



**AMENDMENT NO. 3** dated February 25, 2020 to the annual information form dated June 27, 2019, as amended by amendment no. 1 dated December 12, 2019 and amendment no. 2 dated January 27, 2020.

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

This amendment no. 3 dated February 25, 2020 to the annual information form of the fund dated June 27, 2019, as amended by amendment no. 1 dated December 12, 2019 and amendment no. 2 dated January 27, 2020 (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. 3 dated February 25, 2020 to the simplified prospectus of the fund dated June 27, 2019, as amended by amendment no. 1 dated December 12, 2019, and amendment no. 2 dated January 27, 2020 (the *simplified prospectus*). The annual information form should be read subject to this information.

### Summary

RBC Global Asset Management Inc. (*RBC GAM*), the manager of the fund, has announced that it has terminated its sub-advisory relationship with Guardian Capital LP, the sub-advisor to the fund, effective March 16, 2020 (the *Termination Date*). RBC GAM will assume portfolio management responsibilities for the fund as of the Termination Date.

RBC GAM has also announced that effective April 30, 2020 (the *Effective Date*), the fund will be merged into the Phillips, Hager & North Canadian Equity Fund and the fund will terminate following the merger. On the Effective Date, all references to the fund will be deemed to be removed from the annual information form.

Further information about the changes noted above is set out in amendment no. 3 dated February 25, 2020 to the simplified prospectus of the fund dated June 27, 2019, as amended by amendment no. 1 dated December 12, 2019 and amendment no. 2 dated January 27, 2020.

### Amendments

The annual information form is hereby amended as follows:

1. 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 14 of the annual information form is amended by adding the following words under “Not applicable.” in the column entitled “Changes”:  
  
Effective March 16, 2020, Guardian Capital LP was terminated as sub-advisor for this fund and RBC GAM assumed portfolio management responsibilities.
2. The third row of the table under the subheading *Responsibility for operations of the funds – Investment sub-advisors* on page 45 of the annual information form is hereby deleted.

3. The subsection entitled "Guardian Capital LP" under the subheading *Responsibility for operations of the funds – Investment sub-advisors* on page 46 is hereby deleted.
4. The fifth paragraph of the subsection entitled "Sub-advisors" under the subheading *Responsibility for operations of the funds – Brokerage arrangements* on page 62 is hereby deleted.

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

This amendment no. 3 dated February 25, 2020, together with the annual information form dated June 27, 2019, as amended by amendment no. 1 dated December 12, 2019 and amendment no. 2 dated January 27, 2020, the simplified prospectus dated June 27, 2019, as amended by amendment no. 1 dated December 12, 2019, amendment no. 2 dated January 27, 2020 and amendment no. 3 dated February 25, 2020 and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

Dated: February 25, 2020

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