



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

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

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

### Summary

Amendment no. 1 dated October 2, 2018 to the annual information form provided that RBC Global Asset Management Inc. (*RBC GAM*) had begun a search to identify a replacement sub-advisor for the fund and that Greystone Managed Investments Inc. (*Greystone*) would continue to act as sub-advisor to the fund until a replacement sub-advisor could be appointed. The change in sub-advisor to the fund was expected to occur prior to January 31, 2019.

RBC GAM is currently in negotiations with a potential replacement sub-advisor for the fund and anticipates that it will be in a position to announce who the replacement sub-advisor will be on or before February 28, 2019. In the interim, Greystone will continue to act as sub-advisor to the fund.

### Amendments

The annual information form is hereby amended as follows:

1. The disclosure in the last column of the row regarding the fund in the table under the subheading *Name, formation and history of the funds – RBC Private Pools – Canadian Equity* on page 12 of the annual information form is hereby deleted and replaced with the following:

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

2. Footnote 3 to the row regarding the fund in the table under the subheading *Responsibility for operations of the funds – Investment sub-advisors* on page 43 is hereby deleted and replaced with the following:

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

3. Footnote 1 to the subsection entitled “Greystone Managed Investments Inc.” under the subheading *Responsibility for operations of the funds – Investment sub-advisors* on page 44 is hereby deleted and replaced with the following:

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

4. Footnote 1 to the subsection entitled “Sub-advisors” under the subheading *Responsibility for operations of the funds – Brokerage arrangements* on page 58 is hereby deleted and replaced with the following:

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

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

This amendment no. 4 dated January 31, 2019, together with the annual information form dated June 28, 2018, as amended by amendment no. 1 dated October 2, 2018, amendment no. 2 dated November 19, 2018 and amendment no. 3 dated January 16, 2019, the simplified prospectus dated June 28, 2018, as amended by amendment no. 1 dated October 2, 2018, amendment no. 2 dated November 19, 2018, amendment no. 3 dated January 16, 2019 and amendment no. 4 dated January 31, 2019 and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

Dated: January 31, 2019

By: *"Damon G. Williams"*

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

By: *"Heidi Johnston"*

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

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

By: *"Douglas Coulter"*

Douglas Coulter  
Director

By: *"Daniel E. Chornous"*

Daniel E. Chornous  
Director