PROSPECTUS

Initial Public Offering and
Continuous Offering

September 2, 2011

RBC Global Asset Management

RBC ETFs

This prospectus qualifies the distribution of units ("**Units**") of the exchange-traded funds listed below (each, an "**RBC ETF**" and collectively, the "**RBC ETFs**"), each of which is a trust created under the laws of the Province of Ontario. RBC Global Asset Management Inc. ("**RBC GAM**") is the trustee, manager and portfolio advisor of the RBC ETFs and is responsible for the day-to-day administration of the RBC ETFs. See "Organization and Management Details of the RBC ETFs – Trustee, Manager and Portfolio Advisor".

RBC Target 2013 Corporate Bond ETF ("RBC 2013 ETF")
RBC Target 2014 Corporate Bond ETF ("RBC 2014 ETF")
RBC Target 2015 Corporate Bond ETF ("RBC 2015 ETF")
RBC Target 2016 Corporate Bond ETF ("RBC 2016 ETF")
RBC Target 2017 Corporate Bond ETF ("RBC 2017 ETF")
RBC Target 2018 Corporate Bond ETF ("RBC 2018 ETF")
RBC Target 2019 Corporate Bond ETF ("RBC 2019 ETF")
RBC Target 2020 Corporate Bond ETF ("RBC 2020 ETF")

Investment Objectives and Strategies

The investment objective of each RBC ETF is to provide income, for a limited period of time ending on the respective RBC ETF's Termination Date (as defined below), by replicating, to the extent possible, the investment results that correspond generally to the performance, before the RBC ETF's fees and expenses, of the applicable DEX Maturity Canadian Corporate Bond Index (as defined below). Each RBC ETF intends to invest at least 90% of its total assets in and hold the Index Securities (as defined below) of the applicable DEX Maturity Canadian Corporate Bond Index and/or securities that have economic characteristics that are substantially similar to those of the Index Securities of the applicable DEX Maturity Canadian Corporate Bond Index. Each RBC ETF will terminate on its Termination Date (as defined below). See "Investment Objectives".

Each RBC ETF expects to primarily use an index replication strategy to track as closely as possible the performance of the applicable DEX Maturity Canadian Corporate Bond Index. However, an RBC ETF may use a sampling strategy to achieve its objective, if such an approach is appropriate. See "Investment Strategies".

Purchase and Listing of Units

Units of the RBC ETFs have been conditionally approved for listing on the Toronto Stock Exchange (the "**TSX**"). Subject to satisfying the TSX's original listing requirements in respect of an RBC ETF on or before November 16, 2011, and a receipt being issued for the final prospectus of the RBC ETFs by the securities regulatory authorities, Units of the RBC ETFs will be listed on the TSX and investors will be able to buy or sell Units on the TSX through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions in buying or selling Units. All orders to purchase Units directly from an RBC ETF must be placed by Underwriters or Designated Brokers. See "Purchase of Units".

Redemption and Exchange

Unitholders of the RBC ETFs may dispose of their Units in two ways: (i) by selling their Units on the TSX at the full market price less customary brokerage commissions and expenses, or (ii) by redeeming Units for cash at a redemption price of 95% of the net asset value of the applicable Units on the effective day of redemption. Unitholders are advised to consult their brokers or investment advisors before redeeming Units for cash. Each RBC ETF also offers additional redemption or exchange options which are available where a unitholder redeems or exchanges a Prescribed Number of Units. See "Exchange and Redemption of Units".

Additional Considerations

No underwriter has been involved in the preparation of the prospectus or has performed any review of the contents of the prospectus.

For a discussion of the risks associated with an investment in Units of the RBC ETFs, see "Risk Factors". Your investment in any of the RBC ETFs is not guaranteed by any entity, including Royal Bank of Canada. Unlike bank accounts or guaranteed investment certificates, your investment in an RBC ETF is not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.

In the opinion of counsel, provided that an RBC ETF qualifies as a mutual fund trust within the meaning of the *Income Tax Act* (Canada) (the "**Tax Act**"), or the Units of the RBC ETF are listed on a "designated stock exchange" within the meaning of the Tax Act (which currently includes the TSX), such Units will be qualified investments for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered disability savings plans, registered education savings plans and tax-free savings accounts.

While each RBC ETF will be a mutual fund under the securities legislation of certain provinces and territories of Canada, the RBC ETFs have received, or have filed an application to receive, exemptive relief from certain provisions of Canadian securities legislation applicable to conventional mutual funds. See "Exemptions and Approvals".

The registration and transfer of Units are effected through the book-entry only system administered by CDS Clearing and Depository Services Inc. ("**CDS**"). Investors in the RBC ETFs do not have the right to receive physical certificates evidencing their ownership of Units.

Trademarks

"DEX 2013 Maturity Canadian Corporate Bond Index*"/"2013 Maturité indice Canadien d'obligations de sociétés DEX*", "DEX 2014 Maturity Canadian Corporate Bond Index*"/"2014 Maturité indice Canadien d'obligations de sociétés DEX*", "DEX 2015 Maturity Canadian Corporate Bond Index*"/"2015 Maturité indice Canadien d'obligations de sociétés DEX*", "DEX 2016 Maturity Canadian Corporate Bond Index*"/"2016 Maturité indice Canadien d'obligations de sociétés DEX*", "DEX 2017 Maturity Canadian Corporate Bond Index*"/"2017 Maturité indice Canadien d'obligations de sociétés DEX*", "DEX 2018 Maturity Canadian Corporate Bond Index*"/"2018 Maturité indice Canadien d'obligations de sociétés DEX*", "DEX 2019 Maturity Canadian Corporate Bond Index*"/"2019 Maturité indice Canadien d'obligations de sociétés DEX*" and "DEX 2020 Maturity Canadian Corporate Bond Index*"/"2020 Maturité indice Canadien d'obligations de sociétés DEX*" are trademarks of TSX Inc. These marks have been licensed for use for certain purposes to RBC GAM by PC-Bond, a business unit of TSX Inc. The RBC ETFs are not sponsored, endorsed, sold or promoted by PC-Bond, its affiliates (including TMX Group Inc.) or third party data suppliers and they make no representation, warranty, or condition regarding the advisability of investing in the RBC ETFs.

Documents Incorporated by Reference

During the period in which the RBC ETFs are in continuous distribution, additional information will be available in the most recently filed comparative annual financial statements, any interim financial statements filed after the most recent comparative annual financial statements, the most recently filed annual management report of fund performance ("**MRFP**") and any interim MRFP filed after the annual MRFP of each RBC ETF. These documents are or will be incorporated by reference into, and form an integral part of, this prospectus. See "Documents Incorporated by Reference".

IMPORTANT TERMS

Basket – as applicable, bonds or other securities as RBC GAM may determine in its discretion from time to time for the purpose of subscription orders, exchanges, redemptions or for other purposes.

Board of Governors – the board of governors of the RBC ETFs as described under "Organization and Management Details of the RBC ETFs – Independent Review Committee: Board of Governors".

Cash Creation Fee – the fee payable in connection with cash-only payments for subscriptions of a Prescribed Number of Units of the applicable RBC ETF, representing, as applicable, brokerage expenses, commissions, transaction costs and other costs or expenses that the RBC ETF incurs or expects to incur in purchasing securities on the market with such cash proceeds.

Cash Exchange Fee – the fee payable in connection with cash-only payments for exchanges of a Prescribed Number of Units of the applicable RBC ETF, representing, as applicable, brokerage expenses, commissions, transaction costs and other costs or expenses that an RBC ETF incurs or expects to incur in selling securities on the market to obtain the necessary cash for the exchange.

CDS – CDS Clearing and Depository Services Inc.

Constituent Issuers – in relation to a particular DEX Maturity Canadian Corporate Bond Index, the issuers that from time to time are included in that DEX Maturity Canadian Corporate Bond Index as selected by PC-Bond.

Designated Brokers – registered brokers and dealers that enter into agreements with one or more RBC ETFs to perform certain duties in relation to such RBC ETFs, and **Designated Broker** means any one of them.

DEX Maturity Canadian Corporate Bond Indices – collectively, the DEX 2013 Maturity Canadian Corporate Bond Index, the DEX 2014 Maturity Canadian Corporate Bond Index, the DEX 2015 Maturity Canadian Corporate Bond Index, the DEX 2016 Maturity Canadian Corporate Bond Index, the DEX 2017 Maturity Canadian Corporate Bond Index, the DEX 2018 Maturity Canadian Corporate Bond Index, the DEX 2019 Maturity Canadian Corporate Bond Index and the DEX 2020 Maturity Canadian Corporate Bond Index, as the case may be, each as constituted by PC-Bond, and **DEX Maturity Canadian Corporate Bond Index** means any one of them.

GST – federal goods and services tax.

HST – harmonized sales tax, which currently applies in lieu of GST in the Provinces of British Columbia, Ontario, New Brunswick, Nova Scotia and Newfoundland and Labrador.

Index Securities — in relation to a particular DEX Maturity Canadian Corporate Bond Index, the securities of the Constituent Issuers included in that DEX Maturity Canadian Corporate Bond Index.

Management Fee Distribution — as described under "Fees and Expenses – Management Fee Distributions", an amount equal to the difference between the applicable management fee otherwise chargeable and a reduced fee determined by RBC GAM from time to time and distributed quarterly in cash by an RBC ETF to certain unitholders who hold large investments in the RBC ETF.

Master Declaration of Trust — the master declaration of trust dated as of September 2, 2011 governing the RBC ETFs, as it may be amended and/or restated from time to time.

Maturity Date – means, for the RBC 2013 ETF, on or about November 30, 2013; for the RBC 2014 ETF, on or about November 30, 2014; for the RBC 2015 ETF, on or about November 30, 2015; for the RBC 2016 ETF, on or about November 30, 2016; for the RBC 2017 ETF, on or about November 30, 2017; for the RBC 2018 ETF, on or about November 30, 2018; for the RBC 2019 ETF, on or about November 30, 2019; and for the RBC 2020 ETF, on or about November 30, 2020.

Maturity Year – the year of maturity of the applicable RBC ETF.

MRFP(s) – management report(s) of fund performance.

Net Asset Value – in relation to a particular RBC ETF, the market value of the total assets held by that RBC ETF, less an amount equal to the total liabilities of that RBC ETF.

Net Asset Value per Unit – in relation to a particular RBC ETF, the Net Asset Value of that RBC ETF divided by the total number of Units of that RBC ETF outstanding.

NI 81-102 – National Instrument 81-102 – *Mutual Funds*.

NI 81-107 – National Instrument 81-107 – *Independent Review Committee for Investment Funds*.

PC-Bond – a business unit of TSX Inc. and the index provider of the RBC ETFs.

Prescribed Number of Units – in relation to an RBC ETF, the number of Units determined by RBC GAM from time to time for the purpose of subscription orders, exchanges, redemptions or for such other purposes as RBC GAM may determine.

RBC Dexia – RBC Dexia Investor Services Trust, the custodian and valuation agent of the RBC ETFs.

RBC 2013 ETF – RBC Target 2013 Corporate Bond ETF.

RBC 2014 ETF – RBC Target 2014 Corporate Bond ETF.

RBC 2015 ETF – RBC Target 2015 Corporate Bond ETF.

RBC 2016 ETF – RBC Target 2016 Corporate Bond ETF.

RBC 2017 ETF – RBC Target 2017 Corporate Bond ETF.

RBC 2018 ETF – RBC Target 2018 Corporate Bond ETF.

RBC 2019 ETF – RBC Target 2019 Corporate Bond ETF.

RBC 2020 ETF – RBC Target 2020 Corporate Bond ETF.

RBC ETFs – collectively, RBC 2013 ETF, RBC 2014 ETF, RBC 2015 ETF, RBC 2016 ETF, RBC 2017 ETF, RBC 2018 ETF, RBC 2019 ETF and RBC 2020 ETF, and **RBC ETF** means any one of them.

RBC GAM – RBC Global Asset Management Inc., the trustee, manager and portfolio advisor of the RBC ETFs.

Registered Plans – trusts governed by registered retirement savings plans, registered retirement income funds, registered disability savings plans, deferred profit sharing plans, registered education savings plans and tax-free savings accounts.

Relative Weight – in relation to a particular DEX Maturity Canadian Corporate Bond Index, the quoted market value of the Index Securities of an individual Constituent Issuer or a potential Constituent Issuer, as applicable, divided by the aggregate quoted market value of all Index Securities of all Constituent Issuers in that DEX Maturity Canadian Corporate Bond Index.

Tax Act – the *Income Tax Act* (Canada) and the regulations issued thereunder.

Termination Date – means a date on or after the Maturity Date of an RBC ETF when the RBC ETF ceases to exist, or any other date upon which an RBC ETF may be terminated by RBC GAM on not less than 60 days' notice to unitholders.

Trading Day – for each RBC ETF, a day on which (i) a regular session of the TSX is held; (ii) the primary market or exchange for the majority of the securities held by the RBC ETF is open for trading; and (iii) PC-Bond calculates and publishes data relating to the applicable DEX Maturity Canadian Corporate Bond Index.

TSX – the Toronto Stock Exchange.

Underwriters – registered brokers and dealers that enter into underwriting agreements with one or more RBC ETFs and that subscribe for and purchase Units from such RBC ETFs, and **Underwriter** means any one of them.

Unit – in relation to a particular RBC ETF, a unit of beneficial interest in that RBC ETF.

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PROSPECTUS SUMMARY

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this prospectus.

Issuers:

RBC Target 2013 Corporate Bond ETF ("RBC 2013 ETF")
RBC Target 2014 Corporate Bond ETF ("RBC 2014 ETF")
RBC Target 2015 Corporate Bond ETF ("RBC 2015 ETF")
RBC Target 2016 Corporate Bond ETF ("RBC 2016 ETF")
RBC Target 2017 Corporate Bond ETF ("RBC 2017 ETF")
RBC Target 2018 Corporate Bond ETF ("RBC 2018 ETF")
RBC Target 2019 Corporate Bond ETF ("RBC 2019 ETF")
RBC Target 2020 Corporate Bond ETF ("RBC 2020 ETF")

(each, an "RBC ETF" and collectively, the "RBC ETFs").

Each RBC ETF is an exchange-traded fund established as a trust under the laws of the Province of Ontario. RBC GAM is the trustee, manager and portfolio advisor of the RBC ETFs.

Continuous Distribution:

Units of the RBC ETFs have been conditionally approved for listing on the TSX. Subject to satisfying the TSX's original listing requirements in respect of an RBC ETF on or before November 16, 2011, and a receipt being issued for the final prospectus of the RBC ETFs by the securities regulatory authorities, Units of the RBC ETFs will be offered on a continuous basis as described below.

Each Unit of an RBC ETF represents an equal beneficial interest in that RBC ETF. Investors may purchase or sell Units on the TSX through a registered broker or dealer in the province or territory where the investor resides. Accordingly, investors may trade Units in the same way as other securities listed on the TSX, including by using market orders and limit orders. Investors will incur customary brokerage commissions when buying or selling Units on the TSX. Underwriters and Designated Brokers may purchase a Prescribed Number of Units from an RBC ETF at the Net Asset Value per Unit. See "Purchase of Units – Issuance of Units".

Investment Objectives and Strategies of the RBC ETFs:

The investment objective of each RBC ETF is to provide income, for a limited period of time ending on the respective RBC ETF's Termination Date, by replicating, to the extent possible, the investment results that correspond generally to the performance, before the RBC ETF's fees and expenses, of the applicable DEX Maturity Canadian Corporate Bond Index. Each RBC ETF intends to invest at least 90% of its total assets in and hold the Index Securities of the applicable DEX Maturity Canadian Corporate Bond Index and/or securities that have economic characteristics that are substantially similar to those of the Index Securities of the applicable DEX Maturity Canadian Corporate Bond Index. Each RBC ETF will terminate on its Termination Date. See "Investment Objectives".

Each RBC ETF expects to primarily use an index replication strategy to track as closely as possible the performance of the applicable DEX Maturity Canadian Corporate Bond Index. However, an RBC ETF may use a sampling strategy to achieve its objective, if such an approach is appropriate. See "Investment Strategies".

Risk Factors:

There are certain risk factors inherent to an investment in the RBC ETFs. These risk factors include the following:

› general risks of investments;

› asset class risk;

› credit risk;

› declining yield risk;

› fluctuation of yield and liquidation amount risk;

› passive investment risk;

› tracking risk;

- calculation and termination of the DEX Maturity Canadian Corporate Bond Indices;
- risk that Units will trade at prices other than Net Asset Value per Unit;
- securities lending transaction risks;
- risks associated with derivative investments;
- risk of adverse changes in legislation;
- tax-related risks;
- liquidity risk;
- risk of no active market for the Units and lack of operating history;
- interest rate risk;
- market risk; and
- concentration risk.

See "Risk Factors".

Income Tax Considerations: This summary of Canadian tax considerations for the RBC ETFs and for Canadian resident unitholders is subject in its entirety to the qualifications, limitations and assumptions set out in "Income Tax Considerations". Prospective investors should consult their own tax advisors about their individual circumstances.

A unitholder who is resident in Canada for the purposes of the Tax Act will generally be required to include in the unitholder's income for tax purposes for any year the amount of net income and net taxable capital gains of the RBC ETF paid or payable to the unitholder in the year and deducted by the RBC ETF in computing its income. Any non-taxable distributions from an RBC ETF (other than the non-taxable portion of any net realized capital gains of an RBC ETF) paid or payable to a unitholder in a taxation year will reduce the adjusted cost base of the unitholder's Units of that RBC ETF. To the extent that a unitholder's adjusted cost base would otherwise be a negative amount, the negative amount will be deemed to be a capital gain realized by the unitholder and the adjusted cost base of the Unit to the unitholder will be nil immediately thereafter. Any loss of the RBC ETF cannot be allocated to, and cannot be treated as a loss of, the unitholders of such RBC ETF. Upon the actual or deemed disposition of a Unit held by the unitholder as capital property, including the exchange or redemption of a Unit, a capital gain (or a capital loss) will generally be realized by the unitholder to the extent that the proceeds of disposition of the Unit exceed (or are less than) the aggregate of the adjusted cost base to the unitholder of the Unit and any reasonable costs of disposition.

The Master Declaration of Trust governing each of the RBC ETFs requires that the RBC ETF distribute its net income and net realized capital gains, if any, for each taxation year to unitholders to such an extent that the RBC ETF will not be liable in any taxation year for ordinary income tax.

Special Considerations for Unitholders: The provisions of the so-called "early warning" requirements set out in Canadian securities legislation do not apply in connection with the acquisition of Units. In addition, based upon exemptive relief granted by the Canadian securities regulatory authorities, a unitholder may acquire more than 20% of the Units of any RBC ETF through purchases on the TSX without regard to the takeover bid requirements of applicable securities legislation, provided that such unitholder, as well as any person acting jointly or in concert with the unitholder, undertakes to RBC GAM not to vote more than 20% of the Units of that RBC ETF.

Market participants are permitted to sell Units of any RBC ETF short and at any price without regard to the restrictions of the Universal Market Integrity Rules that generally prohibit selling securities short unless the price is at or above the last sale price.

Units of the RBC ETFs are "mark-to-market property" for purposes of the "mark-to-market" rules in the Tax Act. These rules require taxpayers that are financial institutions within the meaning of the rules to recognize annually, on income account, any accrued gains and losses on securities that are "mark-to-market property".

See "Purchase of Units – Buying and Selling Units – Special Considerations for Unitholders" and "Exemptions and Approvals".

Exchange:	Unitholders may exchange the Prescribed Number of Units (or an integral multiple thereof) on any Trading Day for Baskets and cash. See "Exchange and Redemption of Units – Exchange of Units at Net Asset Value per Unit for Baskets and Cash".
Redemption:	Unitholders may redeem Units of any RBC ETF for cash at a redemption price per Unit equal to 95% of the Net Asset Value of the applicable Units on the effective day of the redemption. Unitholders will generally be able to sell (rather than redeem) Units at the full market price on the TSX through a registered broker or dealer subject only to customary brokerage commissions. Therefore, unitholders are advised to consult their brokers, dealers or investment advisors before redeeming their Units for cash. No fees or expenses are paid by a unitholder to RBC GAM or the RBC ETFs in connection with selling Units on the TSX. See "Exchange and Redemption of Units – Redemption of Units for Cash".
Distribution Policy:	Cash distributions on Units of an RBC ETF are expected to be made quarterly. Distributions on Units are expected to consist primarily of ordinary income sourced from interest payments received or accrued by the RBC ETF, but may also include net realized capital gains and returns of capital, in any case, less the expenses of the RBC ETF. To the extent that the expenses of an RBC ETF exceed the income generated by such RBC ETF in any given quarter, no quarterly distribution will be paid. On an annual basis, each RBC ETF will ensure that the net income and net realized capital gains of the RBC ETF have been distributed to unitholders to such an extent that the RBC ETF will not be liable for ordinary income tax thereon. To the extent that any RBC ETF has not distributed the full amount of its net income or net capital gains in cash in any year, the difference between such amount and the amount actually distributed by the RBC ETF in cash will be paid as a "reinvested distribution". Reinvested distributions will be reinvested automatically in additional Units of the applicable RBC ETF at a price equal to the Net Asset Value per Unit of the applicable RBC ETF and the Units of that RBC ETF will be immediately consolidated such that the number of outstanding Units of the applicable RBC ETF following the distribution will equal the number of Units of the applicable RBC ETF outstanding prior to the distribution. See "Distribution Policy".
Termination:	Each RBC ETF will terminate on its Termination Date, which generally will be on or after its Maturity Date. In connection with such termination, each RBC ETF will make a cash distribution to the then-current unitholders of all net income, net realized capital gains and capital of the RBC ETF that have not previously been distributed to unitholders. In addition, an RBC ETF may be terminated on any other date by RBC GAM without unitholder approval on not less than 60 days' notice to unitholders. See "Termination of the RBC ETFs".
Eligibility for Investment:	Provided that the Units of the RBC ETFs are and continue to be listed on the TSX or that the RBC ETFs qualify and continue to qualify as mutual fund trusts under the Tax Act or are registered investments under the Tax Act, the Units will be qualified investments under the Tax Act for Registered Plans. In the opinion of counsel, the Units will qualify as "marketable securities" as that term is used in the Tax Act provided that the Units are and continue to be listed on the TSX. Holders of tax-free savings accounts and with respect to recently proposed changes to the Tax Act, annuitants of registered retirement savings plans and registered retirement income funds, should consult with their tax advisors regarding whether Units of an RBC ETF would be a prohibited investment for such accounts or plans in their particular circumstances. See "Income Tax Considerations – Status of the RBC ETFs".
Non-Resident Unitholders:	Under certain circumstances, RBC GAM may take steps to limit the number of non-resident unitholders that may invest in an RBC ETF. See "Purchase of Units – Registration and Transfer through CDS – Non-Resident Unitholders".
Organization and Management of the RBC ETFs:	*Trustee, Manager and Portfolio Advisor* RBC GAM is the trustee, manager and portfolio advisor and is responsible for the operations of RBC ETFs, including the management of the RBC ETFs' investment portfolios. The address of RBC GAM and the RBC ETFs is P.O. Box 7500, Station A, Toronto, Ontario M5W 1P9.

RBC GAM is the primary investment manager for the RBC® businesses serving the needs of private clients, including the RBC ETFs. RBC GAM is an indirect, wholly-owned subsidiary of Royal Bank of Canada ("**Royal Bank**"). We refer to Royal Bank and affiliated companies of Royal Bank as "**RBC**".

See "Organization and Management Details of the RBC ETFs – Trustee, Manager and Portfolio Advisor".

Custodian and Valuation Agent

RBC Dexia is the custodian and valuation agent of the RBC ETFs and provides administrative services to the RBC ETFs pursuant to a custodian agreement between RBC GAM, in its capacity as trustee and manager of the RBC ETFs, and RBC Dexia dated as of September 2, 2011 (the "**Custodian Agreement**") and a valuation and administrative services agreement to be entered into between RBC GAM, in its capacity as trustee and manager of the RBC ETFs, and RBC Dexia (the "**Valuation and Administrative Services Agreement**"). RBC Dexia is responsible for certain aspects of the day-to-day administration of the RBC ETFs, including calculating Net Asset Value, net income and net realized capital gains of the RBC ETFs. RBC Dexia's principal office is located in Toronto, Ontario. RBC Dexia is a joint venture equally owned by Royal Bank and Dexia Banque Internationale à Luxembourg. See "Organization and Management Details of the RBC ETFs – Custodian and Valuation Agent".

Registrar and Transfer Agent

The registrar and transfer agent for the Units is Computershare Investor Services Inc. ("**Computershare**") at its principal offices in Toronto, Ontario. See "Organization and Management Details of the RBC ETFs – Registrar and Transfer Agent".

Auditor

The auditor of the RBC ETFs is Deloitte & Touche LLP, at its principal offices in Toronto, Ontario. See "Organization and Management Details of the RBC ETFs – Auditor".

Documents Incorporated by Reference

During the period in which the RBC ETFs are in continuous distribution, additional information will be available in the most recently filed comparative annual financial statements, any interim financial statements filed after the most recent annual financial statements, the most recently filed annual MRFP and any interim MRFP filed after the annual MRFP of each RBC ETF. These documents are or will be incorporated by reference into, and form an integral part of, this prospectus. These documents may be obtained upon request, at no cost, by calling 1-855-RBC-ETFS (722-3837), by emailing RBC GAM at etfs.investments@rbc.com (English) or fnb.investissements@rbc.com (French) or by contacting a registered dealer. These documents and other information about the RBC ETFs are also available from the RBC ETFs website at www.rbcgam.com/etfs and are publicly available at www.sedar.com. See "Documents Incorporated by Reference".

SUMMARY OF FEES AND EXPENSES

The table below lists the fees and expenses payable by the RBC ETFs. The value of a unitholder's investment in an RBC ETF will be reduced by the amount of fees and expenses charged to such RBC ETF. See "Fees and Expenses".

Fees and Expenses Payable by the RBC ETFs

RBC GAM is entitled to receive a fee for acting as trustee, manager and portfolio advisor of the RBC ETFs (the "**management fee**"). The fee is based on a percentage of the Net Asset Value of each of the following RBC ETFs and is listed below:

RBC ETF	ANNUAL MANAGEMENT FEE[1]
RBC 2013 ETF	0.30%
RBC 2014 ETF	0.30%
RBC 2015 ETF	0.30%
RBC 2016 ETF	0.30%
RBC 2017 ETF	0.30%
RBC 2018 ETF	0.30%
RBC 2019 ETF	0.30%
RBC 2020 ETF	0.30%

[1] The management fee for each RBC ETF listed above is calculated and accrued daily and generally paid monthly, but in any case not less than quarterly. The management fee is exclusive of applicable GST/HST.

The RBC ETFs are also responsible for fees and expenses relating to the board of governors of the RBC ETFs (the "**Board of Governors**"), brokerage expenses and commissions, income tax, GST, HST, withholding and other taxes, the costs of complying with any new governmental or regulatory requirement introduced after the RBC ETFs were established and extraordinary expenses.

Fees and Expenses Payable by RBC GAM

RBC GAM is responsible for each of the RBC ETF's fees and expenses except the fees and expenses payable by the RBC ETF described under "Fees and Expenses Payable by the RBC ETFs". The fees and expenses for which RBC GAM is responsible include the fees payable to the custodian and valuation agent, registrar and transfer agent and other service providers retained by RBC GAM as described under "Organization and Management Details of the RBC ETFs – Duties and Services to be Provided by RBC GAM".

RBC GAM may agree to charge a reduced management fee as compared to the fee that RBC GAM would otherwise be entitled to receive from the RBC ETFs with respect to large investments in the RBC ETFs by certain unitholders. In such cases, an amount equal to the difference between the management fee otherwise chargeable and the reduced fee will be distributed to the applicable unitholders as Management Fee Distributions. See "Fees and Expenses – Management Distributions".

OVERVIEW OF THE LEGAL STRUCTURE OF THE RBC ETFs

Each of the RBC ETFs is an exchange-traded fund established as a trust under the laws of the Province of Ontario pursuant to a master declaration of trust dated as of September 2, 2011 governing the RBC ETFs, as it may be amended and/or restated from time to time (the "**Master Declaration of Trust**"). Units of the RBC ETFs have been conditionally approved for listing on the Toronto Stock Exchange (the "**TSX**"). Subject to satisfying the TSX's original listing requirements in respect of an RBC ETF on or before November 16, 2011, and a receipt being issued for the final prospectus of the RBC ETFs by the securities regulatory authorities, Units of the RBC ETFs will be listed on the TSX and investors will be able to buy or sell Units on the TSX through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions in buying or selling Units.

The head office address of the RBC ETFs is P.O. Box 7500, Station A, Toronto, Ontario M5W 1P9.

While each RBC ETF is a mutual fund under the securities legislation of certain provinces and territories of Canada, it has been granted exemptive relief from certain provisions of Canadian securities legislation applicable to conventional mutual funds. See "Exemptions and Approvals".

The full legal name of each RBC ETF, as well as its TSX ticker symbol, is set out below:

LEGAL NAME OF RBC ETF	TSX TICKER SYMBOL
RBC Target 2013 Corporate Bond ETF	RQA
RBC Target 2014 Corporate Bond ETF	RQB
RBC Target 2015 Corporate Bond ETF	RQC
RBC Target 2016 Corporate Bond ETF	RQD
RBC Target 2017 Corporate Bond ETF	RQE
RBC Target 2018 Corporate Bond ETF	RQF
RBC Target 2019 Corporate Bond ETF	RQG
RBC Target 2020 Corporate Bond ETF	RQH

INVESTMENT OBJECTIVES

The investment objective of each RBC ETF is set forth below.

RBC Target 2013 Corporate Bond ETF

The investment objective of the RBC Target 2013 Corporate Bond ETF is to provide income, for a limited period of time ending on the RBC Target 2013 Corporate Bond ETF's Termination Date, by replicating, to the extent possible, the investment results that correspond generally to the performance, before the RBC Target 2013 Corporate Bond ETF's fees and expenses, of the DEX 2013 Maturity Canadian Corporate Bond Index (as set out under "Overview of the DEX Maturity Canadian Corporate Bond Indices" below). The RBC Target 2013 Corporate Bond ETF intends to invest at least 90% of its total assets in and hold the Index Securities of the DEX 2013 Maturity Canadian Corporate Bond Index and/or securities that have economic characteristics that are substantially similar to those of the Index Securities of the DEX 2013 Maturity Canadian Corporate Bond Index. The RBC Target 2013 Corporate Bond ETF will terminate on its Termination Date.

RBC Target 2014 Corporate Bond ETF

The investment objective of the RBC Target 2014 Corporate Bond ETF is to provide income, for a limited period of time ending on the RBC Target 2014 Corporate Bond ETF's Termination Date, by replicating, to the extent possible, the investment results that correspond generally to the performance, before the RBC Target 2014 Corporate Bond ETF's fees and expenses, of the DEX 2014 Maturity Canadian Corporate Bond Index (as set out under "Overview of the DEX Maturity Canadian Corporate Bond Indices" below). The RBC Target 2014 Corporate Bond ETF intends to invest at least 90% of its total assets in and hold the Index Securities of the DEX 2014 Maturity Canadian Corporate Bond Index and/or securities that have economic characteristics that are substantially similar to those of the Index Securities of the DEX 2014 Maturity Canadian Corporate Bond Index. The RBC Target 2014 Corporate Bond ETF will terminate on its Termination Date.

RBC Target 2015 Corporate Bond ETF

The investment objective of the RBC Target 2015 Corporate Bond ETF is to provide income, for a limited period of time ending on the RBC Target 2015 Corporate Bond ETF's Termination Date, by replicating, to the extent possible, the investment results that correspond generally to the performance, before the RBC Target 2015 Corporate Bond ETF's fees and expenses, of the DEX 2015 Maturity Canadian Corporate Bond Index (as set out under "Overview of the DEX Maturity Canadian Corporate Bond Indices" below). The RBC Target 2015 Corporate Bond ETF intends to invest at least 90% of its total assets in and hold the Index Securities of the DEX 2015 Maturity Canadian Corporate Bond Index and/or securities that have economic characteristics that are substantially similar to those of the Index Securities of the DEX 2015 Maturity Canadian Corporate Bond Index. The RBC Target 2015 Corporate Bond ETF will terminate on its Termination Date.

RBC Target 2016 Corporate Bond ETF

The investment objective of the RBC Target 2016 Corporate Bond ETF is to provide income, for a limited period of time ending on the RBC Target 2016 Corporate Bond ETF's Termination Date, by replicating, to the extent possible, the investment results that correspond generally to the performance, before the RBC Target 2016 Corporate Bond ETF's fees and expenses, of the DEX 2016 Maturity Canadian Corporate Bond Index (as set out under "Overview of the DEX Maturity Canadian Corporate Bond Indices" below). The RBC Target 2016 Corporate Bond ETF intends to invest at least 90% of its total assets in and hold the Index Securities of the DEX 2016 Maturity Canadian

Corporate Bond Index and/or securities that have economic characteristics that are substantially similar to those of the Index Securities of the DEX 2016 Maturity Canadian Corporate Bond Index. The RBC Target 2016 Corporate Bond ETF will terminate on its Termination Date.

RBC Target 2017 Corporate Bond ETF

The investment objective of the RBC Target 2017 Corporate Bond ETF is to provide income, for a limited period of time ending on the RBC Target 2017 Corporate Bond ETF's Termination Date, by replicating, to the extent possible, the investment results that correspond generally to the performance, before the RBC Target 2017 Corporate Bond ETF's fees and expenses, of the DEX 2017 Maturity Canadian Corporate Bond Index (as set out under "Overview of the DEX Maturity Canadian Corporate Bond Indices" below). The RBC Target 2017 Corporate Bond ETF intends to invest at least 90% of its total assets in and hold the Index Securities of the DEX 2017 Maturity Canadian Corporate Bond Index and/or securities that have economic characteristics that are substantially similar to those of the Index Securities of the DEX 2017 Maturity Canadian Corporate Bond Index. The RBC Target 2017 Corporate Bond ETF will terminate on its Termination Date.

RBC Target 2018 Corporate Bond ETF

The investment objective of the RBC Target 2018 Corporate Bond ETF is to provide income, for a limited period of time ending on the RBC Target 2018 Corporate Bond ETF's Termination Date, by replicating, to the extent possible, the investment results that correspond generally to the performance, before the RBC Target 2018 Corporate Bond ETF's fees and expenses, of the DEX 2018 Maturity Canadian Corporate Bond Index (as set out under "Overview of the DEX Maturity Canadian Corporate Bond Indices" below). The RBC Target 2018 Corporate Bond ETF intends to invest at least 90% of its total assets in and hold the Index Securities of the DEX 2018 Maturity Canadian Corporate Bond Index and/or securities that have economic characteristics that are substantially similar to those of the Index Securities of the DEX 2018 Maturity Canadian Corporate Bond Index. The RBC Target 2018 Corporate Bond ETF will terminate on its Termination Date.

RBC Target 2019 Corporate Bond ETF

The investment objective of the RBC Target 2019 Corporate Bond ETF is to provide income, for a limited period of time ending on the RBC Target 2019 Corporate Bond ETF's Termination Date, by replicating, to the extent possible, the investment results that correspond generally to the performance, before the RBC Target 2019 Corporate Bond ETF's fees and expenses, of the DEX 2019 Maturity Canadian Corporate Bond Index (as set out under "Overview of the DEX Maturity Canadian Corporate Bond Indices" below). The RBC Target 2019 Corporate Bond ETF intends to invest at least 90% of its total assets in and hold the Index Securities of the DEX 2019 Maturity Canadian Corporate Bond Index and/or securities that have economic characteristics that are substantially similar to those of the Index Securities of the DEX 2019 Maturity Canadian Corporate Bond Index. The RBC Target 2019 Corporate Bond ETF will terminate on its Termination Date.

RBC Target 2020 Corporate Bond ETF

The investment objective of the RBC Target 2020 Corporate Bond ETF is to provide income, for a limited period of time ending on the RBC Target 2020 Corporate Bond ETF's Termination Date, by replicating, to the extent possible, the investment results that correspond generally to the performance, before the RBC Target 2020 Corporate Bond ETF's fees and expenses, of the DEX 2020 Maturity Canadian Corporate Bond Index (as set out under "Overview of the DEX Maturity Canadian Corporate Bond Indices" below). The RBC Target 2020 Corporate Bond ETF intends to invest at least 90% of its total assets in and hold the Index Securities of the DEX 2020 Maturity Canadian Corporate Bond Index and/or securities that have economic characteristics that are substantially similar to those of the Index Securities of the DEX 2020 Maturity Canadian Corporate Bond Index. The RBC Target 2020 Corporate Bond ETF will terminate on its Termination Date.

Overview of the DEX Maturity Canadian Corporate Bond Indices

The table below sets out the applicable DEX Maturity Canadian Corporate Bond Index for each of the RBC ETFs, as well as the Maturity Year of the applicable RBC ETF. PC-Bond is the index provider of the DEX Maturity Canadian Corporate Bond Indices.

RBC ETF	DEX MATURITY CANADIAN CORPORATE BOND INDEX	MATURITY YEAR OF RBC ETF
RBC 2013 ETF	DEX 2013 Maturity Canadian Corporate Bond Index	2013
RBC 2014 ETF	DEX 2014 Maturity Canadian Corporate Bond Index	2014
RBC 2015 ETF	DEX 2015 Maturity Canadian Corporate Bond Index	2015
RBC 2016 ETF	DEX 2016 Maturity Canadian Corporate Bond Index	2016
RBC 2017 ETF	DEX 2017 Maturity Canadian Corporate Bond Index	2017
RBC 2018 ETF	DEX 2018 Maturity Canadian Corporate Bond Index	2018
RBC 2019 ETF	DEX 2019 Maturity Canadian Corporate Bond Index	2019
RBC 2020 ETF	DEX 2020 Maturity Canadian Corporate Bond Index	2020

Each DEX Maturity Canadian Corporate Bond Index is designed to represent the performance of a held-to-maturity portfolio consisting of, primarily, Canadian dollar-denominated investment grade corporate bonds with effective maturities in the applicable Maturity Year. The effective maturity of an eligible corporate bond is determined by its actual maturity or the anticipated maturity of the security as determined in accordance with a rules-based methodology developed by PC-Bond.

Securities eligible for inclusion in each DEX Maturity Canadian Corporate Bond Index are Canadian dollar-denominated fixed-income securities of corporate issuers that meet the following criteria:

› have at least CDN$250 million of outstanding par value;

› for initial inclusion and additions, have a 12-month trading turnover ratio of greater than or equal to 20%. Once added to the applicable DEX Maturity Canadian Corporate Bond Index, the issue remains in the DEX Maturity Canadian Corporate Bond Index (other than for calls and downgrades) even if the turnover ratio declines below 20%. The turnover ratio is determined by reviewing the total amount traded for any eligible security in the last 12-month period versus the outstanding par value;

› have a minimum of at least 10 institutional buyers at time of issue;

› are rated BBB(-) or above by Standard & Poor's, a division of The McGraw-Hill Companies, Inc., Dominion Bond Rating Service or Moody's Investor Services, Inc., and in cases where the ratings agencies do not agree on the credit rating, the security will be classified according to the following rules:

– if two agencies rate a security, and the ratings are not equal, use the lower of the two ratings;
– if three agencies rate a security, use the most common rating; and
– in the rare event that all three agencies disagree, use the middle rating;

› are issued by corporations incorporated under Canadian federal, provincial or territorial laws;

› make semi-annual fixed rate payments;

› do not constitute structured notes; and

› have an effective maturity in the Maturity Year.

The following types of securities are excluded from each DEX Maturity Canadian Corporate Bond Index:

› securities with floating rates of interest;

› zero-coupon bonds and zero-coupon step-up bonds;

› amortizing or convertible securities;

› securities that are callable prior to their effective maturity date (excluding 'Canada callable' yield threshold provisions);

› Bank and Insurance Tier 1 and Tier 2 capital bonds; and

› inflation and other index-linked bonds.

In certain circumstances, provincial government bonds that satisfy the above criteria may also be included in the applicable DEX Maturity Canadian Corporate Bond Index.

Each DEX Maturity Canadian Corporate Bond Index is constructed as follows:

Concentration Limits:

- The Relative Weight of the Index Securities of any DEX Maturity Canadian Corporate Bond Index is determined by the par value outstanding subject to specific issuer and credit quality concentration limits.
- If the concentration limits cannot be satisfied by including only corporate bonds in a DEX Maturity Canadian Corporate Bond Index, then the DEX Maturity Canadian Corporate Bond Index may also include provincial bonds that meet the applicable eligibility criteria.

Semi-Annual Conditional Rebalancing:

- Each DEX Maturity Canadian Corporate Bond Index is rebalanced based on the Relative Weights of the Index Securities on a semi-annual basis at the end of May and November, other than in the Maturity Year. Additions to or removals from the universe of eligible securities are reflected in each semi-annual rebalancing.
- Each semi-annual rebalancing of the DEX Maturity Canadian Corporate Bond Index will be a conditional rebalancing effected by PC-Bond, where bonds in the universe of eligible securities are assigned and added to the respective DEX Maturity Canadian Corporate Bond Index whereby the yield-to-maturity and credit quality characteristics of each DEX Maturity Canadian Corporate Bond Index following the additions does not change by an amount greater than an amount established by PC-Bond from time to time. As a result, all securities that are eligible for inclusion in the respective DEX Maturity Canadian Corporate Bond Index are not necessarily added at the semi-annual rebalancing due to the conditional rebalancing, which also takes into account their yield-to-maturity and credit ratings.
- Index Securities downgraded to below BBB(-) will be removed from each DEX Maturity Canadian Corporate Bond Index at the next semi-annual rebalancing following the downgrade. The Relative Weight of the Index Securities that are removed will increase the Relative Weight of the remaining eligible securities on a proportional basis, subject to the issuer and credit quality concentration limits.

Maturity Year for the DEX Maturity Canadian Corporate Bond Indices:

- The portfolio of bonds established in connection with the November rebalancing of a DEX Maturity Canadian Corporate Bond Index in the year prior to its Maturity Year will be fixed for the remainder of the life of the DEX Maturity Canadian Corporate Bond Index.
- As Index Securities mature and principal is returned, proceeds are assumed to be re-invested in Government of Canada treasury bills or cash and cash equivalents until the termination of the DEX Maturity Canadian Corporate Bond Index. It is expected that the DEX Maturity Canadian Corporate Bond Index will consist largely, if not completely, of a portfolio of cash and cash equivalents when it terminates.

More information is available on the PC-Bond website at www.canadianbondindices.com.

Use of the DEX Maturity Canadian Corporate Bond Indices

The RBC ETFs are permitted to use the DEX Maturity Canadian Corporate Bond Indices provided by PC-Bond and to use certain trademarks in connection with the operation of the RBC ETFs pursuant to an agreement between RBC GAM and PC-Bond.

INVESTMENT STRATEGIES

Each RBC ETF expects to primarily use an index replication strategy to track as closely as possible the performance of the applicable DEX Maturity Canadian Corporate Bond Index. This means the RBC ETF holds each of the Index Securities at their Relative Weights within the applicable DEX Maturity Canadian Corporate Bond Index. However, an RBC ETF may use a sampling strategy to achieve its objective, if such an approach is appropriate. A sampling strategy uses quantitative analysis to select a representative sample of Index Securities from the DEX Maturity Canadian Corporate Bond Index universe that resembles the DEX Maturity Canadian Corporate Bond Index in terms of key risk factors, performance attributes, credit quality, sector and other financial characteristics of the securities.

There may be instances in which RBC GAM chooses to overweight or underweight an Index Security or to purchase or sell securities that do not constitute Index Securities but which RBC GAM believes are appropriate substitutes for one or more Index Securities because they have economic characteristics, yield-to-maturity and/or credit quality characteristics that are substantially similar to those of the Index Securities of the applicable DEX Maturity Canadian Corporate Bond Index.

The RBC ETFs may also hold money market instruments, securities of money market funds or cash to meet their current obligations.

In addition, each RBC ETF may sell Index Securities in anticipation of their being removed from the applicable DEX Maturity Canadian Corporate Bond Index and may purchase securities in anticipation of their being added to the applicable DEX Maturity Canadian Corporate Bond Index.

Each RBC ETF will reflect a periodic conditional rebalancing of the applicable DEX Maturity Canadian Corporate Bond Index in its respective portfolio such that the investment results of the RBC ETF will continue to correspond generally to the performance, before the RBC ETF's fees and expenses, of the applicable DEX Maturity Canadian Corporate Bond Index, with the overall goal of continuing to manage the RBC ETF to meet its investment objectives.

An RBC ETF will not try to outperform the applicable DEX Maturity Canadian Corporate Bond Index and will not seek temporary defensive positions when markets decline or appear overvalued.

An RBC ETF will not seek to return any predetermined amount on the Maturity Date. In the last year of operation of an RBC ETF, as the bonds held by the RBC ETF mature, the RBC ETF's portfolio will transition to cash and cash equivalents, including, without limitation, Government of Canada treasury bills. It is expected that the portfolio of each RBC ETF will consist primarily, if not completely, of cash and cash equivalents upon the RBC ETF's Maturity Date.

Each RBC ETF will terminate on its Termination Date, which generally will be on or after its Maturity Date. In connection with such termination, an RBC ETF will make a cash distribution to then-current unitholders of its net income, net realized capital gains and any capital of the RBC ETF that have not previously been distributed to unitholders, after making appropriate provisions for any liabilities of the RBC ETF.

Securities Lending

Securities lending transactions may be utilized by the RBC ETFs to provide incremental return to the RBC ETFs in a manner that is consistent with the investment objectives of the RBC ETFs. Securities lending is also a means of generating income for the purpose of meeting the RBC ETFs' current obligations.

The RBC ETFs may lend securities that they hold themselves or through an agent, to brokers, dealers, other financial institutions and other borrowers desiring to borrow securities provided that such securities lending qualifies as a "securities lending arrangement" for the purposes of the Tax Act.

Under applicable securities legislation, the collateral posted by a securities borrower is required to have an aggregate value of not less than 102% of the market value of the loaned securities. The total value of the securities loaned by an RBC ETF at any time is not permitted to exceed 50% of the total assets of the RBC ETF (excluding any collateral received from securities lending activities). Any cash collateral acquired by an RBC ETF is permitted to be itself invested only in the securities permitted under NI 81-102 that have a remaining term to maturity of no longer than 90 days.

Use of Derivative Instruments

Each of the RBC ETFs may invest in or use derivative instruments, including futures contracts and forward contracts, provided that the use of such derivative instruments is in compliance with NI 81-102 and is consistent with the investment objective and strategy of the RBC ETF. An RBC ETF may not be fully invested at times, either as a result of cash flows into the RBC ETF or reserves of cash held by the RBC ETF to meet redemptions and expenses. Further, since an RBC ETF may utilize a sampling approach, its return may not correlate as well with the return on the applicable DEX Maturity Canadian Corporate Bond Index as would be the case if it were fully invested at all times and with the same Relative Weights as the securities in the index. To the extent an RBC ETF may not be fully invested at times, the RBC ETF may also use futures contracts and forward contracts in lieu of investing directly in certain Index Securities.

Derivatives are instruments whose market price, value, delivery obligations, payment obligations or settlement obligations are derived from, referenced to or based on an underlying interest (including a value, price, rate, variable, index, event, probability or thing) and enable investors to speculate on or hedge against future changes in the price or value of the underlying interest of the derivative. Types of derivatives include options, swaps, futures contracts, forward contracts or other financial or commodity contracts or instruments. A forward contract is an agreement to make or take delivery of an underlying interest at or by a time in the future at a predetermined price. A futures contract is exchange traded and derives its value from movements in the spot price of the underlying interest.

INVESTMENT RESTRICTIONS

The RBC ETFs are subject to certain restrictions and practices contained in securities legislation, including NI 81-102 and NI 81-107. The RBC ETFs are managed in accordance with these restrictions and practices, except as otherwise permitted by exemptions provided by Canadian securities regulatory authorities or as permitted by NI 81-107. See "Exemptions and Approvals". A change to the investment objective of an RBC ETF would require the approval of unitholders. See "Unitholder Matters – Matters Requiring Unitholder Approval".

Each RBC ETF is also restricted from undertaking any activity that would result in such RBC ETF failing to qualify as a "mutual fund trust" within the meaning of the Tax Act.

FEES AND EXPENSES

Fees and Expenses Payable by the RBC ETFs

RBC GAM is entitled to receive a fee for acting as trustee, manager and portfolio advisor of the RBC ETFs (the "**management fee**"). The fee is based on a percentage of the Net Asset Value of each of the following RBC ETFs and is listed below:

RBC ETF	ANNUAL MANAGEMENT FEE[(1)]
RBC 2013 ETF	0.30%
RBC 2014 ETF	0.30%
RBC 2015 ETF	0.30%
RBC 2016 ETF	0.30%
RBC 2017 ETF	0.30%
RBC 2018 ETF	0.30%
RBC 2019 ETF	0.30%
RBC 2020 ETF	0.30%

(1) The management fee for each RBC ETF listed above is calculated and accrued daily and generally paid monthly, but in any case not less than quarterly. The management fee is exclusive of applicable GST/HST.

The RBC ETFs are also responsible for fees and expenses relating to the Board of Governors, brokerage expenses and commissions, income tax, GST, HST, withholding and other taxes, the costs of complying with any new governmental or regulatory requirement introduced after the RBC ETFs were established and extraordinary expenses.

Fees and Expenses Payable by RBC GAM

RBC GAM is responsible for each of the RBC ETF's fees and expenses except the fees and expenses payable by the RBC ETF described under "Fees and Expenses Payable by the RBC ETFs". The fees and expenses for which RBC GAM is responsible include the fees payable to the custodian and valuation agent, registrar and transfer agent and other service providers retained by RBC GAM as described under "Organization and Management Details of the RBC ETFs – Duties and Services to be Provided by RBC GAM".

Management Fee Distributions

RBC GAM may agree to charge a reduced management fee as compared to the fee that RBC GAM otherwise would be entitled to receive from an RBC ETF with respect to investments in the RBC ETF by certain unitholders who hold a minimum amount of Units during any period as specified by RBC GAM from time to time. An amount equal to the difference between the management fee otherwise chargeable and the reduced fee of the RBC ETF will be distributed quarterly in cash by the RBC ETF to those unitholders as Management Fee Distributions.

The availability and amount of Management Fee Distributions with respect to Units of an RBC ETF will be determined by RBC GAM. Management Fee Distributions will generally be calculated and applied based on a unitholder's average holdings of Units (excluding Units lent under the terms of securities lending agreements) over each applicable period as specified by RBC GAM from time to time. Management Fee Distributions will be available only to beneficial owners of Units and not to the holdings of Units by dealers, brokers or other participants in CDS who hold Units in CDS on behalf of beneficial unitholders. Management Fee Distributions will be paid first out of income and capital gains of the RBC ETFs and then out of capital. See "Income Tax Considerations – Taxation of Unitholders" for further details. In order to receive a Management Fee Distribution for any applicable period, a beneficial owner of Units must submit a claim for a Management Fee

Distribution that is verified by a CDS participant on the beneficial owner's behalf and provide RBC GAM with such further information as RBC GAM may require in accordance with the terms and procedures established by RBC GAM from time to time.

RBC GAM reserves the right to discontinue or change Management Fee Distributions at any time. The tax consequences of Management Fee Distributions made by an RBC ETF generally will be borne by the unitholders receiving these distributions.

Forms of Dealer Support

RBC GAM may participate in co-operative advertising programs with dealers to help them market the RBC ETFs. RBC GAM may use part of the management fee of an RBC ETF to pay for a portion of the cost of these advertising programs in accordance with rules set out in National Instrument 81-105 – *Mutual Fund Sales Practices*.

Royal Bank owns, directly or indirectly, 100% of RBC Dominion Securities Inc. and RBC Direct Investing Inc., which are participating dealers in respect of shares of the RBC ETFs.

RISK FACTORS

The risks associated with making an investment in the RBC ETFs are described below.

General Risks of Investments

An investment in an RBC ETF should be made with an understanding that the value of the underlying securities may fluctuate in accordance with changes in the financial condition of the issuers of those underlying securities (particularly those that are more heavily weighted in a particular DEX Maturity Canadian Corporate Bond Index), the condition of bond and currency markets generally and other factors. The identity and weighting of the Constituent Issuers and Index Securities also change from time to time.

The risks inherent in investments in securities include the risk that the financial condition of the issuers of the securities may become impaired or that the general condition of the financial markets may deteriorate (either of which may cause a decrease in the value of the DEX Maturity Canadian Corporate Bond Indices and thus in the value of Units of the RBC ETFs). Fixed-income securities are susceptible to general interest rate fluctuations and to changes in investors' perception of inflation expectations and the condition of the issuer. These investor perceptions are based on various and unpredictable factors, including expectations regarding government, economic, monetary and fiscal policies; inflation and interest rates; economic expansion or contraction; and global or regional political, economic and banking crises.

Asset Class Risk

The bonds in an RBC ETF's portfolio may underperform the returns of other bonds or indices that track other industries, markets, asset classes or sectors. Different types of bonds and indices tend to go through different performance cycles than the general bond market.

Investment in an RBC ETF should be made with an understanding that the value of the underlying bonds will be affected by changes in the general level of interest rates. Generally, debt securities will decrease in value when interest rates rise and increase in value when interest rates decline. The Net Asset Value of an RBC ETF will fluctuate with interest rate changes and the corresponding changes in the value of the securities held by the RBC ETF.

Distributions on the Units will generally depend upon the ongoing payment of coupon interest and there can be no assurance that bond issues will continue to pay coupon interest. The value of the corporate bonds held by an RBC ETF will be affected by the risk of default in the payment of interest and principal and price changes due to such factors as general economic conditions and the issuer's creditworthiness.

Credit Risk

An RBC ETF may be subject to credit risk. Credit risk is the possibility that a borrower, or the counterparty to a derivatives contract, is unable or unwilling to repay the loan or obligation, either on time or at all. Companies and governments that borrow money, and the debt securities they issue, are rated by specialized rating agencies. Securities that have a low credit rating have high credit risk. Credit rating downgrades and defaults (failure to make interest or principal payment) may potentially reduce an RBC ETF's income and unit price.

Declining Yield Risk

During the final year of an RBC ETF's operations, as the bonds held by the RBC ETF mature and the RBC ETF's portfolio transitions to cash and cash equivalents, the RBC ETF's yield will generally tend to move toward the yield of cash and cash equivalents and thus may be lower than the yields of the bonds previously held by the RBC ETF and/or prevailing yields for bonds in the market.

Fluctuation of Yield and Liquidation Amount Risk

An RBC ETF, unlike a direct investment in a bond that has a level coupon payment and a fixed payment at maturity, will make distributions of income that vary over time. It is expected that an investment in an RBC ETF, if held to maturity, will produce aggregate returns comparable to a direct investment in Canadian corporate bonds of similar credit quality and maturity. Unlike a direct investment in bonds, the breakdown of returns between an RBC ETF's distributions of income and its liquidation proceeds are not predictable at the time of a unitholder's investment. For example, at times during the RBC ETF's existence, it may make distributions at a greater (or lesser) rate than the coupon payments received on the RBC ETF's portfolio, and the coupon payment received by the RBC ETF portfolio may increase (decrease), which will result in the RBC ETF returning a lesser (or greater) amount on liquidation. The total amount of distributions received (or paid) plus liquidation proceeds may be identical; however, the rate of an RBC ETF's distribution payments may affect the tax characterization of a unitholder's returns from an investment in the RBC ETF relative to a direct investment in corporate bonds.

Similar to a direct investment in corporate bonds, if the amount an RBC ETF unitholder receives as liquidation proceeds upon the RBC ETF's termination (the maturity proceeds for a direct bond) is higher or lower than a unitholder's cost basis, the unitholder may experience a gain or loss for tax purposes.

Passive Investment Risk

The investment objective of each of the RBC ETFs is to provide income by replicating, to the extent possible, the investment results that correspond generally to the performance, before the RBC ETF's fees and expenses, of the applicable DEX Maturity Canadian Corporate Bond Index. The RBC ETFs are not actively managed and RBC GAM will not attempt to take defensive positions in declining markets. Therefore, any adverse financial condition of a Constituent Issuer represented in the applicable DEX Maturity Canadian Corporate Bond Index will not result in the elimination of exposure to its securities, whether direct or indirect, by an RBC ETF unless the Index Securities are removed from the applicable DEX Maturity Canadian Corporate Bond Index.

Tracking Risk

An investment in an RBC ETF should be made with an understanding that the RBC ETF will not replicate exactly the performance of the applicable DEX Maturity Canadian Corporate Bond Index. The total return generated by the securities held by an RBC ETF will be reduced by transaction costs (including transaction costs incurred in adjusting the actual balance of the securities held by an RBC ETF) as well as taxes and other expenses borne by an RBC ETF, whereas such transaction costs, taxes and expenses are not included in the calculation of the returns of the applicable DEX Maturity Canadian Corporate Bond Index.

Calculation and Termination of the DEX Maturity Canadian Corporate Bond Indices

The DEX Maturity Canadian Corporate Bond Indices are maintained and calculated by PC-Bond. Trading in Units of an RBC ETF may be suspended for a period of time if, for whatever reason, the calculation of a DEX Maturity Canadian Corporate Bond Index is delayed.

In the event a DEX Maturity Canadian Corporate Bond Index ceases to be calculated or is discontinued, RBC GAM may terminate the applicable RBC ETF on not less than 60 days' notice to unitholders, change the investment objective of that RBC ETF, seek to replicate an alternative index (subject, where applicable, to unitholder approval in accordance with the Master Declaration of Trust), or make such other arrangements as RBC GAM considers appropriate and in the best interests of unitholders in the circumstances.

Risk that Units Will Trade at Prices Other than Net Asset Value per Unit

The Units of an RBC ETF may trade below, at, or above their respective Net Asset Value per Unit. The Net Asset Value per Unit will fluctuate with changes in the market value of an RBC ETF's holdings. The trading prices of the Units will fluctuate in accordance with changes in the applicable RBC ETF's Net Asset Value per Unit, as well as market supply and demand on the TSX. However, given that unitholders may subscribe for or exchange a Prescribed Number of Units of any RBC ETF at the Net Asset Value per Unit, RBC GAM believes that large discounts or premiums to the Net Asset Value per Unit of an RBC ETF should not be sustained.

If a unitholder purchases Units of an RBC ETF at a time when the market price of a Unit is at a premium to the Net Asset Value per Unit or sells Units of an RBC ETF at a time when the market price of a Unit is at a discount to the Net Asset Value per Unit, the unitholder may sustain a loss.

Securities Lending Transaction Risks

An RBC ETF may enter into securities lending arrangements in accordance with the rules of the Canadian Securities Administrators (the "**CSA**"). Securities lending transactions may be entered into to generate additional income or as a short-term cash management tool to enhance the Net Asset Value of an RBC ETF.

In a securities lending transaction, an RBC ETF lends its securities to a borrower in exchange for a fee. The other party to a securities lending transaction delivers collateral to the RBC ETF in order to secure the transaction.

Securities lending transactions come with certain risks. If the other party to the transaction cannot complete the transaction, the RBC ETF may be left holding the collateral delivered by the other party to secure the transaction. In addition, the RBC ETF could lose money if the value of collateral held and cash received does not increase as much as the securities loaned. To minimize these risks, the other party must provide collateral that is worth at least 102% of the value of the RBC ETF's securities or cash and of the type permitted by the CSA. The value of the transactions and the collateral are monitored daily and the collateral adjusted appropriately by the securities lending agent of an RBC ETF.

An RBC ETF may not commit more than 50% of its total assets to securities lending transactions at any time. Securities lending transactions may be ended at any time.

Risks Associated with Derivative Investments

An RBC ETF may use derivative instruments from time to time as described under "Investment Strategies – Use of Derivative Instruments". The use of derivative instruments involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other traditional investments. Risks associated with the use of derivatives include: (i) there is no guarantee that hedging to reduce risk will not result in a loss or that there will be a gain; (ii) there is no guarantee that a market will exist when an RBC ETF wants to complete the derivative contract, which could prevent an RBC ETF from reducing a loss or making a profit; (iii) securities exchanges may impose trading limits on options and futures contracts, and these limits may prevent an RBC ETF from completing the derivative contract; (iv) an RBC ETF could experience a loss if the other party to the derivative contract is unable to fulfill its obligations; (v) if an RBC ETF has an open position in an option, a futures contract or a forward contract with a dealer who goes bankrupt, the RBC ETF could experience a loss and, for an open futures or forward contract, a loss of margin deposited with that dealer; and (vi) if a derivative is based on a stock market index and trading is halted on a substantial number of stocks in the index or there is a change in the composition of the index, there could be an adverse effect on the derivative. In circumstances where there is an interest rate hedge employed, total return on the investment portfolio of an RBC ETF may be higher with the hedge than without it when interest rates rise significantly, but may be lower when interest rates are stable or decrease.

There is no assurance that an RBC ETF's use of derivatives will be effective. There may be an imperfect historical correlation between the behaviour of the derivative instrument and the underlying investment. Any historical correlation may not continue for the period during which the derivative instrument is used.

Risk of Adverse Changes in Legislation

There can be no assurance that income tax, securities or other laws will not be changed in a manner that adversely affects the distributions received by an RBC ETF or by the unitholders. There can be no assurance that Canadian federal income tax laws or the administrative policies and assessing practices of the Canada Revenue Agency respecting the treatment of mutual fund trusts will not be changed in a manner that adversely affects an RBC ETF or the unitholders. For example, changes to tax legislation or the administration thereof could adversely affect the taxation of an RBC ETF or the issuers in which it invests.

There can be no assurances that the Canada Revenue Agency will agree with the tax treatment adopted by an RBC ETF in filing its tax return and the Canada Revenue Agency could reassess an RBC ETF on a basis that results in tax being payable by the RBC ETF, thereby reducing the after-tax returns to unitholders.

Tax-Related Risks

If an RBC ETF were to not qualify as a "mutual fund trust" for the purposes of the Tax Act at any time, there could be negative tax consequences for the RBC ETF and its investors.

Liquidity Risk

Liquidity refers to the speed and ease with which an asset can be sold and converted into cash. Most securities owned by an RBC ETF can be sold easily and at a fair price. In highly volatile markets, such as in periods of sudden interest rate changes, certain securities may become less liquid, which means they cannot be sold as quickly or easily. Some securities may be illiquid because of legal restrictions, the nature of the investment, certain features, like guarantees or a lack of buyers interested in the particular security or market. Difficulty in selling securities may result in a loss or reduced return for an RBC ETF.

Risk of No Active Market for the Units and Lack of Operating History

The RBC ETFs are newly organized exchange-traded funds with no previous operating history. Although the RBC ETFs will, subject to obtaining final approval, be listed on the TSX, there can be no assurance that an active public market for the Units will develop or be sustained.

Interest Rate Risk

As an RBC ETF will invest primarily in bonds and other fixed-income securities, the biggest influence on an RBC ETF's value will be changes in the general level of interest rates. If interest rates fall, the value of an RBC ETF's units will tend to rise. If interest rates rise, the value of an RBC ETF's units will tend to fall. Depending on an RBC ETF's holdings, short-term interest rates can have a different influence on an RBC ETF's value than long-term interest rates. If an RBC ETF invests primarily in bonds and other fixed-income securities with longer-term maturities, the biggest influence on the RBC ETF's value will be changes in the general level of long-term interest rates. If an RBC ETF invests primarily in bonds and other fixed-income securities with shorter-term maturities, the biggest influence on the RBC ETF's value will be changes in the general level of shorter-term interest rates.

Market Risk

Market risk is the risk of being invested in the fixed-income markets. The market value of an RBC ETF's investments will rise and fall based on specific company developments and broader fixed-income market conditions. Market value will also vary with changes in the general economic and financial conditions in countries where the investments are based.

Concentration Risk

To the extent that an RBC ETF's investments are concentrated in a particular sector, region or asset class, the RBC ETF may be susceptible to loss due to adverse occurrences affecting that sector, region or asset class.

DISTRIBUTION POLICY

Cash distributions on Units of an RBC ETF are expected to be made quarterly. Distributions on Units are expected to consist primarily of ordinary income sourced from interest payments received or accrued by the RBC ETF, but may also include net realized capital gains and returns of capital, in any case, less the expenses of the RBC ETF. To the extent that the expenses of an RBC ETF exceed the income generated by such RBC ETF in any given quarter, no quarterly distribution will be paid. RBC GAM may, in its complete discretion, change the frequency of these distributions. Any such change will be announced via press release.

On an annual basis, each RBC ETF will ensure that the net income and net realized capital gains of that RBC ETF have been distributed to such an extent that the RBC ETF will not be liable for ordinary income tax thereon. The tax treatment to unitholders of distributions is discussed under the heading "Income Tax Considerations – Taxation of Unitholders".

Reinvested Distributions

To the extent that an RBC ETF has not otherwise distributed the full amount of its net income or net capital gains in cash in any year, the difference between such amount and the amount otherwise distributed by the RBC ETF in cash shall be paid as a "reinvested distribution". Reinvested distributions will be automatically reinvested in additional Units of the applicable RBC ETF at a price equal to the Net Asset Value per Unit of the applicable RBC ETF and the Units of that RBC ETF will be immediately consolidated such that the number of outstanding Units of the applicable RBC ETF following the distribution will equal the number of Units of the applicable RBC ETF outstanding prior to the distribution.

Unitholders that are not unitholders of record on the record date for any distribution will not be entitled to receive that distribution.

PURCHASE OF UNITS

Initial Investment in the RBC ETFs

In compliance with NI 81-102, an RBC ETF will not issue Units to the public until orders aggregating not less than $500,000 have been received and accepted by the RBC ETF from investors other than RBC GAM or its directors, officers or securityholders.

Designated Brokers

Prior to the initial issuance of Units to the public, RBC GAM, on behalf of the RBC ETFs, will enter into a Designated Broker Agreement with one or more Designated Brokers pursuant to which the Designated Broker will agree to perform certain duties relating to the RBC ETFs including, without limitation (i) subscribing for a sufficient number of Units to satisfy the TSX's original listing requirements; (ii) subscribing for Units on an ongoing basis in connection with the rebalancing of assets held by the RBC ETFs and when cash redemptions of Units occur as described under "Exchange and Redemption of Units"; and (iii) posting a liquid two-way market for the trading of Units on the TSX.

Underwriters

RBC GAM, on behalf of each RBC ETF, may enter into various Underwriting Agreements with registered dealers (that may or may not be Designated Brokers) pursuant to which the Underwriters may subscribe for Units of the RBC ETF.

Issuance of Units

All orders to purchase Units directly from the RBC ETFs must be placed by Underwriters or Designated Brokers. The RBC ETFs reserve the absolute right to reject any subscription order placed by an Underwriter or Designated Broker.

No fees will be payable by an RBC ETF to an Underwriter or Designated Broker in connection with the issuance of Units. On the issuance of Units, RBC GAM may, at its discretion, charge an administrative fee to an Underwriter or Designated Broker to offset any expenses incurred in issuing the Units.

On any Trading Day, an Underwriter or Designated Broker may place a subscription order in the form and at the location prescribed by the applicable RBC ETF from time to time for the Prescribed Number of Units or for an integral multiple of the Prescribed Number of Units of the RBC ETFs. The Prescribed Number of Units will be made available by RBC GAM on each Trading Day to Underwriters and Designated Brokers. RBC GAM may, at its discretion, increase or decrease the Prescribed Number of Units from time to time.

If a subscription order is received by the applicable RBC ETF at or before 4:00 p.m. on a Trading Day (9:00 a.m. on any Trading Day on which the applicable DEX Maturity Canadian Corporate Bond Index is to be adjusted) and is accepted by that RBC ETF, the RBC ETF generally will issue to the Underwriter or Designated Broker the Prescribed Number of Units (or an integral multiple thereof) within three Trading Days from the Trading Day of the subscription. The RBC ETFs must receive payment for the Units subscribed for within three Trading Days from the Trading Day of subscription.

Unless RBC GAM shall otherwise agree or the Master Declaration of Trust shall otherwise provide, as payment for a Prescribed Number of Units of any RBC ETF, an Underwriter or Designated Broker must deliver subscription proceeds consisting of one Basket and cash in an amount sufficient such that the value of the Basket and cash delivered is equal to the Net Asset Value of the Prescribed Number of Units of the applicable RBC ETF next determined following the receipt of the subscription order.

RBC GAM may, in its complete discretion, instead accept subscription proceeds consisting of (i) cash only in an amount equal to the Net Asset Value of the Prescribed Number of Units of the applicable RBC ETF next determined following the receipt of the subscription order, plus (ii) if applicable, the Cash Creation Fee.

In any case in which a subscription order from an Underwriter or Designated Broker is received by an RBC ETF on or after the date of declaration of a distribution by that RBC ETF payable in cash and before the ex-dividend date on the TSX for that distribution (generally, the second trading day prior to the record date or such other date where the purchaser becomes entitled to rights connected to the Units subscribed), an additional amount equal to the amount of cash per Unit of that distribution will be added to the Net Asset Value per Unit and will be delivered in cash to the RBC ETF in respect of each issued Unit.

In addition to the issuance of Units as described above, Units may also be issued by the RBC ETF to unitholders on the automatic reinvestment of distributions as described under "Distribution Policy", and "Income Tax Considerations – Taxation of the RBC ETFs". If necessary, Units of the applicable RBC ETF may also be issued in the case of an adjustment to a DEX Maturity Canadian Corporate Bond Index.

Buying and Selling Units

As the Units will be (subject to meeting the TSX's original listing requirements in respect of the RBC ETFs and a receipt being issued for the final prospectus of the RBC ETFs by the securities regulatory authorities) listed on the TSX, investors may trade Units in the same way as other securities listed on the TSX, including by using market orders and limit orders. An investor may buy or sell Units on the TSX only through a registered broker or dealer in the province or territory where the investor resides. Investors will incur customary brokerage commissions when buying or selling Units on the TSX. No fees are paid by a unitholder to RBC GAM or the RBC ETFs in connection with the buying or selling of Units on the TSX.

Registration and Transfer through CDS

Units of the RBC ETFs may only be held through the book-entry only system administered by CDS. Unitholders in the RBC ETFs will not have the right to receive certificates for Units. CDS is the owner of record for all Units of each RBC ETF. Unitholders owning Units are beneficial owners as shown on the records of CDS or its participants. CDS participants include securities brokers and dealers, banks, trust companies and other institutions that directly or indirectly maintain a custodial relationship with CDS. The RBC ETFs allow unitholders to exchange or redeem Units, but in order to exercise this right, a unitholder must rely on the procedures of CDS and its participants. In addition, all other rights of an owner of Units must be exercised through, and all payments or other property to which such owner is entitled will be made or delivered by, CDS or the participant through which the owner holds such Units. Upon purchase of any Units, the owner will receive only the customary confirmation. References in this prospectus to a holder of Units mean, unless the context otherwise requires, the owner of the beneficial interest in such Units.

Neither the RBC ETFs nor RBC GAM will have any liability for: (i) records maintained by CDS relating to the beneficial interests in the Units or the book entry accounts maintained by CDS; (ii) maintaining, supervising or reviewing any records relating to such beneficial ownership interests; or (iii) any advice or representation made or given by CDS and made or given with respect to the rules and regulations of CDS or any action taken by CDS or at the direction of CDS participants.

The ability of a beneficial owner of Units to pledge such Units or otherwise take action with respect to such owner's interest in such Units (other than through a CDS participant) may be limited due to the lack of a physical certificate.

The RBC ETFs have the option to terminate registration of the Units through the book-entry only system, in which case certificates for Units in fully registered form will be issued to beneficial owners of such Units or to their nominees.

Non-Resident Unitholders

At no time may (i) non-residents of Canada, (ii) partnerships that are not Canadian partnerships or (iii) a combination of non-residents of Canada and such partnerships (all as defined in the Tax Act) be the beneficial owners of a majority of the Units of an RBC ETF. RBC GAM may require declarations as to the jurisdictions in which a beneficial owner of Units is resident and, if a partnership, its status as a Canadian partnership. If RBC GAM becomes aware, as a result of requiring such declarations as to beneficial ownership or otherwise, that the beneficial owners of 40% of the Units of an RBC ETF then outstanding are, or may be, non-residents and/or partnerships that are not Canadian partnerships, or that such a situation is imminent, RBC GAM may make a public announcement thereof. If RBC GAM determines that more than 40% of such Units are beneficially held by non-residents and/or partnerships that are not Canadian partnerships, then (i) the RBC ETF shall not accept any such subscription or any other subscription for Units from any such non-resident and/or partnership or issue any Units to any such non-resident and/or partnership and (ii) RBC GAM may send a notice to such non-resident unitholders and partnerships, chosen in inverse order to the order of acquisition or in such manner as RBC GAM may consider equitable and practicable, requiring them to sell their Units or a portion thereof within a specified period of not less than 30 days. If the unitholders receiving such notice have not sold the specified number of Units or provided RBC GAM with satisfactory evidence that they are not non-residents or partnerships other than Canadian partnerships within such period, RBC GAM may on behalf of such unitholders exchange and/or redeem such Units and, in the interim, shall suspend the voting and distribution rights attached to such Units. Upon such exchange and/or redemption, the affected holders shall cease to be beneficial holders of Units and their rights shall be limited to receiving the net proceeds realized on the exchange and/or redemption of such Units.

Notwithstanding the foregoing, RBC GAM may determine not to take any of the actions described above if RBC GAM has been advised by legal counsel that the failure to take any of such actions would not adversely impact the status of the RBC ETF as a mutual fund trust for purposes of the Tax Act or, alternatively, may take such other action or actions as may be necessary to maintain the status of the RBC ETF as a mutual fund trust for purposes of the Tax Act.

Special Considerations for Unitholders

The RBC ETFs have obtained exemptive relief from certain provisions contained in securities legislation such that the so-called "early warning" requirements set out in Canadian securities legislation do not apply in connection with the acquisition of Units. In addition, based upon exemptive relief granted by Canadian securities regulatory authorities, a unitholder may acquire more than 20% of the Units of any RBC ETF through purchases on the TSX without regard to the takeover bid requirements of applicable securities legislation, provided that the unitholder, as well as any person acting jointly or in concert with the unitholder, undertakes to RBC GAM not to vote more than 20% of the Units of that RBC ETF.

Under the Universal Market Integrity Rules applicable to trading on the TSX, market participants are generally not permitted to sell securities short unless the price is at or above the last sale price. However, under these rules, market participants are permitted to sell Units of any RBC ETFs short and at any price on the TSX without regard to this restriction.

Units of the RBC ETFs are "mark-to-market property" for purposes of the "mark-to-market" rules in the Tax Act. These rules require taxpayers that are financial institutions within the meaning of the rules to recognize annually on income account any accrued gains and losses on securities that are "mark-to-market property".

EXCHANGE AND REDEMPTION OF UNITS

Exchange of Units at Net Asset Value per Unit for Baskets and Cash

Unitholders of the RBC ETFs may exchange the Prescribed Number of Units (or an integral multiple thereof) of any RBC ETF on any Trading Day for Baskets and cash. To effect an exchange of Units, a unitholder must submit an exchange request in the form and at the location prescribed by the applicable RBC ETF from time to time at or before 4:00 p.m. on a Trading Day (9:00 a.m. on any Trading Day on which the applicable DEX Maturity Canadian Corporate Bond Index is to be adjusted). The exchange price will be equal to the Net Asset Value of each Prescribed Number of Units tendered for redemption on the effective day of the exchange request, payable by delivery of Baskets (constituted as most recently published prior to the receipt of the exchange request) and cash. The Units will be redeemed in the exchange. RBC GAM will make available to Underwriters and Designated Brokers the Prescribed Number of Units and Basket for each RBC ETF following the close of business on each Trading Day and to others on request.

RBC GAM may, upon the request of a unitholder and the consent of RBC GAM, satisfy an exchange request by delivering cash only in an amount equal to the Net Asset Value of the Prescribed Number of Units of the applicable RBC ETF next determined following the receipt of the exchange request. However, RBC GAM will satisfy an exchange request only in cash if the unitholder agrees to pay the Cash Exchange Fee.

Unitholders should be aware that the Net Asset Value per Unit will decline on the date of declaration of any distribution payable in cash or Units. Unitholders that are not unitholders of record on the record date for any distribution will not be entitled to receive that distribution. However, unitholders exchanging Units on or after the date of declaration of any distribution payable in cash and before the ex-dividend date on the TSX for that distribution generally will receive an exchange price equal to the Net Asset Value of each Prescribed Number of Units tendered for redemption plus an amount per Unit equal to the amount of the distribution per Unit.

If an exchange request is not received by the cut-off times set out above, the exchange request will be effective only on the next Trading Day. Settlement of exchanges for Baskets and cash generally will be made by the third Trading Day after the effective day of the exchange request.

If securities of any issuers in which an RBC ETF has invested are cease traded at any time by order of a securities regulatory authority, the delivery of the Baskets to a unitholder on an exchange in the Prescribed Number of Units may be postponed until such time as the transfer of the Baskets is permitted by law.

Redemption of Units for Cash

On any Trading Day, unitholders may redeem Units of an RBC ETF for cash at a redemption price per Unit equal to 95% of the Net Asset Value of the applicable Units on the effective day of the redemption. Unitholders will generally be able to sell (rather than redeem) Units at the full market price on the TSX through a registered broker or dealer subject only to customary brokerage commissions. Therefore, unitholders are advised to consult their brokers, dealers or investment advisors before redeeming their Units for cash. No fees or expenses are paid by a unitholder to RBC GAM or the RBC ETFs in connection with selling Units on the TSX.

In order for a cash redemption to be effective on a Trading Day, a cash redemption request in the form and to the location prescribed by the applicable RBC ETF from time to time must be delivered to the RBC ETF by 9:00 a.m. on that day. If a cash redemption request is not received by 9:00 a.m. in such manner on a Trading Day, the cash redemption order will be effective only on the next Trading Day. The cash redemption request forms may be obtained from any registered broker or dealer.

Payment of the redemption price will generally be made on the third Trading Day after the effective day of the redemption. Unitholders that have delivered a redemption request prior to the distribution record date for any distribution will not be entitled to receive that distribution.

In connection with the redemption of Units, an RBC ETF will generally dispose of securities or other assets.

Requests for Exchange and Redemption

A unitholder submitting an exchange or redemption request is deemed to represent to the RBC ETF and RBC GAM that: (i) it has full legal authority to tender the Units for exchange or redemption and to receive the proceeds of the exchange or redemption; and (ii) the Units have not been loaned or pledged and are not the subject of a repurchase agreement, securities lending agreement or a similar arrangement that would preclude the delivery of the Units to the RBC ETF. RBC GAM reserves the right to verify these representations at its discretion. Generally, RBC GAM will require verification with respect to an exchange or redemption request if there are unusually high levels of exchange or redemption activity or short interest in the applicable RBC ETF. If the unitholder, upon receipt of a verification request, does not provide RBC GAM with satisfactory evidence of the truth of the representations, the unitholder's exchange or redemption request will not be considered to have been received in proper form and will be rejected.

Suspension of Exchange and Redemption

RBC GAM may suspend the redemption of Units or payment of redemption proceeds of an RBC ETF: (i) during any period when normal trading is suspended on an exchange or other market on which securities owned by the RBC ETF are listed and traded, if these securities represent more than 50% by value or underlying market exposure of the total assets of the RBC ETF, without allowance for liabilities, and if these securities are not traded on any other exchange that represents a reasonably practical alternative for the RBC ETF; or (ii) with the prior permission of the securities regulatory authorities where required, for any period not exceeding 30 days during which RBC GAM determines that conditions exist that render impractical the sale of assets of the RBC ETF or that impair the ability of RBC Dexia to determine the value of the assets of the RBC ETF. The suspension may apply to all requests for redemption received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect. All unitholders making such requests shall be advised by RBC GAM of the suspension and that the redemption will be effected at a price determined on the first valuation date following the termination of the suspension. All such unitholders shall have, and shall be advised that they have, the right to withdraw their requests for redemption. The suspension shall terminate in any event on the first day on which the condition giving rise to the suspension has ceased to exist, provided that no other condition under which a suspension is authorized then exists. To the extent not inconsistent with official rules and regulations promulgated by any government body having jurisdiction over the RBC ETFs, any declaration of suspension made by RBC GAM shall be conclusive.

Administrative Fee

RBC GAM may charge to unitholders, at its discretion, an administrative fee of up to 0.05% of the exchange or redemption proceeds to offset certain transaction costs associated with the exchange or redemption of Units of the RBC ETFs.

Short-Term Trading

RBC GAM does not believe that it is necessary to impose any short-term trading restrictions on the RBC ETFs at this time as the RBC ETFs are exchange-traded funds that are primarily traded in the secondary market.

INCOME TAX CONSIDERATIONS

In the opinion of Osler, Hoskin & Harcourt LLP, the following is a summary of the principal Canadian federal income tax considerations under the Tax Act for the RBC ETFs and for a prospective investor in an RBC ETF that, for the purpose of the Tax Act at all relevant times, is an individual (other than a trust), is resident in Canada, holds Units of the RBC ETF as capital property, and is not affiliated and deals at arm's length with the RBC ETF. This summary is based upon the current provisions of the Tax Act, all specific proposals to amend the Tax Act that have been publicly announced by the Minister of Finance (Canada) prior to the date hereof, and counsel's understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency. This summary does not take into account or anticipate any other changes in law whether by legislative, administrative or judicial action and it does not take into account provincial, territorial or foreign income tax legislation or considerations, which may differ from the considerations described below.

This summary is of a general nature only and is not exhaustive of all possible income tax considerations. Prospective investors should therefore consult their own tax advisors about their individual circumstances.

This summary is also based on the assumptions that (i) none of the issuers of securities held by an RBC ETF will be a foreign affiliate of the RBC ETF or any unitholder, (ii) none of the securities held by an RBC ETF will be a "tax shelter investment" within the meaning of section 143.2 of the Tax Act, (iii) none of the securities held by an RBC ETF will be an interest in a non-resident trust other than an "exempt foreign trust" as defined in certain proposed amendments to the Tax Act relating to non-resident trusts, (iv) none of the securities held by an RBC ETF will be an interest in a non-resident trust that is deemed to be a controlled foreign affiliate of the RBC ETF for the purposes of the Tax Act, and (v) no RBC ETF will enter into any arrangement where the result is a dividend rental arrangement for the purposes of the Tax Act.

Status of the RBC ETFs

This summary is based on the assumption that each of the RBC ETFs will comply at all material times with the conditions prescribed in the Tax Act and otherwise so as to qualify as a "mutual fund trust" as defined in the Tax Act. Counsel is advised that each of the RBC ETFs anticipates that it will qualify as a "mutual fund trust" under the Tax Act at all material times. If an RBC ETF does not qualify as a "mutual fund trust" under the Tax Act, the income tax consequences would differ materially from those described below.

Provided that the Units of the RBC ETFs are and continue to be listed on a "designated stock exchange" within the meaning of the Tax Act, which includes the TSX, or that the RBC ETFs continue to qualify as mutual fund trusts under the Tax Act or are registered investments under the Tax Act, the Units will be qualified investments under the Tax Act for Registered Plans. In the opinion of counsel, the Units will qualify as "marketable securities" as that term is used in the Tax Act provided that the Units are and continue to be listed on the TSX.

Notwithstanding the foregoing, if Units of an RBC ETF are a "prohibited investment" for a tax-free savings account that acquires such Units, the holder will be subject to a penalty tax as set out in the Tax Act. A "prohibited investment" includes a unit of a trust that does not deal at arm's length with the holder of the tax-free savings account, or in which the holder has a significant interest, which generally means the ownership of 10% or more of the value of the trust's outstanding units by the holder, either alone or together with persons and partnerships with whom the holder does not deal at arm's length. If recently proposed changes to the Tax Act are enacted, similar rules will apply with respect to a trust governed by a registered retirement savings plan ("**RRSP**") or a registered retirement income fund ("**RRIF**") effective March 23, 2011. Holders of tax-free savings accounts and annuitants under RRSPs and RRIFs should consult with their tax advisors in this regard.

In the case of an exchange of Units of any RBC ETF for a Basket, a unitholder may receive securities. The securities received by a unitholder as a result of an exchange of Units may or may not be qualified investments for Registered Plans. Unitholders should consult their own tax counsel for advice on whether or not such securities would be qualified investments for Registered Plans.

At the date hereof, the assets of a pension plan may be invested in Units provided that the assets of such pension plan are invested in accordance with the applicable regulations, investment criteria and statement of investment policies and procedures established for such pension plan.

Taxation of the RBC ETFs

In computing its income, an RBC ETF will include taxable distributions received and considered to be received on securities held by it and the taxable portion of capital gains realized by the RBC ETF on the disposition of securities held by it. The Master Declaration of Trust governing the RBC ETFs requires that each RBC ETF distribute its net income and net realized capital gains, if any, for each taxation year of the RBC ETF to unitholders to such an extent that the RBC ETF will not be liable in any taxation year for ordinary income tax (after taking into account any applicable losses of each RBC ETF and the capital gains refunds to which the RBC ETF is entitled). If in a taxation year the income for tax purposes of an RBC ETF exceeds the cash available for distribution by the RBC ETF, the RBC ETF will distribute all or a portion of its income through a payment of reinvested distributions.

An RBC ETF will include in computing its income for a taxation year any interest (or amount that is considered to be interest for the purposes of the Tax Act) that accrues or is deemed to accrue to the RBC ETF to the end of the year, or becomes receivable or is received by the RBC ETF before the end of the year, to the extent that such interest (or amount considered to be interest) was not included in computing the RBC ETF's income for a preceding taxation year.

The RBC ETFs are subject to the suspended loss rules contained in the Tax Act. A loss realized on a disposition of capital property is considered to be a suspended loss when an RBC ETF acquires a property (a "**substituted property**") that is the same or identical to the property sold, within 30 days before and 30 days after the disposition and the RBC ETF owns the substituted property 30 days after the original disposition. If a loss is suspended, the applicable RBC ETF cannot deduct the loss from the RBC ETF's capital gains until the substituted property is sold and is not reacquired within 30 days before and after the sale, which may increase the amount of net realized capital gains of the RBC ETF to be made payable to its unitholders.

RBC ETFs Holding Derivative Securities

Generally, each RBC ETF holding derivatives as a substitute for direct investment will include gains and deduct losses on income account in connection with its derivative activities and will recognize such gains or losses for tax purposes at the time they are realized by the RBC ETF.

Taxation of Unitholders

Distributions

A unitholder will be required to include in the unitholder's income for tax purposes for any year the amount (computed in Canadian dollars) of net income and net taxable capital gains of the RBC ETF, if any, paid or payable to the unitholder in the year and deducted by the RBC ETF in computing its income, whether or not such amounts are reinvested in additional Units, including in the case of unitholders who receive Management Fee Distributions to the extent they are paid out of net income and net taxable capital gains of the RBC ETFs.

The non-taxable portion of any net realized capital gains of an RBC ETF that is paid or payable to a unitholder in a taxation year will not be included in computing the unitholder's income for the year and, provided appropriate designations are made by the RBC ETF, will not reduce the adjusted cost base of the unitholder's Units of that RBC ETF. Any other non-taxable distribution, such as a return of capital, will reduce the unitholder's adjusted cost base. To the extent that a unitholder's adjusted cost base would otherwise be a negative amount, the negative amount will be deemed to be a capital gain realized by the unitholder and the unitholder's adjusted cost base will be nil immediately thereafter.

Each RBC ETF will designate to the extent permitted by the Tax Act the portion of the net income distributed to unitholders as may reasonably be considered to consist of net taxable capital gains, if any, realized or considered to be realized by the RBC ETF. Any such designated amount will be deemed for tax purposes to be received or realized by unitholders in the year as a taxable capital gain. Capital gains so designated will be subject to the general rules relating to the taxation of capital gains described below. Any loss of an RBC ETF for purposes of the Tax Act cannot be allocated to, and cannot be treated as a loss of, the unitholders of such RBC ETF.

Composition of Distributions

Unitholders will be informed each year of the composition of the amounts distributed to them, including amounts in respect of both cash and reinvested distributions. This information will indicate whether distributions are to be treated as ordinary income, capital gains or non-taxable amounts, where those items are applicable.

Tax Implications of the RBC ETFs' Distribution Policy

When a unitholder acquires Units in an RBC ETF, a portion of the price paid may reflect income and realized capital gains of the RBC ETF that have not been distributed, and accrued capital gains that have not been realized, by the RBC ETF. This may particularly be the case near year end before year-end distributions have been made. When and if such income and realized capital gains are distributed by the RBC ETF, and when and if such accrued capital gains are realized and distributed, such income and gains must be taken into account by the unitholder in computing its income for tax purposes even though such amounts may have been reflected in the price paid by the unitholder. If the amounts of such distributions are reinvested in additional Units of the RBC ETF, the amounts will be added to the unitholder's adjusted cost base of its Units.

Capital Gains

Upon the actual or deemed disposition of a Unit, including the exchange or redemption of a Unit, a capital gain (or a capital loss) will generally be realized by the unitholder to the extent that the proceeds of disposition of the Unit exceed (or are exceeded by) the aggregate of the adjusted cost base to the unitholder of the Unit and any reasonable costs of disposition. The adjusted cost base of Units held by unitholders must be calculated separately for Units of each RBC ETF held by the unitholder. In general, the adjusted cost base of all Units of a particular RBC ETF held by the unitholder is the total amount paid for Units of that RBC ETF (including brokerage commissions paid and the amount of reinvested distributions), regardless of when the investor bought them, less any non-taxable distributions (other than the non-taxable portion of capital gains the taxable portion of which was designated as a taxable capital gain by the RBC ETF) such as a return of capital and less the adjusted cost base of any Units of that RBC ETF previously redeemed/exchanged by the unitholder.

If an RBC ETF realizes income or capital gains as a result of a transfer or disposition of its property undertaken to permit an exchange or redemption of Units by a unitholder, all or a portion of the amount received by the unitholder may be designated and treated for income tax purposes as a distribution to the unitholder out of such income or capital gains rather than being treated as proceeds of disposition of the Units.

Where Units of an RBC ETF are exchanged by the redeeming unitholder for Baskets, the proceeds of disposition to the unitholder of the Units will be equal to the fair market value of the Baskets so received, plus the amount of any cash received on the exchange, and less any capital gain or income realized by the RBC ETF as a result of the transfer of those Baskets which has been designated by the RBC ETF to the unitholder. The cost for tax purposes of securities acquired by a redeeming unitholder on the exchange or redemption of Units of the RBC ETF for Baskets will generally be the fair market value of such securities at that time. Where, on an exchange of Units for Baskets, a unitholder receives a bond on which interest has accrued but is not payable at the time of the exchange, the unitholder will generally include such interest in income in accordance with the Tax Act, but will be entitled to offset such amount by a deduction for such accrued interest. The unitholder's adjusted cost base for tax purposes of the bond will be reduced by such amount of accrued interest.

One half of any capital gain realized by a unitholder and the amount of any net taxable capital gains realized or considered to be realized by an RBC ETF and designated by the RBC ETF in respect of a unitholder will be included in the unitholder's income as a taxable capital gain. One half of a capital loss realized by a unitholder will be an allowable capital loss that may be deducted from taxable capital gains subject to and in accordance with detailed rules in the Tax Act.

In general terms, the following items will be taken into account in calculating the liability, if any, for alternative minimum tax of a unitholder who is an individual or a trust (other than certain specified trusts): (a) net income of the RBC ETF that is paid or payable to the unitholder and is designated as net realized taxable capital gains, and (b) taxable capital gains that are realized on the disposition of Units by the unitholder.

Taxation of Registered Plans

In general, the amount of a distribution paid or payable to a Registered Plan from an RBC ETF and gains realized by a Registered Plan on a disposition of a Unit will not be taxable under the Tax Act. As is the case for all investments held in Registered Plans, amounts withdrawn from a Registered Plan (other than from a tax-free savings account or a return of contributions from a registered education savings plan or certain withdrawals from a registered disability savings plan) will generally be subject to tax.

ORGANIZATION AND MANAGEMENT DETAILS OF THE RBC ETFS

Executive Officers and Directors of RBC GAM

The following are the names, municipalities of residence, offices and principal occupations of the directors and executive officers of RBC GAM:

NAME	MUNICIPALITY OF RESIDENCE	POSITION AND OFFICE HELD WITH RBC GAM	CURRENT PRINCIPAL OCCUPATION
Wayne Bossert	Oakville, Ontario	Director	Executive Vice President, Sales, Canadian Banking, Royal Bank
Daniel E. Chornous	Toronto, Ontario	Director and Chief Investment Officer	Chief Investment Officer, RBC GAM
Douglas Coulter	Toronto, Ontario	Director and President, Retail	President, Retail, RBC GAM
Antonella Deo	Toronto, Ontario	Corporate Secretary	Head, Subsidiary Governance Office, Royal Bank
Katherine Gibson	Toronto, Ontario	Director	Vice President, Finance, Insurance & Wealth Management, Royal Bank
M. George Lewis	Toronto, Ontario	Director and Chairman	Group Head, Wealth Management, Royal Bank
Frank Lippa	Vaughan, Ontario	Chief Financial Officer and Chief Operating Officer	Chief Financial Officer and Chief Operating Officer, RBC GAM
John S. Montalbano	Vancouver, British Columbia	Director and Chief Executive Officer	Head, Global Asset Management, Wealth Management, Royal Bank
Lawrence A.W. Neilsen	Vancouver, British Columbia	Chief Compliance Officer	Chief Compliance Officer, RBC GAM
Vijay Parmar	Toronto, Ontario	Director and Vice President	President, RBC Phillips, Hager & North Investment Counsel Inc.
Stuart Rutledge	Toronto, Ontario	Director	Head, Global Wealth Services, Strategy & Transformation, Royal Bank
Richard E. Talbot	Toronto, Ontario	Director	Managing Director, RBC Dominion Securities Inc.
Brian M. Walsh	North Vancouver, British Columbia	Chief Administrative Officer	Chief Administrative Officer, RBC GAM
Damon G. Williams	North Vancouver, British Columbia	Director and President, Institutional	President, Institutional, RBC GAM

Each of the people listed above has held his or her current position with RBC GAM or RBC Asset Management Inc., a predecessor to RBC GAM, and his or her principal occupation during the five years preceding the date hereof, except for Daniel E. Chornous, who from May 2008 to November 2010 was also Chief Investment Officer, Phillips, Hager & North Investment Management Ltd. ("**PH&N**"), Douglas Coulter, who from November 2005 to January 2009 was President and Chief Executive Officer, RBC Direct Investing Inc., Antonella Deo, who from November 2004 is Head, Subsidiary Governance Office, Royal Bank and who also became Corporate Secretary, RBC GAM in June 2011, Katherine Gibson, who prior to November 2010 held various finance positions in the Toronto Head Office, Royal Bank, John S. Montalbano, who from January 2009 to November 2010 was also Chief Executive Officer, PH&N, and from 2005 to 2009 was also President, PH&N, Stuart Rutledge, who prior to May 2007 held various finance positions in the Toronto Head Office, Royal Bank, Lawrence A. W. Neilsen, who from

November 2009 to November 2010 was Chief Compliance Officer, PH&N and prior thereto held various compliance positions at PH&N, Vijay Parmar, who from September 2009 is President, RBC Phillips, Hager & North Investment Counsel Inc., and prior thereto was Branch Manager and Director, RBC Dominion Securities Inc., Damon G. Williams, who from February 2009 to November 2010 was President, PH&N, and from September 2005 to February 2009 was Vice President, PH&N and Brian M. Walsh, who from May 2008 to October 2010 was Chief Financial Officer, PH&N, and from May 2001 to May 2008 was Secretary, PH&N.

Trustee, Manager and Portfolio Advisor

RBC GAM is the trustee, manager and portfolio advisor of the RBC ETFs and is responsible for the operations of the RBC ETFs, including the management of the RBC ETFs' investment portfolios and the valuation of each RBC ETF's assets. RBC GAM is the primary investment manager for the RBC® businesses serving the needs of private clients, including the RBC ETFs. RBC GAM is entitled to a management fee for acting as trustee, manager and portfolio advisor of the RBC ETFs as described under "Fees and Expenses". RBC GAM may resign as trustee of any of the RBC ETFs by giving not less than 60 days' prior written notice to unitholders of that RBC ETF. RBC GAM may appoint a successor trustee, but if no such successor trustee is appointed within 30 days of RBC GAM's resignation, the applicable RBC ETF will be terminated and its net assets distributed to unitholders.

The head office address of RBC GAM is P.O. Box 7500, Station A, Toronto, Ontario M5W 1P9.

RBC GAM will make available on its website, www.rbcgam.com/etfs, daily or more frequently, the following information for each RBC ETF:

› Net Asset Value;

› Net Asset Value per Unit; and

› Units outstanding.

Duties and Services to be Provided by RBC GAM

Pursuant to the Master Declaration of Trust, RBC GAM is responsible for providing managerial, administrative and compliance services to the RBC ETFs, including purchasing and selling portfolio securities on behalf of the RBC ETFs, and providing or arranging for required services to the RBC ETFs including, without limitation:

(a) authorizing the payment of fees, expenses or disbursements incurred on behalf of the RBC ETFs that are the responsibility of the RBC ETFs;

(b) preparing reports to unitholders and the securities regulatory authorities, including interim and annual MRFPs and financial statements;

(c) determining the amount of distributions to be made by the RBC ETFs; and

(d) negotiating contractual agreements with service providers, including the Designated Brokers, Underwriters, custodian and valuation agent, registrar and transfer agent and auditor.

Governance

The Board of Governors of the RBC ETFs acts as the independent review committee that each RBC ETF is required to have under Canadian securities laws. See "Independent Review Committee: Board of Governors" below.

Policies, Procedures, Practices and Guidelines

RBC GAM has established appropriate policies, procedures, practices and guidelines to ensure the proper management of the RBC ETFs, including as required by NI 81-107, policies and procedures relating to conflicts of interest. The systems used by RBC GAM in relation to the RBC ETFs monitor and manage the business and sales practices, risk and internal conflicts of interest relating to the RBC ETFs, while ensuring compliance with applicable regulatory, compliance and corporate requirements. RBC GAM personnel responsible for compliance, together with management of RBC GAM, ensure that these policies, procedures, practices and guidelines are communicated from time to time to all relevant persons and are updated as necessary (including the systems referred to above) to reflect changing circumstances. RBC GAM also monitors the application of all such policies, procedures, practices and guidelines to ensure their continuing effectiveness.

Compliance with the investment practices and investment restrictions mandated by securities legislation is monitored by RBC GAM on a regular basis.

RBC GAM has also developed a personal trading policy for employees (the "**Policy**") which is designed to prevent potential, perceived or actual conflicts between the interests of RBC GAM and its staff and the interests of clients and the RBC ETFs. Under the Policy, certain RBC GAM personnel are required to pre-clear certain personal securities transactions in order to ensure that those trades do not conflict with the best interests of the RBC ETFs and have not been offered to the person because of the position they hold in RBC GAM. RBC GAM has also adopted the basic principles set out in the Code of Ethics on Personal Investing established by the Investment Funds Institute of Canada.

Conflicts of Interest

RBC GAM, on behalf of each of the RBC ETFs, has entered into a Designated Broker Agreement with one or more Designated Brokers pursuant to which the Designated Broker agrees to perform certain duties relating to the RBC ETFs including, without limitation: (i) to subscribe for a sufficient number of Units to satisfy the TSX's original listing requirements; (ii) to subscribe for Units on an ongoing basis in connection with the rebalancing of and adjustments to the applicable DEX Maturity Canadian Corporate Bond Index and when cash redemptions of Units occur; and (iii) to post a liquid two-way market for the trading of Units on the TSX. RBC Dominion Securities Inc., an affiliate of RBC GAM, has agreed to act as a Designated Broker and Underwriter for the RBC ETFs.

The directors and officers of RBC GAM may be directors, officers, shareholders or unitholders of one or more issuers from which the RBC ETFs may acquire securities. RBC GAM and its affiliates may be managers or portfolio managers of one or more issuers from which the RBC ETFs may acquire securities and may be managers or portfolio managers of funds that invest in the same securities as the RBC ETFs. Such transactions will only be undertaken upon obtaining any required regulatory approvals.

RBC GAM and its principals and affiliates do not devote their time exclusively to the management of the RBC ETFs. In addition, such persons perform similar or different services for others and may sponsor or establish other investment funds during the same period that they act on behalf of RBC ETFs. Such persons therefore will have conflicts of interest in allocating management time, services and functions to the RBC ETFs and the other persons for which they provide similar services.

Independent Review Committee: Board of Governors

The Board of Governors reviews and provides input on conflict of interest matters in respect of RBC GAM and the RBC ETFs. The Board of Governors also provides advice to RBC GAM on other issues relating to the management of the RBC ETFs.

In its role as the independent review committee of the RBC ETFs, the Board of Governors will, no less frequently than annually, review and assess the adequacy and effectiveness of:

› RBC GAM's policies and procedures relating to conflict of interest matters in respect of the RBC ETFs;

› any standing instructions it has provided to RBC GAM pertaining to conflict of interest matters in respect of the RBC ETFs;

› RBC GAM's and the RBC ETFs' compliance with any conditions imposed by the Board of Governors in a recommendation or approval; and

› any subcommittee to which the Board of Governors, in its role as independent review committee, has delegated any of its functions.

In addition, the Board of Governors will, no less frequently than annually, review and assess the independence of its members, the compensation of its members, its effectiveness and the contribution and effectiveness of its members. The Board of Governors will provide RBC GAM with a report of the results of such assessment.

The Board of Governors will prepare an annual report that describes its activities as the independent review committee of the RBC ETFs. For a copy of this report (when it becomes available), at no cost, call us at 1-855-RBC-ETFS (722-3837) or ask your dealer. You can also get a copy of this report (when it becomes available), on the RBC ETFs website at www.rbcgam.com/etfs or by sending an email to etfs.investments@rbc.com (English) or fnb.investissements@rbc.com (French).

This report and other information about the Board of Governors will also be available at www.sedar.com.

The Board of Governors is composed of nine members and each is independent from RBC GAM, the RBC ETFs and entities related to RBC GAM. Set forth below are the name, municipality of residence and principal occupation of each of the members of the Board of Governors:

NAME	MUNICIPALITY OF RESIDENCE	CURRENT PRINCIPAL OCCUPATION
Selwyn B. Kossuth[1, 2]	Mississauga, Ontario	Financial Consultant
Charles F. Macfarlane[1, 2]	Toronto, Ontario	Corporate Director and Consultant
Lloyd R. McGinnis[4]	Winnipeg, Manitoba	Director, Airport Site Redevelopment, Winnipeg Airports Authority
Linda S. Petch[1, 2]	Victoria, British Columbia	President, Petch & Associates Management Consultants Ltd.
Elaine C. Phénix[3]	Montreal, Québec	President, Phénix Capital Inc.
Mary C. Ritchie[1, 2]	Edmonton, Alberta	President and Chief Executive Officer, Richford Holdings Ltd.
Joseph P. Shannon[3]	Port Hawkesbury, Nova Scotia	President, Atlantic Corp. Ltd.
Michael G. Thorley[1, 2]	Toronto, Ontario	Retired Lawyer
James W. Yuel[3]	Saskatoon, Saskatchewan	Chair, PIC Investment Group Inc.

[1] Member of the Financial Advisory Committee of the Board of Governors
[2] Member of the Investment Conflicts Committee of the Board of Governors
[3] Member of the Governance Committee of the Board of Governors
[4] Chair of the Board of Governors

The Board of Governors acts as the independent review committee of the investment funds managed by RBC GAM, including the RBC ETFs. Each member of the Board of Governors is entitled to receive an annual fee of $25,000 ($35,000 for the Chair) and $2,000 per meeting of the Board of Governors. Each member that sits on a sub-committee of the Board of Governors is entitled to receive an additional meeting fee with respect to these committee meetings. For the Governance Committee, each member is entitled to receive a meeting fee of $2,500 and the Chair of this committee is also entitled to receive an annual fee of $3,000. For the Financial Advisory Committee, each member is entitled to receive a meeting fee of $3,000 and the Chair of this committee is also entitled to receive an annual fee of $4,000. Each member of the Investment Conflicts Committee is entitled to receive a meeting fee of $3,500 and the Chair of this committee is also entitled to receive an annual fee of $5,000. Each member of the Board of Governors will also be reimbursed for expenses in connection with performing his or her duties in this regard. These fees and expenses are allocated among all of the investment funds managed by RBC GAM in a manner that is fair and reasonable.

Custodian and Valuation Agent

RBC Dexia is the custodian and valuation agent of the RBC ETFs and provides administrative services to the RBC ETFs pursuant to a custodian agreement between RBC GAM, in its capacity as trustee and manager of the RBC ETFs, and RBC Dexia dated as of September 2, 2011 (the "**Custodian Agreement**") and a valuation and administrative services agreement to be entered into between RBC GAM, in its capacity as trustee and manager of the RBC ETFs, and RBC Dexia (the "**Valuation and Administrative Services Agreement**"). RBC Dexia is responsible for certain aspects of the day-to-day administration of the RBC ETFs, including calculating Net Asset Value, net income and net realized capital gains of the RBC ETFs. RBC Dexia's principal office is located in Toronto, Ontario. RBC Dexia is a joint venture equally owned by Royal Bank and Dexia Banque Internationale à Luxembourg.

Auditor

The auditor of the RBC ETFs is Deloitte & Touche LLP, Chartered Accountants, located at 181 Bay Street, Bay Wellington Tower, Brookfield Place, Suite 1400, Toronto, Ontario, M5J 2V1.

Registrar and Transfer Agent

The registrar and transfer agent for the Units is Computershare Investor Services Inc., at its principal offices in Toronto, Ontario.

Designated Brokers

Prior to the initial issuance of Units to the public, RBC GAM will appoint certain Designated Brokers for each of the RBC ETFs. RBC GAM may appoint other Designated Brokers or change existing Designated Brokers from time to time. All Designated Brokers must be members of the Investment Industry Regulatory Organization of Canada and participants in the TSX and CDS.

Promoter

RBC GAM has taken the initiative in founding and organizing the RBC ETFs and, accordingly, may be considered to be the promoter within the meaning of securities legislation of certain provinces and territories of Canada. RBC GAM, in its capacity as trustee, manager and portfolio advisor of the RBC ETFs, receives compensation from the RBC ETFs. See "Fees and Expenses".

License Agreement

PC-Bond

RBC GAM will enter into an agreement to be dated on or before September 22, 2011 (the "**PC-Bond Index License Agreement**") with PC-Bond under which it has the right, on and subject to the terms of the PC-Bond Index License Agreement, to use the DEX Maturity Canadian Corporate Bond Indices as a basis for the operation of the RBC ETFs and to use certain trademarks in connection with the RBC ETFs. The PC-Bond Index License Agreement may be amended or terminated without the consent of the unitholders of the RBC ETFs. If the PC-Bond Index License Agreement is terminated for any reason, RBC GAM will no longer be able to operate the RBC ETFs based on the DEX Maturity Canadian Corporate Bond Indices.

CALCULATION OF NET ASSET VALUE

The Net Asset Value of each RBC ETF will be equal to the market value of the total assets held by the RBC ETF, less an amount equal to the total liabilities of the RBC ETF. Each RBC ETF will calculate its Net Asset Value on a daily basis after the close of the market on each day on which trading takes place on the TSX (a "**Canadian Trading Day**"), or on such other days as RBC GAM may determine, in its sole discretion.

Valuation Policies and Procedures

The determination of the Net Asset Value of each of the RBC ETFs will be made on the following basis for the purpose of any issue or redemption of Units by an RBC ETF:

(a) the value of any cash on hand, on deposit or on call loan, prepaid expenses, cash dividends declared on an ex-dividend basis and interest accrued and not yet received, shall be deemed to be the face amount thereof, unless it is determined that any such deposit or call loan is not worth the face amount thereof, in which event the value thereof shall be deemed to be the fair value thereof;

(b) the value of any bond will be the price provided by PC-Bond or any successor entity. PC-Bond will determine the price from quotes received from one or more dealers in the applicable bond, selected for this purpose by PC-Bond. If for any reason PC-Bond or any successor entity is not able to provide a price, then the value of any bond shall be valued by taking the average of the bid and ask prices on a Canadian Trading Date at such times as are deemed appropriate;

(c) the value of any security which is listed or dealt with on a stock exchange or traded on an over-the-counter market will be (i) in the case of a security which was traded on a Canadian Trading Day, the closing sale price, or (ii) in the case of a security which was not traded on a Canadian Trading Day, the price last determined for such security for the purpose of calculating the Net Asset Value of an RBC ETF;

(d) the value of any security or other property for which a market quotation is not readily available will be its market value as determined by RBC GAM;

(e) the value of any security, the resale of which is restricted or limited, shall be the lesser of the value thereof based on reported quotations in common use and that percentage of the market value of securities of the same class, the trading of which is not restricted or limited by reason of any representation, undertaking or agreement or by law, equal to the percentage that an RBC ETF's acquisition cost was of the market value of such securities at the time of acquisition; provided that a gradual taking into account of the actual value of the securities may be made where the date on which the restriction will be lifted is known;

(f) the value of a futures contract will be (i) if daily limits imposed by the futures exchange through which the futures contract was issued are not in effect, the gain or loss on the futures contract that would be realized if, on a Canadian Trading Day, the position in the contract were to be closed out; or (ii) if daily limits imposed by the futures exchange through which the futures contract was issued are in effect, based on the current market value of the underlying interest of the futures contract;

(g) margin paid or deposited on futures contracts will be reflected as an account receivable, and, if not in the form of cash, will be noted as held for margin;

(h) any market price reported in foreign currency will be translated into Canadian currency at the prevailing rate of exchange, as determined by RBC GAM, on the Canadian Trading Day the Net Asset Value of the applicable RBC ETF is being determined;

(i) the value of a forward contract or swap will be the gain or loss on the contract that would be realized if, on the date that valuation is made, the position in the forward contract or swap were to be closed out;

(j) all expenses or liabilities (including fees payable to RBC GAM) of an RBC ETF shall be calculated on an accrual basis; and

(k) notwithstanding the foregoing, the value of the total assets held by an RBC ETF will be the value that RBC GAM determines, in its reasonable discretion, most accurately reflects its value in an open and unrestricted market between informed and prudent parties, acting at arm's length and under no compulsion to act, expressed in terms of money or money's worth.

The value of any security or property to which the above valuation principles cannot be applied (because no price or yield equivalent quotations are available as provided above, or the current pricing option is not appropriate, or for any other reason), shall be the fair value as determined from time to time by RBC GAM.

Canadian generally accepted accounting principles ("**GAAP**") requires that the fair value of long positions in financial instruments (specifically portfolio securities held by an RBC ETF that are actively traded) be measured based on the bid price for the security instead of the close price or last sale price of the security for the day. This requirement is reflected in the reported value of an RBC ETF's investments in its annual and interim financial statements, as these financial statements are prepared in accordance with Canadian GAAP. However, in accordance with National Instrument 81-106 – *Investment Fund Continuous Disclosure,* the fair value of a portfolio security used to determine the daily Net Asset Value per Unit of an RBC ETF for subscription orders, exchanges or redemptions is based on the RBC ETF's valuation principles set out above, which are not the same as the Canadian GAAP requirements.

Net Asset Value per Unit

The Net Asset Value per Unit of each RBC ETF will be calculated on each Canadian Trading Day, or on such other days as RBC GAM may determine in its sole discretion, after the close of the market by dividing the Net Asset Value of the applicable RBC ETF by the total number of Units outstanding. The Net Asset Value per Unit and the Net Asset Value of each RBC ETF will be determined in Canadian currency and may also be determined in any other currency at the discretion of RBC GAM from time to time.

Each portfolio transaction will be reflected in the computation of Net Asset Value per Unit no later than the computation of Net Asset Value per Unit next made after the date on which the transaction becomes binding. The issue, exchange or redemption of Units will be reflected in the computation of Net Asset Value per Unit next made after the computation made for the purpose of such issue, exchange or redemption.

Reporting of Net Asset Value

The Net Asset Value and Net Asset Value per Unit of each RBC ETF will be displayed daily on the RBC ETFs website at www.rbcgam.com/etfs.

ATTRIBUTES OF THE SECURITIES

Description of the Securities Distributed

A Unit of each RBC ETF represents an equal beneficial interest in the applicable RBC ETF. Each RBC ETF is entitled to issue an unlimited number of Units.

On December 16, 2004, the *Trust Beneficiaries' Liability Act, 2004* (Ontario) came into force. This statute provides that holders of units of a trust are not, as beneficiaries, liable for any default, obligation or liability of the trust if, when the default occurs or the liability arises: (i) the trust is a reporting issuer under the *Securities Act* (Ontario); and (ii) the trust is governed by the laws of the Province of Ontario. Each of the RBC ETFs is or will be a reporting issuer under the *Securities Act* (Ontario) prior to the initial issuance of Units and each RBC ETF is governed by the laws of the Province of Ontario by virtue of the provisions of the Declaration of Trust.

Subscriptions

All orders to purchase Units directly from the RBC ETFs must be placed by Underwriters or Designated Brokers. See "Purchase of Units – Issuance of Units".

Certain Provisions of the Units

Each Unit of each RBC ETF has identical rights and privileges. Each whole Unit is entitled to one vote at all meetings of unitholders and is entitled to participate equally with respect to any and all distributions made by an RBC ETF to unitholders, including distributions of net income and net realized capital gains and distributions upon the termination of the RBC ETF. Units are issued only as fully paid and are non-assessable.

Exchange of Units for Baskets

Unitholders of the RBC ETFs may exchange the Prescribed Number of Units (or an integral multiple thereof) of any RBC ETF on any Trading Day for Baskets and cash. See "Exchange and Redemption of Units – Exchange of Units at Net Asset Value per Unit for Baskets and Cash".

Redemptions of Units for Cash

On any Trading Day, unitholders may redeem Units of any RBC ETF for cash at a redemption price per Unit equal to 95% of the Net Asset Value of the applicable Units on the effective day of the redemption. Unitholders will generally be able to sell (rather than redeem) Units at the full market price on the TSX through a registered broker or dealer subject only to customary brokerage commissions. Therefore, unitholders are advised to consult their brokers, dealers or investment advisors before redeeming their Units for cash. No fees or expenses are paid by a unitholder to RBC GAM or the RBC ETFs in connection with selling Units on the TSX. See "Exchange and Redemption of Units – Redemption of Units for Cash".

Unitholders of an RBC ETF will not have any right to vote Index Securities held by such RBC ETF.

UNITHOLDER MATTERS

Meetings of Unitholders

Except as otherwise required by law, meetings of unitholders of an RBC ETF will be held if called by RBC GAM upon written notice of not less than 21 days, nor more than 50 days, before the meeting.

Matters Requiring Unitholder Approval

NI 81-102 requires a meeting of unitholders of an RBC ETF to be called to approve certain changes as follows:

(i) the basis of the calculation of a fee or expense that is charged to the RBC ETF or directly to its unitholders by the RBC ETF or RBC GAM in connection with the holding of Units of the RBC ETF is changed in a way that could result in an increase in charges to the RBC ETF or its unitholders, except where:

    (a) the RBC ETF is at arm's length to the person or company charging the fee or expense;

    (b) the unitholders have received at least 60 days' prior written notice before the effective date of the change; and

    (c) the right to notice described in (b) is disclosed in the prospectus of the RBC ETF;

(ii) a fee or expense, to be charged to an RBC ETF or directly to its unitholders by the RBC ETF or RBC GAM in connection with the holding of Units of the RBC ETF that could result in an increase in charges to the RBC ETF or its unitholders, is introduced;

(iii) the manager of the RBC ETF is changed, unless the new manager of the RBC ETF is an affiliate of RBC GAM;

(iv) the fundamental investment objectives of the RBC ETF are changed;

(v) the RBC ETF decreases the frequency of the calculation of its Net Asset Value per Unit;

(vi) the RBC ETF undertakes a reorganization with, or transfers its assets to, another mutual fund; if the RBC ETF ceases to continue after the reorganization or transfer of assets and the transaction results in the unitholders of the RBC ETF becoming securityholders in the other mutual fund, unless:

(a) the Board of Governors, in its capacity as independent review committee of the RBC ETF, has approved the change in accordance with NI 81-107;

(b) the RBC ETF is being reorganized with, or its assets are being transferred to, another mutual fund that is subject to NI 81-102 and NI 81-107 and managed by RBC GAM, or an affiliate of RBC GAM;

(c) the unitholders have received at least 60 days' prior written notice before the effective date of the change;

(d) the right to notice described in (c) is disclosed in the prospectus of the RBC ETF; and

(e) the transaction complies with certain other requirements of applicable securities legislation;

(vii) the RBC ETF undertakes a reorganization with, or acquires assets from, another mutual fund; if the RBC ETF continues after the reorganization or acquisition of assets, the transaction results in the securityholders of the other mutual fund becoming unitholders of the RBC ETF, and the transaction would be a material change to the RBC ETF; or

(viii) any matter which is required by the constating documents of the RBC ETF or by the laws applicable to the RBC ETF or by any agreement to be submitted to a vote of the unitholders of the RBC ETF.

In addition, the auditors of an RBC ETF may not be changed unless:

(i) the Board of Governors, in its capacity as the independent review committee of the RBC ETF, has approved the change in accordance with NI 81-107;

(ii) unitholders have received at least 60 days' prior written notice before the effective date of the change; and

(iii) the right to notice described in (ii) is disclosed in the prospectus of the RBC ETFs.

Approval of unitholders of an RBC ETF will be deemed to have been given if expressed by resolution passed at a meeting of unitholders of the RBC ETF duly called and held for the purpose of considering the same, by at least a majority of the votes cast.

Amendments to the Master Declaration of Trust

RBC GAM may amend the Master Declaration of Trust from time to time in writing. Except in the circumstances set out below, RBC GAM must notify unitholders at least 60 days prior to the effective date of any amendments made to the Master Declaration of Trust. None of the following shall occur in respect of an RBC ETF unless duly approved by at least a majority of the unitholders present in person or by proxy at a meeting of unitholders which has been duly called and held for that purpose:

(a) any modification, amendment, alteration or deletion of the rights, privileges or restrictions attaching to Units set out in the Master Declaration of Trust;

(b) any change in the fundamental investment objectives of an RBC ETF set out in the Master Declaration of Trust;

(c) any increase in the amount of fees payable by an RBC ETF; and

(d) any other matter in respect of which applicable securities legislation would require a unitholder vote to be held.

Unitholders are entitled to one vote per whole Unit held on the record date established for voting at any meeting of unitholders.

Pursuant to the Master Declaration of Trust, RBC GAM is not required to provide notice with respect to any amendment to the Master Declaration of Trust that is (i) made to ensure continuing compliance with Canadian securities legislation and other applicable laws in effect from time to time; (ii) intended to provide additional protection for unitholders; or (iii) intended to deal with minor or clerical matters or to correct typographical mistakes, ambiguities or manifest omissions or errors or any amendment which, in the opinion of RBC GAM, is not prejudicial to unitholders and is necessary or desirable.

Permitted Mergers

An RBC ETF may, without unitholder approval, enter into a merger or other similar transaction with any Canadian mutual fund which has a similar investment objective, valuation procedure and fee structure (a "**Permitted Merger**"), subject to:

(a) approval of the merger by the Board of Governors, in its capacity as the independent review committee of the applicable RBC ETF;

(b) compliance with certain merger pre-approval conditions set out in Section 5.6 of NI 81-102; and

(c) written notice being provided to unitholders at least 60 days before the effective date of the merger.

In connection with a Permitted Merger, the merging funds will be valued at their respective Net Asset Values for the purpose of such transaction.

Reporting to Unitholders

The fiscal year end of the RBC ETFs is December 31. The RBC ETFs will deliver or make available to unitholders (i) audited comparative annual financial statements; (ii) unaudited interim financial statements; and (iii) annual and interim MRFPs. Such documents are incorporated by reference into, and form an integral part of, this prospectus. See "Documents Incorporated by Reference".

Each unitholder will also be mailed annually, by his or her broker, no later than March 31, information necessary to enable such unitholder to complete an income tax return with respect to amounts paid or payable by one or more RBC ETFs in respect of the preceding taxation year of such RBC ETF(s).

TERMINATION OF THE RBC ETFs

Each RBC ETF will terminate on its Termination Date, which generally will be on or after its Maturity Date. In connection with such termination, each RBC ETF will make a cash distribution to the then-current unitholders of all net income, net realized capital gains and capital of the RBC ETF that have not previously been distributed to unitholders. In addition, an RBC ETF may be terminated on any other date by RBC GAM without unitholder approval on not less than 60 days' notice to unitholders. The rights of unitholders to exchange and redeem Units will cease as and from the Termination Date of the applicable RBC ETF so fixed by RBC GAM. Upon termination on the Termination Date of an RBC ETF, the portfolio securities, cash and other assets remaining after paying or providing for all liabilities and obligations of the RBC ETF shall be distributed pro rata among the unitholders of the RBC ETF.

PRINCIPAL HOLDERS OF SECURITIES

CDS & Co., the nominee of CDS, is the registered owner of the Units of all of the RBC ETFs, which it holds for various brokers and other persons on behalf of their clients and others. From time to time, an RBC ETF or another investment fund managed by RBC GAM or an affiliate thereof may beneficially own, directly or indirectly, more than 10% of the Units of an RBC ETF.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

RBC GAM, on behalf of the RBC ETFs, may enter into various Underwriting Agreements with registered dealers (that may or may not be Designated Brokers) pursuant to which the Underwriters may subscribe for Units of one or more of the RBC ETFs as described under "Purchases of Units – Issuance of Units".

The Manager will receive fees for its services to the RBC ETFs. See "Fees and Expenses".

PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD

As portfolio advisor for the RBC ETFs, RBC GAM has responsibility for the investment management of the RBC ETFs, including the exercise of voting rights attaching to securities held by the RBC ETFs.

Each RBC ETF has proxy voting policies and procedures that apply to securities of the RBC ETF to which voting rights are attached. RBC GAM has established proxy voting policies, procedures and guidelines (the "**Proxy Voting Policy**") for securities held by the RBC ETFs to which voting rights are attached. Each RBC ETF's proxy voting policy provides that the RBC ETF's voting rights will be exercised in accordance with the best interests of the RBC ETF.

The Proxy Voting Policy sets out the guidelines and procedures that RBC GAM will follow to determine whether and how to vote on any matter for which an RBC ETF receives proxy materials. Issuers' proxies most frequently contain proposals to elect corporate directors, to appoint external auditors and set their compensation, to adopt or amend management compensation plans, and to amend the capitalization of the company.

Pursuant to the Proxy Voting Policy, RBC GAM will generally cause the RBC ETFs to vote on these matters as follows:

(a) Boards of Directors – RBC GAM supports resolutions that promote the effectiveness of boards in acting in the best interests of shareholders. RBC GAM will generally cause an RBC ETF to vote in favour of the election of individual directors for boards having an independent chair and on which two-thirds of the directors are independent.

(b) Auditors and Auditor Compensation – Where all members of an issuer's audit committee are independent, RBC GAM will generally cause an RBC ETF to support the election of directors, the appointment of auditors and the approval of the recommended auditor compensation.

(c) Management Compensation – The goal of RBC GAM is to support compensation arrangements that are tied to long-term corporate performance and shareholder value. These arrangements should induce management to purchase and hold equity in the company to better align management's interests with those of shareholders. Stock option plans that are overly generous or excessively dilutive to other shareholders will not be supported.

(d) Changes in Capitalization – RBC GAM recognizes the need for management of an issuer to have flexibility in the issue or buyback of shares to meet changing financial conditions. Changes in capitalization will generally be supported where a reasonable need for the change is demonstrated; however, changes resulting in excessive dilution of existing shareholder value will not be supported.

Other issues, including those business issues specific to the issuer or those raised by shareholders of the issuer, are addressed on a case-by-case basis with a focus on the potential impact of the vote on shareholder value.

RBC GAM has retained Institutional Shareholder Services Inc., a subsidiary of MSCI Inc., to provide administrative and proxy voting services to the RBC ETFs. The Proxy Voting Policy includes procedures to ensure that voting rights are exercised in accordance with the RBC ETFs' instructions.

If the potential for a conflict of interest arises in connection with proxy voting, the Proxy Voting Policy provides for consideration of the issue by the Board of Governors of the RBC ETFs and provision of its recommendation to RBC GAM.

The Proxy Voting Policy is available on request, at no cost, by calling 1-855-RBC-ETFS (722-3837) or by writing to RBC Global Asset Management Inc., P.O. Box 7500, Station A, Toronto, Ontario M5W 1P9.

The proxy voting record for each RBC ETF for the most recent 12-month period ended June 30 of each year will be available at no cost to any unitholder of the RBC ETF upon request at any time after August 31 of that year. The proxy voting record for each RBC ETF will also be available from the RBC ETFs website at www.rbcgam.com/etfs.

MATERIAL CONTRACTS

The following table summarizes the material contracts for the RBC ETFs. These contracts are available for inspection at the offices of the RBC ETFs at the address above.

CONTRACT	PURPOSE	DATED
Master Declaration of Trust	The creation, issue, trading, exchange and redemption of Units of the RBC ETFs are provided for in the Master Declaration of Trust made by RBC GAM.	September 2, 2011
Custodian Agreement	RBC Dexia is custodian of the RBC ETFs.	September 2, 2011
Valuation and Administrative Services Agreement	RBC Dexia is the valuation agent of the RBC ETFs and provides certain administrative services to the RBC ETFs, including fund accounting.	On or before September 22, 2011
PC-Bond Index License Agreement	RBC GAM operates the RBC ETFs pursuant to the PC-Bond Index License Agreement.	On or before September 22, 2011

EXPERTS

Osler, Hoskin & Harcourt LLP, legal counsel to the RBC ETFs and RBC GAM, has provided certain legal opinions on the principal Canadian federal income tax considerations that apply to an investment in the Units by an individual resident in Canada. See "Income Tax Considerations".

Deloitte & Touche LLP, the auditor of the RBC ETFs, has consented to the incorporation by reference of its reports on the RBC ETFs dated September 2, 2011. Deloitte & Touche LLP has confirmed that it is independent with respect to the RBC ETFs within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario.

EXEMPTIONS AND APPROVALS

Each RBC ETF has received, or has filed an application to receive, exemptive relief from the Canadian securities regulatory authorities to permit the following practices:

(a) to enable the purchase and sale of Units of the RBC ETFs on the TSX, which precludes the transmission of purchase or redemption orders to the head office of the RBC ETF;

(b) to permit the payment for the issuance of Units of the RBC ETFs partially in cash and partially in securities, provided that the acceptance of securities as payment is made in accordance with Section 9.4(2)(b) of NI 81 102;

(c) to permit the redemption of less than the Prescribed Number of Units of an RBC ETF at a price equal to 95% of the Net Asset Value of the applicable Units on the effective date of redemption;

(d) to relieve the RBC ETFs from the requirement relating to the record date for the payment of distributions, provided that the RBC ETFs comply with applicable TSX requirements;

(e) to relieve the RBC ETFs from the requirement that a prospectus contain a certificate of the underwriters;

(f) to enable the purchase by a unitholder of more than 20% of the Units of any RBC ETF through purchases on the TSX without regard to the takeover bid requirements of applicable Canadian securities legislation provided that any such unitholder, and any person acting jointly or in concert with the unitholder, undertakes to RBC GAM not to vote more than 20% of the Units of that RBC ETF at any meeting of unitholders;

(g) to permit an RBC ETF to borrow cash for a period not longer than 45 days and, if required by the lender, provide a security interest over any of its portfolio assets as a temporary measure to fund the portion of any distributions payable to unitholders that represents amounts that have not yet been received by that RBC ETF and, in any event, does not exceed 5% of the net assets of such RBC ETF;

(h) to permit an RBC ETF to purchase certain debt securities of a related issuer, provided that the purchase occurs in the secondary market, the debt security has an approved credit rating by an approved credit rating organization, and the price payable is not more than the ask price of the security determined as follows: (A) if the purchase occurs on a marketplace, in accordance with the requirements of the marketplace; and (B) if the purchase does not occur on a marketplace, (1) the price at which an independent seller is willing to sell; or (2) not more than the price quoted publicly by an independent marketplace or obtained from an independent party;

(i) to permit an RBC ETF to purchase debt securities of a related issuer (other than asset-backed securities), with a term to maturity of 365 days or more, offered in the primary market (i.e., from the issuer) (an "**offering**"), provided that (i) the size of the offering is at least $100 million; (ii) at least two arm's-length purchasers collectively purchase at least 20% of the securities issued in the offering; (iii) following the purchase, the RBC ETF does not have more than 5% of its net assets invested in the debt securities of the issuer; (iv) following the purchase, the RBC ETFs and certain other funds managed by RBC GAM collectively do not hold more than 20% of the securities issued in the offering; and (v) the purchase price is no more than the lowest price paid by any arm's-length purchaser;

(j) to permit an RBC ETF to purchase debt securities from or sell debt securities to a related party that is a principal dealer in the Canadian debt securities market, provided that (i) the transaction occurs in the secondary market; (ii) the bid and ask price of the security must be determined by reference to a quote from an independent party if not publicly available; and (iii) a purchase must not be executed at a price higher than the ask price and a sale must not be executed at a price which is lower than the bid price; and

(k) to permit an RBC ETF to purchase debt securities (other than asset-backed commercial paper) in respect of which a related party has acted as underwriter notwithstanding that the debt securities do not have an approved rating by an approved credit rating organization, provided that: (i) if the securities are acquired in a distribution, (A) at least one underwriter acting as underwriter in the distribution is not a related dealer; (B) at least one purchaser who is independent and arm's-length to the RBC ETF and the related dealer must purchase at least 5% of the securities distributed under the distribution; (C) the price paid for the securities by the RBC ETF in the distribution shall be no higher than the lowest price paid by any of the arm's-length purchasers who participate in the distribution; and (D) the RBC ETF and any related funds for which RBC GAM or its affiliate or associate acts as manager and/or portfolio advisor can collectively acquire no more than 20% of the securities distributed under the distribution in which a related dealer acts as underwriter; and (ii) if the securities are acquired in the 60-day period, (A) the ask price of the securities is readily available as provided in Commentary 7 to section 6.1 of NI 81-107; (B) the price paid for the securities by the RBC ETF is not higher than the available ask price of the security; and (C) the purchase is subject to market integrity requirements as defined in NI 81-107.

The practices described in paragraphs (h) to (k) above must be carried out in accordance with NI 81-107 in respect of standing instructions of the Board of Governors and reporting to securities regulatory authorities.

OTHER MATERIAL FACTS

Licensing and Trademark Matters

PC-Bond

Under the terms of the PC-Bond Index License Agreement with PC-Bond, RBC GAM has agreed to include the following language in this prospectus:

The RBC ETFs are not sponsored, endorsed, sold or promoted by PC-Bond, its affiliates (including TMX Group Inc.) or third party data suppliers ("**PC-Bond Group**"). PC-Bond Group makes no representation, condition or warranty, express or implied, to unitholders of the RBC ETFs or any member of the public regarding the advisability of investing in securities generally or in the units of the RBC ETFs particularly or the ability of the DEX Maturity Canadian Corporate Bond Indices to track general bond market performance or any other economic factors. PC-Bond's relationship to RBC GAM is the licensing of certain trademarks and the licensing of the DEX Maturity Canadian Corporate Bond Indices which are determined, composed and calculated by PC-Bond without regard to RBC GAM or the RBC ETFs. PC-Bond has no obligation to take the needs of RBC GAM or unitholders of the RBC ETFs into consideration in determining, composing or calculating the DEX Maturity Canadian Corporate Bond Indices. PC-Bond is not responsible for and has not participated in the determination of the timing of, prices at, or quantities of units of the RBC ETFs to be issued or in the determination or calculation of the equation by which the units of the RBC ETFs are to be redeemed. PC-Bond has no obligation or liability in connection with the administration, marketing or trading of the units of the RBC ETFs.

PC-Bond Group does not guarantee the accuracy or the completeness of the DEX Maturity Canadian Corporate Bond Indices or any data included therein and PC-Bond Group shall have no liability for any delays, errors, omissions, or interruptions therein. PC-Bond Group makes no warranty, condition or representation, express or implied, as to results to be obtained by RBC GAM, unitholders of the RBC ETFs, or any other person or entity from the use of the DEX Maturity Canadian Corporate Bond Indices or any data included therein or any other data provided by PC-Bond Group. PC-Bond Group makes no express or implied warranties, representations or conditions, and expressly disclaims all warranties or conditions of merchantability, merchantable quality or fitness for a particular purpose or use and any other express or implied warranty or condition with respect to the DEX Maturity Canadian Corporate Bond Indices or any data included therein or any other data provided by PC-Bond Group. Without limiting any of the foregoing, in no event shall PC-Bond Group have any liability for any special, punitive, indirect or consequential damages (including lost profits), even if notified of the possibility of such damages.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in several of the provinces and territories 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 or within 48 hours after the receipt of a confirmation of a purchase of securities. In several of the provinces and territories of Canada, securities legislation 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 his or her province. A purchaser will not be entitled to exercise any statutory remedy for rescission or damages against any Underwriter in the event that the prospectus and any amendment contains a misrepresentation.

A purchaser should refer to any applicable provisions of the securities legislation of his or her province or territory of residence for the particulars of these rights or consult with a legal advisor.

DOCUMENTS INCORPORATED BY REFERENCE

During the period in which the RBC ETFs are in continuous distribution, additional information will be available in:

(a) the most recently filed comparative annual financial statements of the RBC ETFs, together with the accompanying report of the auditor;

(b) any interim financial statements of the RBC ETFs filed after the most recently filed comparative annual financial statements of the RBC ETFs;

(c) the most recently filed annual MRFP of the RBC ETFs; and

(d) any interim MRFP of the RBC ETFs filed after the most recently filed annual MRFP of the RBC ETFs.

These documents are or will be incorporated by reference into, and form an integral part of, this prospectus. These documents may be obtained upon request, at no cost, by calling 1-855-RBC-ETFS (722-3837), by emailing RBC GAM at etfs.investments@rbc.com (English) or fnb.investissements@rbc.com (French) or by contacting a registered dealer. These documents and other information about the RBC ETFs are also available from the RBC ETFs website at www.rbcgam.com/etfs and are publicly available at www.sedar.com.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any other subsequently filed document that also is incorporated by reference herein modifies or supersedes that statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or includes 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 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 in its unmodified or superseded form to constitute a part of this prospectus.

INDEPENDENT AUDITOR'S CONSENT

RBC Target 2013 Corporate Bond ETF
RBC Target 2014 Corporate Bond ETF
RBC Target 2015 Corporate Bond ETF
RBC Target 2016 Corporate Bond ETF
RBC Target 2017 Corporate Bond ETF
RBC Target 2018 Corporate Bond ETF
RBC Target 2019 Corporate Bond ETF
RBC Target 2020 Corporate Bond ETF
(collectively, the "**Funds**")

We have read the prospectus (the "**Prospectus**") of the Funds, dated September 2, 2011, relating to their sale and issue of units. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned Prospectus of our report dated September 2, 2011 to the unitholder of each of the Funds on their respective statement of financial position as at September 2, 2011.

(Signed) ***"Deloitte & Touche LLP"***
Chartered Accountants
Licensed Public Accountants
September 2, 2011

INDEPENDENT AUDITOR'S REPORT

To the Unitholder of
RBC Target 2013 Corporate Bond ETF
RBC Target 2014 Corporate Bond ETF
RBC Target 2015 Corporate Bond ETF
RBC Target 2016 Corporate Bond ETF
RBC Target 2017 Corporate Bond ETF
RBC Target 2018 Corporate Bond ETF
RBC Target 2019 Corporate Bond ETF
RBC Target 2020 Corporate Bond ETF
(collectively, the "Funds" and individually, a "Fund")

We have audited the accompanying statement of financial position for each of the Funds as at September 2, 2011 and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statement

Management is responsible for the preparation and fair presentation of the financial statement of each Fund in accordance with Canadian generally accepted accounting principles, and for such internal control as management determines is necessary to enable the preparation of the financial statement that is free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the financial statement of each Fund based on each of our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform an audit to obtain reasonable assurance about whether the financial statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statement.

We believe that the audit evidence we have obtained in each of our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the statement of financial position of each of the Funds presents fairly, in all material respects, the financial position of each of the Funds as at September 2, 2011 in accordance with Canadian generally accepted accounting principles.

Toronto, Ontario
September 2, 2011

(Signed) ***"Deloitte & Touche LLP"***
Chartered Accountants, Licensed Public Accountants

RBC TARGET 2013 CORPORATE BOND ETF
STATEMENT OF FINANCIAL POSITION

As at September 2, 2011

		RBC Target 2013 Corporate Bond ETF
Assets		
Cash	$	100
Unitholder's Equity (1 Unit)	$	100

Notes:

(1) RBC Target 2013 Corporate Bond ETF (the "Fund") was established under the laws of the Province of Ontario by a Master Declaration of Trust dated as of September 2, 2011.

(2) RBC Global Asset Management Inc. ("RBC GAM") subscribed for one unit of the Fund at $100 per unit on September 2, 2011.

(3) The statement of financial position of the Fund is prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). The following is a summary of significant accounting policies used by the Fund:

Use of Estimates

The preparation of the statement of financial position in accordance with Canadian GAAP requires RBC GAM to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the statement of financial position. These estimates are made based on information available as at the date of the statement of financial position. Actual results could materially differ from those estimates.

Valuation of Fund Units for Transaction Purposes

Net asset value per unit of the Fund is calculated at the end of each day on which RBC GAM is open for business by dividing the net asset value of the Fund by the number of outstanding units.

(4) A management fee of 0.30% per year of the net asset value of the Fund, plus applicable taxes, will be paid to RBC GAM once the Fund becomes operational. The management fee will be calculated and accrued daily and generally paid monthly, but in any case not less than quarterly.

Approved on behalf of the Board of Directors of the Trustee,

RBC GLOBAL ASSET MANAGEMENT INC.

(Signed) ***Douglas Coulter***
Director

(Signed) ***Daniel E. Chornous***
Director

RBC TARGET 2014 CORPORATE BOND ETF
STATEMENT OF FINANCIAL POSITION

As at September 2, 2011

		RBC Target 2014 Corporate Bond ETF
Assets		
Cash	$	100
Unitholder's Equity (1 Unit)	$	100

Notes:

(1) RBC Target 2014 Corporate Bond ETF (the "Fund") was established under the laws of the Province of Ontario by a Master Declaration of Trust dated as of September 2, 2011.

(2) RBC Global Asset Management Inc. ("RBC GAM") subscribed for one unit of the Fund at $100 per unit on September 2, 2011.

(3) The statement of financial position of the Fund is prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). The following is a summary of significant accounting policies used by the Fund:

Use of Estimates

The preparation of the statement of financial position in accordance with Canadian GAAP requires RBC GAM to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the statement of financial position. These estimates are made based on information available as at the date of the statement of financial position. Actual results could materially differ from those estimates.

Valuation of Fund Units for Transaction Purposes

Net asset value per unit of the Fund is calculated at the end of each day on which RBC GAM is open for business by dividing the net asset value of the Fund by the number of outstanding units.

(4) A management fee of 0.30% per year of the net asset value of the Fund, plus applicable taxes, will be paid to RBC GAM once the Fund becomes operational. The management fee will be calculated and accrued daily and generally paid monthly, but in any case not less than quarterly.

Approved on behalf of the Board of Directors of the Trustee,

RBC GLOBAL ASSET MANAGEMENT INC.

(Signed) ***Douglas Coulter***
Director

(Signed) ***Daniel E. Chornous***
Director

RBC TARGET 2015 CORPORATE BOND ETF
STATEMENT OF FINANCIAL POSITION

As at September 2, 2011

		RBC Target 2015 Corporate Bond ETF
Assets		
Cash	$	100
Unitholder's Equity (1 Unit)	$	100

Notes:

(1) RBC Target 2015 Corporate Bond ETF (the "Fund") was established under the laws of the Province of Ontario by a Master Declaration of Trust dated as of September 2, 2011.

(2) RBC Global Asset Management Inc. ("RBC GAM") subscribed for one unit of the Fund at $100 per unit on September 2, 2011.

(3) The statement of financial position of the Fund is prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). The following is a summary of significant accounting policies used by the Fund:

Use of Estimates

The preparation of the statement of financial position in accordance with Canadian GAAP requires RBC GAM to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the statement of financial position. These estimates are made based on information available as at the date of the statement of financial position. Actual results could materially differ from those estimates.

Valuation of Fund Units for Transaction Purposes

Net asset value per unit of the Fund is calculated at the end of each day on which RBC GAM is open for business by dividing the net asset value of the Fund by the number of outstanding units.

(4) A management fee of 0.30% per year of the net asset value of the Fund, plus applicable taxes, will be paid to RBC GAM once the Fund becomes operational. The management fee will be calculated and accrued daily and generally paid monthly, but in any case not less than quarterly.

Approved on behalf of the Board of Directors of the Trustee,

RBC GLOBAL ASSET MANAGEMENT INC.

(Signed) ***Douglas Coulter***
Director

(Signed) ***Daniel E. Chornous***
Director

RBC TARGET 2016 CORPORATE BOND ETF
STATEMENT OF FINANCIAL POSITION

As at September 2, 2011

		RBC Target 2016 Corporate Bond ETF
Assets		
Cash	$	100
Unitholder's Equity (1 Unit)	$	100

Notes:

(1) RBC Target 2016 Corporate Bond ETF (the "Fund") was established under the laws of the Province of Ontario by a Master Declaration of Trust dated as of September 2, 2011.

(2) RBC Global Asset Management Inc. ("RBC GAM") subscribed for one unit of the Fund at $100 per unit on September 2, 2011.

(3) The statement of financial position of the Fund is prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). The following is a summary of significant accounting policies used by the Fund:

Use of Estimates

The preparation of the statement of financial position in accordance with Canadian GAAP requires RBC GAM to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the statement of financial position. These estimates are made based on information available as at the date of the statement of financial position. Actual results could materially differ from those estimates.

Valuation of Fund Units for Transaction Purposes

Net asset value per unit of the Fund is calculated at the end of each day on which RBC GAM is open for business by dividing the net asset value of the Fund by the number of outstanding units.

(4) A management fee of 0.30% per year of the net asset value of the Fund, plus applicable taxes, will be paid to RBC GAM once the Fund becomes operational. The management fee will be calculated and accrued daily and generally paid monthly, but in any case not less than quarterly.

Approved on behalf of the Board of Directors of the Trustee,

RBC GLOBAL ASSET MANAGEMENT INC.

(Signed) ***Douglas Coulter***
Director

(Signed) ***Daniel E. Chornous***
Director

RBC TARGET 2017 CORPORATE BOND ETF
STATEMENT OF FINANCIAL POSITION

As at September 2, 2011

		RBC Target 2017 Corporate Bond ETF
Assets		
Cash	$	100
Unitholder's Equity (1 Unit)	$	100

Notes:

(1) RBC Target 2017 Corporate Bond ETF (the "Fund") was established under the laws of the Province of Ontario by a Master Declaration of Trust dated as of September 2, 2011.

(2) RBC Global Asset Management Inc. ("RBC GAM") subscribed for one unit of the Fund at $100 per unit on September 2, 2011.

(3) The statement of financial position of the Fund is prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). The following is a summary of significant accounting policies used by the Fund:

Use of Estimates

The preparation of the statement of financial position in accordance with Canadian GAAP requires RBC GAM to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the statement of financial position. These estimates are made based on information available as at the date of the statement of financial position. Actual results could materially differ from those estimates.

Valuation of Fund Units for Transaction Purposes

Net asset value per unit of the Fund is calculated at the end of each day on which RBC GAM is open for business by dividing the net asset value of the Fund by the number of outstanding units.

(4) A management fee of 0.30% per year of the net asset value of the Fund, plus applicable taxes, will be paid to RBC GAM once the Fund becomes operational. The management fee will be calculated and accrued daily and generally paid monthly, but in any case not less than quarterly.

Approved on behalf of the Board of Directors of the Trustee,

RBC GLOBAL ASSET MANAGEMENT INC.

(Signed) ***Douglas Coulter***
Director

(Signed) ***Daniel E. Chornous***
Director

RBC TARGET 2018 CORPORATE BOND ETF
STATEMENT OF FINANCIAL POSITION

As at September 2, 2011

		RBC Target 2018 Corporate Bond ETF
Assets		
Cash	$	100
Unitholder's Equity (1 Unit)	$	100

Notes:

(1) RBC Target 2018 Corporate Bond ETF (the "Fund") was established under the laws of the Province of Ontario by a Master Declaration of Trust dated as of September 2, 2011.

(2) RBC Global Asset Management Inc. ("RBC GAM") subscribed for one unit of the Fund at $100 per unit on September 2, 2011.

(3) The statement of financial position of the Fund is prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). The following is a summary of significant accounting policies used by the Fund:

Use of Estimates

The preparation of the statement of financial position in accordance with Canadian GAAP requires RBC GAM to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the statement of financial position. These estimates are made based on information available as at the date of the statement of financial position. Actual results could materially differ from those estimates.

Valuation of Fund Units for Transaction Purposes

Net asset value per unit of the Fund is calculated at the end of each day on which RBC GAM is open for business by dividing the net asset value of the Fund by the number of outstanding units.

(4) A management fee of 0.30% per year of the net asset value of the Fund, plus applicable taxes, will be paid to RBC GAM once the Fund becomes operational. The management fee will be calculated and accrued daily and generally paid monthly, but in any case not less than quarterly.

Approved on behalf of the Board of Directors of the Trustee,

RBC GLOBAL ASSET MANAGEMENT INC.

(Signed) ***Douglas Coulter***
Director

(Signed) ***Daniel E. Chornous***
Director

RBC TARGET 2019 CORPORATE BOND ETF
STATEMENT OF FINANCIAL POSITION

As at September 2, 2011

		RBC Target 2019 Corporate Bond ETF
Assets		
Cash	$	100
Unitholder's Equity (1 Unit)	$	100

Notes:

(1) RBC Target 2019 Corporate Bond ETF (the "Fund") was established under the laws of the Province of Ontario by a Master Declaration of Trust dated as of September 2, 2011.

(2) RBC Global Asset Management Inc. ("RBC GAM") subscribed for one unit of the Fund at $100 per unit on September 2, 2011.

(3) The statement of financial position of the Fund is prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). The following is a summary of significant accounting policies used by the Fund:

Use of Estimates

The preparation of the statement of financial position in accordance with Canadian GAAP requires RBC GAM to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the statement of financial position. These estimates are made based on information available as at the date of the statement of financial position. Actual results could materially differ from those estimates.

Valuation of Fund Units for Transaction Purposes

Net asset value per unit of the Fund is calculated at the end of each day on which RBC GAM is open for business by dividing the net asset value of the Fund by the number of outstanding units.

(4) A management fee of 0.30% per year of the net asset value of the Fund, plus applicable taxes, will be paid to RBC GAM once the Fund becomes operational. The management fee will be calculated and accrued daily and generally paid monthly, but in any case not less than quarterly.

Approved on behalf of the Board of Directors of the Trustee,

RBC GLOBAL ASSET MANAGEMENT INC.

(Signed) ***Douglas Coulter***
Director

(Signed) ***Daniel E. Chornous***
Director

RBC TARGET 2020 CORPORATE BOND ETF
STATEMENT OF FINANCIAL POSITION

As at September 2, 2011

		RBC Target 2020 Corporate Bond ETF
Assets		
Cash	$	100
Unitholder's Equity (1 Unit)	$	100

Notes:

(1) RBC Target 2020 Corporate Bond ETF (the "Fund") was established under the laws of the Province of Ontario by a Master Declaration of Trust dated as of September 2, 2011.

(2) RBC Global Asset Management Inc. ("RBC GAM") subscribed for one unit of the Fund at $100 per unit on September 2, 2011.

(3) The statement of financial position of the Fund is prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). The following is a summary of significant accounting policies used by the Fund:

Use of Estimates

The preparation of the statement of financial position in accordance with Canadian GAAP requires RBC GAM to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the statement of financial position. These estimates are made based on information available as at the date of the statement of financial position. Actual results could materially differ from those estimates.

Valuation of Fund Units for Transaction Purposes

Net asset value per unit of the Fund is calculated at the end of each day on which RBC GAM is open for business by dividing the net asset value of the Fund by the number of outstanding units.

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Approved on behalf of the Board of Directors of the Trustee,

RBC GLOBAL ASSET MANAGEMENT INC.

(Signed) ***Douglas Coulter***
Director

(Signed) ***Daniel E. Chornous***
Director

CERTIFICATE OF THE RBC ETFS, THE TRUSTEE, MANAGER AND PROMOTER

ON BEHALF OF

RBC Target 2013 Corporate Bond ETF
RBC Target 2014 Corporate Bond ETF
RBC Target 2015 Corporate Bond ETF
RBC Target 2016 Corporate Bond ETF
RBC Target 2017 Corporate Bond ETF
RBC Target 2018 Corporate Bond ETF
RBC Target 2019 Corporate Bond ETF
RBC Target 2020 Corporate Bond ETF

This prospectus, 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 legislation of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland and Labrador, Yukon Territory, Northwest Territories and Nunavut.

Dated the 2nd day of September, 2011.

RBC GLOBAL ASSET MANAGEMENT INC.
as Trustee and Manager of the RBC ETFs

(Signed) ***John S. Montalbano***
Chief Executive Officer

(Signed) ***Frank Lippa***
Chief Financial Officer
and Chief Operating Officer

On behalf of the Board of Directors of RBC Global Asset Management Inc.

(Signed) ***Douglas Coulter***
Director

(Signed) ***Daniel E. Chornous***
Director

RBC GLOBAL ASSET MANAGEMENT INC.
as Promoter of the RBC ETFs

(Signed) ***John S. Montalbano***
Chief Executive Officer

RBC Global Asset Management Inc.
P.O. Box 7500, Station A
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M5W 1P9

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or 1-800-668-FOND (3663) (French)
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RBC Global Asset Management

The RBC ETFs are managed by RBC Global Asset Management Inc.

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