



**Certificate of Approval of a Prospectus
pursuant to The Prospectus Regulations 2005**

To:

COMMISSION BANCAIRE, FINANCIERE ET DES ASSURANCES (BELGIUM)
 RAHOITUSTARKASTUS (FINLAND)
 AUTORITE DES MARCHES FINANCIERS (FRANCE)
 BUNDESANSTALT FUR FINANZDIENSTLEISTUNGSAUFIGHT (BAFIN) (GERMANY)
 COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (LUXEMBOURG)
 AUTORITEIT FINANCIERE MARKTEN (AFM) (THE NETHERLANDS)
 COMISION NACIONAL DEL MERCADO DE VALORES (SPAIN)
 FINANSINSPEKTIONEN (SWEDEN)

From:

The Financial Services Authority
 25 The North Colonnade, Canary Wharf, London E14 5HS, United Kingdom

We hereby certify that the Base Prospectus and Supplementary prospectuses detailed below have been drawn up in accordance with Directive 2003/71/EC or national law transposing the Directive and were approved by the FSA on 16th July, August 31st and December 16th 2010.

Name of Issuer: The Royal Bank of Canada
Registered Office/Seat: Canada
Type of Securities: U.S.\$40,000,000,000 Euro Medium Term Note Programme
Guarantor (if any): N/A
Annexes: N/A

We have authorised, in accordance with Article 8 of Directive 2003/71/EC or national law transposing Directive 2003/71/EC, the omission of the information on the following grounds: **No omission**

Attachments:

1. Base Prospectus dated 16th July 2010
2. Supplementary prospectus dated 31st August 2010
3. Supplementary prospectus dated 16th December 2010
4. Spanish translation of the Summary
5. French translation of the Summary
6. Swedish translation of the Summary
7. German translation of the Summary
8. Dutch translation of the Summary

**Financial Services Authority
 UK Listing Authority
 Document approved**

Date: 16/12/2010

Signed: [Signature]