Portfolio”) of the common shares (the “Underlying Securities” and each, an “Underlying Security”) of the five Canadian banks listed in Appendix A (the “Underlying Security Issuers” and each, an “Underlying Security Issuer”). The Underlying Securities will be equally weighted in the Portfolio (the “Portfolio Weight”) at the Initial Valuation Date (defined below). Such weightings will not be adjusted or rebalanced during the term of the Securities.</p> <p>Securities do not represent an interest in the Underlying Securities, and holders will have no right or entitlement to the Underlying Securities, including, without limitation, redemption rights (if any), voting rights or rights to receive dividends or other distributions paid on any of such Underlying Securities (the annual dividend yield on the Portfolio as of October 19, 2020 was 5.01%, representing an aggregate</p>

dividend yield of approximately 34.09% compounded annually over the six-year term, on the assumption that the dividend yield remains constant). There is no requirement for the Bank to hold any interest in the Underlying Security Issuers.

This pricing supplement has been prepared for the sole purpose of assisting prospective investors in making an investment decision with respect to the Securities. This pricing supplement relates only to the Securities offered hereby and does not relate to the Underlying Securities and/or the Underlying Security Issuers. Additional information relating to the Underlying Securities and/or the Underlying Security Issuers can be obtained from the public disclosure filed by the Underlying Security Issuers on www.sedar.com or other publicly available sources. The Bank and the Dealers have not verified the accuracy or completeness of any information pertaining to the Underlying Security Issuers or determined if there has been any omission by any Underlying Security Issuer to disclose any facts, information or events which may have occurred prior to or subsequent to the date as of which any information has been furnished by any Underlying Security Issuer which may affect the significance or accuracy of such information. Neither the Bank (except with respect to any documents of the Bank that are incorporated or deemed to be incorporated by reference into this pricing supplement) nor any Dealer makes any representation that such publicly available documents or any other publicly available information regarding any Underlying Securities or Underlying Security Issuer are accurate or complete. See Appendix A for information concerning the market price and certain other information regarding the common shares of each of the Underlying Security Issuers on the Toronto Stock Exchange (the “TSX”). Prospective investors should independently investigate the Underlying Security Issuers and decide whether an investment in the Securities is appropriate. None of the Underlying Security Issuers (other than the Bank) have participated in the preparation of this pricing supplement and the Securities are not in any way sponsored, endorsed, sold or promoted by any of the Underlying Security Issuers (other than the Bank). See “Description of the Equity, Unit and Debt Linked Securities – Underlying Securities and Underlying Security Issuers” in the product supplement. The Bank will carry on business, including with respect to its dividend policy, without regard to the effect that its decisions will have on the Securities. See “Dealings in Underlying Securities” in the product supplement.

The decision to offer the Securities pursuant to this supplement will have been taken independently of any decision by the Bank to purchase the Underlying Securities in the primary or secondary market. Except with respect to any hedging activities the Bank engages with respect to its obligations under the Securities, any decision by the Bank to purchase the Underlying Securities in the primary or in the secondary market will have been taken independently of the Bank’s offering of the Securities pursuant to this supplement. The employees responsible for our Senior Note Program are not privy to any information regarding either primary or secondary market purchases of the Underlying Securities made by the Bank in connection with any primary distribution made by the Underlying Security Issuers.

Portfolio Value:

The “**Portfolio Value**” for the Portfolio on any Exchange Day (defined in the product supplement) is calculated by: (a) multiplying (i) the official closing price of each Underlying Security, as announced by the TSX, on such Exchange Day by (ii) the corresponding Number of Underlying Securities for such Underlying Security; and (b) aggregating the resulting products.

Protection Barrier Value:

The “**Protection Barrier Value**” is 70.00% of the Initial Portfolio Value (defined below).

Number of Underlying Securities:

The “**Number of Underlying Securities**” for each Underlying Security is calculated by: (i) multiplying the Portfolio Weight for such Underlying Security by the aggregate Principal Amount of Securities issued under this offering; and (ii) dividing the resulting product by the official closing price of such Underlying Security, as announced by the TSX, on the Initial Valuation Date.

Once determined, the Number of Underlying Securities for each Underlying Security will not be adjusted during the term of the Securities, except in certain special circumstances. See “Extraordinary Events” below.

Initial Portfolio Value:	The “ Initial Portfolio Value ” is the Portfolio Value on November 16, 2020 (the “ Initial Valuation Date ”).
Final Portfolio Value:	The “ Final Portfolio Value ” is the Portfolio Value on November 16, 2026 (the “ Final Valuation Date ”).
Percentage Change:	<p>The “Percentage Change” is the amount, expressed as a percentage rounded to two decimal places, equal to:</p> $\frac{(\text{Final Portfolio Value} - \text{Initial Portfolio Value})}{\text{Initial Portfolio Value}}$ <p>See “Description of the Equity, Unit and Debt Linked Securities — Maturity Date and Amount Payable” in the product supplement.</p>
Interest Payments:	Holders will receive interest payments (the “ Interest Payments ” and each an “ Interest Payment ”) at a fixed interest rate of 0.3958% per Interest Period (defined below), payable monthly on each Interest Payment Date (defined below). On the basis of the foregoing, the interest on each \$100 Principal Amount of Securities for an Interest Period would equal $\$100 \times 0.3958\%$, or \$0.3958. The Interest Payments will not be contingent on or related to the price performance of the Portfolio.
Interest Periods:	The “ Interest Period ” for an Interest Payment is the period from and including the most recent Interest Payment Date to but excluding the subsequent Interest Payment Date, provided that the first Interest Period will commence on, and include, the Issue Date and the final Interest Period will end on, but exclude, the Maturity Date.
Interest Payment Dates:	The “ Interest Payment Date ” for the payment of interest will occur on December 21, 2020 and on the 20 th day of each month thereafter to and including the Maturity Date (with the exception being the Maturity Date, being November 19, 2026). If any such Interest Payment Date is not a Business Day (defined in the program supplement), the payment will be made on the first following day that is a Business Day.
Payment at Maturity:	<p>On the Maturity Date, the amount payable (the “Redemption Amount”) for each \$100 Principal Amount per Security will be equal to:</p> <p>(a) if the Final Portfolio Value is greater than or equal to the Protection Barrier Value, \$100; or</p> <p>(b) if the Final Portfolio Value is less than the Protection Barrier Value, an amount equal to:</p> $\$100.00 + (\$100.00 \times \text{Percentage Change})$ <p>As a result, the Redemption Amount will not be determinable before the Final Valuation Date. See “Risk Factors” below. All dollar amounts will be rounded to the nearest whole cent. The minimum payment at maturity is \$1.00 per Security.</p> <p>The Redemption Amount will be paid in addition to the Interest Payment that is due on the Maturity Date.</p>
Sample Calculations:	See Appendix B to this pricing supplement for sample calculations of the Redemption Amount and the Interest Payments payable on the Securities.
Issuer Credit Rating:	<p>Moody’s: Aa2</p> <p>Standard & Poor’s: AA-</p> <p>DBRS: AA</p> <p>The Securities themselves have not been and will not be rated. See “Description of the Securities — Ratings” in the program supplement.</p>
Extraordinary Events:	Determination of the Portfolio Value, including the Initial Portfolio Value and the Final Portfolio Value, and the Redemption Amount may be postponed, or the Bank can accelerate determination of the Final Portfolio Value and the Redemption Amount and repay the Securities in full prior to their maturity, in certain circumstances. If an Extraordinary Event occurs then the Calculation Agent may, but is not required to, make such adjustments to any payment or other term of the Securities as it determines to be appropriate, acting in good faith, to account for the economic effect of such event

on the Securities and determine the effective date of any such adjustment. See “Description of the Securities — Special Circumstances” in the program supplement and “Description of the Equity, Unit and Debt Linked Securities — Extraordinary Events” in the product supplement.

Summary of Fees and Expenses: A commission of 2.50% of the Principal Amount of Securities issued under this offering will be paid to the Dealers for further payment to representatives, including representatives employed by the Dealers, whose clients purchase the Securities. An agency fee will also be paid, from the Bank’s own funds, to Laurentian Bank Securities Inc. in an amount up to 0.15% of the Principal Amount of the Securities issued under this offering for acting as independent agent. The selling commissions and the agency fee are indirectly borne by holders of the Securities. There are no fees directly payable by a holder of Securities. See “Description of the Securities — Summary of Fees and Expenses” in the program supplement. An early trading charge may also apply. See “Secondary Market” below.

Eligibility for Investment: Eligible for RRSPs, RRIFs, RESPs, RDSPs, DPSPs and TFSA’s. See “Eligibility for Investment” in Appendix C, including the summary of the “prohibited investment” rule.

Risk Factors: You should carefully consider all the information set out in this prospectus for any Securities in which you are considering investing. **In particular, you should evaluate the risks described under “Risk Factors” in each of the base shelf prospectus and the product supplement, as well as the risks described below.** The Redemption Amount payable on the Securities at maturity is unknown and subject to many variables, including interest rate fluctuations and changes in the prices of the Underlying Securities. You should independently determine, with your own advisors, whether an investment in the Securities is suitable for you having regard to your own investment objectives and expectations.

No Upside Participation by the Securities

The return on the Securities is limited; even if the Final Portfolio Value is greater than or equal to the Protection Barrier Value, the maximum return on the Securities, over the term of the Securities, would be equal to \$28.50 per Security. The Securities will not participate in any upside price performance of the Portfolio, and in the event of any increase in the price performance of the Portfolio, holders will only receive their principal at maturity in addition to the Interest Payments.

Lack of Diversification

The Underlying Security Issuers are Canadian chartered banks and are therefore concentrated in this industry sector. This means that the performance of the Securities will be tied entirely to the success of this industry sector. Canadian chartered banks are subject to risks that are specific to their industry sector and which may therefore result in the performance of the Securities being substantially different, and potentially substantially worse, than other industry sectors or the securities/equity markets generally.

Uncertain Return until Final Valuation Date

The return, if any, on the Securities will be uncertain until the Final Valuation Date. Whether there is a return on the Securities will depend on the Portfolio Value on the Final Valuation Date. There can be no assurance that the Securities will generate a positive return or that the objectives of the Securities will be achieved and, in particular, there is a substantial risk of the Redemption Amount being less than the Principal Amount. Other than the Interest Payments payable during the term of the Securities (which are not contingent on or related to the price performance of the Portfolio), depending on the price performance of the Portfolio, holders of the Securities may not be repaid the amount they invested in the Securities (other than \$1.00 per Security). Historical prices of the Underlying Securities should not be considered as an indication of the future price performance of the Underlying Securities. Investors should understand that the risk involved in this type of investment is greater than that normally associated with other types of investments.

Volatility May Affect the Redemption Amount or Trading Value of the Securities

Volatility is the term used to describe the size and frequency of price and/or market fluctuations. If the volatility, or anticipated volatility, of the Underlying Securities changes over the term of the Securities, the trading value of the Securities may be adversely affected. In addition, if the Portfolio Value is less than the Protection Barrier Value, the Redemption Amount will be reduced such that you will receive less than the Principal Amount on the Maturity Date. In periods of high volatility, the likelihood of an investor not receiving a return of the full Principal Amount of the Securities increases.

The Initial Estimated Value of the Securities Is Less than the Price to the Public and May not Reflect the Secondary Market Price, if any, of the Securities

The initial estimated value set forth on the cover page of this pricing supplement does not represent a minimum price at which the Bank, RBC DS or any of our affiliates would be willing to purchase the Securities in any secondary market (if any exists) at any time. If you attempt to sell the Securities prior to maturity, their market value may be lower than the initial estimated value and the price you paid for them. This is due to, among other things, changes in the prices of the Underlying Securities and the inclusion in the price to the public of the selling commissions and the agency fee, as well as an amount retained by the Bank to compensate it for the creation, issuance and maintenance of the Securities (which may or may not also include any costs of its hedging obligations thereunder). These factors, together with various market and economic factors over the term of the Securities, could reduce the price at which you may be able to sell the Securities in any secondary market and will affect the value of the Securities in complex and unpredictable ways. Even if there is no change in market conditions or any other relevant factors, the price, if any, at which you may be able to sell your Securities prior to maturity may be less than your original purchase price. The Securities are not designed to be short-term trading instruments. Accordingly, you should be able and willing to hold your Securities to maturity.

The Initial Estimated Value of the Securities Is an Estimate Only, Calculated as of the Time the Terms of the Securities Were Set

The initial estimated value of the Securities is based on the value of the Bank's obligation to make the payments on the Securities. The return on the Securities can be replicated by purchasing and selling a combination of financial instruments, such as call options and put options. The fair value of the financial instrument components that would replicate the return on the Securities is equal to the fair value of the Securities. The Bank's estimate is based on a variety of assumptions, which may include expectations as to dividends, interest rates, the Bank's internal funding rates and volatility, and the term to maturity of the Securities. The Bank's internal funding rates may differ from the market rates for the Bank's conventional debt securities. These assumptions are based on certain forecasts about future events, which may prove to be incorrect. Other entities may value the Securities or similar securities at a price that is significantly different than the Bank does. The value of the Securities at any time after the date of this pricing supplement will vary based on many factors, including changes in market conditions, and cannot be predicted with accuracy. As a result, the actual value you would receive if you sold the Securities in the secondary market, if any, should be expected to differ materially from the initial estimated value of the Securities.

Preparation of Initial Estimated Value:

The Securities are debt securities of the Bank, the return on which is linked to the price performance of the Portfolio. In order to satisfy the Bank's payment obligations under the Securities, the Bank may choose to enter into certain hedging arrangements (which may include call options, put options or other derivatives) on the Issue Date which may or may not be with RBC DS or one of our other subsidiaries. The terms of these hedging arrangements, if any, take into account a number of factors, including the Bank's creditworthiness, interest rate movements, the volatility of the Underlying Securities, and the term to maturity of the Securities.

The price of the Securities to the public also reflects the selling commissions and the agency fee, as well as an amount retained by the Bank to compensate it for the creation,

issuance and maintenance of the Securities (which may or may not also include any costs of its hedging obligations thereunder). The initial estimated value for the Securities shown on the cover page will therefore be less than their public offering price. See “Risk Factors – The Initial Estimated Value of the Securities Is Less than the Price to the Public and May not Reflect the Secondary Market Price, if any, of the Securities” above.

The Bank has adopted written policies and procedures for determining the fair value of Securities issued by it pursuant to the Senior Note Program. These policies and procedures include: (a) methodologies used for valuing each type of financial instrument component that can be used in combination to replicate the return of the Securities; (b) the methods by which the Bank will review and test valuations to assess the quality of the prices obtained as well as the general functioning of the valuation process; and (c) how to deal with conflicts of interest.

Suitability for Investment:

You should consult with your advisors regarding the suitability of an investment in the Securities. The Securities may be suitable for:

- investors seeking an investment product with exposure to the common shares of five Canadian chartered banks
- investors who believe that the Final Portfolio Value will be above the Protection Barrier Value
- investors who are willing and can afford to risk substantially all of the principal amount of their investment
- investors looking to earn a fixed return and who are prepared to assume the risks associated with an investment linked to the price performance of the Portfolio
- investors with an investment horizon equal to the six-year term of the Securities who are prepared to hold the Securities until maturity
- investors who understand that the potential return on the Securities is limited; the maximum return on the Securities is equal to \$28.50 per Security

Book-entry Only Securities:

The Securities will be Fundserv Securities (defined in the program supplement) and will be issued through the “book-entry-only system” See “Description of the Securities – Global Securities” and “- Legal Ownership” in the program supplement.

Listing:

The Securities will not be listed on any stock exchange. See “Risk Factors” in the product supplement.

Secondary Market:

Securities may be purchased through dealers and other firms that facilitate purchase and related settlement using the Fundserv network. Securities may be resold using the Fundserv network at a sale price equal to the price posted on Fundserv as of the close of business on the Exchange Day on which the order is placed, as determined by and posted to Fundserv by the Calculation Agent, which sale price may be lower than the Principal Amount of such Securities, and such purchase price may be less an early trading charge as specified below. See “Risk Factors – The Initial Estimated Value of the Securities Is Less than the Price to the Public and May not Reflect the Secondary Market Price, if any, of the Securities” above.

Information regarding the Portfolio Value, Protection Barrier Value and the daily closing price for the Securities may be accessed at www.rbcnotes.com. There is no assurance that a secondary market for the Securities will develop or be sustained. See “Secondary Market for Securities” in the program supplement.

If a Security is sold within the first 270 days from the Issue Date, the proceeds from the sale of the Securities will be reduced by an early trading charge (“**Early Trading Charge**”) equal to a percentage of the Principal Amount determined as set out below.

If Sold Within the Following No. of Days from Issue Date	Early Trading Charge (% of Principal Amount)
1 - 45 days	3.00%
46 - 90 days	2.75%

91 - 135 days	2.50%
136 - 180 days	2.00%
181 - 225 days	1.50%
226 - 270 days	1.00%
Thereafter	Nil

Fiscal Agent: RBC DS. See “Description of the Securities – Fiscal Agency, Calculation Agency and Fundserv Depository Agreement” in the program supplement.

Calculation Agent: RBC DS. See “Description of the Securities – Calculation Agent” in the program supplement and “Risk Factors” in the product supplement.

Tax: An initial purchaser of Securities who acquires Securities from the Bank on the Issue Date and who, at all relevant times, for purposes of the *Income Tax Act* (Canada), is an individual (other than a trust), is a resident of Canada, deals at arm’s length with and is not affiliated with the Bank, and acquires and holds the Securities as capital property until maturity will be required to include in computing income all interest received or receivable on the Securities, as well as certain accrued interest thereon on a disposition thereof. If, on maturity or other disposition (including on early redemption or repayment in full by the Bank), such a holder receives an amount that is less than the adjusted cost base of the Securities, such holder will realize a capital loss equal to the shortfall. See “Certain Canadian Tax Considerations” in Appendix C. **Potential purchasers of Securities should consult with their own tax advisors having regard to their particular circumstances.**

APPENDIX A

Certain Information Concerning the Common Shares of each of the Underlying Security Issuers on the Toronto Stock Exchange

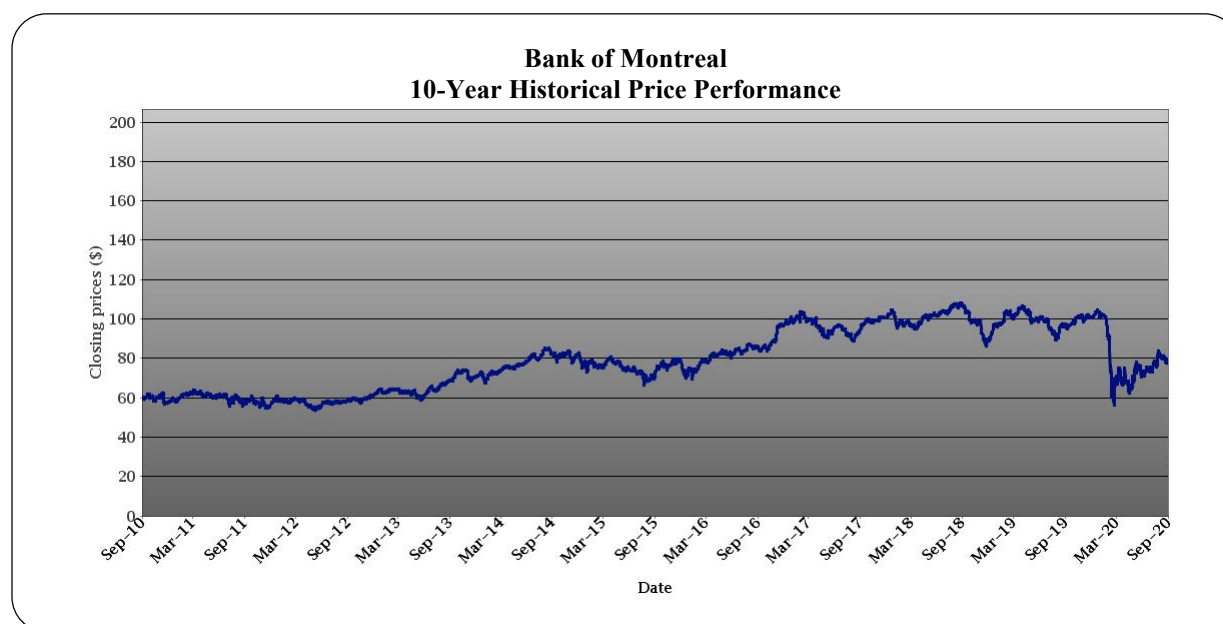
Company Name	Symbol	Portfolio Weight	Closing Prices (as of October 19, 2020)
Bank of Montreal	BMO	20.00%	79.78
Canadian Imperial Bank of Commerce	CM	20.00%	100.13
National Bank of Canada	NA	20.00%	66.45
Royal Bank of Canada	RY	20.00%	96.15
The Toronto-Dominion Bank	TD	20.00%	59.35

Bank of Montreal

Bank of Montreal, doing business as BMO Financial Group, is a Canadian chartered bank which operates throughout the world. Bank of Montreal offers commercial, corporate, governmental, international, personal banking, and trust services. Bank of Montreal also offers full brokerage, underwriting, investment, and advisory services. Bank of Montreal's common shares are listed on the TSX under the symbol "BMO". The annual dividend yield of the common shares of Bank of Montreal as of October 19, 2020 was 5.28%.

Historical Price Performance

The following chart sets forth the historical price of the common shares of Bank of Montreal for the period from September 30, 2010 to September 30, 2020. Historical price performance does not take into account distributions or dividends paid on the Underlying Securities.



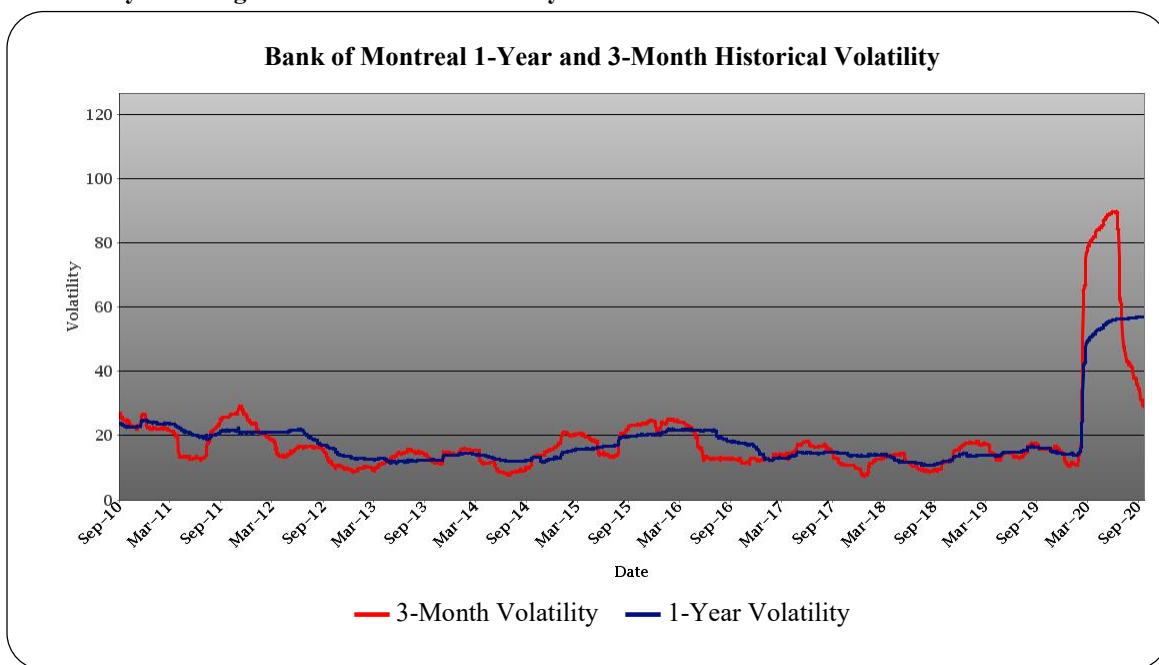
Historical price performance of the common shares of Bank of Montreal will not necessarily predict future price performance of the common shares of Bank of Montreal or the Securities. The source of the data displayed in this chart is Bloomberg L.P. and its accuracy cannot be guaranteed.

Historical annual percentage change of Bank of Montreal										
Year	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Percentage change (%)	2.92	-2.78	8.91	16.35	16.06	-4.99	23.68	4.16	-11.33	12.84

Source: Bloomberg L.P.: Measures annualized period as of December 31 of the previous year.

The following chart sets forth the one-year and three-month historical volatility of the common shares of Bank of Montreal for the periods from September 30, 2010 to September 30, 2020.

Historical volatility is not a guarantee of future volatility.



The source of the data displayed in this chart is Bloomberg L.P. and its accuracy cannot be guaranteed.

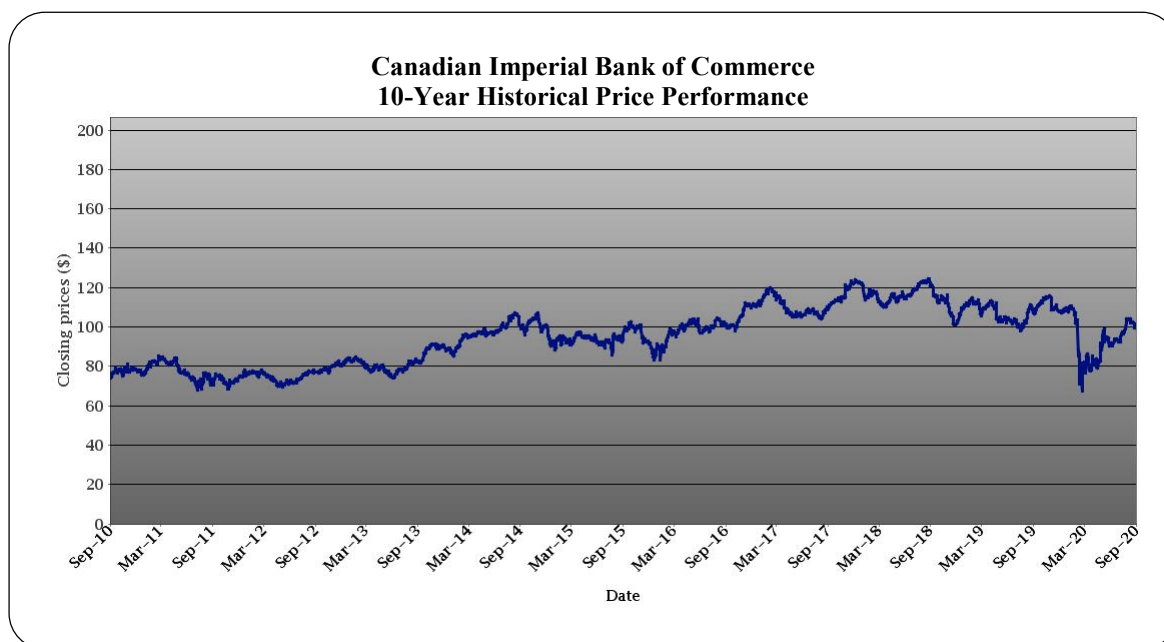
Volatility is the term used to describe the magnitude and frequency of the changes in a security's value over a given time period. A higher volatility means that a security's value can potentially be spread out over a larger range of values. This means that the price of the security can change dramatically over a short time period in either direction. A lower volatility means that a security's value does not fluctuate dramatically, but changes in value at a steady pace over a period of time.

Canadian Imperial Bank of Commerce

Canadian Imperial Bank of Commerce provides banking and financial services to consumers, individuals, and corporate clients in Canada and around the world. Canadian Imperial Bank of Commerce's common shares are listed on the TSX under the symbol "CM". The annual dividend yield of the common shares of Canadian Imperial Bank of Commerce as of October 19, 2020 was 5.81%.

Historical Price Performance

The following chart sets forth the historical price of the common shares of Canadian Imperial Bank of Commerce for the period from September 30, 2010 to September 30, 2020. Historical price performance does not take into account distributions or dividends paid on the Underlying Securities.



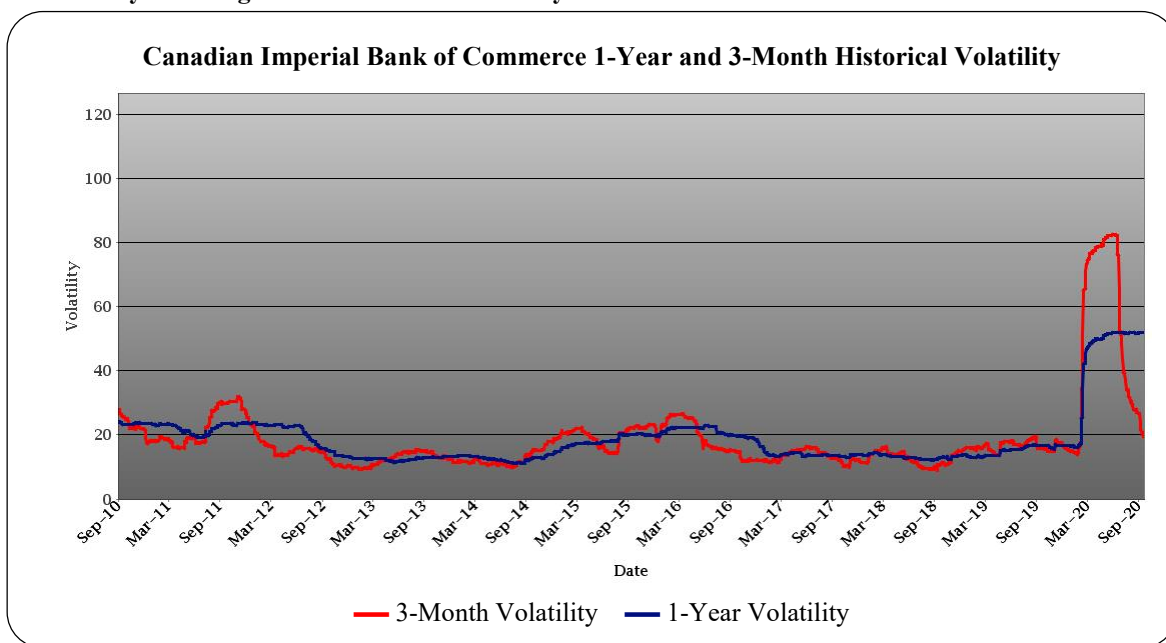
Historical price performance of the common shares of Canadian Imperial Bank of Commerce will not necessarily predict future price performance of the common shares of Canadian Imperial Bank of Commerce or the Securities. The source of the data displayed in this chart is Bloomberg L.P. and its accuracy cannot be guaranteed.

Historical annual percentage change of Canadian Imperial Bank of Commerce										
Year	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Percentage change (%)	14.94	-5.80	8.38	13.44	10.05	-8.60	20.14	11.85	-17.02	6.27

Source: Bloomberg L.P.: Measures annualized period as of December 31 of the previous year.

The following chart sets forth the one-year and three-month historical volatility of the common shares of Canadian Imperial Bank of Commerce for the period from September 30, 2010 to September 30, 2020.

Historical volatility is not a guarantee of future volatility.



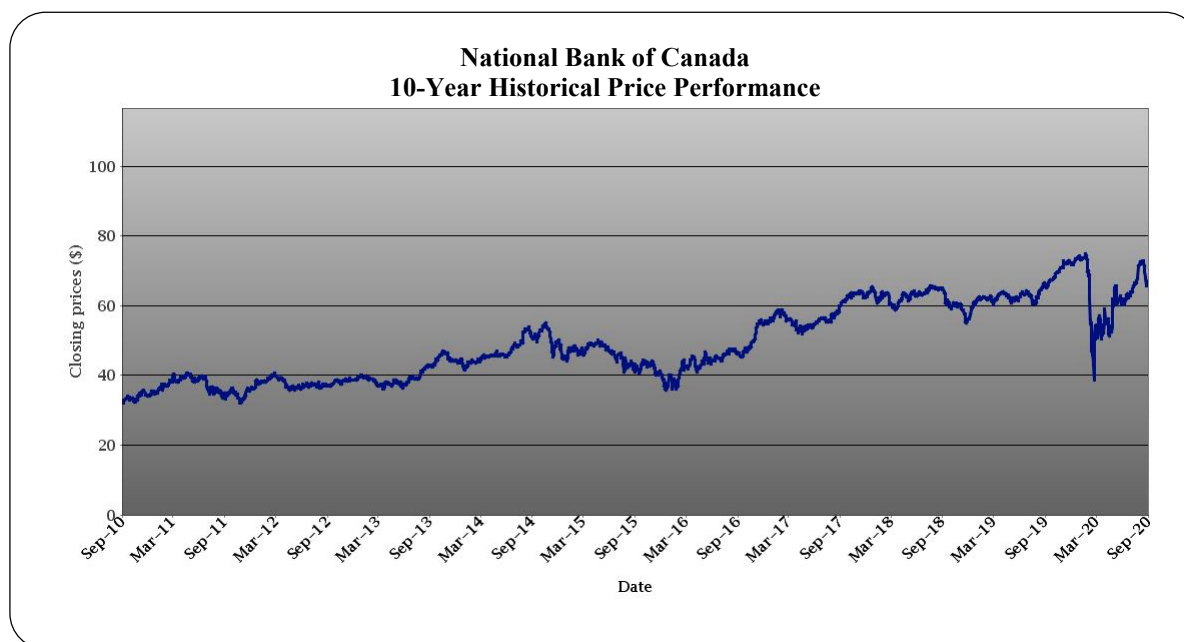
The source of the data displayed in this chart is Bloomberg L.P. and its accuracy cannot be guaranteed.

National Bank of Canada

National Bank of Canada provides a full array of banking services, including retail, corporate and investment banking. National Bank of Canada, through its subsidiaries, is involved in securities brokerage, insurance and wealth management, as well as mutual fund and retirement plan management. National Bank of Canada's common shares are listed on the TSX under the symbol "NA". The annual dividend yield of the common shares of National Bank of Canada as of October 19, 2020 was 4.27%.

Historical Price Performance

The following chart sets forth the historical price of the common shares of National Bank of Canada for the period from September 30, 2010 to September 30, 2020. Historical price performance does not take into account distributions or dividends paid on the Underlying Securities.



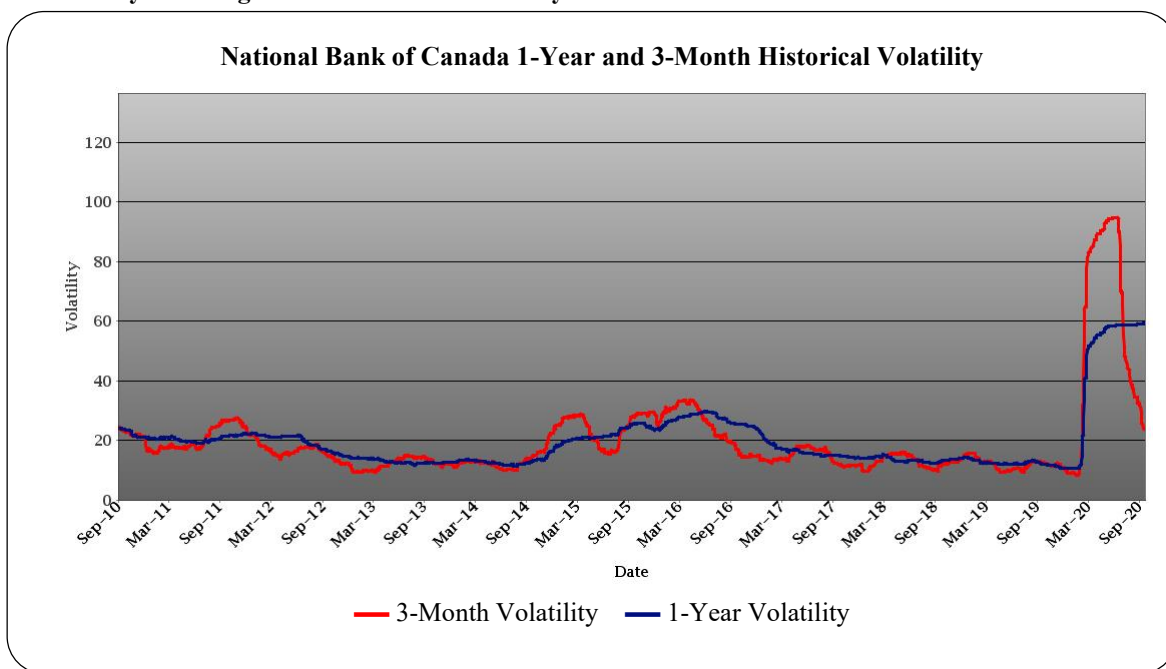
Historical price performance of the common shares of National Bank of Canada will not necessarily predict future price performance of the common shares of National Bank of Canada or the Securities. The source of the data displayed in this chart is Bloomberg L.P. and its accuracy cannot be guaranteed.

Historical annual percentage change of National Bank of Canada										
Year	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Percentage change (%)	13.75	5.28	7.07	14.44	11.87	-18.47	35.28	15.02	-10.63	28.60

Source: Bloomberg L.P.: Measures annualized period as of December 31 of the previous year.

The following chart sets forth the one-year and three-month historical volatility of the common shares of National Bank of Canada for the period from September 30, 2010 to September 30, 2020.

Historical volatility is not a guarantee of future volatility.



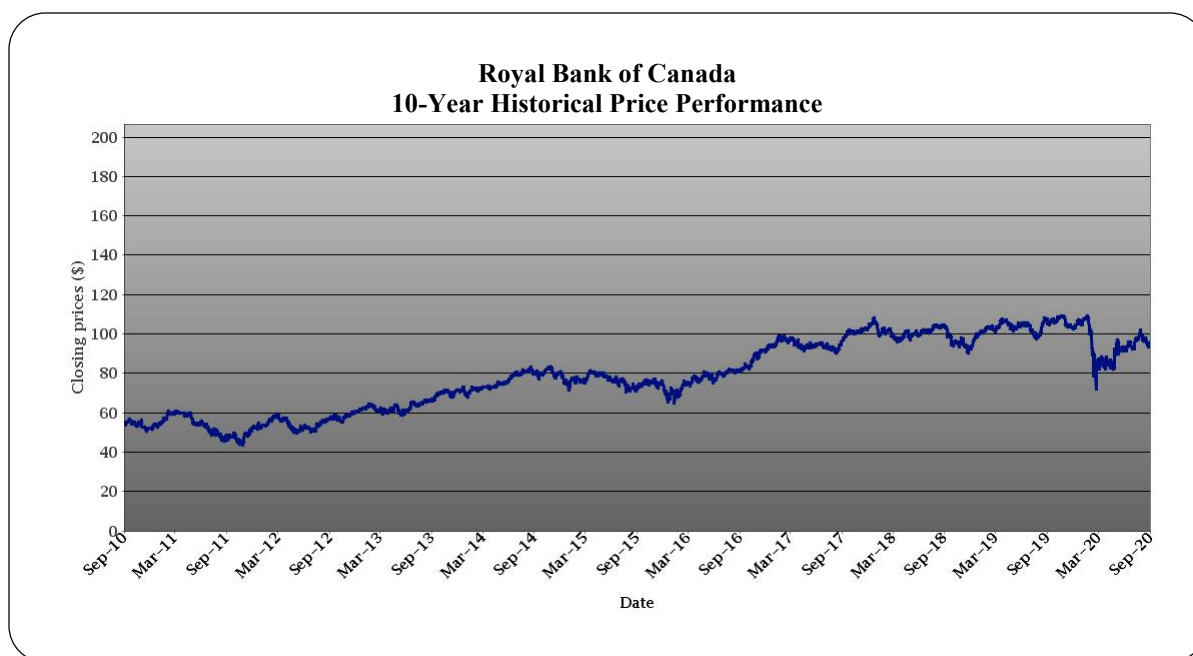
The source of the data displayed in this chart is Bloomberg L.P. and its accuracy cannot be guaranteed.

Royal Bank of Canada

Royal Bank of Canada is a diversified financial services company. Royal Bank of Canada provides personal and commercial banking, wealth management services, insurance, corporate and investment banking, and transaction processing services. Royal Bank of Canada offers its services to personal, business, public sector and institutional clients with operations worldwide. Royal Bank of Canada's common shares are listed on the TSX under the symbol "RY". The annual dividend yield of the common shares of Royal Bank of Canada as of October 19, 2020 was 4.43%.

Historical Price Performance

The following chart sets forth the historical price of the common shares of Royal Bank of Canada for the period from September 30, 2010 to September 30, 2020. Historical price performance does not take into account distributions or dividends paid on the Underlying Securities.



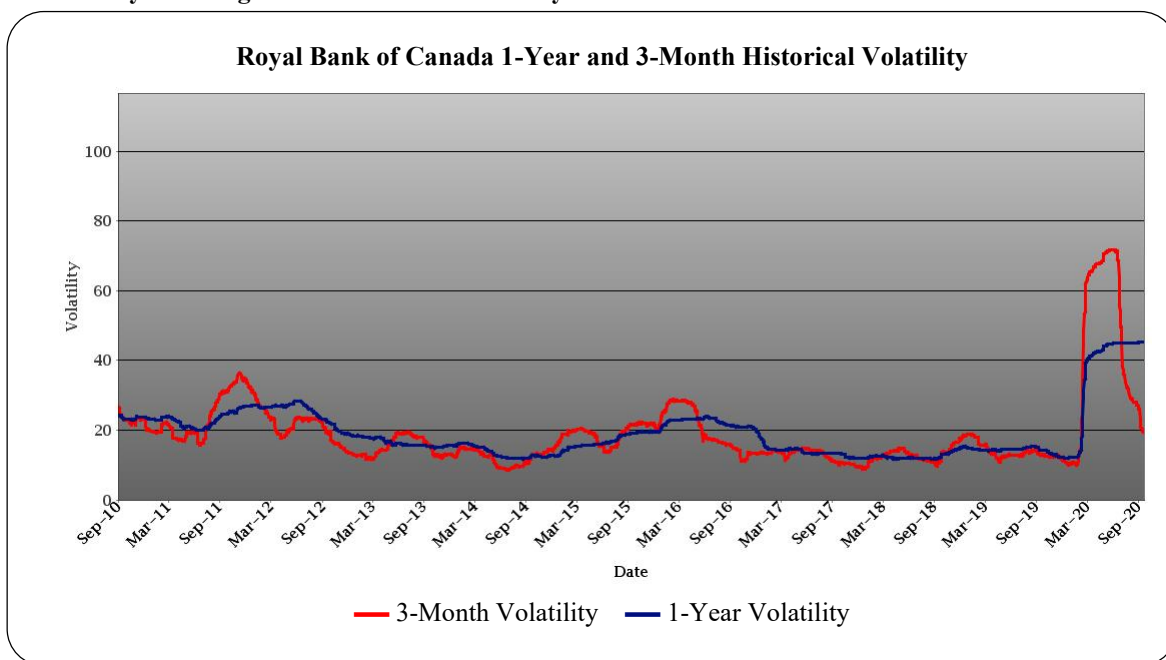
Historical price performance of the common shares of Royal Bank of Canada will not necessarily predict future price performance of the common shares of Royal Bank of Canada or the Securities. The source of the data displayed in this chart is Bloomberg L.P. and its accuracy cannot be guaranteed.

Historical annual percentage change of Royal Bank of Canada										
Year	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Percentage change (%)	-7.23	-0.65	15.20	19.26	12.37	-7.59	22.55	12.96	-8.97	9.96

Source: Bloomberg L.P.: Measures annualized period as of December 31 of the previous year.

The following chart sets forth the one-year and three-month historical volatility of the common shares of Royal Bank of Canada for the period from September 30, 2010 to September 30, 2020.

Historical volatility is not a guarantee of future volatility.



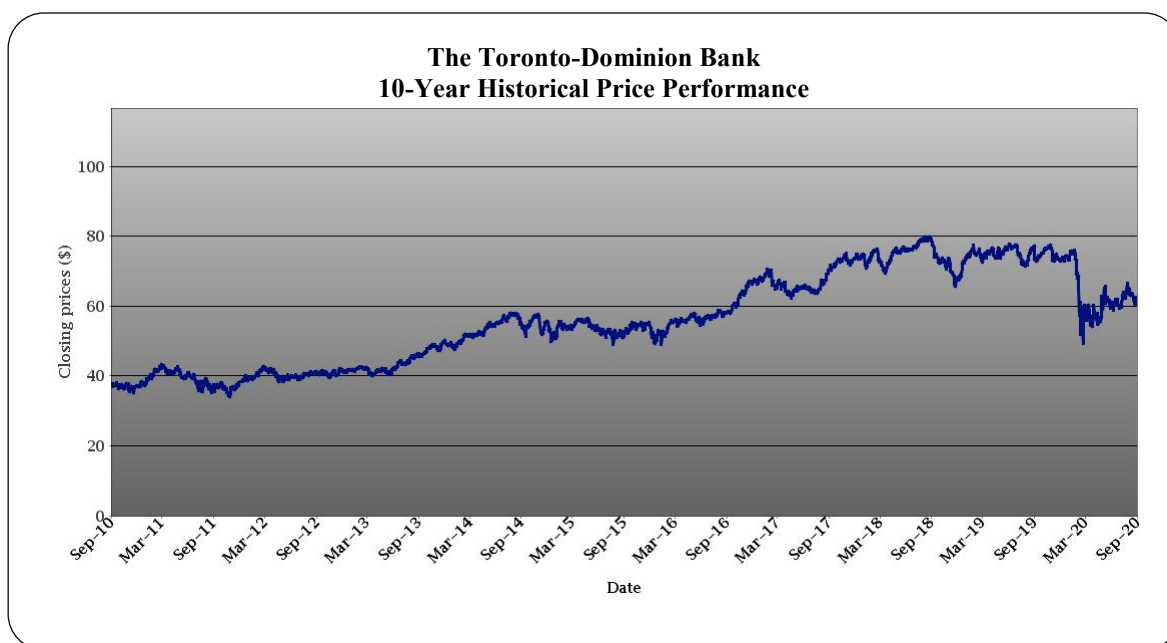
The source of the data displayed in this chart is Bloomberg L.P. and its accuracy cannot be guaranteed.

The Toronto-Dominion Bank

The Toronto-Dominion Bank conducts a general banking business through banking branches and offices located throughout Canada and overseas. The Toronto-Dominion Bank and other subsidiaries offer a broad range of banking, advisory services, and discount brokerage to individuals, businesses, financial institutions, governments, and multinational corporations. The Toronto-Dominion Bank's common shares are listed on the TSX under the symbol "TD". The annual dividend yield of the common shares of The Toronto-Dominion Bank as of October 19, 2020 was 5.24%.

Historical Price Performance

The following chart sets forth the historical price of the common shares of The Toronto-Dominion Bank for the period from September 30, 2010 to September 30, 2020. Historical price performance does not take into account distributions or dividends paid on the Underlying Securities.



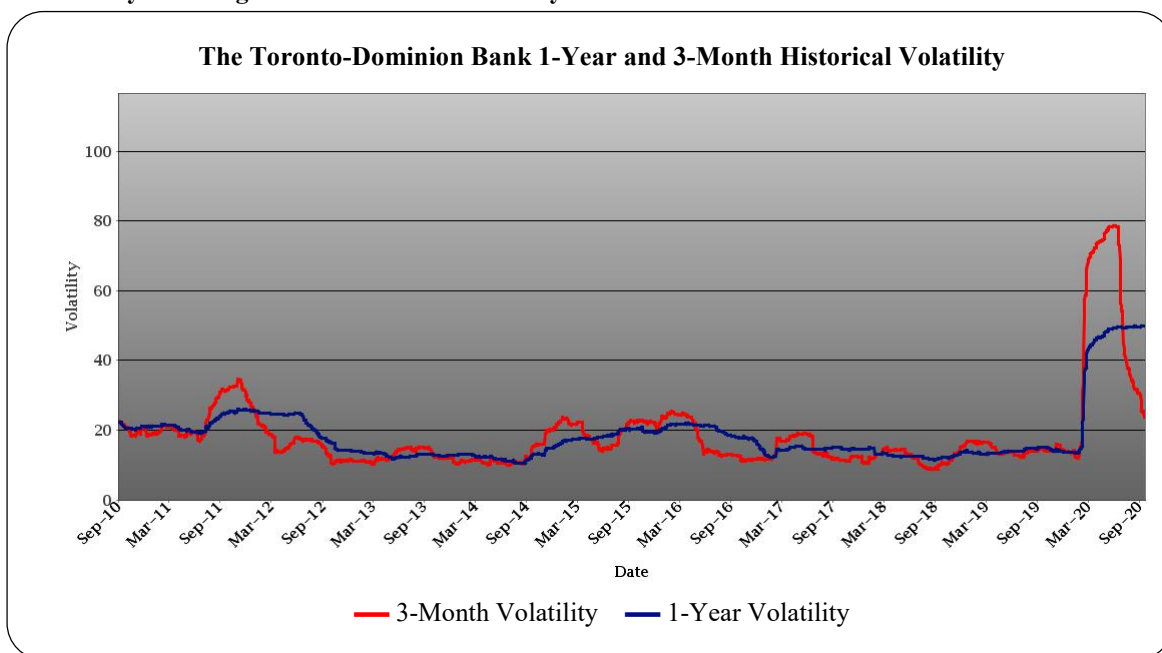
Historical price performance of the common shares of The Toronto-Dominion Bank will not necessarily predict future price performance of the common shares of The Toronto-Dominion Bank or the Securities. The source of the data displayed in this chart is Bloomberg L.P. and its accuracy cannot be guaranteed.

Historical annual percentage change of The Toronto-Dominion Bank										
Year	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Percentage change (%)	12.57	2.75	9.78	19.53	10.90	-2.29	22.09	11.22	-7.86	7.32

Source: Bloomberg L.P.: Measures annualized period as of December 31 of the previous year.

The following chart sets forth the one-year and three-month historical volatility of the common shares of The Toronto-Dominion Bank for the period from September 30, 2010 to September 30, 2020.

Historical volatility is not a guarantee of future volatility.



The source of the data displayed in this chart is Bloomberg L.P. and its accuracy cannot be guaranteed.

APPENDIX B

Sample Calculations of the Redemption Amount and Interest Payments

The examples set out below are included for illustration purposes only. The Portfolio Values used to illustrate the calculation of the Redemption Amount are not estimates or forecasts of the Initial Portfolio Value and Final Portfolio Value, on which the calculation of the Percentage Change, and in turn the Redemption Amount, will depend.

Hypothetical Calculation of the Initial Portfolio Value

It is assumed that the aggregate Principal Amount of Securities issued under this offering is \$15,000,000.00 and the (hypothetical) closing prices of the Underlying Securities comprising the Portfolio on the Initial Valuation Date are as illustrated in the table below.

Company Name	Symbol	Closing Price (\$)	Underlying Security Value in Portfolio (\$)	Portfolio Weight	Number of Underlying Securities
Bank of Montreal	BMO	78.04	3,000,000.00	20.00%	38,441.82471
Canadian Imperial Bank of Commerce	CM	101.89	3,000,000.00	20.00%	29,443.51752
National Bank of Canada	NA	67.73	3,000,000.00	20.00%	44,293.51838
Royal Bank of Canada	RY	94.32	3,000,000.00	20.00%	31,806.61578
The Toronto-Dominion Bank	TD	60.92	3,000,000.00	20.00%	49,244.91136

Based on those assumptions, the Initial Portfolio Value would be the sum of the Underlying Security values, which is \$15,000,000.00.

Hypothetical Calculation of the Final Portfolio Value

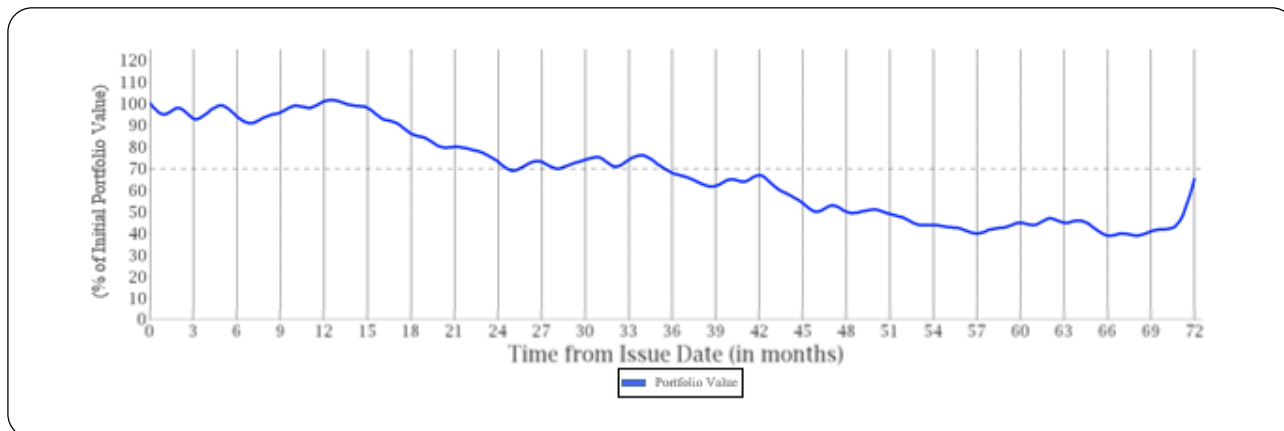
For illustration purposes, it is assumed that no Extraordinary Event has occurred and that the (hypothetical) closing prices of the Underlying Securities comprising the Portfolio on the Final Valuation Date are as illustrated in the table below. Certain dollar values for the purposes of the table below have been rounded to two decimal places.

Company Name	Symbol	Closing Price (\$)	Number of Underlying Securities	Underlying Security Value in Portfolio (\$)
Bank of Montreal	BMO	79.23	38,441.82471	3,045,745.77
Canadian Imperial Bank of Commerce	CM	106.81	29,443.51752	3,144,862.11
National Bank of Canada	NA	69.25	44,293.51838	3,067,326.15
Royal Bank of Canada	RY	98.07	31,806.61578	3,119,274.81
The Toronto-Dominion Bank	TD	68.41	49,244.91136	3,368,844.39

Based on those assumptions, the Final Portfolio Value would be the sum of the Underlying Security values, which is \$15,746,053.23.

All examples below assume that a holder of the Securities has purchased Securities with an aggregate principal amount of \$100.00, that no Extraordinary Event has occurred and a Protection Barrier Value of 70.00% of the Initial Portfolio Value. For convenience, each vertical line in the charts below represents the next succeeding Interest Payment Date. Certain dollar amounts are rounded to the nearest whole cent.

Example #1 — Portfolio Value Significantly Decreases With Payment on the Maturity Date Less Than the Principal Amount



In this scenario, the Final Portfolio Value is below the Protection Barrier Value. The Initial Portfolio Value is \$15,000,000.00 and the Final Portfolio Value is \$9,750,000.00.

(i) Interest Payments

Since the monthly coupon of \$0.3958 per Security is not contingent on or related to the performance of the Portfolio, the total Interest Payments during the term of the Securities are as follows:

$$\begin{aligned} &\text{Principal Amount of Securities} \times 0.3958\% \text{ per Interest Period} \times 72 \text{ Interest Periods} \\ &\$100 \times 0.3958\% \times 72 = \$28.50 \end{aligned}$$

(ii) Redemption Amount

Initial Portfolio Value = \$15,000,000.00

Final Portfolio Value = \$9,750,000.00

Percentage Change = $(\$9,750,000.00 - \$15,000,000.00) / \$15,000,000.00 = -0.3500$ or -35.00%

Since the Final Portfolio Value is below the Protection Barrier Value, the Redemption Amount is calculated as follows:

Redemption Amount = $\$100 + (\$100 \times -35.00\%) = \$65.00$

Therefore, the total amounts payable to the holder of a Security during the 72-month period from the Issue Date to the Maturity Date are:

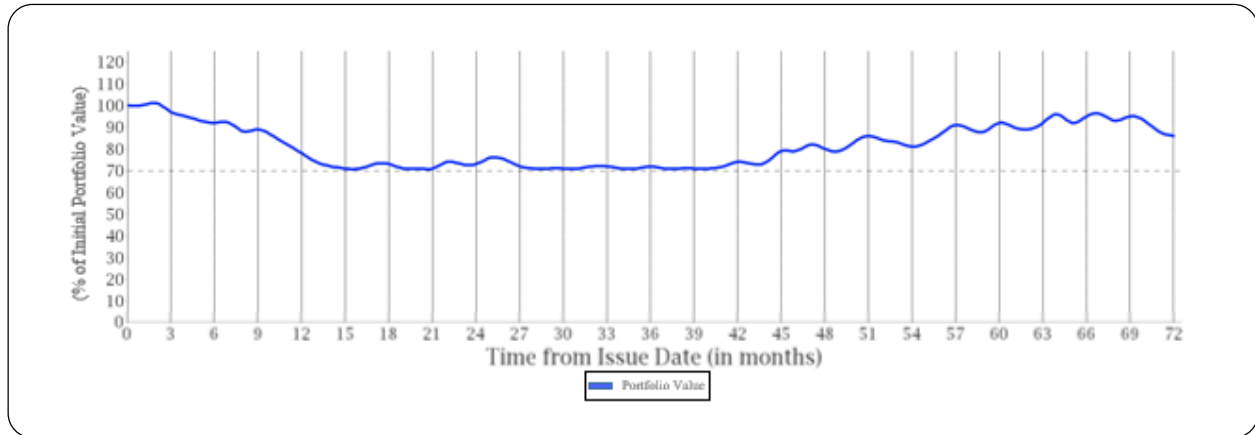
(a) Redemption Amount: \$65.00

(b) Total Interest Payments made: \$28.50

(c) Total amount paid over the term of the Securities: \$93.50

The equivalent annually compounded rate of return in this example is -1.11%.

Example #2 — Portfolio Value Slightly Decreases With Payment on the Maturity Date Equal to the Principal Amount



In this scenario, the Final Portfolio Value is above the Protection Barrier Value. The Initial Portfolio Value is \$15,000,000.00 and the Final Portfolio Value is \$12,000,000.00.

(i) Interest Payments

Since the monthly coupon of \$0.3958 per Security is not contingent on or related to the performance of the Portfolio, the total Interest Payments during the term of the Securities are as follows:

$$\begin{aligned} & \text{Principal Amount of Securities} \times 0.3958\% \text{ per Interest Period} \times 72 \text{ Interest Periods} \\ & \$100 \times 0.3958\% \times 72 = \$28.50 \end{aligned}$$

(ii) Redemption Amount

Since the Final Portfolio Value is \$12,000,000.00, which is above its Protection Barrier Value of 70.00% of the Initial Portfolio Value (being \$15,000,000.00), the Redemption Amount per Security is equal to \$100.00.

Therefore, the total amounts payable to the holder of a Security during the 72-month period from the Issue Date to the Maturity Date are:

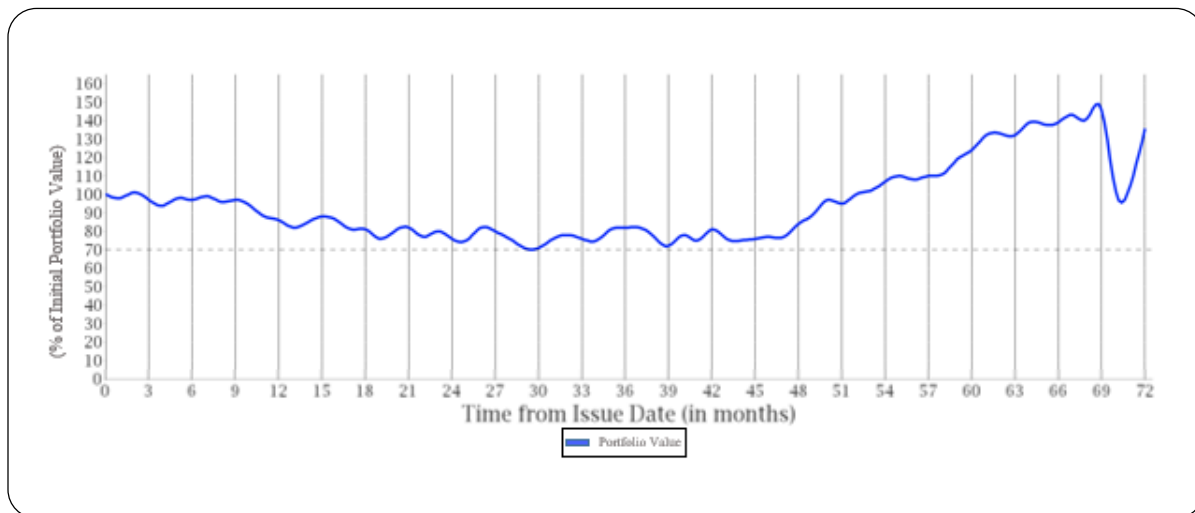
(a) Redemption Amount: \$100.00

(b) Total Interest Payments made: \$28.50

(c) Total amount paid over the term of the Securities: \$128.50

The equivalent annually compounded rate of return in this example is 4.27%.

Example #3 — Portfolio Value Increases With Payment on the Maturity Date Equal to the Principal Amount



In this scenario, the Final Portfolio Value is above the Protection Barrier Value. The Initial Portfolio Value is \$15,000,000.00 and the Final Portfolio Value is \$19,500,000.00.

(i) Interest Payments

Since the monthly coupon of \$0.3958 per Security is not contingent on or related to the performance of the Portfolio, the total Interest Payments during the term of the Securities are as follows:

$$\begin{aligned} & \text{Principal Amount of Securities} \times 0.3958\% \text{ per Interest Period} \times 72 \text{ Interest Periods} \\ & \$100 \times 0.3958\% \times 72 = \$28.50 \end{aligned}$$

(ii) Redemption Amount

Since the Final Portfolio Value is \$19,500,000.00, which is above its Protection Barrier Value of 70.00% of the Initial Portfolio Value (being \$15,000,000.00), the Redemption Amount per Security is equal to \$100.00.

Therefore, the total amounts payable to the holder of a Security during the 72-month period from the Issue Date to the Maturity Date are:

(a) Redemption Amount: \$100.00

(b) Total Interest Payments made: \$28.50

(c) Total amount paid over the term of the Securities: \$128.50

The equivalent annually compounded rate of return in this example is 4.27%.

APPENDIX C

Certain Canadian Tax Considerations

In the opinion of the Bank's counsel, Davies Ward Phillips & Vineberg LLP, the following summary fairly describes the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) (the "**Tax Act**") generally applicable to an initial purchaser of Securities under this pricing supplement who, at all relevant times, for purposes of the Tax Act, deals at arm's length with and is not affiliated with the Bank (a "**Holder**").

This summary is based upon the current provisions of the Tax Act and the regulations thereunder (the "**Regulations**"), all specific proposals to amend the Tax Act or such Regulations publicly announced by the federal Minister of Finance prior to the date hereof (the "**Proposals**") and counsel's understanding of the current administrative and assessing policies and practices of the Canada Revenue Agency ("**CRA**"). Except for the Proposals, this summary does not take into account or anticipate any changes (including retroactive changes) in the law or the administrative and assessing policies or practices of the CRA, whether by judicial, regulatory, governmental or legislative action, nor does it take into account tax laws of any province or territory of Canada, or of any jurisdiction outside Canada. Provisions of provincial income tax legislation vary from province to province in Canada and may differ from federal income tax legislation. No assurance can be given that the Proposals will be implemented in their current form, or at all. This summary assumes that the Holder will neither undertake nor arrange a transaction in respect of the Securities primarily for the purpose of obtaining a tax benefit, has not entered into a "derivative forward agreement" (as defined in the Tax Act) in respect of the Securities and that the Securities are not issued at a discount.

This summary is of a general nature only and is not intended to constitute, nor should it be relied upon or construed as, tax advice to any particular Holder, nor is it exhaustive of all possible Canadian federal income tax considerations. Holders should consult their own tax advisors as to the potential consequences to them of the acquisition, ownership and disposition of Securities having regard to their particular circumstances.

Holders Resident in Canada

The following discussion applies to a Holder who, at all relevant times, for the purposes of the Tax Act and any applicable income tax treaty or convention, is an individual (other than a trust) who is resident (or deemed to be resident) in Canada and who acquires and holds the Securities as capital property (a "**Resident Holder**"). Certain Resident Holders who might not otherwise be considered to hold their Securities as capital property may, in certain circumstances, be entitled to have their Securities, and all other "Canadian securities" (as defined in the Tax Act) owned by such Resident Holders in the taxation year and all subsequent taxation years, treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act.

Interest

The amount of any interest received or receivable (depending on the method regularly followed in computing income under the Tax Act) by a Resident Holder in a taxation year (including on redemption or repayment in full by the Bank) will be required to be included in computing the Resident Holder's income for the taxation year, except to the extent that such amount has already been included in the Resident Holder's income for that or a preceding taxation year.

Disposition of Securities

On a disposition or deemed disposition of a Security by a Resident Holder to a person (other than the Bank), the amount of any interest accrued on the Security to the time of disposition will be required to be included in computing the Resident Holder's income for the taxation year in which the disposition takes place (except to the extent that such accrued interest has already been included in the Resident Holder's income for that or a preceding taxation year), and will be excluded from the proceeds of disposition of the Security.

In addition, the Resident Holder should realize a capital gain (or capital loss) to the extent that the proceeds of disposition, net of amounts included in income as interest and any reasonable costs of disposition, exceed (or are exceeded by) the adjusted cost base of the Security to the Resident Holder. One-half of any capital gain realized by a Resident Holder must be included in the income of the Resident Holder. One-half of any capital loss realized by a Resident Holder is deductible against the taxable portion of capital gains realized in the year, in the three preceding years or in subsequent years, subject to the rules and restrictions contained in the Tax Act. Capital gains realized by an individual may give rise to a liability for alternative minimum tax.

Redemption or Repayment by the Bank

A Resident Holder who holds the Securities until maturity (or earlier redemption or repayment in full by the Bank) and who receives redemption or repayment proceeds that are less than the Principal Amount of the Securities will realize a capital loss to the extent that the amount received at such time (otherwise than on account of interest) is less than the Resident Holder's adjusted cost base of such Securities. The income tax considerations associated with the realization of a capital loss are described above.

Holders Not Resident in Canada

The following discussion applies to a Holder who, at all relevant times, for the purposes of the Tax Act is neither resident nor deemed to be resident in Canada, deals at arm's length with any Canadian resident (or deemed Canadian resident) to whom the Holder disposes of the Securities, is neither a "specified shareholder" of the Bank nor a person who does not deal at arm's length with a specified shareholder of the Bank for purposes of the "thin capitalization" rule contained in subsection 18(4) of the Tax Act, does not use or hold and is not deemed to use or hold the Securities in the course of carrying on a business in Canada and is not an insurer carrying on an insurance business in Canada and elsewhere (a **"Non-Resident Holder"**).

Interest paid or credited or deemed to be paid or credited on the Securities (including any interest deemed to be paid in certain cases involving the assignment or other transfer of a Security to a resident or deemed resident of Canada) to a Non-Resident Holder will not be subject to Canadian non-resident withholding tax unless any portion of such interest is contingent or dependent on the use of or production from property in Canada or is computed by reference to revenue, profit, cash flow, commodity price or any other similar criterion or by reference to dividends paid or payable to shareholders of any class of shares of the capital stock of a corporation (**"Participating Debt Interest"**). Having regard to the terms of the Securities, interest paid or credited or deemed to be paid or credited on the Securities should not be considered to be Participating Debt Interest.

There should be no other taxes on income (including taxable capital gains) payable by a Non-Resident Holder in respect of a Security.

Eligibility for Investment

The Securities, if issued on the date of this pricing supplement, would be qualified investments (for purposes of the Tax Act) for trusts governed by registered retirement savings plans (**"RRSPs"**), registered retirement income funds (**"RRIFs"**), tax-free savings accounts (**"TFSAs"**), registered disability savings plans (**"RDSPs"**), registered education savings plans (**"RESPs"**) and deferred profit sharing plans (**"DPSPs"**), each within the meaning of the Tax Act (other than a DPSP to which payments are made by the Bank or a corporation or partnership with which the Bank does not deal at arm's length within the meaning of the Tax Act).

Notwithstanding the foregoing, if Securities are "prohibited investments" (as that term is defined in the Tax Act) for an RRSP, RRIF, TFSA, RDSP or RESP, the annuitant of the RRSP or RRIF, the holder of the TFSA or RDSP, or the subscriber of the RESP, as the case may be (each a **"Plan Holder"**), will be subject to a penalty tax as set out in the Tax Act. Securities will be "prohibited investments" for an RRSP, RRIF, TFSA, RDSP or RESP of a Plan Holder who has a "significant interest" (as defined in the Tax Act for purposes of the prohibited investment rules) in the Bank or who does not deal at arm's length, within the meaning of the Tax Act, with the Bank.