This is a preliminary short form prospectus relating to these securities, a copy of which has been filed with the securities commissions or other similar regulatory authorities in all the provinces of Canada, but which has not yet become final for the purpose of a distribution or a distribution to the public. Information contained herein is subject to completion or amendment. These securities may not be sold to, nor may offers to buy be accepted from, residents of such jurisdictions prior to the time a receipt for the final short form prospectus is obtained from the appropriate securities commission or other regulatory authority of such province.

PRELIMINARY SHORT FORM PROSPECTUS DATED JULY 10, 2000

This short form 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. No securities commission or any similar authority in Canada has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence. Information has been incorporated by reference in this prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Vice-President, Investor Relations of Royal Group Technologies Limited, 1 Royal Gate Boulevard, Woodbridge, Ontario, L4L 8Z7, Telephone (905) 264-0701, Facsimile (905) 264-0702, E-mail: info@royplas.com. For the purposes of the Province of Québec, this simplified prospectus contains information to be completed by consulting the permanent information record. A copy of the permanent information record may be obtained from the Vice-President, Investor Relations of Royal Group Technologies Limited, at the above-mentioned address and telephone number.

New Issue

ROYAL GROUP TECHNOLOGIES LIMITED

$122,500,000
3,500,000 Subordinate Voting Shares

Royal Group Technologies Limited (''Royal Group'') is hereby qualifying in each of the provinces of Canada and registering in the United States, under the multijurisdictional disclosure system, 3,500,000 subordinate voting shares (the ''Offered Shares'') of Royal Group for distribution by the Underwriters in Canada and the United States (the ''Offering''). See ''Plan of Distribution''.

The outstanding subordinate voting shares of Royal Group (the ''Subordinate Voting Shares'') are listed on The Toronto Stock Exchange (the ''TSE'') and the New York Stock Exchange, Inc. (the ''NYSE''). On July 7, 2000, the closing prices of the Subordinate Voting Shares on the TSE and on NYSE were $35.50 and U.S. $23 11/16, respectively. The offering price of $35.00 per Offered Share was determined by negotiation between Royal Group and the Underwriters. Unless otherwise indicated, all amounts in this prospectus are in Canadian dollars.

In the opinion of counsel, the Offered Shares will be eligible for investment under certain statutes as set out under ''Eligibility for Investment''.

Price: $35.00 per Offered Share

	Offering Price	Underwriters' Fee	Net Proceeds to Royal Group (1)
Per Offered Share	$35.00	$1.40	$33.60
Total (2)	$122,500,000	$4,900,000	$117,600,000

(1) After deducting the Underwriters' fee but before deducting the expenses of this Offering, estimated to be $1,300,000. See ''Plan of Distribution''.

(2) The Underwriters have been granted an option to purchase up to an additional 1,000,000 Subordinate Voting Shares (the ''Option Shares'') at the offering price hereunder, exercisable on or before the day before the date of the final prospectus for the Offering. This Prospectus also qualifies the distribution of the Option Shares. If the Underwriters purchase all such Option Shares, the total offering price, Underwriters' fee and net proceeds to Royal Group will be $157,500,000, $6,300,000 and $151,200,000, respectively. See ''Plan of Distribution''.

The Underwriters, as principals, conditionally offer the Offered Shares, subject to prior sale, if, as and when issued by Royal Group and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under ''Plan of Distribution'' and subject to the approval of certain legal matters on behalf of Royal Group, as to matters of Canadian law, by Ogilvy Renault, Toronto and, as to matters of United States law, by Shearman & Sterling, Toronto and on behalf of the Underwriters, as to matters of Canadian law, by Osler, Hoskin & Harcourt LLP, Toronto and, as to matters of United States law, by White & Case LLP, New York, New York.

Royal Group is considered to be a connected issuer to each of Scotia Capital Inc., RBC Dominion Securities Inc., and TD Securities Inc., three of the Underwriters, as they are directly or indirectly majority-owned subsidiaries of Canadian chartered banks (collectively, the ''Lenders'' or individually, a ''Lender'') which are among the current syndicated bank lenders to Royal Group and to which Royal Group is currently indebted. See ''Plan of Distribution''. The net proceeds of this Offering will be used to reduce outstanding indebtedness of Royal Group owing to its syndicated bank lenders, including the Lenders. See ''Use of Proceeds''.

Subscriptions for the Offered Shares will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that definitive share certificates evidencing the Offered Shares will be available for delivery on the closing of this Offering which is expected to take place on or about July 25, 2000 or on such other date as Royal Group and the Underwriters may agree, but in any event not later than August 25, 2000.

TABLE OF CONTENTS

DOCUMENTS INCORPORATED BY REFERENCE

The following documents of Royal Group, filed with the securities commissions or similar authorities in each of the provinces of Canada, are specifically incorporated by reference into and form an integral part of this prospectus:

1. the Annual Information Form dated February 1, 2000 for the year ended September 30, 1999, including Management's Discussion and Analysis of Financial Condition;
2. the audited consolidated financial statements for the years ended September 30, 1999 and 1998, together with the notes thereto and the auditor's report thereon, which are contained in the Annual Report of Royal Group for the year ended September 30, 1999;
3. the unaudited consolidated financial statements for the three months ended December 31, 1999 and 1998;
4. the unaudited consolidated financial statements for the six months ended March 31, 2000 and 1999;
5. the Management Proxy Circular dated January 3, 2000 relating to the meeting of shareholders held on February 22, 2000, excluding the sections entitled "Report on Executive Compensation" and "Share Performance Graph";
6. the material change report dated October 18, 1999 filed by Royal Group in respect of the retroactive change in the accounting treatment of product development and start-up costs whereby such costs are now expensed as incurred; and
7. the material change report dated December 1, 1999 filed by Royal Group in respect of a normal course issuer bid by Royal Group for up to 3,400,000 Subordinate Voting Shares of Royal Group for the period commencing November 29, 1999 and ending September 15, 2000.

Any documents of the type referred to above, including any material change reports (other than confidential material change reports), interim financial statements and information circulars of Royal Group filed with a securities commission or any similar regulatory authority in Canada after the date of this prospectus and prior to the termination of this Offering shall be deemed to be incorporated by reference in this short form prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this short form prospectus, to the extent that a statement contained herein, or in any other subsequently filed document which is also or is deemed to be incorporated by reference herein, modifies or replaces such statement. The modifying or superseding statement need not state that it has modified or superseded the prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this short form prospectus.

ELIGIBILITY FOR INVESTMENT

In the opinion of Ogilvy Renault, counsel to Royal Group and Osler, Hoskin & Harcourt LLP, Toronto, counsel to the Underwriters, the Offered Shares will at the date of closing of this Offering be eligible investments under, without resort to any so-called "basket" provision thereunder, or their purchase would not be prohibited by, the statutes listed below, in each case, however, subject to any general investment provisions and prudent investment standards provided therein and, in certain cases, criteria which such purchasers are required to establish, and in certain cases file, as policies, goals, procedures or guidelines pursuant to the applicable statutes (and where applicable the regulations thereunder):

Insurance Companies Act (Canada);	*Insurance Act* (Ontario);
Pension Benefits Standards Act, 1985 (Canada);	*Loan and Trust Corporations Act* (Ontario);
Trust and Loan Companies Act (Canada);	*Pension Benefits Act* (Ontario); and

Supplemental Pension Plans Act (Québec),
for an insured plan as defined therein.

In the opinion of such counsel, based on legislation in effect at the date hereof, the Offered Shares will at the time of closing of this Offering be qualified investments under the *Income Tax Act* (Canada) for trusts governed by registered retirement savings plans, registered retired income funds, deferred profit sharing plans and registered education savings plans.

ROYAL GROUP TECHNOLOGIES LIMITED

Royal Group is a vertically integrated manufacturer and marketer of innovative, polymer-based home improvement, consumer and construction products. It is North America's largest extruder of polyvinylchloride (PVC) products operating in the renovation and home improvement industry which has historically been less cyclical and more diverse than the new home construction industry. Since Royal Group was founded in 1970, revenues have grown to $1.3 billion for the fiscal year ended September 30, 1999. Return on equity has been in excess of 16% since 1995 with earnings before interest, taxes, depreciation and amortization margins in excess of 21%, and five year compound annual growth rate in net sales and net earnings of 22% and 33%, respectively. Royal Group operates wholly-owned subsidiaries and joint ventures located primarily in Canada and the United States. It also operates internationally in Mexico, South America, Europe and Asia.

Royal Group was amalgamated under the *Canada Business Corporations Act* on November 25, 1994 by the amalgamation of Steelwood Acquisition Inc. and Royal Plastics Group Limited. The head and principal office of Royal Group is located at 1 Royal Gate Boulevard, Woodbridge, Ontario, L4L 8Z7. Its website is located at www.royplas.com. Unless the context herein requires otherwise, all references to "Royal Group" refer to Royal Group Technologies Limited and its subsidiaries taken as a whole.

RECENT DEVELOPMENTS

Royal Group is experiencing growing demand for Royaltel™, a shelter system for telecommunications technology providers based on The Royal Building System™. Royaltel™ was designed and engineered by Royal Group's Argentinean subsidiary, where manufacturing of Royaltel™ commenced in October 1999. Telecommunications technology providers in Mexico and other countries are currently evaluating Royaltel™, providing an opportunity for the introduction of a new product derived from The Royal Building System™.

Royal Group has also recently formed a strategic alliance with Premdor Inc. to manufacture and distribute doors and door-related components made from Royal Group's Ecoproducts recycling technology. This innovative technology uses a broad range of low-cost, polymer-based materials and Royal Group's manufacturing expertise. The alliance provides Royal Group with access to Premdor Inc.'s wide-reaching multiple channel distribution networks, sales and marketing expertise and brand identity.

The Ecoproducts recycling technology is also being used to introduce other Royal Group products such as the DuraSlate™ roof tile. DuraSlate™ is an attractive, affordable and durable imitation roof slate product sold through Royal Group's siding distribution channels, along with new fencing and deck products. Manufacturing capacity is being added to meet the increasing demand for this product.

In April 2000, Royal Group filed a short form shelf prospectus to qualify the distribution in Canada of up to $400 million in principal amount of medium term notes on a continuous basis (the ''MTN Program''). On April 13, 2000, Royal Group received proceeds from the distribution in Canada of $150 million principal amount of medium term notes under the MTN Program. The proceeds were used to repay outstanding indebtedness under Royal Group's syndicated bank credit facilities. This medium term note issuance has a coupon rate of 6.90% and matures in April 2010. CBRS Inc. and Dominion Bond Rating Service Limited assigned ratings of A- and A(low) respectively to Royal Group's securities issued under the MTN Program.

USE OF PROCEEDS

The net proceeds to Royal Group, after deducting the Underwriters' fee but before deducting the expenses of this Offering, will be approximately $117.6 million and will be used to reduce the advances outstanding under Royal Group's syndicated line of credit. As this line of credit is revolving, the committed amount under such credit facility will remain unchanged.

Scotia Capital Inc., RBC Dominion Securities Inc. and TD Securities Inc., three of the Underwriters, are subsidiaries of three of the five lenders to Royal Group under its current syndicated bank credit facility. Such lenders will receive approximately 43%, 24% and 12%, respectively, of the proceeds of this Offering as repayments under such credit facility. See ''Plan of Distribution''.

CONSOLIDATED CAPITALIZATION

	September 30, 1999	March 31, 2000	May 31, 2000 before giving effect to this Offering	May 31, 2000 after giving effect to this Offering (excluding the Option Shares)
		(unaudited)	(unaudited)	(unaudited)
		(all amounts in Cdn. $000s)		
Debt:				
Operating loans (1)(3)	$ 170,314	$ 194,269	$ 191,450	$ 191,450
Term debt due within one year (2)(3)	466	454	454	454
Term debt (2)(3)	577,431	726,371	817,322 (5)	699,722
Total Debt	748,211	921,094	1,009,226	891,626
Minority Interest	19,283	17,704	17,704 (6)	17,704 (6)
Shareholders' Equity:				
Multiple Voting Shares (4)	18,410	18,410	18,410	18,410
Subordinate Voting Shares (4)	432,298	432,357	432,357	549,957
Retained earnings	492,374	551,516	551,516 (6)	551,516 (6)
Currency translation adjustments	(29,881)	(35,208)	(35,208)(6)	(35,208)(6)
Total Shareholders' Equity	913,201	967,075	967,075	1,084,675
Consolidated Capitalization	1,680,695	1,905,873	1,994,005	1,994,005

(1) Operating loans consist primarily of advances under Royal Group's current syndicated line of credit. This line of credit is unsecured and is authorized to provide operating loans to a limit of $350 million. Operating loans are permitted at prime or 0.525% over Bankers' Acceptances rates or Libor, plus a facility fee of 0.15%.

(2) Term debt consists primarily of advances under Royal Group's current syndicated line of credit, medium term notes under the MTN Program and senior unsecured notes. The line of credit is unsecured and is authorized to provide term debt to a limit of $250 million. Term debt under the line of credit is permitted at prime or 0.650% over Bankers' Acceptances rates or Libor, plus a facility fee of 0.175%.

(3) In July 2000, Royal Group renegotiated its current line of credit such that, effective August 1, 2000, an expanded syndicate will be providing an unsecured $700 million extendible revolving bank credit facility. Draws on the line of credit are permitted at prime or 0.625% over Bankers' Acceptances rates or Libor, plus a facility fee of 0.125% on the undrawn portion of the credit, based on Royal Group's present term debt ratings of A– and A(low) assigned by CBRS Inc. and Dominion Bond Rating Service Limited, respectively. This line may be used as a back-up credit facility for commercial paper of Royal Group.

(4) Royal Group is authorized to issue an unlimited number of Multiple Voting Shares and Subordinate Voting Shares of which 17,635,444 Multiple Voting Shares, representing approximately 83% of the voting rights of all then outstanding shares of Royal Group and 72,095,568 Subordinate Voting Shares, representing approximately 17% of the voting rights of all then outstanding shares of Royal Group, will be outstanding upon completion of this Offering (excluding the Option Shares).

(5) On April 13, 2000, Royal Group received proceeds from the distribution in Canada of $150 million principal amount of medium term notes under the MTN Program. The proceeds were used to repay advances under Royal Group's syndicated line of credit.

(6) As at March 31, 2000.

DETAILS OF THE OFFERING

Offering

The Offering consists of 3,500,000 Subordinate Voting Shares. In addition, upon exercise of the option to purchase the Option Shares referred to under "Plan of Distribution", an additional 1,000,000 Subordinate Voting Shares may be issued hereunder.

Description of Share Capital

The authorized share capital of Royal Group consists of an unlimited number of first preferred shares and second preferred shares issuable in series (such first preferred shares and second preferred shares being hereinafter collectively referred to as the "Preferred Shares") and an unlimited number of multiple voting shares (the "Multiple Voting Shares") and Subordinate Voting Shares (the Multiple Voting Shares and Subordinate Voting Shares are hereinafter collectively referred to as the "Shares"). As of July 7, 2000, there are issued and outstanding 17,635,444 Multiple Voting Shares, 68,595,568 Subordinate Voting Shares and no Preferred Shares.

The following is a summary of the provisions attaching to the Preferred Shares, the Multiple Voting Shares and the Subordinate Voting Shares and is qualified by the text of the rights, privileges, restrictions and conditions attaching to such shares.

Preferred Shares

The Preferred Shares are issuable in series. Subject to the articles of Royal Group, the Board of Directors is authorized to fix, before issuance, the designation, rights, privileges, restrictions and conditions attaching to the shares of each series. The First Preferred Shares rank prior to the Second Preferred Shares and the Preferred Shares rank prior to the Shares with respect to dividends and return of capital on dissolution. Except with respect to matters as to which the holders of Preferred Shares are entitled by law to vote as a class, the holders of Preferred Shares are not entitled to vote at meetings of shareholders. Royal Group has no present intention of issuing any Preferred Shares.

Multiple Voting Shares and Subordinate Voting Shares

Dividends

Subject to the preferential rights of holders of Preferred Shares and any other shares ranking senior to the Shares in respect of the payment of dividends, holders of the Shares are entitled, share-for-share, to receive on a *pro rata* basis any dividends declared from time to time by the Board of Directors of Royal Group.

Dissolution

Subject to the preferential rights of holders of Preferred Shares and any other shares ranking senior to the Shares on a return of capital, in the event of the liquidation, dissolution or winding-up of Royal Group, whether voluntary or involuntary, or any other distribution of its assets among its shareholders for the purpose of winding up its affairs, holders of the Shares are entitled to receive on a *pro rata* basis all of the assets of Royal Group remaining after payment of all its liabilities, on a share-for-share basis.

Voting Rights

Holders of the Shares are entitled to receive notice of, to attend and to vote at, all meetings of shareholders of Royal Group, except meetings where only the holders of shares of another class or of a particular series are entitled to vote. The Subordinate Voting Shares carry one vote per share and the Multiple Voting Shares carry 20 votes per share. Under the articles of Royal Group, certain matters submitted to shareholders can be approved with the affirmative vote of two-thirds of the votes cast of each class, voting separately. Accordingly, a holder of Multiple Voting Shares may be in a position to approve any matter submitted to holders of the Shares on which such holders have rights to vote separately as a class, without the affirmative vote of any other holder.

Conversion

The Multiple Voting Shares are convertible into Subordinate Voting Shares on a one-for-one basis at any time in the circumstances described under "Restrictions on Transfer of the Multiple Voting Shares" below.

Subdivision, Consolidation, Modification and Equality

Neither the Multiple Voting Shares nor the Subordinate Voting Shares may be subdivided, consolidated or otherwise changed unless both classes of shares are subdivided, consolidated or otherwise changed equally in the same proportion. The attributes of the Multiple Voting Shares as a class and the Subordinate Voting Shares as a class may not be modified without the separate affirmative vote of two-thirds of the votes cast at separate meetings of the holders of the shares of each class.

Except as to the number of votes per share and the convertibility of the Multiple Voting Shares into Subordinate Voting Shares, the rights, privileges, restrictions and conditions attaching to the Shares are essentially identical in all respects and no rights of any kind may be conferred by Royal Group on the holders of either of such classes of Shares unless the same rights are conferred on the holders of the other class of Shares without distinction as to class of Share held.

Creation of Other Voting Shares

No other voting shares, other than the Shares, may be authorized or issued without the separate affirmative vote of two-thirds of the votes cast at separate meetings of holders of the Shares, in each case, voting separately as a class.

Restrictions on Transfer of the Multiple Voting Shares

Under a stock control agreement (the ''Agreement'') between the holder of the Multiple Voting Shares and Montreal Trust Company of Canada (the ''Trustee'') as trustee for the holders from time to time of the Subordinate Voting Shares, holders of the Multiple Voting Shares are prohibited from transferring any of their Multiple Voting Shares except by way of a ''Permitted Transfer''. A Permitted Transfer is a transfer of Multiple Voting Shares to Vic De Zen, the President, Chairman of the Board and Chief Executive Officer of Royal Group, his spouse, his issue or an entity wholly-owned by any one or more of them, directly or indirectly, or a trust, all the beneficiaries of which are any of the foregoing or the granting of a security interest by a holder of Multiple Voting Shares to a Canadian financial institution to which such holder deals at arm's length in connection with a *bona fide* borrowing (each, a ''Permitted Holder''), provided, however, that if such Canadian financial institution proposes to realize on the security granted such Multiple Voting Shares will first be converted into an equal number of Subordinate Voting Shares. Before a transfer of the Multiple Voting Shares can occur, the Trustee is required to determine whether the transfer is a Permitted Transfer. If the Trustee determines that the proposed transfer is not permitted under the terms of the Agreement (a ''Prohibited Transfer''), the transferor may not proceed with such transfer.

If at any time the Trustee becomes aware of a transfer to a person other than a Permitted Holder, the Trustee will cause the Multiple Voting Shares that were the subject of the Prohibited Transfer to be converted into Subordinate Voting Shares, as permitted by the articles of Royal Group. If a proposed transfer of Multiple Voting Shares is not permitted but the holder still wishes to transfer its Shares, the holder may seek approval of the Trustee and Vic De Zen or his family representative, as the case may be, to convert its Multiple Voting Shares into Subordinate Voting Shares and, if approval is granted, freely transfer the resulting Subordinate Voting Shares.

If at any time, on the determination of the Trustee, a holder of Multiple Voting Shares ceases to be a Permitted Holder (a ''Non-Permitted Holder''), the Trustee is required to give notice to the Non-Permitted Holder that:

(a) such Non-Permitted Holder has been deemed to have directed the Trustee to convert all the Multiple Voting Shares held by it to Subordinate Voting Shares; or

(b) such Non-Permitted Holder is required to sell the Multiple Voting Shares held by it to a Permitted Holder designated by Vic De Zen or his family representative, as the case may be, at a price equal to the fair value of the Multiple Voting Shares on the date the sale is completed. The fair value per Multiple Voting Share will be an amount equal to the simple average of the closing prices of the Subordinate Voting Shares on the published market in Canada on which the greatest volume of trading in the Subordinate Voting Shares occurred over the 20 trading days preceding the date such sale is completed or, in circumstances where the Subordinate Voting Shares have not traded at least 10 days during such period, the simple average of the closing prices, where applicable, and the closing bid and asked prices for the days on which no trading occurred.

The Agreement provides that it may not be amended without the approval of at least two-thirds of the votes cast by holders of the Subordinate Voting Shares at a meeting called to consider the amendment or consented to in writing by the holders of at least two-thirds of the Subordinate Voting Shares.

The Agreement also provides that no transfer of Multiple Voting Shares may be effected without the transferee of such shares (including Canadian financial institutions that are Permitted Holders) agreeing to be bound by the terms of the Agreement.

PRICE RANGE AND TRADING VOLUME OF SUBORDINATE VOTING SHARES

The Subordinated Voting Shares are traded on the TSE and NYSE. The following tables summarize the market price ranges and volumes of trading in the Subordinate Voting Shares on the TSE and NYSE for the periods indicated:

TSE

	High ($)	Low ($)	Close ($)	Volume (in 000's)
1999				
First Quarter	39.25	33.75	37.20	3,774
Second Quarter	43.95	37.00	43.25	6,896
Third Quarter	43.75	31.55	31.55	5,092
Fourth Quarter	35.00	25.00	30.75	7,994
2000				
First Quarter	32.00	26.00	31.50	7,575
Second Quarter	35.75	30.00	35.20	4,771
July (to July 7)	35.50	35.00	35.50	370

NYSE

	High (US$)	Low (US$)	Close (US$)	Volume (in 000's)
1999				
First Quarter	$26\frac{1}{16}$	$22\frac{1}{16}$	$24\frac{11}{16}$	2,182
Second Quarter	$29\frac{3}{4}$	$24\frac{5}{8}$	$29\frac{7}{16}$	1,871
Third Quarter	$29\frac{1}{2}$	$21\frac{7}{16}$	$21\frac{7}{16}$	1,350
Fourth Quarter	$23\frac{5}{8}$	$17\frac{3}{8}$	$21\frac{3}{16}$	1,974
2000				
First Quarter	$22\frac{1}{8}$	$18\frac{1}{4}$	$21\frac{9}{16}$	1,545
Second Quarter	$24\frac{1}{8}$	$20\frac{1}{4}$	$23\frac{7}{8}$	3,537
July (to July 7)	24	$23\frac{11}{16}$	$23\frac{11}{16}$	50

On July 7, 2000, the closing price of the Subordinate Voting Shares on the TSE was $35.50 and on NYSE was U.S. $\$23\frac{11}{16}$.

PLAN OF DISTRIBUTION

Pursuant to an underwriting agreement dated July 10, 2000 (the ''Underwriting Agreement'') between Royal Group and Scotia Capital Inc., RBC Dominion Securities Inc., TD Securities Inc., CIBC World Markets Inc., National Bank Financial Inc., BMO Nesbitt Burns Inc., Goldman Sachs Canada Inc., Griffiths McBurney & Partners and Yorkton Securities Inc. (the ''Underwriters''), Royal Group has agreed to issue 3,500,000 Subordinate Voting Shares and the Underwriters have severally agreed to purchase on July 25, 2000, or such other date as may be agreed upon, but in any event not later than August 25, 2000, subject to the terms and conditions stated therein, all, but not less than all, of such shares for a purchase price of $35.00 per share. In consideration for their services in connection with this Offering, Royal Group has agreed to pay the Underwriters a fee of $1.40 per share. The Underwriters may terminate the Underwriting Agreement at their option, upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Offered Shares if any of the Offered Shares are purchased under the Underwriting Agreement.

Royal Group has granted to the Underwriters an option to purchase the Option Shares at the offering price hereunder, which option is exercisable on or before the day before the date of the final prospectus for this Offering. If the Underwriters purchase all such Option Shares, the amount of the Offering will be $157,500,000, the Underwriters will receive an aggregate fee of $6,300,000 (being a fee of $1.40 per Subordinate Voting Share) and the estimated net proceeds to Royal Group will be $151,200,000.

The Offering is being made concurrently in all the provinces of Canada and in the United States pursuant to the multijurisdictional disclosure system implemented by the securities regulatory authorities in Canada and the United States. The Underwriters will offer the Offered Shares in Canada and, through their respective United States broker-dealer affiliates, in the United States.

Royal Group has agreed to indemnify the Underwriters and their directors, officers, employees and agents against certain liabilities, including civil liabilities under Canadian provincial securities legislation and the United States Securities Act of 1933, as amended, or to contribute to payments the Underwriters may be required to make in respect thereof.

Royal Group has agreed with the Underwriters that it will not, without the prior written consent of Scotia Capital Inc., at any time prior to 90 days after the closing date of this Offering, issue or sell any Subordinate Voting Shares or any right to acquire Subordinate Voting Shares, other than (i) the grant of options under Royal Group's existing stock option plans or the issuance of shares pursuant to the exercise of options granted under such plans, or (ii) the issuance of up to an aggregate of 1,500,000 Shares in satisfaction of all or part of the purchase price in respect of an acquisition or acquisitions by Royal Group of assets or shares of another corporation or corporations.

Pursuant to policy statements of the Ontario Securities Commission and the Commission des valeurs mobilières du Québec, the Underwriters may not, throughout the period of distribution under this prospectus, bid for or purchase Subordinate Voting Shares. The foregoing restriction is subject to certain exemptions, as long as the bid or purchase is not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, such securities. These exemptions include a bid or purchase permitted under the by-laws and rules of The Toronto Stock Exchange relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution. Pursuant to the first mentioned exemption, in connection with this Offering, the Underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Subordinate Voting Shares at levels other than those which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

Scotia Capital Inc., RBC Dominion Securities Inc. and TD Securities Inc. are subsidiaries of Canadian chartered banks (the "Lenders") which are three of the five lenders to Royal Group under its current syndicated bank credit facility. Such credit facility is unsecured and may be used for capital expenditures, acquisitions and other corporate purposes. Consequently, Royal Group is considered a connected issuer of these members of the underwriting group, for the purposes of the securities legislation of certain Canadian provinces. As at May 31, 2000, Royal Group had approximately $211 million, $119 million and $57 million, respectively, of indebtedness to the Lenders. Royal Group will use approximately $51 million, $28 million and $14 million, respectively, of the net proceeds of this Offering to repay debt owing to the Lenders. See "Use of Proceeds". The decisions of Scotia Capital Inc., RBC Dominion Securities Inc. and TD Securities Inc. to underwrite the Offered Shares and the determination of the terms of the Offering were made independently of the Lenders. Scotia Capital Inc., RBC Dominion Securities Inc. and TD Securities Inc. will not receive any benefit in connection with this Offering other than a portion of the Underwriters' fee payable by Royal Group. Royal Group is currently in compliance with the terms of its bank credit facility with the Lenders. Royal Group and the aforementioned Underwriters are obtaining orders from the applicable securities commission or regulatory authority in each province exempting the Underwriters from the restrictions on underwriting which otherwise would apply.

As more than 10% of the net proceeds of this Offering will be received by entities who are affiliated with National Association of Securities Dealers, Inc. members who are participating in this Offering, this Offering is being conducted in compliance with the NASD Conduct Rule 2710(c)(8). Pursuant to that rule, the appointment of a qualified independent underwriter is not necessary in connection with this Offering, as a *bona fide* independent market (as defined in the NASD Conduct Rules) exists in the Subordinate Voting Shares.

LEGAL MATTERS

Certain legal matters in respect of this Offering will be passed upon on behalf of Royal Group, as to matters of Canadian law, by Ogilvy Renault, Toronto, and, as to matters of United States law, by Shearman & Sterling, Toronto, and on behalf of the Underwriters, as to matters of Canadian law, by Osler, Hoskin & Harcourt LLP, Toronto and, as to matters of United States law, by White & Case LLP, New York, New York.

Partners and associates of Ogilvy Renault and Osler, Hoskin & Harcourt LLP as a group beneficially own less than one percent of the securities of Royal Group.

AUDITORS, REGISTRAR AND TRANSFER AGENTS OF ROYAL GROUP

The auditors of Royal Group are KPMG LLP, Chartered Accountants, at their offices at Suite 3300, Commerce Court West, Toronto, Ontario, M5L 1B2.

The registrar and transfer agent for the Subordinate Voting Shares in Canada is Montreal Trust Company of Canada at its principal office at 151 Front Street West, 8th Floor, Toronto, Ontario M5J 2N1, Telephone: (416) 981-9633, Facsimile: (416) 981-9507 and in the United States, is American Securities Transfer & Trust, Inc. at its principal offices at 23rd Floor, 1 Liberty Plaza, New York, New York, 10006, Telephone: (303) 986-5400, Facsimile: (303) 984-4110.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in several of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages, where the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

CERTIFICATE OF ROYAL GROUP

Dated: July 10, 2000

The foregoing, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities laws of all of the provinces of Canada. For the purposes of the Province of Québec, this simplified prospectus, as supplemented by the permanent information record, contains no misrepresentation that is likely to affect the value or the market price of the securities to be distributed.

(signed) VIC DE ZEN
President, Chairman of the Board
and Chief Executive Officer

(signed) GARY BROWN
Executive Vice President and
Chief Financial Officer

On behalf of the Board of Directors

(signed) GWAIN CORNISH
Director

(signed) DOUGLAS DUNSMUIR
Director

CERTIFICATE OF THE UNDERWRITERS

Dated: July 10, 2000

To the best of our knowledge, information and belief, the foregoing, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities laws of all of the provinces of Canada. For the purposes of the Province of Québec, to our knowledge, this simplified prospectus, as supplemented by the permanent information record, contains no misrepresentation that is likely to affect the value or market price of the securities to be distributed.

SCOTIA CAPITAL INC.

By: (signed) SCOT A. MARTIN

RBC DOMINION SECURITIES INC.	TD SECURITIES INC.
By: (signed) STEWART C. BURTON	By: (signed) TONY D'ONOFRIO
CIBC WORLD MARKETS INC.	NATIONAL BANK FINANCIAL INC.
By: (signed) CHRISTOPHER G. BLACKWELL	By: (signed) JOHN P. ROSSOS
BMO NESBITT BURNS INC.	GOLDMAN SACHS CANADA INC.
By: (signed) FRANK J. CANTONI	By: (signed) DOUGLAS A. GUZMAN
GRIFFITHS MCBURNEY & PARTNERS	YORKTON SECURITIES INC.
By: (signed) JASON J. ROBERTSON	By: (signed) MARSHAL STEARNS

The following includes the names of every person having an interest, directly or indirectly, to the extent of not less than 5% in the capital of:

SCOTIA CAPITAL INC.: a wholly-owned subsidiary of a Canadian chartered bank;

RBC DOMINION SECURITIES INC.: a wholly-owned subsidiary of a Canadian chartered bank;

TD SECURITIES INC.: a wholly-owned subsidiary of a Canadian chartered bank;

CIBC WORLD MARKETS INC.: a wholly-owned subsidiary of a Canadian chartered bank;

NATIONAL BANK FINANCIAL INC.: an indirect wholly-owned subsidiary of a Canadian chartered bank;

BMO NESBITT BURNS INC.: a wholly-owned subsidiary of BMO Nesbitt-Burns Corporation Limited, an indirect majority-owned subsidiary of a Canadian chartered bank;

GOLDMAN SACHS CANADA INC.: a wholly-owned subsidiary of The Goldman Sachs Group Inc.;

GRIFFITHS MCBURNEY & PARTNERS: Eugene C. McBurney, Kevin M. Sullivan, Michael A. Wekerle, Thomas A. Budd and J. Robert Fraser; and

YORKTON SECURITIES INC.: G. Scott Paterson and Yorkton Holdings Limited.