

February 14, 2024

**BY SEDAR**

British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Ontario Securities Commission  
Autorité des marchés financiers  
Financial and Consumer Services Commission, New Brunswick  
Nova Scotia Securities Commission  
Superintendent of Securities, Prince Edward Island  
Superintendent of Securities, Service Newfoundland and Labrador  
Superintendent of Securities, Northwest Territories Securities Office  
Superintendent of Securities, Nunavut  
Superintendent of Securities, Yukon

Dear Sirs/Mesdames:

**Royal Bank of Canada**

We refer to the pricing supplement of the Royal Bank of Canada (the "Bank") dated February 14, 2024 (the "Pricing Supplement") relating to the short form base shelf prospectus of the Bank dated March 25, 2022, and to the senior note program supplement dated March 28, 2022, as supplemented November 11, 2022 and March 2, 2023 and the index linked securities product supplement dated March 28, 2022, as supplemented November 11, 2022 and March 2, 2023, incorporated by reference therein, which relate to a proposed issue of up to \$20,000,000 RBC Solactive Canada Utilities 160 AR Index Callable Contingent Yield 10.50% Securities (CAD), Series 1158, F-Class due March 11, 2031.

We hereby consent to the use of our firm name and the reference to our opinion under the heading "Appendix D – Certain Canadian Tax Considerations" in the Pricing Supplement.

We confirm that we have read the Pricing Supplement and have no reason to believe that there is any misrepresentation in the information contained in the Pricing Supplement that is derived from our opinion referred to above or that is within our knowledge as a result of the services we performed in connection with such opinion.

Yours very truly,

*(signed) Davies Ward Phillips & Vineberg LLP*