



AMENDMENT NO. 1 dated July 26, 2013 to the annual information form dated June 27, 2013.

RBC FUNDS

Advisor T5 Series and Series FT5 units (unless otherwise indicated)

RBC Balanced Growth & Income Fund (the "Fund")

This Amendment No. 1 dated July 26, 2013 to the annual information form of the RBC Funds dated June 27, 2013 (the "Annual Information Form") amends the certificate in the Annual Information Form and provides certain additional information in respect of the Fund in conjunction with Amendment No. 1 dated July 26, 2013 to the simplified prospectus of the RBC Funds dated June 27, 2013. The Annual Information Form, with respect to the Fund, should be read subject to this information.

Qualification of Advisor T5 Series units and Series FT5 units of the Fund

This Amendment No. 1 qualifies for distribution Advisor T5 Series units and Series FT5 units of the Fund. In order to effect this qualification, the Annual Information Form is amended as follows:

- (a) The front cover is amended by deleting the words "Series A, Advisor Series, Series T5, Series T8, Series H, Series D, Series F, Series I and Series O units" and replacing them with the words: "Series A, Advisor Series, Advisor T5 Series, Series T5, Series T8, Series H, Series D, Series F, Series FT5, Series I and Series O units".
- (b) The front cover is amended by deleting footnote 20 and replacing it with the following:

²⁰ Offering Series A, Advisor Series, Advisor T5 Series, Series T5, Series H, Series D, Series F, Series FT5, Series I and Series O units only.

- (c) The first five sentences of the first paragraph under the heading *Description of units of the funds* on page 21 are deleted and replaced with the following:

Each fund is divided into multiple series of units and each series of units is divided into units of participation of equal value. Series A, Advisor Series, Advisor T5 Series, Series T5 and Series T8 units are available to all investors. Series H units are only available to investors who invest and maintain the required minimum balance. Series D units are available to investors who have accounts with RBC DI. Series F and Series FT5 units have lower fees than Series A, Advisor Series and Advisor T5 Series units and are available for sale to investors who have accounts with dealers who have signed a fee-based agreement with us.

- (d) Under the subheading *Meeting of unitholders* on page 22, all references to "Advisor Series" are deleted and replaced with references to "Advisor Series and Advisor T5 Series".
- (e) The first sentence of the second last paragraph under the subheading *Meeting of unitholders* on page 23, is deleted and replaced with the following:

Because no sales charges and no redemption fees apply to Series A, Series T5, Series T8, Series H, Series D, Series F, Series FT5, Series I or Series O units of the funds, a meeting of unitholders of these series is not required to be held to approve the introduction of a fee or expense that could result in an increase in charges to those series or unitholders of those series, or any changes in the basis of calculation of a fee or expense that is charged to those series in a way that could result in an increase in charges to those series or unitholders of those series.

- (f) Under the subheading *How to buy, redeem and switch* on page 27, all references to “Advisor Series” are deleted and replaced with references to “Advisor Series and Advisor T5 Series” and all references to “Series F” are deleted and replaced with references to “Series F and Series FT5” except with respect to the sentence “For Series A, Advisor Series, Series T5, Series T8 and Series F units, you must invest and maintain a minimum balance for each fund.”, which is deleted and replaced with the following:

For Series A, Advisor Series, Advisor T5 Series, Series T5, Series T8, Series F and Series FT5 units, you must invest and maintain a minimum balance for each fund.

- (g) The subheading *Purchase options for Advisor Series units* on page 29 is deleted and replaced with the subheading *Purchase options for Advisor Series and Advisor T5 Series units* and all references to “Advisor Series” under this subheading on page 29 are deleted and replaced with references to “Advisor Series or Advisor T5 Series”.
- (h) All references to “Advisor Series” under the subheading *Purchase options for Advisor Series units* on page 30 are deleted and replaced with references to “Advisor Series and Advisor T5 Series”.
- (i) The reference to “Advisor Series” under the subheading *Switches and reclassifications of units* on page 30 is deleted and replaced with a reference to “Advisor Series and Advisor T5 Series”.
- (j) The last paragraph under the subheading *Taxation of unitholders* on page 80 is deleted and replaced with the following:

Holders of Series F and Series FT5 units should consult with their tax advisors regarding whether fees payable by them may be deductible or may be added to the cost of their units for tax purposes.

Certificate of the Fund, the Manager, the Promoter and the Principal Distributor of the Fund (Advisor T5 Series and Series FT5)

This amendment no. 1 dated July 26, 2013 together with the annual information form of the fund dated June 27, 2013, the simplified prospectus dated June 27, 2013 as amended by amendment no. 1 dated July 26, 2013 and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

Dated: July 26, 2013

By: *"John S. Montalbano"*

John S. Montalbano
Chief Executive Officer
RBC Global Asset Management Inc.,
as trustee, manager, promoter and principal
distributor of the fund (Advisor T5 Series
and Series FT5)

By: *"Frank Lipka"*

Frank Lipka
Chief Financial Officer and
Chief Operating Officer
RBC Global Asset Management Inc.,
as trustee, manager, promoter and principal
distributor of the fund (Advisor T5 Series and Series FT5)

On behalf of the Board of Directors
of RBC Global Asset Management Inc.,
as trustee, manager, promoter and principal distributor of the fund
(Advisor T5 Series and Series FT5)

By: *"Douglas Coulter"*

Douglas Coulter
Director

By: *"Daniel E. Chornous"*

Daniel E. Chornous
Director