



**AMENDMENT NO. 2** dated March 19, 2021 to the annual information form dated June 26, 2020, as amended by amendment no. 1 dated January 5, 2021.

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

This amendment no. 2 dated March 19, 2021 to the annual information form of the fund dated June 26, 2020, as amended by amendment no. 1 dated January 5, 2021 (the *annual information form*), amends the certificates in the annual information form and provides certain additional information in respect of the fund in conjunction with amendment no. 2 dated March 19, 2021 to the simplified prospectus of the fund dated June 26, 2020, as amended by amendment no. 1 dated January 5, 2021 (the *simplified prospectus*). The annual information form should be read subject to this information.

### Summary

RBC Global Asset Management Inc. (*RBC GAM*) has begun a search to identify a replacement sub-advisor for the fund. Edinburgh Partners Limited 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 May 2021. RBC GAM will continue to provide investment management oversight for the fund.

### Amendments

The annual information form is hereby amended as follows:

- (a) The row regarding the fund in the table under the subheading *Name, formation and history of the funds – RBC Private Pools – International and Global Equity* on page 15 of the annual information form is amended by replacing the words “Not applicable.” in the column entitled “Changes” with the following:

On March 11, 2021, RBC GAM announced that it has begun a search to identify a replacement sub-advisor for the RBC Private Overseas Equity Pool. Edinburgh Partners Limited 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 May 2021. 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.

- (b) The row regarding the fund in the table under the subheading *Responsibility for operations of the funds – Investment sub-advisors* on page 47 of the annual information form is amended by inserting a footnote reference (new footnote 1) and the new footnote 1 is added to the bottom of the table on page 47, as follows:

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RBC Private Overseas Equity Pool

Edinburgh Partners Limited, Edinburgh, Scotland<sup>1</sup>

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...

<sup>1</sup> RBC GAM has begun a search to identify a replacement sub-advisor for the RBC Private Overseas Equity Pool. Edinburgh Partners Limited 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 May 2021. 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.

- (c) The subsection entitled “Edinburgh Partners Limited” under the subheading *Responsibility for operations of the funds – Investment sub-advisors* on page 53 of the annual information form is amended by inserting a footnote reference (new footnote 1) after the title “Edinburgh Partners Limited” and the new footnote 1 is added to the bottom of the page as follows:

Edinburgh Partners Limited<sup>1</sup>

...

<sup>1</sup> RBC GAM has begun a search to identify a replacement sub-advisor for the RBC Private Overseas Equity Pool. Edinburgh Partners Limited 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 May 2021. 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.

- (d) The subsection entitled “Sub-advisors” under the subheading *Responsibility for operations of the funds – Brokerage arrangements* on page 62 of the annual information form is amended by inserting a footnote reference (new footnote 1) after the reference to “Edinburgh Partners Limited” in the first sentence of the sixth paragraph of the subsection and the new footnote 1 is added to the bottom of the page as follows:

<sup>1</sup> RBC GAM has begun a search to identify a replacement sub-advisor for the RBC Private Overseas Equity Pool. Edinburgh Partners Limited 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 May 2021. 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. 2 dated March 19, 2021, together with the annual information form dated June 26, 2020, as amended by amendment no. 1 dated January 5, 2021, the simplified prospectus dated June 26, 2020, as amended by amendment no. 1 dated January 5, 2021 and amendment no. 2 dated March 19, 2021 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: March 19, 2021

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