



AMENDMENT NO. 5 dated February 8, 2019 to the annual information form dated June 28, 2018, as amended by amendment no. 1 dated October 2, 2018, amendment no. 2 dated November 19, 2018, amendment no. 3 dated January 16, 2019 and amendment no. 4 dated January 31, 2019.

RBC PRIVATE POOLS
Series F and Series O units
RBC Private Canadian Growth and Income Equity Pool
(to be renamed RBC Private Fundamental Canadian Equity Pool)

(the *fund*)

This amendment no. 5 dated February 8, 2019 to the annual information form of the fund dated June 28, 2018, as amended by amendment no. 1 dated October 2, 2018, amendment no. 2 dated November 19, 2018, amendment no. 3 dated January 16, 2019 and amendment no. 4 dated January 31, 2019 (the *annual information form*), amends the certificates in the annual information form and provides certain additional information in respect of the fund in conjunction with amendment no. 5 dated February 8, 2019 to the simplified prospectus of the fund dated June 28, 2018, as amended by amendment no. 1 dated October 2, 2018, amendment no. 2 dated November 19, 2018, amendment no. 3 dated January 16, 2019 and amendment no. 4 dated January 31, 2019. The annual information form should be read subject to this information.

Summary

Effective February 27, 2019 (a) the name of the fund will be changed to “RBC Private Fundamental Canadian Equity Pool” and (b) Beutel, Goodman & Company Ltd. will become the sub-advisor for the fund. RBC Global Asset Management Inc. (*RBC GAM*) will continue to provide investment management oversight for the fund.

Amendments

Effective February 27, 2019, the annual information form is hereby amended as follows:

1. All references to “RBC Private Canadian Growth and Income Equity Pool” shall be deleted and replaced with a reference to “RBC Private Fundamental Canadian Equity Pool.”
2. 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 is amended by replacing the contents of the column entitled “Changes” with the following:
“Effective February 27, 2019, the name of the fund was changed from RBC Private Canadian Growth and Income Equity Pool to RBC Private Fundamental Canadian Equity Pool and RBC GAM appointed Beutel, Goodman & Company Ltd. as sub-advisor for the fund.”.
3. The last row of the table under the subheading *Responsibility for operations of the funds – Investment sub-advisors* on page 42 of the annual information form together with the accompanying footnote 3 shall be deleted and replaced with the following:

RBC Private Fundamental Canadian Equity Pool

Beutel, Goodman & Company Ltd., Toronto, Ontario

4. The subsection entitled “Greystone Managed Investments Inc.” under the subheading *Responsibility for operations of the funds – Investment sub-advisors* on page 44 together with the accompanying footnote 1 shall be deleted and replaced with the following:

“Beutel, Goodman & Company Ltd.

Name	Position and Office	Principal Business Association During Preceding Five Years
Mark D. Thomson	Managing Director, Equities	Associated with Beutel since 1989
Stephen J. Arpin	Vice President, Canadian Equities	Associated with Beutel since 1993
James W. Black	Vice President, Canadian Equities	Associated with Beutel since 2007
William Otton	Vice President, Canadian Equities	Associated with Beutel since 1995
Pat Palozzi	Vice President, Canadian Equities	Associated with Beutel since 2004

The investment decisions of the individuals listed above, made on behalf of Beutel, Goodman & Company Ltd. (*Beutel*), are not subject to the oversight, approval or ratification of any committee, but Beutel uses a team approach, similar to a committee, in its portfolio management services to the fund. Beutel’s team of professionals share the same value philosophy, with each member having his/her own area of expertise. As a team, they review the industry and company analysis, make buy and sell decisions derived from internally generated “bottom-up” research and provide regular monitoring of their respective holdings.

The investment sub-advisor agreement between RBC GAM and Beutel provides that it may be terminated on 30 days’ prior written notice given by RBC GAM or 90 days’ prior written notice given by Beutel. RBC GAM also has the right to terminate the agreement immediately if Beutel commits certain acts or fails to perform its duties under the agreement.”.

5. The fifth paragraph of the subsection entitled “Sub-advisors” under the subheading *Responsibility for operations of the funds – Brokerage arrangements* on page 58 shall be deleted and replaced with the following (and the accompanying footnote 1 at the bottom of that page shall be deleted):

“Guardian receives allowable goods and services in exchange for directing client brokerage transactions to certain brokers and dealers. Guardian receives research goods and services and order execution goods and services, each of which may be provided by the executing dealer directly or by a party other than the executing dealer. Guardian also receives mixed-use goods and services. In respect of such mixed-use goods and services, Guardian reviews the goods and services received to confirm that client brokerage commissions are used to pay for only the eligible portion of the goods and services. To satisfy the obligation of ensuring that the fund receives a reasonable benefit considering the use of the goods and services received and the client brokerage commissions paid, the sub-advisor’s primary considerations in selecting brokers are the ability of such brokers to provide best execution, meet service standards and cost expectations, and provide access to a range of eligible goods and services.

Beutel receives allowable goods and services in exchange for directing client brokerage transactions to certain brokers and dealers. Beutel receives research goods and services and order execution goods and services, each of which may be provided by the executing dealer directly or by a party other than the executing dealer. To satisfy the obligation of ensuring that the fund receives a reasonable benefit considering the use of the goods and services received and the client brokerage commissions paid, Beutel considers the capabilities of the broker to provide best execution, the broker’s financial responsibility, responsiveness to the firm, commission or spread involved and the range of services offered.”.

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

This amendment no. 5 dated February 8, 2019, together with the annual information form dated June 28, 2018, as amended by amendment no. 1 dated October 2, 2018, amendment no. 2 dated November 19, 2018, amendment no. 3 dated January 16, 2019 and amendment no. 4 dated January 31, 2019, the simplified prospectus dated June 28, 2018, as amended by amendment no. 1 dated October 2, 2018, amendment no. 2 dated November 19, 2018, amendment no. 3 dated January 16, 2019, amendment no. 4 dated January 31, 2019 and amendment no. 5 dated February 8, 2019 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: February 8, 2019

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