



AMENDMENT NO. 2 dated February 3, 2015 to the annual information form dated June 27, 2014 as amended by amendment no. 1 dated December 16, 2014.

RBC FUNDS
Series A, Series D and Series F units
RBC Canadian Small & Mid-Cap Resources Fund
(the *fund*)

This amendment no. 2 to the annual information form of the RBC Funds and RBC Private Pools dated June 27, 2014, as amended by amendment no. 1 dated December 16, 2014 (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. 2 dated February 3, 2015 to the simplified prospectus of the RBC Funds and RBC Private Pools dated June 27, 2014, as amended by amendment no. 1 dated December 16, 2014. The annual information form, with respect to the fund, should be read subject to this information.

Qualification of Series A, Series D and Series F units of the fund

This amendment no. 2 qualifies for distribution Series A, Series D and Series F units of the fund.

Amendments

In order to effect this qualification, the annual information form is amended as follows:

- (a) The front cover is amended by replacing the footnote 23 reference following the name of the fund with a footnote 11 reference so that the name of the fund appears as follows:

“RBC Canadian Small & Mid-Cap Resources Fund¹¹”

Certificate of the Fund, the Manager, the Promoter and Principal Distributor of the Fund

This amendment no. 2 dated February 3, 2015, together with the annual information form of the fund dated June 27, 2014, as amended by amendment no. 1 dated December 16, 2014, the simplified prospectus dated June 27, 2014, as amended by amendment no. 1 dated December 16, 2014 and amendment no. 2 dated February 3, 2015 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 3, 2015

By: *"John S. Montalbano"*

John S. Montalbano
Chief Executive Officer
RBC Global Asset Management Inc.
as trustee, manager and promoter
of the fund

By: *"Frank Lipka"*

Frank Lipka
Chief Financial Officer and
Chief Operating Officer
RBC Global Asset Management Inc.
as trustee, manager and promoter
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

Certificate of the principal distributor of the fund (Series A)

To the best of our knowledge, information and belief, this amendment no. 2 dated February 3, 2015, together with the annual information form of the fund dated June 27, 2014, as amended by amendment no. 1 dated December 16, 2014, the simplified prospectus dated June 27, 2014, as amended by amendment no. 1 dated December 16, 2014 and amendment no. 2 dated February 3, 2015 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 3, 2015

ROYAL MUTUAL FUNDS INC.

By: *"Wayne Bossert"*

Wayne Bossert
President and Chief Executive Officer