



AMENDMENT NO. 1 dated October 2, 2018 to the annual information form dated June 28, 2018.

RBC PRIVATE POOLS
Series F and Series O units
RBC Private Canadian Growth and Income Equity Pool
(the fund)

This amendment no. 1 dated October 2, 2018 to the annual information form of the fund dated June 28, 2018 (the *annual information form*) provides certain additional information relating to the fund in conjunction with amendment no. 1 dated October 2, 2018 to the simplified prospectus of the fund dated June 28, 2018. The annual information form should be read subject to this information.

Summary

RBC Global Asset Management Inc. (*RBC GAM*) has begun a search to identify a replacement sub-advisor for the fund. Greystone Managed Investments Inc. will continue its role as sub-advisor to the fund until another sub-advisor is identified, which RBC GAM anticipates will be no later than January 2019. RBC GAM will continue to provide investment management oversight for the fund.

Amendments

The annual information form is hereby amended as follows:

- (a) The row regarding the fund in the table under the subheading *Name, formation and history of the funds – RBC Private Pools – Canadian Equity* on page 12 of the annual information form is amended by replacing the words “Not applicable.” in the column entitled “Changes” with the following:

On September 28, 2018, RBC GAM announced that it has begun a search to identify a replacement sub-advisor for the RBC Private Canadian Growth and Income Equity Pool. Greystone Managed Investments Inc. will continue its role as sub-advisor to the fund until another sub-advisor is identified, which RBC GAM anticipates will be no later than January 2019. RBC GAM will announce via press release who the replacement sub-advisor will be once this has been determined. RBC GAM will continue to provide investment management oversight for the fund.

- (b) The row regarding the fund in the table under the subheading *Responsibility for operations of the funds – Investment sub-advisors* on page 42 of the annual information form is amended by inserting a footnote reference (new footnote 3) and the new footnote 3 is added to the bottom of the table on page 43, as follows:

RBC Private Canadian Growth and Income Equity Pool	Greystone Managed Investments Inc., Regina, Saskatchewan ³
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...

³ RBC GAM has begun a search to identify a replacement sub-advisor for the RBC Private Canadian Growth and Income Equity Pool. Greystone Managed Investments Inc. will continue its role as sub-advisor to the fund until another sub-advisor is identified, which RBC GAM anticipates will be no later than January 2019. RBC GAM will announce via press release who the replacement sub-advisor will be once this has been determined. RBC GAM will continue to provide investment management oversight for the fund.

- (c) The subsection entitled "Greystone Managed Investments Inc." under the subheading *Responsibility for operations of the funds – Investment sub-advisors* on page 44 of the annual information form is amended by inserting a footnote reference (new footnote 1) after the title "Greystone Managed Investments Inc." and the new footnote 1 is added to the bottom of the page as follows:

Greystone Managed Investments Inc.¹

...

¹ RBC GAM has begun a search to identify a replacement sub-advisor for the RBC Private Canadian Growth and Income Equity Pool. Greystone Managed Investments Inc. will continue its role as sub-advisor to the fund until another sub-advisor is identified, which RBC GAM anticipates will be no later than January 2019. RBC GAM will announce via press release who the replacement sub-advisor will be once this has been determined. RBC GAM will continue to provide investment management oversight for the fund.

- (d) The subsection entitled "Sub-advisors" under the subheading *Responsibility for operations of the funds – Brokerage Arrangements* on page 58 of the annual information form is amended by inserting a footnote reference (new footnote 1) after the reference to "Greystone Managed Investments Inc." in the first sentence of the fifth paragraph of the subsection and the new footnote 1 is added to the bottom of the page as follows:

¹ RBC GAM has begun a search to identify a replacement sub-advisor for the RBC Private Canadian Growth and Income Equity Pool. Greystone Managed Investments Inc. will continue its role as sub-advisor to the fund until another sub-advisor is identified, which RBC GAM anticipates will be no later than January 2019. RBC GAM will announce via press release who the replacement sub-advisor will be once this has been determined. RBC GAM will continue to provide investment management oversight for the fund.

Certificate of the fund, the manager, the promoter and the principal distributor of the fund

This amendment no. 1 dated October 2, 2018, together with the annual information form dated June 28, 2018, the simplified prospectus dated June 28, 2018, as amended by amendment no. 1 dated October 2, 2018 and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

Dated: October 2, 2018

By: "Damon G. Williams"

Damon G. Williams
Chief Executive Officer
RBC Global Asset Management Inc.,
as trustee, manager, promoter and
principal distributor of the fund

By: "Heidi Johnston"

Heidi Johnston
Chief Financial Officer, RBC GAM Funds
RBC Global Asset Management Inc.,
as trustee, manager, promoter and
principal distributor of the fund

On behalf of the Board of Directors
of RBC Global Asset Management Inc.,
as trustee, manager, promoter and principal distributor of the fund

By: "Douglas Coulter"

Douglas Coulter
Director

By: "Daniel E. Chornous"

Daniel E. Chornous
Director