

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus constitutes a public offering of these securities in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell these securities.*

## PROSPECTUS

*Initial Public Offering*

September 12, 2016



## RBC ETFs

This prospectus qualifies the distribution of CAD Units (defined below) 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 manager, trustee and portfolio manager 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 – Manager, Trustee and Portfolio Manager of the RBC ETFs”.

### **RBC Quant Global Infrastructure Leaders ETF**

### **RBC Canadian Preferred Share ETF**

This prospectus also qualifies the distribution of the USD Units (defined below) of the RBC Quant Global Infrastructure Leaders ETF.

### **Investment Objectives**

RBC Quant Global Infrastructure Leaders ETF seeks to provide unitholders with exposure to the performance of a diversified global portfolio of high-quality equity securities of companies that own or operate infrastructure assets that will provide regular income and that have the potential for long-term capital growth.

RBC Canadian Preferred Share ETF seeks to provide unitholders with exposure to the performance of a diversified portfolio of primarily Canadian preferred share securities that will provide regular income and that have the potential for long-term capital growth.

See “Investment Objectives”.

### **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 the RBC ETFs on or before August 23, 2017, Units of the RBC ETFs will be listed on the TSX and offered on a continuous basis, and an investor will be able to buy or sell Units of the RBC ETFs on the TSX, or any other exchange on which the RBC ETFs are traded, 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 Authorized Dealers or Designated Brokers. See “Purchase of Units”.

## **Additional Considerations**

No Authorized Dealer has been involved in the preparation of this prospectus or has performed any review of the contents of this prospectus.

For a discussion of the risks associated with an investment in Units of the RBC ETFs, see “Risk Factors”.

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 is a mutual fund under the securities legislation of certain provinces and territories of Canada, the RBC ETFs have received exemptive relief from certain provisions of Canadian securities legislation applicable to conventional mutual funds. See “Exemptions and Approvals”.

## **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**”), any interim MRFP filed after the annual MRFP of each RBC ETF and the most recently filed ETF Summary Document 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

**Authorized Dealers** – registered brokers and dealers that enter into Authorized Dealer Agreements with one or more RBC ETFs and that subscribe for and purchase Units from such RBC ETFs, and **Authorized Dealer** means any one of them.

**Basket** – as applicable, equities, 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.

**CAD Units** – the Canadian dollar denominated Units offered by each of the RBC ETFs.

**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** – means, for each RBC ETF, the issuers included in the portfolio of that RBC ETF from time to time.

**Constituent Securities** – means, for each RBC ETF, the securities of the Constituent Issuers included in the portfolio of that RBC ETF from time to time.

**CRA** – means the Canada Revenue Agency.

**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.

**ETF Summary Document** – a summary document in respect of an exchange-traded fund, which summarizes certain features of the exchange-traded fund and which is publicly available at [www.sedar.com](http://www.sedar.com) and provided or made available to registered dealers for delivery to purchasers of units of an exchange-traded fund.

**GST** – federal goods and services tax.

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

**IRC** – the independent review committee of the RBC ETFs as described under “Organization and Management Details of the RBC ETFs – Independent Review Committee”.

**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 amended and restated master declaration of trust dated as of August 18, 2016 governing the RBC ETFs, as it may be further amended and/or restated from time to time.

**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 attributable to a class divided by the total number of Units of the class outstanding.

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

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

**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 ETFs** – collectively, RBC Quant Global Infrastructure Leaders ETF and RBC Canadian Preferred Share ETF, and ***RBC ETF*** means either of them.

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

**RBC IS** – RBC Investor Services Trust, the custodian, valuation agent and securities lending agent 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.

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

**Trading Day** – for each RBC ETF, a day on which (i) a regular session of the TSX is held; and (ii) the primary market or exchange for the majority of the securities held by the RBC ETF is open for trading.

**TSX** – the Toronto Stock Exchange.

**Unit** – in relation to a particular RBC ETF, a unit of beneficial interest in that RBC ETF, being either a CAD Unit or USD Unit, as applicable in the circumstances.

**USD Units** – the U.S. dollar denominated Units of the RBC Quant Global Infrastructure Leaders 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 Quant Global Infrastructure Leaders ETF  
RBC Canadian Preferred Share 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 manager, trustee and portfolio manager of the RBC ETFs.

**Offerings:** Each RBC ETF offers a class of units denominated in Canadian dollars (the “CAD Units”). The RBC Quant Global Infrastructure Leaders ETF also offers a class of units denominated in U.S. dollars (the “USD Units”).

The USD Units of the RBC Quant Global Infrastructure Leaders ETF are identical to the CAD Units of the fund except that the USD Units are denominated in U.S. dollars whereas the CAD Units are denominated in Canadian dollars.

**Continuous Distribution:** 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 the RBC ETFs on or before August 23, 2017, Units of the RBC ETFs will be listed on the TSX and offered on a continuous basis. Each Unit of an RBC ETF represents an equal beneficial interest in that RBC ETF. Investors will be able to purchase or sell Units of the RBC ETFs on the TSX, or any other exchange on which the RBC ETFs are traded, through registered brokers and dealers in the province or territory where the investor resides. Accordingly, investors may trade Units in the same way in which other securities listed on the TSX are traded, including by using market orders and limit orders. Investors will incur customary brokerage commissions when buying or selling Units on the TSX. Authorized Dealers 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”.

See “Purchase of Units – Issuance of Units”.

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 CAD UNIT TICKER SYMBOL	TSX USD UNIT TICKER SYMBOL
RBC Quant Global Infrastructure Leaders ETF	RIG	RIG.U
RBC Canadian Preferred Share ETF	RPF	N/A

**Investment Objectives:** RBC Quant Global Infrastructure Leaders ETF  
RBC Quant Global Infrastructure Leaders ETF seeks to provide unitholders with exposure to the performance of a diversified global portfolio of high-quality equity securities of companies that own or operate infrastructure assets that will provide regular income and that have the potential for long-term capital growth.

RBC Canadian Preferred Share ETF  
RBC Canadian Preferred Share ETF seeks to provide unitholders with exposure to the performance of a diversified portfolio of primarily Canadian preferred share securities that will provide regular income and that have the potential for long-term capital growth.

See “Investment Objectives”.

**Investment Strategies:** The investment strategy of each RBC ETF is to invest in and hold a portfolio of securities selected by RBC GAM in order to achieve its investment objective described below. The RBC ETFs are not index mutual funds and are managed in the discretion of RBC GAM in accordance with their investment objectives and strategies and, as such, are generally more active in nature than index mutual funds.

#### **RBC Quant Global Infrastructure Leaders ETF**

Portfolio securities for the RBC Quant Global Infrastructure Leaders ETF are selected from the global listed infrastructure universe using a rules-based, multi-factor investment approach that considers a combination of the financial strength, growth and stability factors of the company. The global listed infrastructure universe, as determined by the portfolio management team, is made up of companies that own or operate assets primarily in the transportation (toll roads, airports, railroads and marine ports), energy (storage and transportation, renewable energy and pipelines), utilities (electric utilities, gas utilities and water), and communication (wireless towers) sectors, domiciled around the world. Securities are weighted in accordance with a modified capitalization weighting methodology designed to reduce the dispersion of weights between larger and smaller capitalization securities. The portfolio holdings are reconstituted and rebalanced on a quarterly basis. The frequency of the reconstitution and rebalancing may change without notice.

#### **RBC Canadian Preferred Share ETF**

The RBC Canadian Preferred Share ETF invests primarily in an actively managed portfolio of rate reset preferred shares issued by Canadian companies, selected on the basis of fundamental analysis, credit research and interest rate sensitivity analysis. The RBC Canadian Preferred Share ETF may also hold preferred shares issued by Canadian companies that are not rate reset preferred shares, fixed-income securities issued by Canadian governments or companies, dividend-paying common stock from Canadian issuers or preferred shares from U.S. issuers, as well as other Canadian listed exchange-traded funds. Some of the Canadian listed preferred shares in which the RBC Canadian Preferred Share ETF invests may be denominated in U.S. dollars.

The RBC Canadian Preferred Share ETF may also hold money market instruments and cash.

The RBC Canadian Preferred Share ETF may use derivative instruments for hedging purposes. “Hedging” refers to investments that are intended to offset or reduce a specific risk associated with all or a portion of an existing investment or position, or group of investments or positions. For example, the RBC Canadian Preferred Share ETF may use derivative instruments to hedge its U.S. dollar exposure back to the Canadian dollar.

In accordance with Canadian securities legislation, including NI 81-102, and applicable exemptive relief, an RBC ETF may invest in one or more other RBC ETFs or in certain other investment funds (collectively, “Underlying Funds”), provided that no management fees or incentive fees are payable by an RBC ETF that, to a reasonable person, would duplicate a fee payable by the Underlying Fund for the same service. See “Exemptions and Approvals”.

#### **Securities Lending**

Securities lending transactions may be utilized by the RBC ETFs in accordance with NI 81-102, and any exemptive relief therefrom, 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. See “Investment Strategies – Securities Lending”.

#### **Use of Derivative Instruments**

Each of the RBC ETFs may invest in or use derivative instruments, including futures contracts and forward contracts, from time to time for hedging or non-hedging purposes 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. See “Investment Strategies – Use of Derivative Instruments”.

**Risk Factors:**

There are certain general risk factors inherent to an investment in all of the RBC ETFs either directly, in the case of the RBC ETFs that invest directly in portfolio securities, and in some cases indirectly, in the case of the RBC ETFs that may gain exposure to portfolio securities indirectly through investment in Underlying Funds. These risk factors include the following:

- › General Risks of Investments
- › Market Risk
- › Equity Investment Risk
- › Interest Rate Risk
- › Asset Class Risk
- › Concentration Risk
- › Credit Risk
- › Risk that Units Will Trade at Prices Other than Net Asset Value per Unit
- › Risks Associated with Derivative Investments
- › Liquidity Risk
- › Tax-Related Risks
- › Risk of No Active Market for the Units and Lack of Operating History
- › Risk of Adverse Changes in Legislation
- › Cease Trading of Underlying Securities
- › Reliance on the Manager
- › Securities Lending Transaction Risks

See “Risk Factors – General Risks Relating to an Investment in the RBC ETFs”.

In addition to the general risk factors applicable to all of the RBC ETFs set forth above, there are certain additional specific risk factors inherent in an investment in certain RBC ETFs, as indicated in the table below:

**RISK FACTORS**

	RIG/ RIG.U	RPF
Currency Hedging Risk		√
Currency Risk	√	
Foreign Investment Risk	√	
Fund of Funds Investment Risk		√
Infrastructure Sector Risk	√	
Preferred Shares Risk		√
Rules-Based Investment Strategy Risk	√	
USD Units Risk	√	

See “Risk Factors – Additional Risks Relating to an Investment in Certain RBC ETFs”.



**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 and who holds Units as capital property (all within the meaning 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 an RBC ETF cannot be allocated to, and cannot be treated as a loss of, the unitholders of that 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.

See "Income Tax Considerations".

**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 a class 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 a class of that RBC ETF.

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 – 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 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. However, 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 class of Units on the effective day of the redemption. 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".

<b>Distribution Policy:</b>	<p>Cash distributions on Units of an RBC ETF will be made in the currency in which the Units of the RBC ETFs are denominated. Cash distributions on Units of an RBC ETF are expected to be made monthly. For purposes of the Tax Act, distributions on Units of the RBC ETFs are expected to consist primarily of dividend income and/or foreign investment income, but may also include net realized capital gains and returns of capital. To the extent that the expenses of an RBC ETF exceed the income generated by such RBC ETF in any given month, a monthly distribution may not be paid.</p> <p>For each taxation year, 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 taxation 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 class of the RBC ETF at a price equal to the Net Asset Value per Unit of the applicable class of the RBC ETF and the Units of that class will be immediately consolidated such that the number of outstanding Units following the distribution will equal the number of Units of the applicable class outstanding prior to the distribution. See “Distribution Policy”.</p>
<b>Termination:</b>	<p>The RBC ETFs do not have a fixed termination date, but may be terminated by RBC GAM without unitholder approval on not less than 60 days’ notice to unitholders. See “Termination of the RBC ETFs”.</p>
<b>Eligibility for Investment:</b>	<p>Provided that the Units of an RBC ETF are and continue to be listed on the TSX or that the RBC ETF qualifies and continues to qualify as a mutual fund trust under the Tax Act or is a registered investment under the Tax Act, the Units of the RBC ETF 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 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”.</p>
<b>Non-Resident Unitholders:</b>	<p>Under certain circumstances, RBC GAM may take steps to limit the number of non-resident unitholders that may invest in an RBC ETF. See “Plan of Distribution – Non-Resident Unitholders”.</p>
<b>Organization and Management of the RBC ETFs:</b>	<p><b>Manager, Trustee and Portfolio Manager</b></p> <p>RBC GAM is the manager, trustee and portfolio manager and is responsible for the operations of the RBC ETFs, including the management of the RBC ETFs’ investment portfolios. The address of RBC GAM and the RBC ETFs is 155 Wellington Street West, Suite 2200, Toronto, Ontario M5V 3K7.</p> <p>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”.</p> <p>See “Organization and Management Details of the RBC ETFs – Manager, Trustee and Portfolio Manager of the RBC ETFs”.</p>

#### **Custodian and Valuation Agent**

RBC Investor Services Trust (“**RBC IS**”) 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 IS dated as of September 2, 2011 (as amended from time to time, the “**Custodian Agreement**”) and a valuation and administrative services agreement dated September 9, 2011 between RBC GAM, in its capacity as trustee and manager of the RBC ETFs, and RBC IS (as amended from time to time, the “**Valuation and Administrative Services Agreement**”). RBC IS 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 IS’s principal office is located in Toronto, Ontario. Royal Bank owns 100% of RBC IS and RBC IS is an affiliate of RBC GAM. See “Organization and Management Details of the RBC ETFs – Custodian and Valuation Agent”.

#### **Registrar and Transfer Agent**

The registrar and transfer agent for Units of the RBC ETFs is TMX Equity Transfer and Trust Company 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 PricewaterhouseCoopers LLP, at its principal offices in Toronto, Ontario. See “Organization and Management Details of the RBC ETFs – Auditor”.

#### **Securities Lending Agent**

The securities lending agent of the RBC ETFs is RBC IS, at its principal offices in Toronto, Ontario. The securities lending agent acts on behalf of the RBC ETFs in administering the securities lending transactions entered into by 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 annual financial statements, the most recently filed annual MRFP, any interim MRFP filed after the annual MRFP of each RBC ETF and the most recently filed ETF Summary Document 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](mailto:etfs.investments@rbc.com) (English) or [fnb.investissements@rbc.com](mailto: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](http://www.rbcgam.com/etfs) and are publicly available at [www.sedar.com](http://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

#### TYPE OF FEE

#### AMOUNT AND DESCRIPTION

#### Management Fee:

RBC GAM is entitled to receive a fee for acting as manager, trustee and portfolio manager 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	MANAGEMENT FEE
RBC Quant Global Infrastructure Leaders ETF	0.55%
RBC Canadian Preferred Share ETF	0.53%

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. RBC GAM may waive a portion of the management fee payable by an RBC ETF at any time at RBC GAM's sole discretion. Where RBC GAM has waived a portion of the management fee payable by an RBC ETF, RBC GAM retains full discretion to increase the management fee in respect of an RBC ETF at any time such that the management fees paid to RBC GAM by the RBC ETF will not exceed the management fee per annum for such RBC ETF as listed above.

RBC GAM, in its capacity as manager of each RBC ETF, manages the day-to-day business of each RBC ETF, including negotiating contractual agreements with and providing oversight of service providers, preparing reports to unitholders and securities regulatory authorities and conducting marketing activities. RBC GAM also acts as trustee of the RBC ETFs and as portfolio manager of each RBC ETF, managing the investment portfolios and executing portfolio transactions for each RBC ETF.

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 – Fees and Expenses Payable by the RBC ETFs – Management Fee Distributions".

RBC GAM is responsible for each of the RBC ETF's fees and expenses except the management fee and certain operating expenses described below under "Certain Operating Expenses". The fees and expenses for which RBC GAM is responsible include the fees payable to the custodian and valuation agent and the registrar and transfer agent and certain legal, audit, printing, stock exchange and regulatory fees and expenses. See "Organization and Management Details of the RBC ETFs – Duties and Services Provided by the Manager of the RBC ETFs".

#### Certain Operating Expenses:

The RBC ETFs are also responsible for fees and expenses relating to the independent review committee of the RBC ETFs (the "IRC"), 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. See "Fees and Expenses – Fees and Expenses Payable by the RBC ETFs – Certain Operating Expenses".

## **Fees and Expenses of Underlying Funds:**

In accordance with Canadian securities legislation, including NI 81-102, and applicable exemptive relief, an RBC ETF may invest in one or more Underlying Funds. Fees and expenses are payable by the Underlying Funds in addition to the fees and expenses payable by the RBC ETFs. However, an RBC ETF may only invest in one or more Underlying Funds provided that no management fees or incentive fees are payable by an RBC ETF that, to a reasonable person, would duplicate a fee payable by the Underlying Fund for the same service. See “Fees and Expenses – Fees and Expenses Payable by the RBC ETFs – Fees and Expenses of Underlying Funds” and “Exemptions and Approvals”.

## **Fees and Expenses Payable Directly by Unitholders**

### **Administrative Fee:**

Unitholders who buy and sell Units of the RBC ETFs through the facilities of the TSX or other exchange do not pay a fee directly to RBC GAM or the RBC ETFs in respect of those purchases and sales.

Unitholders who exchange or redeem Units of the RBC ETFs directly through RBC GAM may be charged, at RBC GAM’s 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. See “Fees and Expenses – Fees and Expenses Payable Directly by Unitholders – Administrative Fee”.

## **Annual Returns, Management Expense Ratio and Trading Expense Ratio**

The annual returns, management expense ratio and trading expense ratio of each of the RBC ETFs are not yet available because the RBC ETFs are new.

## **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 an amended and restated master declaration of trust dated as of August 18, 2016 governing the RBC ETFs, as it may be further amended and/or restated from time to time (the “**Master Declaration of Trust**”). Subject to satisfying the Toronto Stock Exchange’s (the “**TSX**”) original listing requirements on or before August 23, 2017, Units of the RBC ETFs will be listed on the TSX and offered on a continuous basis, and an investor will be able to buy or sell Units of the RBC ETFs on the TSX, or any other exchange on which the RBC ETFs are traded, 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 155 Wellington Street West, Suite 2200, Toronto, Ontario M5V 3K7.

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 CAD UNIT TICKER SYMBOL	TSX USD UNIT TICKER SYMBOL
RBC Quant Global Infrastructure Leaders ETF	RIG	RIG.U
RBC Canadian Preferred Share ETF	RPF	N/A

## **INVESTMENT OBJECTIVES**

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

### **RBC Quant Global Infrastructure Leaders ETF**

RBC Quant Global Infrastructure Leaders ETF seeks to provide unitholders with exposure to the performance of a diversified global portfolio of high-quality equity securities of companies that own or operate infrastructure assets that will provide regular income and that have the potential for long-term capital growth.

### **RBC Canadian Preferred Share ETF**

RBC Canadian Preferred Share ETF seeks to provide unitholders with exposure to the performance of a diversified portfolio of primarily Canadian preferred share securities that will provide regular income and that have the potential for long-term capital growth.

## **INVESTMENT STRATEGIES**

The investment strategy of each RBC ETF is to invest in and hold a portfolio of securities selected by RBC GAM in order to achieve its investment objective as described below. The RBC ETFs are not index mutual funds and are managed in the discretion of RBC GAM in accordance with their investment objectives and strategies and, as such, are generally more active in nature than index mutual funds.

### **RBC Quant Global Infrastructure Leaders ETF**

Portfolio securities for the RBC Quant Global Infrastructure Leaders ETF are selected from the global listed infrastructure universe using a rules-based, multi-factor investment approach that considers a combination of the financial strength, growth and stability factors of the company. The global listed infrastructure universe, as determined by the portfolio management team, is made up of companies that own or operate assets primarily in the transportation (toll roads, airports, railroads and marine ports), energy (storage and transportation, renewable energy and pipelines), utilities (electric utilities, gas utilities and water), and communication (wireless towers) sectors, domiciled around the world. Securities are weighted in accordance with a modified capitalization weighting methodology designed to reduce the dispersion of weights between larger and smaller capitalization securities. The portfolio holdings are reconstituted and rebalanced on a quarterly basis. The frequency of the reconstitution and rebalancing may change without notice.

### **RBC Canadian Preferred Share ETF**

The RBC Canadian Preferred Share ETF invests primarily in an actively managed portfolio of rate reset preferred shares issued by Canadian companies, selected on the basis of fundamental analysis, credit research and interest rate sensitivity analysis. The RBC Canadian Preferred Share ETF may also hold preferred shares issued by Canadian companies that are not rate reset preferred shares, fixed-income securities issued by Canadian governments or companies, dividend-paying common stock from Canadian issuers or preferred shares from U.S. issuers, as well as other Canadian listed exchange-traded funds. Some of the Canadian listed preferred shares in which the RBC Canadian Preferred Share ETF invests may be denominated in U.S. dollars.

The RBC Canadian Preferred Share ETF may also hold money market instruments and cash.

The RBC Canadian Preferred Share ETF may use derivative instruments for hedging purposes. "Hedging" refers to investments that are intended to offset or reduce a specific risk associated with all or a portion of an existing investment or position, or group of investments or positions. For example, the RBC Canadian Preferred Share ETF may use derivative instruments to hedge its U.S. dollar exposure back to the Canadian dollar.

In accordance with Canadian securities legislation, including NI 81-102, and applicable exemptive relief, an RBC ETF may invest in one or more other RBC ETFs or in certain other investment funds (collectively, "**Underlying Funds**"), provided that no management fees or incentive fees are payable by an RBC ETF that, to a reasonable person, would duplicate a fee payable by the Underlying Fund for the same service. See "Exemptions and Approvals".

### **Securities Lending**

Securities lending transactions may be utilized by the RBC ETFs in accordance with NI 81-102, and any exemptive relief therefrom, 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 net asset value 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, from time to time 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 use derivative instruments for hedging purposes or for non-hedging purposes. “Hedging” refers to investments that are intended to offset or reduce a specific risk associated with all or a portion of an existing investment or position or group of investments or positions. For example, the RBC Canadian Preferred Share ETF may use derivative instruments to hedge the U.S. dollar exposure of the securities included in its portfolio to the Canadian dollar. For non-hedging purposes, an RBC ETF may use derivative instruments as a substitute for investing directly in certain securities in order to obtain the desired investment exposure. For example, 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 redemption requests and to pay expenses, and so may use derivative instruments in lieu of investing directly in certain securities. If an RBC ETF uses derivative instruments for non-hedging purposes, NI 81-102 requires that the RBC ETF hold certain assets and/or cash to ensure the RBC ETF is able to meet its obligations under the derivative contracts and to limit any possible losses that could result from the use of derivative instruments.

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**

#### **Management Fee**

RBC GAM is entitled to receive a fee for acting as manager, trustee and portfolio manager 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	MANAGEMENT FEE
RBC Quant Global Infrastructure Leaders ETF	0.55%
RBC Canadian Preferred Share ETF	0.53%

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. RBC GAM may waive a portion of the management fee payable by an RBC ETF at any time at RBC GAM's sole discretion. Where RBC GAM has waived a portion of the management fee payable by an RBC ETF, RBC GAM retains full discretion to increase the management fee in respect of an RBC ETF at any time such that the management fees paid to RBC GAM by the RBC ETF will not exceed the management fee per annum for such RBC ETF as listed above.

RBC GAM, in its capacity as manager of each RBC ETF, manages the day-to-day business of each RBC ETF, including negotiating contractual agreements with and providing oversight of service providers, preparing reports to unitholders and securities regulatory authorities and conducting marketing activities. RBC GAM also acts as trustee of the RBC ETFs and as portfolio manager of each RBC ETF, managing the investment portfolios and executing portfolio transactions for each RBC ETF.

RBC GAM is responsible for each of the RBC ETF's fees and expenses except the management fee and certain operating expenses described below under "Certain Operating Expenses". The fees and expenses for which RBC GAM is responsible include the fees payable to the custodian and valuation agent and the registrar and transfer agent and certain legal, audit, printing, stock exchange and regulatory fees and expenses. See "Organization and Management Details of the RBC ETFs – Duties and Services Provided by the Manager of the RBC ETFs".

### **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 Units of the RBC ETFs.

### **Certain Operating Expenses**

The RBC ETFs are also responsible for fees and expenses relating to the IRC, 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 of Underlying Funds**

In accordance with Canadian securities legislation, including NI 81-102, and applicable exemptive relief, an RBC ETF may invest in one or more Underlying Funds. Fees and expenses are payable by the Underlying Funds in addition to the fees and expenses payable by the RBC ETFs. However, an RBC ETF may only invest in one or more Underlying Funds provided that no management fees or incentive fees are payable by an RBC ETF that, to a reasonable person, would duplicate a fee payable by the Underlying Fund for the same service. In addition,



the RBC ETF will not pay any sales fees or redemption fees upon a purchase or redemption of securities of any Underlying Fund which is an RBC ETF or a fund managed by RBC GAM or an affiliate. In respect of an Underlying Fund which is not an RBC ETF or is not managed by RBC GAM or an affiliate, an RBC ETF will not pay any sales fees or redemption fees to the Underlying Fund which, to a reasonable person, would duplicate a fee payable by an investor in the RBC ETF. See "Exemptions and Approvals".

### **Fees and Expenses Payable Directly by Unitholders**

#### **Administrative Fee**

Unitholders who buy and sell Units of the RBC ETFs through the facilities of the TSX or other exchange do not pay a fee directly to RBC GAM or the RBC ETFs in respect of those purchases and sales.

Unitholders who exchange or redeem Units of the RBC ETFs directly through RBC GAM may be charged, at RBC GAM's 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.

## **ANNUAL RETURNS, MANAGEMENT EXPENSE RATIO AND TRADING EXPENSE RATIO**

The annual returns, management expense ratio and trading expense ratio of each of the RBC ETFs are not yet available because the RBC ETFs are new.

## **RISK FACTORS**

The risks associated with making an investment in the RBC ETFs, including, in the case of RBC ETFs that invest in Underlying Funds, indirect risks arising as a result of their exposure to the Underlying Funds, are described below.

### **General Risks Relating to an Investment in the RBC ETFs**

#### **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, the condition of equity, bond and currency markets generally and other factors. The identity and weighting of the Constituent Issuers and Constituent Securities held by an RBC ETF may also change from time to time.

The risks inherent in investments in equity and fixed-income 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 Constituent Securities held by the applicable RBC ETF and thus in the value of Units of the RBC ETF). Equity securities are susceptible to general stock market fluctuations and the financial condition of the issuer. 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.

#### **Market Risk**

Market risk is the risk of being invested in the equity and fixed-income markets. The market value of an RBC ETF's investments will rise and fall based on specific company developments and broader equity or 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.

#### **Equity Investment Risk**

Equities such as common shares or units give the holder part ownership in a company or an issuer. The value of an equity security changes with the fortunes of the company or an issuer that issued it. General market conditions and the health of the economy as a whole can also affect equity prices. Certain securities may be particularly sensitive to general market movements, which may result in a greater degree of price volatility for such securities and in the Net Asset Value of an RBC ETF that invests in such securities under specific market conditions and over time. Equity related securities that provide indirect exposure to equity securities of an issuer, such as convertible debentures, can also be affected by equity risk.

### **Interest Rate Risk**

If an RBC ETF invests directly or indirectly primarily in fixed-income, preferred shares or dividend-paying equity securities, the RBC ETF's value will be influenced by 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.

### **Asset Class Risk**

The Constituent Securities in the RBC ETFs or the Underlying Funds may underperform the returns of other securities or indices that track other countries, regions, industries, asset classes or sectors. Various asset classes tend to experience cycles of outperformance and underperformance in comparison to the general securities markets.

### **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. Each of the RBC ETFs may invest more of its net assets in one or more issuers than is permitted for actively managed mutual funds. This may increase the liquidity risk of the RBC ETFs, which may, in turn, have an effect on the RBC ETFs' ability to satisfy redemption requests. This may also lower the diversification of the RBC ETFs and may make the general risk of equity and fixed-income investments and the volatility of Net Asset Value of the RBC ETFs relatively greater.

### **Credit Risk**

An RBC ETF may be subject to credit risk. Credit risk is a measure of an issuer's financial strength and reflects 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. A deterioration of an issuer's financial strength may also affect the issuer's ability to make dividend payments.

### **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 generally 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. In the event that RBC GAM determines that it will not accept subscription orders for an RBC ETF, the risk that Units of the RBC ETF may trade at a premium to the Net Asset Value per Unit of the RBC ETF may be increased.

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.

### **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.

### **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 and by the Underlying Funds 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.

### **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. See "Income Tax Considerations".

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.

The Tax Act contains tax loss restriction rules that apply to trusts such as the RBC ETFs. The loss restriction rules generally apply at any time when a unitholder of a trust (counted together with its affiliates) becomes a majority-interest beneficiary of the trust (i.e. holds more than 50% of the fair market value of the units of the trust) or a group of unitholders of the trust becomes a majority-interest group of beneficiaries of the trust. If these rules apply, the taxation year of an RBC ETF will be deemed to end and an automatic distribution of income and net capital gains may occur under the terms of the Master Declaration of Trust. Because of the way Units are bought and sold, it may not be possible for an RBC ETF to determine if or when a loss restriction event has occurred. Therefore, there can be no assurance that an RBC ETF has not or will not in the future be subject to the loss restriction rules and there can be no assurance regarding when distributions resulting from a loss restriction event will be made. Trusts that qualify as "investment funds" as defined in the Tax Act are exempt from such adverse consequences. An "investment fund" for this purpose includes a trust that meets certain conditions, including qualifying as a "mutual fund trust" for purposes of the Tax Act, not using any property in the course of carrying on a business and complying with certain asset diversification requirements. Proposed amendments to this exemption released on January 15, 2016 would change the asset diversification requirements, and certain aspects of these amendments are unclear.

The statements in the previous paragraph apply equally to an Underlying Fund held by an RBC ETF. An RBC ETF's after-tax return on its investment in an Underlying Fund could be adversely affected if the Underlying Fund did not qualify as an "investment fund" and were to be subject to a "loss restriction event".

### **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 approval, be listed on the TSX, there can be no assurance that an active public market for the Units will develop or be sustained.

### **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.

### Cease Trading of Underlying Securities

If any of the Constituent Securities in an RBC ETF or Underlying Fund are cease-traded at any time by order of the TSX, a securities regulatory authority or other relevant regulator or stock exchange, RBC GAM may suspend the exchange or redemption of Units until such time as the transfer of the securities is permitted by law.

### Reliance on the Manager

Certain of the RBC ETFs will be dependent on the ability of RBC GAM to effectively manage the RBC ETF in a manner consistent with its investment objectives, strategies and restrictions. There is no certainty that the individuals who are responsible for providing administration and portfolio management services to the RBC ETFs will continue to be employed by RBC GAM.

### 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") or any exemptive relief therefrom. 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 net asset value to securities lending transactions at any time. Securities lending transactions may be ended at any time.

### Additional Risks Relating to an Investment in Certain RBC ETFs

In addition to the general risk factors applicable to all of the RBC ETFs set forth above, there are certain additional specific risk factors inherent in an investment in certain RBC ETFs, as indicated in the table below:

#### RISK FACTORS

	RIG/ RIG.U	RPF
Currency Hedging Risk		√
Currency Risk	√	
Foreign Investment Risk	√	
Fund of Funds Investment Risk		√
Infrastructure Sector Risk	√	
Preferred Shares Risk		√
Rules-Based Investment Strategy Risk	√	
USD Units Risk	√	

### Currency Hedging Risk

The RBC Canadian Preferred Share ETF may hedge its direct U.S. dollar exposure to the Canadian dollar by entering into currency forward transactions with financial institutions that have a "designated rating" as defined in NI 81-102. Although there is no assurance that these currency forward transactions will be effective, RBC GAM expects these currency forward transactions to be substantially effective. However, some deviations from the returns of an applicable Underlying Fund are expected to occur as a result of the costs, risks or other performance impacts of this currency hedging strategy. The effectiveness of this currency hedging strategy will, in general, be affected by the volatility of both an applicable Underlying Fund and the volatility of the Canadian dollar relative to the U.S. dollar. Increased volatility will generally reduce the effectiveness of the currency hedging strategy. The effectiveness of this currency hedging strategy may also be affected by any significant difference between the Canadian dollar interest rates and U.S. dollar interest rates.

### **Currency Risk**

Most RBC ETFs are valued in Canadian dollars. However, ETFs that purchase foreign securities may be required to pay for such securities using a foreign currency and receive a foreign currency when they sell them. Such funds may also purchase foreign currencies as investments. As a result, changes in the value of the Canadian dollar compared to foreign currencies will affect the value, in Canadian dollars, of any foreign securities or foreign currencies in an ETF. For example, if the Canadian dollar rises relative to the U.S. dollar, a fund's U.S. holdings will be worth fewer Canadian dollars. This decline in value may reduce, or even eliminate, any return the ETF has earned. Currency exposure may increase the volatility of foreign investments relative to Canadian investments.

### **Foreign Investment Risk**

Foreign investments are affected by global economic factors. There is often less information available about foreign companies and many countries have less stringent accounting, auditing and reporting standards than we do in Canada. Some foreign stock markets have less trading volume, which may make it more difficult to sell an investment or make prices more volatile. Certain countries may also have foreign investment or exchange laws that make it difficult to sell an investment or may impose withholding or other taxes that could reduce the return on the investment. Different financial, political and social factors could hurt the value of foreign investments. As a result, ETFs that specialize in foreign investments may experience larger and more frequent price changes in the short term.

In light of new U.S. tax rules, which will become effective in phases between July 1, 2014 and January 1, 2017 or later, unitholders of certain ETFs may be required to provide identity and residency information to the ETF, which may be provided by the ETF to U.S. tax authorities in order to avoid a U.S. withholding tax being imposed on U.S. and certain non-U.S. source income and proceeds of disposition received by the funds or on certain amounts (including distributions) paid by the funds to certain unitholders.

### **Fund of Funds Investment Risk**

Certain RBC ETFs may invest directly in, or obtain exposure to, other ETFs, mutual funds, or public investment funds as part of their investment strategy. These RBC ETFs will be subject to the risks of the Underlying Funds. Additionally, if an Underlying Fund suspends redemptions, the RBC ETF will be unable to accurately value part of its investment portfolio and may be unable to redeem its Units.

### **Infrastructure Sector Risk**

The RBC Quant Global Infrastructure Leaders ETF invests in infrastructure-related securities. Infrastructure-related businesses are subject to a variety of factors that may adversely affect their business or operations, including high interest costs in connection with capital construction programs, costs associated with environmental and other regulations, the effects of economic slowdown and surplus capacity, increased competition from other providers of services, uncertainties concerning the availability of fuel at reasonable prices, the effects of energy conservation policies and other factors. Additionally, infrastructure-related issuers may be subject to regulation by various governmental authorities and may also be affected by governmental regulation of rates charged to customers, service interruption and/or legal challenges due to environmental, operational or other mishaps and the imposition of special tariffs and changes in tax laws, regulatory policies and accounting standards. There is also the risk that corruption may negatively affect publicly-funded infrastructure projects, especially in emerging markets, resulting in delays and cost overruns.

The infrastructure industry also has some special features that cause certain risks to be more prevalent than in other industry sectors, including:

- (i) *Technology risk* – This risk arises where a change could occur in the way a service or product is delivered rendering the existing technology obsolete. While the risk could be considered low in the infrastructure sector given the massive fixed costs involved in constructing assets and the fact that many infrastructure technologies are well established, any technology change that occurs over the medium term could threaten the profitability of an infrastructure issuer. If such a change were to occur, these assets have very few alternative uses should they become obsolete.
- (ii) *Regional or geographic risk* – This risk arises where an infrastructure issuer's assets are not moveable. Should an event that somehow impairs the performance of an infrastructure issuer's assets occur in the geographic location where the issuer operates those assets, the performance of the issuer may be adversely affected.
- (iii) *Through-put risk* – The revenue of many infrastructure issuers may be impacted by the number of users who use the products or services produced by the infrastructure issuers' assets. Any change in the number of users may negatively impact the profitability of the issuer.

### **Preferred Shares Risk**

Unlike interest payments on a debt security, there is generally no obligation to make dividend payments on preferred shares (even if such dividends have accrued), and the payment of dividends on preferred shares may be suspended at any time. In the event an issuer of preferred shares experiences economic difficulties, the issuer's preferred shares may lose substantial value due to the reduced likelihood that a dividend will be declared and the fact that the preferred shares may be subordinated to other securities of the same issuer. In addition, the ability of the board of directors of an issuer to declare dividends (even if such dividends have accrued) on an outstanding preferred share issue may be constrained by restrictions imposed by such issuer's lenders.

As many preferred shares allow holders to convert their holdings into common shares of the issuer, their market price can be sensitive to changes in the value of the issuer's common shares. To the extent that an RBC ETF holds a convertible preferred share, declining common share values may also cause the value of the RBC ETF's investments to decline.

From time to time, a lack of liquidity in the preferred share market may cause the RBC ETF to be unable to dispose of some or all of the preferred shares it wishes to sell, to experience a delay in the receipt of the proceeds of disposition until such time as it is able to dispose of such preferred shares or to be able to do so only at prices which, in the opinion of RBC GAM, may not reflect the true value of the preferred shares. Likewise, if certain preferred shares are not actively traded, RBC GAM may be unable to acquire the number of preferred shares it would like at a price acceptable to it on a timely basis. RBC GAM may from time to time in its sole discretion determine on any Trading Day or Trading Days that it will not accept subscription orders from dealers for Units of the RBC Canadian Preferred Share ETF in the event that portfolio securities for the fund are not readily available in the market at appropriate prices or in the event of illiquidity generally in the preferred share market.

Many issuers of preferred shares have a right to prepay or call their securities. If interest rates fall, the issuer of preferred shares with this right may call (or redeem) such preferred shares and replace them with a new preferred share issue at lower rates, conventional debt or perhaps even equity. If securities owned by the RBC ETF are prepaid, called or redeemed, the RBC ETF typically will be forced to reinvest proceeds at a time when yields on securities available in the market are lower than the yield on the security prepaid, called or redeemed. The RBC ETF may also lose any premium it paid on the security.

During periods of rising interest rates, an issuer may, if it has such rights, exercise its rights to pay the redemption amount on preferred shares later than expected. Under these circumstances, the value of the preferred shares will decrease causing the value of the RBC ETF's investments to decline.

### **Rules-Based Investment Strategy Risk**

Some of the RBC ETFs and the Underlying ETFs are managed using a rules-based investment process, an investment approach in which mathematical or statistical models are used as inputs for investment decisions. Rules-based investment strategies employ a disciplined approach to the use of statistical tools and models to select individual stocks. Although these are generally considered positive characteristics, they also introduce unique risks. The mathematical and statistical models that guide the disciplined stock selection are reliant on historical data. When markets behave in an unpredictable manner, rules-based models can generate unanticipated results that may impact the performance of a fund.

### **USD Units Risk**

A redeeming holder of USD Units will receive any cash amount to which the unitholder is entitled in connection with the redemption in U.S. dollars and will be exposed to the risk that the exchange rate between the U.S. dollar and any other currency in which the unitholder generally operates will result in a lesser or greater redemption amount than the unitholder would have received if the redemption amount had been calculated and delivered in another currency. In addition, because any cash redemption proceeds will be delivered in U.S. dollars, the redeeming unitholder may be required to open or maintain an account that can receive deposits of U.S. dollars. For those RBC ETFs which offer Units denominated in U.S. dollars, the ability to purchase U.S. dollar Units is offered only as a convenience for investors and does not act as a currency hedge between the Canadian dollar and the U.S. dollar.

### **No Guarantee**

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.

## Risk Ratings of the RBC ETFs

RBC GAM assigns a risk rating to each RBC ETF as an additional guide to help investors decide whether a fund is right for them. RBC GAM's determination of the risk rating for each RBC ETF is guided by the methodology recommended by the Fund Risk Classification Task Force ("Task Force") of The Investment Funds Institute of Canada ("IFIC"). The Task Force concluded that the most common, easily understood form of risk is the historical volatility of a fund as measured by the standard deviation of its performance. Just as historical performance may not be indicative of future returns, an RBC ETF's historical volatility may not be indicative of its future volatility. Investors should be aware that other types of risk, both measurable and non-measurable, also exist.

Standard deviation is a statistical measure used to estimate the dispersion of a set of data around the average value of the data. In the context of investment returns, it measures the amount of variability of returns that has historically occurred relative to the average return. For example, if an RBC ETF has an average annual return of 7% and a standard deviation of 9%, the RBC ETF's historical one-year return would have ranged between -2% and 16% (i.e. 7% +/- 9%) approximately two-thirds (68%) of the time. Approximately one-third of the time the RBC ETF's historical one-year return would have been either lower or higher than this range. Accordingly, the higher the standard deviation of an RBC ETF, the greater the range of returns it has experienced in the past.

Using this methodology, RBC GAM assigns a risk rating to each RBC ETF as either low, low to medium, medium, medium to high, or high risk.

- › Low – commonly associated with money market funds and Canadian fixed-income funds.
- › Low to medium – commonly associated with balanced, higher yielding fixed-income and asset allocation funds.
- › Medium – commonly associated with equity funds investing in large-capitalization companies in developed markets.
- › Medium to high – commonly associated with equity funds investing in small-capitalization companies or specific regions or sectors.
- › High – commonly associated with equity funds investing in narrow sectors or emerging market countries where there may be substantial risk of loss over short to medium periods.

Using an average annual return of 7% as an example, IFIC risk categories can be summarized in the following table:

RISK RATING CATEGORIES	STANDARD DEVIATIONS (%)	AVERAGE RETURN (%)	RANGE OF RETURNS (%)
Low	0 to 6	7	1 to 13
Low to medium	6 to 11	7	-4 to 18
Medium	11 to 16	7	-9 to 23
Medium to high	16 to 20	7	-13 to 27
High	> 20	7	< -13 to > 27

Generally, an RBC ETF's risk rating is determined by comparing its average rolling three-year and/or five-year standard deviation, where applicable, calculated monthly and annualized from the inception of the fund with the categories set out above. As the RBC ETFs are new and do not have at least three years of performance history, RBC GAM uses the fund's benchmark index as a proxy. There may be times when RBC GAM believes this methodology produces a result that does not reflect an RBC ETF's risk based on other qualitative factors. As a result, RBC GAM may place the fund in a different risk rating category, as appropriate. For example, when a comparable mandate already exists and the RBC ETF's performance history is too short, RBC GAM may assign a risk rating based on the historical standard deviation of performance of a comparable mandate in making its final determination of the RBC ETF's risk rating. RBC GAM reviews the risk rating for each RBC ETF on an annual basis.

A copy of the methodology used by RBC GAM to identify the investment risk levels of the funds is available on request, at no cost, by calling 1-855-RBC-ETFs (722-3837). The risk ratings set forth in the table below do not necessarily correspond to an investor's risk tolerance assessment. Investors are advised to consult their financial advisor for advice regarding their personal circumstances.

LEGAL NAME OF RBC ETF	RISK RATING
RBC Quant Global Infrastructure Leaders ETF	Medium
RBC Canadian Preferred Share ETF	Medium

## **DISTRIBUTION POLICY**

Cash distributions on Units of an RBC ETF will be made in the currency in which the Units of the RBC ETFs are denominated. Cash distributions on Units of an RBC ETF are expected to be made monthly. For purposes of the Tax Act, distributions on Units of the RBC ETFs are expected to consist primarily of dividend income and/or foreign investment income, but may also include net realized capital gains and returns of capital. To the extent that the expenses of an RBC ETF exceed the income generated by such RBC ETF in any given month, a monthly distribution may not be paid.

For each taxation year, 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 taxation year, the difference between such amount and the amount otherwise distributed by the RBC ETF in cash will be paid as a “reinvested distribution”. Reinvested distributions will be automatically reinvested in additional Units of the applicable class of RBC ETF at a price equal to the Net Asset Value per Unit of the applicable class of the RBC ETF and the Units of that class will be immediately consolidated such that the number of outstanding Units of the applicable class following the distribution will equal the number of Units of the applicable class 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 New 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**

RBC GAM, on behalf of the RBC ETFs, has entered or 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.

### **Authorized Dealers**

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

### **Issuance of Units**

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

No fees will be payable by an RBC ETF to an Authorized Dealer 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 Authorized Dealer or Designated Broker to offset any expenses incurred in issuing the Units.

On any Trading Day, an Authorized Dealer 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; however, RBC GAM may from time to time in its sole discretion determine on any Trading Day or Trading Days that



it will not accept subscription orders from dealers for Units of the RBC Canadian Preferred Share ETF in the event that portfolio securities for the fund are not readily available in the market at appropriate prices or in the event of illiquidity generally in the preferred share market. The Prescribed Number of Units will be made available by RBC GAM on each Trading Day to Authorized Dealers 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. (Eastern Time) on a Trading Day (or such earlier time on such Trading Day as RBC GAM may set) and is accepted by that RBC ETF, the RBC ETF generally will issue to the Authorized Dealer 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 Authorized Dealer 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 Authorized Dealer 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”.

## **Buying and Selling Units**

As the Units will be (subject to satisfying the TSX’s original listing requirements on or before August 23, 2017) listed on the TSX, investors may trade Units in the same way in which other securities listed on the TSX are traded, including by using market orders and limit orders. An investor may buy or sell Units on the TSX or any other exchange on which the RBC ETFs are traded 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 or other exchange. 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 or other exchange.

## **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.

### **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 a class 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 a class of that RBC ETF.

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. (Eastern Time) on a Trading Day (or such earlier time on such Trading Day as RBC GAM may set). 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 Authorized Dealers 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**

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. However, 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 class of Units on the effective day of the redemption. 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. (Eastern Time) on that day. If a cash redemption request is not received by 9:00 a.m. (Eastern Time) 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 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 IS 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.

## PRICE RANGE AND TRADING VOLUME OF UNITS

This information is not yet available because the RBC ETFs are new.

## 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 an RBC ETF as capital property, 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 section 94 of the Tax Act, (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, (v) no RBC ETF will enter into any arrangement where the result is a dividend rental arrangement for the purposes of the Tax Act, and (vi) no unitholder has entered or will enter into a "derivative forward agreement" within the meaning of subsection 248(1) of the Tax Act with respect to the Units or any Basket disposed of in exchange for Units.

### 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 an RBC ETF 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 ETF qualifies and continues to qualify as a mutual fund trust under the Tax Act or is a registered investment under the Tax Act, the Units of the RBC ETF will be a qualified investment 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 ("TFSA"), registered retirement savings plan ("RRSP") or registered retirement income fund ("RRIF") that acquires such Units, the holder of the TFSA or annuitant of the RRSP or RRIF 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 or annuitant or in which the holder or annuitant 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 or annuitant, either alone or together with persons and partnerships with whom the holder or annuitant does not deal at arm's length. However, the Units of an RBC ETF will not be prohibited investments for any TFSA, RRSP or RRIF at any time during the first 24 months after the RBC ETF was established, provided that the RBC ETF substantially complies with NI 81-102 during such time. In addition, Units of an RBC ETF will not be a "prohibited investment" if the Units are "excluded property" as defined in the Tax Act for this purpose for TFSAs, RRSPs and RRIFs. Generally, Units of an RBC ETF will be "excluded property" for a TFSA, RRSP or RRIF if at the relevant time, (i) at least 90% of the value of all Units of the RBC ETF is owned by persons dealing at arm's length with the holder or annuitant; (ii) the holder or annuitant deals at arm's length with the RBC ETF; and (iii) certain other criteria set forth in the Tax Act are met. Holders of TFSAs and annuitants under RRSPs and RRIFs 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.

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 the 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, or a person affiliated with 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 by the RBC ETF, or a person affiliated with the RBC ETF, 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.

Each RBC ETF is required to compute its income and gains for tax purposes in Canadian dollars and may therefore realize foreign exchange gains or losses in respect of investments that are not Canadian dollar denominated. Such foreign exchange gains and losses may be taken into account in computing its income for tax purposes, although in some cases such gains or losses may be offset by hedging transactions.

An RBC ETF may derive income or gains from investments in the United States and other foreign countries and, as a result, may be liable to pay tax to such countries. Such an RBC ETF may designate a portion of its foreign source income in respect of a unitholder so that such income and a portion of the foreign tax paid or considered to be paid by the RBC ETF may be regarded as foreign source income of, and foreign tax paid by, the unitholder for the purposes of the foreign tax credit provisions of the Tax Act.

If appropriate designations are made by an Underlying Fund, real estate investment trust or income trust ("**underlying trusts**") in which an RBC ETF invests, the nature of distributions from the underlying trust that are derived from taxable dividends received from taxable Canadian corporations (including eligible dividends), foreign source income and capital gains will be preserved in the hands of the RBC ETF that receives the distributions for the purpose of computing its income and making designations with respect to its own distributions to its unitholders. An RBC ETF may also receive distributions of ordinary income from the underlying trusts. The nature of such amounts received by an RBC ETF may be reflected in distributions from that RBC ETF 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. Subject to the derivative forward agreement rules discussed below, where an RBC ETF uses derivatives to hedge foreign currency exposure with respect to securities held on capital account and the derivatives are sufficiently linked to such securities, gains or losses realized on such derivatives will be treated as capital gains or losses.

Under the derivative forward agreement rules in the Tax Act, the return on any derivative entered into by an RBC ETF that is a “derivative forward agreement” within the meaning of the Tax Act will be taxed as ordinary income rather than capital gains.

## **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, respectively, (i) taxable dividends (including eligible dividends) received or considered to be received by the RBC ETF on shares of taxable Canadian corporations and (ii) 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 dividend (including an eligible dividend) and as a taxable capital gain, respectively. The dividend gross-up and tax credit treatment normally applicable to taxable dividends paid to an individual by a taxable Canadian corporation (including the enhanced gross-up and dividend tax credit applicable to dividends designated by the paying corporation as eligible dividends in accordance with the provisions of the Tax Act) will apply to amounts designated by the applicable RBC ETF as such taxable dividends (or as such eligible dividends). Capital gains so designated will be subject to the general rules relating to the taxation of capital gains described below. In addition, each RBC ETF will similarly make designations in respect of its income from foreign sources, if any, so that, for the purpose of computing any foreign tax credit that may be available to a unitholder, the unitholder will generally be deemed to have paid as tax to the government of a foreign country that portion of the taxes paid or considered to be paid by the RBC ETF to that country that is equal to the unitholder’s share of the RBC ETF’s income from sources in that country. 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, taxable dividends (including eligible dividends or dividends other than eligible dividends), capital gains, non-taxable amounts or foreign source income, and whether foreign tax has been paid for which the unitholder might be able to claim a foreign tax credit, 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. For USD Units, proceeds of disposition and

each component of adjusted cost base is calculated in Canadian dollars based on the currency exchange rate at the time of the particular transaction. The adjusted cost base of Units held by a unitholder 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. For the purpose of determining the adjusted cost base of Units of an RBC ETF to a unitholder, when Units of the RBC ETF are acquired, the cost of the newly acquired Units will be averaged with the adjusted cost base of all Units of that RBC ETF owned by the unitholder as capital property immediately before that time.

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 will 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 eligible dividends or 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.

## **INTERNATIONAL INFORMATION REPORTING**

Pursuant to the Intergovernmental Agreement for the Enhanced Exchange of Tax Information under the Canada-U.S. Tax Convention entered into between Canada and the United States (the "IGA"), and related Canadian legislation, the RBC ETFs and their intermediaries are required to report certain information, including certain financial information (e.g. account balances), with respect to unitholders who are U.S. residents and U.S. citizens (including U.S. citizens who are residents or citizens of Canada), and certain other "U.S. Persons" as defined under the IGA (excluding registered plans such as RRSPs), to the Canada Revenue Agency (the "CRA"). Intermediaries and/or entities that hold units directly or indirectly, may have different disclosure requirements under the IGA. The CRA will then exchange the information with the U.S. Internal Revenue Service pursuant to the provisions of the Canada-U.S. Tax Convention. In addition, starting in 2017, to meet the objectives of the Organisation for Economic Co-operation and Development Common Reporting Standard (the "CRS"), it is expected that an RBC ETF, the Manager or the dealers will be required under Canadian legislation to identify and report to the CRA certain information relating to unitholders of the RBC ETF who are resident in a country outside Canada (more than ninety countries are expected to adopt the CRS).

## ORGANIZATION AND MANAGEMENT DETAILS OF THE RBC ETFs

### Manager, Trustee and Portfolio Manager of the RBC ETFs

RBC GAM is the manager, trustee and portfolio manager 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 manager, trustee and portfolio manager of the RBC ETFs as described under "Fees and Expenses". RBC GAM may resign as trustee and manager of any of the RBC ETFs by giving not less than 60 days' prior written notice to unitholders of that RBC ETF and may resign as portfolio manager of any of the RBC ETFs in accordance with applicable law. 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 155 Wellington Street West, Suite 2200, Toronto, Ontario M5V 3K7.

RBC GAM will make available on its website, [www.rbcgam.com/etfs](http://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 Provided by the Manager of the RBC ETFs

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, Authorized Dealers, custodian and valuation agent, registrar and transfer agent and auditor.

### Executive Officers and Directors of the Manager of the RBC ETFs

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	Deputy Chair and Head of Global Ultra-High Net Worth Clients and Canadian Private 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



NAME	MUNICIPALITY OF RESIDENCE	POSITION AND OFFICE HELD WITH RBC GAM	CURRENT PRINCIPAL OCCUPATION
Douglas A. Guzman	Toronto, Ontario	Director and Chairman	Group Head, Wealth Management & Insurance, Royal Bank
Frank Lipka	Toronto, Ontario	Chief Financial Officer and Chief Operating Officer	Chief Financial Officer and Chief Operating Officer, RBC GAM
Dave Y. Mun	Toronto, Ontario	Director	Senior Vice President, Performance Management & Investor Relations, Royal Bank
Lawrence A.W. Neilsen	Vancouver, British Columbia	Chief Compliance Officer	Global Head of Compliance, RBC Global Asset Management
Damon G. Williams	North Vancouver, British Columbia	Director and Chief Executive Officer and Ultimate Designated Person	Chief Executive Officer, RBC GAM
Gina Zapras	Vaughan, Ontario	Corporate Secretary	Subsidiary Governance Officer, Royal Bank

Each of the people listed above has held his or her current position with RBC GAM or one of RBC GAM's predecessor amalgamating entities, RBC Asset Management Inc. and/or Phillips, Hager & North Investment Management Ltd. ("PH&N"), and his or her principal occupation during the five years preceding the date hereof, except for Wayne Bossert, who from June 2010 to February 2015 was Executive Vice President Sales, Canadian Banking, Royal Bank, Douglas A. Guzman, who from September 2006 to November 2015 was Managing Director, RBC Dominion Securities Inc. and from September 2008 to November 2015 was Head of Global Investment Banking, RBC Dominion Securities Inc., Dave Y. Mun, who from June 2014 to June 2016 was Vice President, Finance, Wealth Management, Royal Bank, from July 2012 to June 2014 was Vice President, Finance – Performance Management, Royal Bank and prior thereto held various positions with Royal Bank and RBC Dominion Securities Inc., Damon G. Williams, who from November 2010 to April 2015 was President, Institutional, RBC GAM and Gina Zapras, who from June 2013 is Corporate Secretary, RBC GAM and prior thereto held various positions with RBC GAM and other affiliates as Subsidiary Governance Officer, Royal Bank.

The RBC ETFs do not have directors or officers. RBC GAM, in its capacity as trustee of the RBC ETFs, is not entitled to any remuneration. RBC GAM, in its capacity as manager of the RBC ETFs, is entitled to receive a management fee set out under "Fees and Expenses – Fees and Expenses Payable by the RBC ETFs – Management Fee".

### 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 has agreed 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 portfolio of an RBC ETF 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 Authorized Dealer 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

The IRC of the RBC ETFs reviews advisory matters relating to conflicts of interest and provides input on conflict of interest matters in respect of RBC GAM and the RBC ETFs.

In its role as the independent review committee of the RBC ETFs, the IRC 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 IRC in a recommendation or approval; and
- › any subcommittee to which the IRC has delegated any of its functions.

In addition, the IRC 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 IRC will provide RBC GAM with a report of the results of such assessment.

The IRC 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](http://www.rbcgam.com/etfs) or by sending an email to [etfs.investments@rbc.com](mailto:etfs.investments@rbc.com) (English) or [fnb.investissements@rbc.com](mailto:fnb.investissements@rbc.com) (French).

This report and other information about the IRC will also be available at [www.sedar.com](http://www.sedar.com).

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

NAME	MUNICIPALITY OF RESIDENCE	CURRENT PRINCIPAL OCCUPATION
Paul K. Bates	Millgrove, Ontario	Academic and former Investment Industry Executive
Elaine Cousineau	Montreal, Quebec	President, Phénix Capital Inc.
Charles F. Macfarlane	Toronto, Ontario	Corporate Director
Lloyd R. McGinnis <sup>1</sup>	Winnipeg, Manitoba	Director, Airport Site Redevelopment, Winnipeg Airports Authority
Linda S. Petch	Victoria, British Columbia	Principal, Linda S. Petch Governance Services
Mary C. Ritchie	Edmonton, Alberta	President and Chief Executive Officer, Richford Holdings Ltd.

Note:

<sup>1</sup> Chair of the IRC

The IRC acts as the independent review committee of the investment funds managed by RBC GAM, including the RBC ETFs. Each IRC member is entitled to receive a prorated annual fee of \$40,000 (\$50,000 for the Chair), a meeting fee of \$5,000 for each regularly scheduled IRC meeting and a meeting fee of \$1,500 for additional meetings by conference call. Each member of the IRC is also 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.

## 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.

### **Custodian and Valuation Agent**

RBC IS 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 IS dated as of September 2, 2011 (as amended from time to time, the “**Custodian Agreement**”) and a valuation and administrative services agreement dated September 9, 2011 between RBC GAM, in its capacity as trustee and manager of the RBC ETFs, and RBC IS (as amended from time to time, the “**Valuation and Administrative Services Agreement**”). RBC IS 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 IS’s principal office is located in Toronto, Ontario. Royal Bank owns 100% of RBC IS and RBC IS is an affiliate of RBC GAM.

### **Registrar and Transfer Agent**

The registrar and transfer agent for Units of the RBC ETFs is TMX Equity Transfer and Trust Company, at its principal offices in Toronto, Ontario.

### **Auditor**

The auditor of the RBC ETFs is PricewaterhouseCoopers LLP, Chartered Professional Accountants, Licensed Public Accountants, located at PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, M5J 0B2.

### **Securities Lending Agent**

RBC IS of Toronto, Ontario is the securities lending agent of each of the RBC ETFs pursuant to an amended and restated securities lending agency agreement between RBC GAM and RBC IS dated June 27, 2011 (the “**Securities Lending Agency Agreement**”). RBC IS is a wholly owned subsidiary of Royal Bank and an affiliate of RBC GAM. In accordance with the Securities Lending Agency Agreement, RBC IS will value the loaned securities and the collateral daily to ensure that the collateral is worth at least 102% of the value of the securities. Pursuant to the terms of the Securities Lending Agency Agreement, RBC IS will indemnify and hold harmless each of the RBC ETFs from any losses which may result from a breach of RBC IS’s standard of care or from its negligence, fraud or wilful misconduct. Either party may terminate the Securities Lending Agency Agreement by giving the other party five business days’ written notice.

### **Designated Brokers**

RBC GAM has appointed 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. See “Purchase of Units – Designated Brokers”.

### **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 manager, trustee and portfolio manager of the RBC ETFs, receives compensation from the RBC ETFs. See “Fees and Expenses”.

## CALCULATION OF NET ASSET VALUE

The Net Asset Value of each class of Units of an RBC ETF will be equal to the market value of the total assets held by the RBC ETF allocated to the class *pro rata*, less an amount equal to the total liabilities of the RBC ETF allocated to the class *pro rata*. Each RBC ETF will calculate the Net Asset Value for each class of Units 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 a class of Units of an RBC ETF 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 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;
- (c) 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;
- (d) 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;
- (e) 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;
- (f) 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;
- (g) 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;
- (h) all expenses or liabilities (including fees payable to RBC GAM) of an RBC ETF shall be calculated on an accrual basis; and
- (i) 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.

### Net Asset Value per Unit

The Net Asset Value per Unit of a class 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 class of the applicable RBC ETF by the total number of Units of the class 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 the currency in which the Units are denominated and may 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 of a class will be reflected in the computation of Net Asset Value per Unit of the class 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 class of each RBC ETF will be displayed daily on the RBC ETFs website at [www.rbcgam.com/etfs](http://www.rbcgam.com/etfs).

## **PLAN OF DISTRIBUTION**

Units of the RBC ETFs will be (subject to satisfying the TSX's original listing requirements on or before August 23, 2017) listed on the TSX and offered on a continuous basis. Investors are able to buy or sell Units of the RBC ETFs on the TSX or any other exchange on which the RBC ETFs are traded through registered brokers and dealers in the province or territory where the investor resides.

### **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.

## 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 CAD Units. The RBC Quant Global Infrastructure Leaders ETF is also entitled to issue an unlimited number of USD Units. The USD Units of the RBC Quant Global Infrastructure Leaders ETF will be identical to the CAD Units of the fund except that the USD Units will be denominated in U.S. dollars whereas the CAD Units will be denominated in Canadian dollars.

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 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 Master Declaration of Trust.

### Subscriptions

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

### Certain Provisions of the Units

Each Unit of each class of an RBC ETF has identical rights and privileges. Each whole Unit of a class 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. See "Unitholder Matters". 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 of the class 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 Constituent 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 IRC, 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 IRC, 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 IRC, 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 may be terminated 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 a class of an RBC ETF.

## INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

RBC GAM, on behalf of the RBC ETFs, may enter into various Authorized Dealer Agreements with registered dealers (that may or may not be Designated Brokers) pursuant to which the Authorized Dealers may subscribe for Units of one or more of the RBC ETFs as described under “Purchase of Units – Issuance of Units”.

RBC GAM will receive fees for its services to the RBC ETFs. See “Fees and Expenses”.

## PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD

As portfolio manager 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. In the discussion below, “RBC ETF(s)” may also refer to Underlying Fund(s).

Each RBC ETF has proxy voting policies and procedures that apply to securities held by the RBC ETF to which voting rights are attached. RBC GAM has established proxy voting policies, procedures and guidelines (the “**Proxy Voting Guidelines**”) for securities held by the RBC ETFs to which voting rights are attached. The Proxy Voting Guidelines provide that each RBC ETF’s voting rights will be exercised in accordance with the best interests of the RBC ETF.

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.

The Proxy Voting Guidelines set out the principles of corporate governance that RBC GAM will follow to determine whether and how to vote on any matter for which an RBC ETF receives proxy materials. The Proxy Voting Guidelines establish guidelines relating to the voting of securities of an issuer for the following categories of matters: board of directors, management and director compensation, takeover bid protection, shareholder rights and shareholder proposals. While RBC GAM will generally vote the RBC ETFs’ proxies in accordance with the Proxy Voting Guidelines, there may be circumstances where it believes it is in the best interests of an RBC ETF to vote differently than the manner contemplated by the guidelines. The ultimate decision as to the manner in which the RBC ETFs’ proxies will be voted rests with RBC GAM. Any matters not covered by the Proxy Voting Guidelines, including business issues specific to the issuer or issues raised by shareholders of the issuer, will be assessed 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. to provide administrative and proxy voting services to the RBC ETFs. RBC GAM also has a Proxy Voting Policy which includes procedures to ensure that voting rights are exercised in accordance with the best interests of the RBC ETFs.

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 IRC of the RBC ETFs and provision of its recommendation to RBC GAM.

The Proxy Voting Guidelines are available on request, at no cost, by calling 1-855-RBC-ETFS (722-3837) or by writing to RBC Global Asset Management Inc., 155 Wellington Street West, Suite 2200, Toronto, Ontario M5V 3K7. The Proxy Voting Guidelines are also available from the RBC GAM website at [www.rbcgam.com](http://www.rbcgam.com).

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](http://www.rbcgam.com/etfs).

## Voting Rights and Fund of Funds Investments

The RBC ETFs may invest in Underlying Funds, including, in some cases, another RBC ETF. If a unitholder meeting is called for an Underlying Fund that is managed by us or an affiliate, you will have the voting rights that come with the units of the Underlying Fund and we will not vote the units of the Underlying Fund.

## 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.	August 18, 2016
Custodian Agreement	RBC IS is custodian of the RBC ETFs.	September 2, 2011, as amended on February 29, 2012, August 23, 2012, January 2, 2014, September 15, 2014, April 15, 2015, January 6, 2016 and August 15, 2016
Valuation and Administrative Services Agreement	RBC IS is the valuation agent of the RBC ETFs and provides certain administrative services to the RBC ETFs, including fund accounting.	September 9, 2011, as amended on February 29, 2012, August 23, 2012, January 2, 2014, September 15, 2014, April 15, 2015, January 6, 2016 and August 15, 2016

## 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". As of the date hereof, partners and associates of Osler, Hoskin & Harcourt LLP beneficially owned, directly or indirectly, less than 1% of the outstanding securities of the RBC ETFs.

PricewaterhouseCoopers LLP, the auditor of the RBC ETFs, has consented to the incorporation by reference of its report on the RBC ETFs dated September 12, 2016. PricewaterhouseCoopers 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 exemptive relief from the Canadian securities regulatory authorities to permit the following practices:

- (a) 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;
- (b) to relieve the RBC ETFs from the requirement that a prospectus contain a certificate of the underwriters;
- (c) to relieve the RBC ETFs from the requirement to include in the prospectus a statement respecting purchasers' statutory rights of withdrawal and remedies of rescission as prescribed in item 36.2 of Form 41-101F2 – *Information Required in an Investment Fund Prospectus*;

- (d) 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;
- (e) 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;
- (f) to permit an RBC ETF to purchase equity securities in respect of which a related party has acted as underwriter where a prospectus has not been filed, provided that: (i) the issuer is a reporting issuer in Canada and (ii) the conditions which apply to purchasers where a prospectus has been filed are complied with;
- (g) to permit an RBC ETF to purchase equity securities distributed in the United States and the United Kingdom, European Union, Switzerland, Norway, Australia, Hong Kong and Singapore (collectively, the "other jurisdictions") provided that: (i) any related party that is involved in the distribution is regulated in respect of its underwriting activities in Canada, the United States or such other jurisdictions, (ii) the securities issued in the distribution must be listed on a recognized exchange and if the securities are acquired during the 60-day period after the distribution they are acquired on a recognized exchange and (iii) the conditions which apply to the purchase of equity securities distributed in Canada in respect of which a related party has acted as underwriter are complied with;
- (h) to permit the RBC ETFs to purchase a security of an underlying ETF or enter into a specified derivatives transaction with respect to an underlying ETF even though, immediately after the transaction, more than 10% of the net asset value of the RBC ETF would be invested, directly or indirectly, in the securities of the underlying ETF;
- (i) to permit the RBC ETFs to purchase securities of an underlying ETF such that, after the purchase, the RBC ETF would hold securities representing more than 10% of: (i) the votes attaching to the outstanding voting securities of the underlying ETF; or (ii) the outstanding equity securities of the underlying ETF;
- (j) to permit the RBC ETFs to invest in exchange-traded mutual funds that are not subject to National Instrument 81-101 – *Mutual Fund Prospectus Disclosure*; and
- (k) to permit each RBC ETF to pay brokerage commissions in relation to its purchase and sale on a recognized exchange of exchange-traded mutual funds that are managed by the Filer or an affiliate of the Filer.

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

The practices described in paragraphs (h) to (k) above are permitted, provided that: (i) an RBC ETF does not short sell securities of an underlying ETF; (ii) the underlying ETF does not rely on exemptive relief from: (A) the requirements of section 2.3 of NI 81-102 regarding the purchase of physical commodities; (B) the requirements of sections 2.7 and 2.8 of NI 81-102 regarding the purchase, sale or use of specified derivatives; or (C) subsections 2.6(a) or 2.6(b) of NI 81-102 with respect to the use of leverage; (iii) each RBC ETF and each underlying ETF is not a commodity pool governed by National Instrument 81-104 – *Commodity Pools* and neither the RBC ETF nor the underlying ETFs will use leverage; (iv) in connection with the relief from subsection 2.1(1) allowing an RBC ETF to invest more than 10% of its net asset value in the securities of an underlying ETF, the RBC ETF shall, for each investment it makes in securities of an underlying ETF, apply subsections 2.1(3) and 2.1(4) of NI 81-102 as if those provisions applied to an RBC ETF's investments in securities of an underlying ETF, and accordingly limit an RBC ETF's indirect holdings in securities of an issuer held by one or more underlying ETFs to no more than 10% of the RBC ETF's net asset value; and (v) the relief from paragraphs 2.5(2)(e) and 2.5(2)(f) will only apply to the brokerage fees incurred for the purchase and sale of securities of underlying ETFs by the RBC ETF.

Additionally, certain dealers of RBC ETFs, including certain Designated Brokers and Authorized Dealers, have received exemptive relief from the Canadian securities regulatory authorities from the requirement that a dealer, not acting as agent of the purchaser, who receives an order or subscription for a security offered in a distribution to which the prospectus requirement of the securities legislation of the provinces and territories applies, send or deliver to the purchaser or its agent, unless the dealer has previously done so, the latest prospectus and any amendment either before entering into an agreement of purchase and sale resulting from the order or subscription, or not later than midnight on the second business day after entering into that agreement. As a condition of this exemptive relief, the dealer is required to deliver a copy of the ETF Summary Document of the applicable RBC ETF to a purchaser if the dealer does not deliver a copy of this prospectus.

## **PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase mutual fund securities offered in a distribution within two (2) business days after receipt of a prospectus and any amendment. In addition, securities legislation in certain of the provinces of Canada provides purchasers of mutual fund securities with a limited right to rescind the purchase within 48 hours after receipt of a confirmation of such purchase. If the purchase of mutual fund securities is made under a contractual plan, the time period during which the right to rescind is exercisable may be longer. In most of the provinces and territories of Canada, the securities legislation further provides a purchaser with remedies for rescission or damages, or, in Quebec, revision of the price, if the prospectus and any amendment is not delivered to the purchaser, provided that the remedies for rescission, damages or revision of the price are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory.

Notwithstanding the foregoing, purchasers of Units of the RBC ETF will not have the right to withdraw from an agreement to purchase the Units after the receipt of a prospectus and any amendment and will not have remedies for rescission, damages or revision of the price for non-delivery of the prospectus or any amendment, if the dealer receiving the purchase order has obtained an exemption from the prospectus delivery requirement under a decision pursuant to National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* ("NP 11-203"). However, purchasers of Units of the RBC ETF will, in the applicable provinces of Canada, retain their right under securities legislation to rescind their purchase within 48 hours (or, if purchasing under a contractual plan, such longer time period as applicable) after the receipt of a confirmation of purchase.

In several of the provinces and territories of Canada, the securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus, together with any amendment to the prospectus, contains a misrepresentation, provided that such remedies are exercised by the purchaser within the time limits prescribed by the securities legislation of the purchaser's province or territory. Any remedies under securities legislation that a purchaser of Units may have for rescission or damages, if the prospectus, and any amendment to the prospectus, contains a misrepresentation, remain unaffected by the non-delivery of the prospectus pursuant to reliance by a dealer upon the decision referred to above.

However, RBC GAM has obtained exemptive relief from the requirement in securities legislation to include an underwriter's certificate in the prospectus under a decision pursuant to NP 11-203. As such, purchasers of Units of the RBC ETF will not be able to rely on the inclusion of an underwriter's certificate in the prospectus or any amendment for the statutory rights and remedies that would otherwise have been available against an underwriter that would have been required to sign an underwriter's certificate.

Purchasers should refer to the applicable provisions of the securities legislation and the decisions referred to above for the particulars of their 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;
- (d) any interim MRFP of the RBC ETFs filed after the most recently filed annual MRFP of the RBC ETFs; and
- (e) the most recently filed ETF Summary Document of each RBC ETF.

These documents are or will be incorporated by reference into this prospectus, which means that they legally form part of this prospectus just as if they were printed as 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](mailto:etfs.investments@rbc.com) (English) or [fnb.investissements@rbc.com](mailto: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](http://www.rbcgam.com/etfs) and are publicly available at [www.sedar.com](http://www.sedar.com). Any documents set forth above, if filed by an RBC ETF after the date of this prospectus and before the termination of distribution of such RBC ETF, are deemed to be incorporated by reference in this prospectus.

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 REPORT

To the Unitholder of

RBC Quant Global Infrastructure Leaders ETF

RBC Canadian Preferred Share ETF

(each a "Fund" and collectively, the "Funds")

We have audited the accompanying statement of financial position of each Fund as at September 12, 2016 and the related notes, which comprise a summary of significant accounting policies and other explanatory information (together "the financial statement").

## **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statement of each Fund in accordance with those requirements of International Financial Reporting Standards relevant to preparing such a financial statement, and for such internal control as management determines is necessary to enable the preparation of the financial statement of each Fund 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 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 the audit to obtain reasonable assurance about whether the financial statement of each Fund is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement of each Fund. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement of each Fund, 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, if any, made by management, as well as evaluating the overall presentation of the financial statement of each Fund.

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 financial statement of each Fund presents fairly, in all material respects, the financial position of each Fund as at September 12, 2016 in accordance with those requirements of International Financial Reporting Standards relevant to preparing such a financial statement.

(SIGNED) "*PricewaterhouseCoopers LLP*"

Chartered Professional Accountants,

Licensed Public Accountants

September 12, 2016

# RBC QUANT GLOBAL INFRASTRUCTURE LEADERS ETF

## STATEMENT OF FINANCIAL POSITION

As at September 12, 2016

	<b>RBC Quant Global Infrastructure Leaders ETF</b>
<b>Assets</b>	
Cash .....	\$ 20
Net assets attributable to holders of redeemable units, issued and outstanding (1 Unit) .....	\$ 20

### Notes:

- (1) RBC Quant Global Infrastructure Leaders ETF (the "Fund") was established under the laws of the Province of Ontario by a Master Declaration of Trust dated as of August 18, 2016. The address of RBC Global Asset Management Inc. ("RBC GAM"), the manager of the Fund, is 155 Wellington Street West, Suite 2200, Toronto, Ontario M5V 3K7.

This statement of financial position as at September 12, 2016 was authorized for issue by RBC GAM on September 12, 2016.

- (2) RBC GAM subscribed for one unit of the Fund at \$20.00 per unit on August 18, 2016.
- (3) The statement of financial position of the Fund is prepared in accordance with International Financial Reporting Standards ("IFRS"). 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 IFRS 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.

### Financial Instruments

The Fund recognizes financial instruments at fair value upon initial recognition, plus transaction costs in the case of financial instruments measured at amortized cost. Purchases and sales of financial assets are recognized at their trade date. The Fund's investments are designated as at fair value through profit or loss ("FVTPL"). The Fund's obligation for net assets attributable to holders of redeemable units is presented at the redemption amount as of the date of the statement of financial position. All other financial assets and liabilities are measured at amortized cost. The Fund's accounting policies for measuring the fair value of its investments are identical to those used in measuring its net asset value ("NAV") for transactions with unitholders.

### Classification of Redeemable Units

The Fund is authorized to issue an unlimited number of redeemable and transferable units, each of which represents an equal, undivided interest in the net asset value of the Fund. Each unit outstanding shall participate pro rata in any distributions made, other than management fee distributions, and in the event of termination of the Fund, in the net assets of the Fund.

### 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 outstanding units.

- (4) A management fee of 0.55% per year of the net asset value per unit 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.

Unitholders of the Fund who exchange units of the Fund directly through RBC GAM may be charged, at RBC GAM's discretion, an administrative fee of up to 0.05% of the exchange proceeds to offset certain transaction costs associated with the exchange of units of the Fund.

- (5) On any trading day, unitholders of the Fund may redeem units of the Fund for cash at a redemption price per unit equal to 95% of the net asset value of the applicable class of units on the effective day of the redemption.

Cash distributions on units of the Fund are expected to be made on a monthly basis. Distributions on units of the Fund are expected to consist primarily of dividend income and/or foreign investment income, but may also include net realized capital gains and returns of capital. To the extent that the expenses of the Fund exceed the income generated by the Fund in any given month, a monthly distribution may not be paid.

- (6) Cash is measured at amortized cost.

- (7) The IASB has issued IFRS 9 "Financial Instruments" which will ultimately replace IAS 39, "Financial Instruments: Recognition and Measurement". IFRS 9, issued in July 2014, introduces new requirements for the classification and measurement of financial assets and of financial liabilities and for derecognition. The standard is effective for annual periods beginning January 1, 2018 for the Fund and is not expected to have a significant impact.

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 CANADIAN PREFERRED SHARE ETF

## STATEMENT OF FINANCIAL POSITION

As at September 12, 2016

	<b>RBC Canadian Preferred Share ETF</b>
<b>Assets</b>	
Cash .....	\$ 20
Net assets attributable to holders of redeemable units, issued and outstanding (1 Unit) .....	\$ 20

### Notes:

- 1) RBC Canadian Preferred Share ETF (the "Fund") was established under the laws of the Province of Ontario by a Master Declaration of Trust dated as of August 18, 2016. The address of RBC Global Asset Management Inc. ("RBC GAM"), the manager of the Fund, is 155 Wellington Street West, Suite 2200, Toronto, Ontario M5V 3K7.

This statement of financial position as at September 12, 2016 was authorized for issue by RBC GAM on September 12, 2016.

- (2) RBC GAM subscribed for one unit of the Fund at \$20.00 per unit on August 18, 2016.
- (3) The statement of financial position of the Fund is prepared in accordance with International Financial Reporting Standards ("IFRS"). 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 IFRS 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.

### Financial Instruments

The Fund recognizes financial instruments at fair value upon initial recognition, plus transaction costs in the case of financial instruments measured at amortized cost. Purchases and sales of financial assets are recognized at their trade date. The Fund's investments are designated as at fair value through profit or loss ("FVTPL"). The Fund's obligation for net assets attributable to holders of redeemable units is presented at the redemption amount as of the date of the statement of financial position. All other financial assets and liabilities are measured at amortized cost. The Fund's accounting policies for measuring the fair value of its investments are identical to those used in measuring its net asset value ("NAV") for transactions with unitholders.

### Classification of Redeemable Units

The Fund is authorized to issue an unlimited number of redeemable and transferable units, each of which represents an equal, undivided interest in the net asset value of the Fund. Each unit outstanding shall participate pro rata in any distributions made, other than management fee distributions, and in the event of termination of the Fund, in the net assets of the Fund.

### 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 outstanding units.

- (4) A management fee of 0.53% per year of the net asset value per unit 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.

Unitholders of the Fund who exchange units of the Fund directly through RBC GAM may be charged, at RBC GAM's discretion, an administrative fee of up to 0.05% of the exchange proceeds to offset certain transaction costs associated with the exchange of units of the Fund.

- (5) On any trading day, unitholders of the Fund may redeem units of the Fund for cash at a redemption price per unit equal to 95% of the net asset value of the applicable class of units on the effective day of the redemption.

Cash distributions on units of the Fund are expected to be made on a monthly basis. Distributions on units of the Fund are expected to consist primarily of dividend income and/or foreign investment income, but may also include net realized capital gains and returns of capital. To the extent that the expenses of the Fund exceed the income generated by the Fund in any given month, a monthly distribution may not be paid.

- (6) Cash is measured at amortized cost.

- (7) The IASB has issued IFRS 9 "Financial Instruments" which will ultimately replace IAS 39, "Financial Instruments: Recognition and Measurement". IFRS 9, issued in July 2014, introduces new requirements for the classification and measurement of financial assets and of financial liabilities and for derecognition. The standard is effective for annual periods beginning January 1, 2018 for the Fund and is not expected to have a significant impact.

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 MANAGER,  
TRUSTEE AND PROMOTER**

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, Quebec, Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland and Labrador, Yukon Territory, Northwest Territories and Nunavut.

Dated: the 12<sup>th</sup> day of September, 2016.

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

(Signed) ***"Damon G. Williams"***  
Chief Executive Officer

(Signed) ***"Frank Lipka"***  
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) ***"Damon G. Williams"***  
Chief Executive Officer

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

Customer Service: 1-855-RBC-ETFS (722-3837)  
Dealer Services: 1-800-662-0652



**Global Asset  
Management**

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