

NOTICE OF SPECIAL MEETING
and
MANAGEMENT INFORMATION CIRCULAR

For the Unitholders of
RBC DOMINION SECURITIES CANADIAN FOCUS LIST PORTFOLIO

To be held on:

January 26, 2012

commencing at 10:00 a.m. (Toronto time)

at the offices of

Fasken Martineau DuMoulin LLP
Suite 2400
Bay Adelaide Centre
333 Bay Street
Toronto, Ontario
M5H 2T6

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**NOTICE OF SPECIAL MEETING OF UNITHOLDERS
OF RBC DOMINION SECURITIES CANADIAN FOCUS LIST PORTFOLIO**

NOTICE IS HEREBY GIVEN that a special meeting (the “**Special Meeting**”) of unitholders of RBC Dominion Securities Canadian Focus List Portfolio (the “**Fund**”) will be held on January 26, 2012 at 10:00 a.m. (Toronto time) at the offices of Fasken Martineau DuMoulin LLP, Suite 2400, Bay Adelaide Center, 333 Bay Street West, Toronto, Ontario.

The Special Meeting will be held for the following purposes:

1. for unitholders of the Fund, in the form of a resolution attached as Schedule A, to authorize and approve a change to the investment objective of the Fund, an increase in the operating expense cap for each series of the Fund, and an increase in the management fee payable by each series of the Fund, each as more particularly described in the Management Information Circular (the “**Circular**”);
2. to transact such other business as may properly come before the Special Meeting or any adjournment thereof.

The Circular provides additional information relating to the matters to be dealt with at the Special Meeting and is deemed to form part of this notice.

All unitholders of record of the Fund at the close of business on December 15, 2011 are entitled to receive notice of and vote at the Special Meeting.

If you are unable to attend the Special Meeting in person, you are requested to complete and sign the enclosed form of proxy. An addressed envelope for the return of the form of proxy is enclosed. To be valid, forms of proxy must be deposited with Broadridge Financial Solutions Inc., at the address on the envelope provided, before 5:00 p.m. (Toronto time) on January 24, 2012 or not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of any adjourned or postponed Special Meeting, or with the Chairman of the Special Meeting prior to commencement of the Special Meeting or any adjournment or postponement thereof. Alternatively, unitholders may fax their form of proxy to any of the following numbers: 905-507-5354, 905-507-6283 or 1-866-623-5305 to be received no later than 5:00 p.m. (Toronto time) two (2) business days preceding the Special Meeting or any adjournment or postponement thereof. If unitholders choose the fax option, they should ensure that all pages of the form of proxy are returned.

If the resolution is not approved or the Manager decides not to proceed with the proposed matters, in accordance with applicable securities law and the terms of the trust agreement of the Fund, the Fund will be terminated on or around February 28, 2012. Unitholders are reminded that they have the right to redeem their units at any time. In the event the resolution is not approved, unitholders may redeem their units up to the close of business on the effective date of termination.

Independent Review Committee - Conclusion

As described in the Management Information Circular, the changes to the operating expense cap and the management fees (together the “Fee Changes”) proposed by First Defined Portfolio Management Co. (the “Manager”), the manager of the Fund, constitute a conflict of interest matter for the Manager. In accordance with the provisions of National Instrument 81-107 – *Independent Review for Investment Funds*, the Manager has therefore referred the Fee Changes to the Independent Review Committee (“IRC”) of the Fund for its review. The IRC has advised the Manager that, after reasonable inquiry, it has concluded that the proposed Fee Changes, if approved, achieve a fair and reasonable result for the Fund.

DATED at Toronto, Ontario this 19th day of December, 2011.

**FIRST DEFINED PORTFOLIO
MANAGEMENT CO., as manager of RBC
DOMINION SECURITIES CANADIAN
FOCUS LIST PORTFOLIO**

“Fraser Howell”

Fraser Howell, President and Director

MANAGEMENT INFORMATION CIRCULAR OF RBC DOMINION SECURITIES CANADIAN FOCUS LIST PORTFOLIO

This Management Information Circular (the “Circular”) is furnished to unitholders (the “Unitholders”) of RBC Dominion Securities Canadian Focus List Portfolio (the “Fund”) in connection with the solicitation of proxies by First Defined Portfolio Management Co., in its capacity as manager of the Fund (the “Manager” or “FDPM”), to be used at the special meeting of Unitholders of the Fund (the “Special Meeting”) to be held on January 26, 2012 at 10:00 a.m. (Toronto time), as it may be adjourned or postponed, at the offices of Fasken Martineau DuMoulin LLP, Suite 2400, Bay Adelaide Center, 333 Bay Street West, Toronto, Ontario.

The Special Meeting has been called on the recommendation of the Manager. Although it is expected that the solicitation will be made primarily by mail, the Manager or its agents may also solicit proxies personally, by telephone, or by facsimile transmission. **The costs of solicitation will be borne by the Manager.**

Except as otherwise stated, the information contained in this Circular is given as of the date hereof.

Unitholders are being asked to approve the resolution (the “Resolution”), as set out in Schedule “A” to this Circular. Please see “*Required Approvals*” below. If the Resolution is not approved by Unitholders or the Manager chooses not to proceed with the proposed matters, the Changes (as defined below) will not be implemented and, in accordance with applicable securities law requirements and the Fund’s Trust Agreement (as defined below), the Fund will be terminated on or around February 28, 2012. Unitholders are reminded that they have the right to redeem their units of the Fund (the “Units”) at any time. In the event the Resolution is not approved, Unitholders may redeem their Units up to the close of business on the effective date of termination.

OPTIONS AVAILABLE TO UNITHOLDERS - SUMMARY

Unitholders are reminded that they have the following options with respect to the matters described herein.

- Vote in Favour of the Resolution – if approved by an affirmative vote of at least a majority of the votes cast, the Changes (as defined below) will be implemented shortly after the Special Meeting. If approved, the Manager anticipates the Changes would be effective on or about January 27, 2012.
- Vote Against the Resolution – if the Changes do not receive the necessary approval, the Fund will be terminated on or around February 28, 2012.

- **Redemption of Units** – Unitholders are reminded that they may redeem their Units at any time at the applicable net asset value (“NAV”). In the event the Fund is to be terminated, Unitholders may redeem their Units up to the close of business on the effective date of termination.

Unitholders may also wish to consider this option as an alternative to voting against the Resolution. By redeeming Units, rather than voting against the Resolution, the matter may stand a greater chance of being approved.

There are no redemption fees payable in conjunction with a redemption of Units.

BUSINESS OF THE SPECIAL MEETING - MATTERS TO BE ACTED UPON

Overview

The following information outlines our rationale for recommending the Changes (as defined below) to the Unitholders. We encourage you to review this information and support our initiatives by voting in favour of the Changes at the Special Meeting or when returning your proxy.

Investment Objective Change

General

One of the reasons the Special Meeting has been called is to seek the approval of Unitholders for a change to the investment objective of the Fund (the “**Investment Objective Change**”). The Investment Objective Change has been proposed as a result of a mutual agreement to terminate a license agreement entered into between the Manager, RBC Dominion Securities Inc. and Royal Bank of Canada pursuant to which the Manager has licensed the use of certain marks, as well as a list of securities known as the “Focus List” (the “**License Agreement**”). As the Fund is based on the Focus List, when the License Agreement is terminated, the Fund will no longer be able to achieve its current investment objective.

The current investment objective of the Fund is:

“To provide capital appreciation by purchasing and holding for successive quarterly periods, the same securities of Canadian issuers as are announced to the public by RBC Capital Market’s Equity Selection Sub-Committee as comprising its Focus List.”

It is intended that the investment objective of the Fund will be changed to the following:

“To provide long-term capital appreciation by investing primarily in securities traded on a Canadian exchange or market.”

In conjunction with the Investment Objective Change, if approved, the Manager also will change the Fund name to “*First Trust Canadian Capital Strength Portfolio*”.

Benefits of the Investment Objective Change

Currently, the Fund meets its investment objective by investing in the securities which make up the Focus List. The Focus List itself is made up of a selection of Canadian issuers as are announced to the public by RBC Capital Market's Equity Selection Sub-Committee, generally on a quarterly basis. As noted above, as a result of the agreement to terminate the License Agreement, the Fund will no longer be able to track the Focus List and therefore will not be able to continue to meet its current investment objective.

Under the new investment objective proposed by the Manager, the Fund would continue to invest predominantly in Canadian securities. However, rather than base the Fund's portfolio selection process on the Focus List, the portfolio advisor to the Fund will use a multi-step bottom-up quantitative selection process in order to identify its investible universe of securities and fundamental analysis to make final portfolio selections. The selection process will be designed to identify issuers that have certain objective and easily determinable attributes that, in the portfolio advisor's opinion, give them a strong capital position. It is expected that issuers selected for the Fund's portfolio will:

- be well-capitalized with strong balance sheets
- have a record of financial strength and profit growth
- have the ability to generate earnings growth
- have skilled management
- be highly liquid

It is also expected that such issuers, who have strong capital positions, will therefore have certain advantages. For example, such issuers may be able to make strategic mergers and acquisitions financed with cash, to reinvest cash to grow their business, or to fund research and development projects, even in down markets. Moreover, in the Manager's view, such issuers will have the potential for a greater degree of stability and performance over time.

Currently, the Fund is not actively managed by the portfolio advisor. That is, the portfolio advisor has limited discretion in respect of portfolio selection and adjustment. The Fund usually only sells securities in order to rebalance its portfolio to match the portfolio composition as dictated by the Focus List. If the Resolution is approved, Unitholders should understand that the risk profile of the Fund may change as a result of the Fund being actively managed. In certain circumstances such active management may be beneficial, as the portfolio advisor may be able to more quickly address unexpected market conditions that could require an adjustment to the Fund's portfolio.

First Trust Advisors LP ("FTA"), an affiliate of the Manager and the portfolio advisor to the Fund, provides asset management and investment advisory services to its clients and had approximately US\$47 billion in assets under management or supervision as of November 30, 2011. FTA has extensive experience using quantitative and fundamental analysis to select securities and has utilized the "Capital Strength" philosophy for portfolio selection in many

investment funds in the North American market, raising approximately US\$3.0 billion from such mandates.

Management Fee Change

General

In conjunction with the Investment Objective Change, the Manager is also seeking approval of Unitholders to increase the management fees payable by each series of the Fund (the “**Management Fee Change**”).

For the Management Fee Change, the Manager is proposing a fee increase of 0.45% for both series A Units and series F Units.

The Management Fee Change would apply as follows:

- change the management fee of series A Units from 1.50% to 1.95%
- change the management fee of series F Units from 0.50% to 0.95%

The Manager pays a portion of the management fees it receives to FTA, the portfolio advisor of the Fund. If the Management Fee Change is approved, the Manager will continue to pay a portion of the management fees it receives to FTA. The Fund does not pay any fees to FTA in its role as portfolio advisor of the Fund. However, under the terms of the License Agreement, the Fund pays an annual fee of 0.465% of its NAV to RBC Dominion Securities Inc. (the “**License Fee**”). The License Fee is paid, partly in consideration for the use of the Focus List that currently forms the basis of the Fund’s portfolio. As the License Agreement will be terminated, the Fund will no longer be required to pay the License Fee.

Rationale for the Management Fee Change

As noted above, if the Resolution is approved, the Fund will be actively managed by FTA. FTA will therefore have an increased role with respect to the Fund, due to the necessity of executing the new investment strategy (as described under “*Benefits of the Investment Objective Change*”). As the Manager pays the portfolio advisor’s fee, part of the rationale for the Management Fee Change of 0.45% is to cover additional fees that will be payable to FTA as a result of its increased role with respect to the construction of the Fund’s portfolio. The proposed increase of 0.45% to the management fees of the Fund will, however, be more than offset by the corresponding elimination of the License Fee.

In addition, based on its survey of other Canadian equity mutual funds that invest in a similar asset class as the Fund (the “**Fund’s Peer Group**”), the Manager concluded that the average management fee of the Fund’s peer Group was 2.00% for series A Units. The Manager believes the resulting management fee for each series of the Fund is therefore consistent with the average management fees as compared to the Fund’s Peer Group.

Investors should review the discussion under “*Interest of the Manager in the Changes - Manager’s Conflict of Interest*” on page 10 and “*Independent Review Committee - Conclusion*” on page 13 for a discussion on the Manager’s interest with respect to the Management Fee Change.

Operating Expense Change

General

In conjunction with the Investment Objective Change and the Management Fee Change, the Manager is also seeking the approval of Unitholders to increase the current operating expense cap of each series of the Fund (the “**Operating Expense Change**”, collectively with the Investment Objective Change and the Management Fee Change, the “**Changes**”).

Currently, the Fund pays its own operating expenses (collectively, the “**Operating Expenses**”). Operating Expenses of the Fund may include, without limitation:

- the License Fee
- the management fee
- fees payable to the trustee
- the costs related to recordkeeping, valuation, transfer agency and pricing
- accounting and bookkeeping fees
- audit and legal fees and expenses
- safekeeping and custodial fees
- the costs of prospectuses, financial reporting and other types of communications
- regulatory filing and other fees
- interest and bank charges

Operating Expenses payable by the Fund are capped at a maximum of 1.97% of the series A NAV and 0.97% of the series F NAV (each an “**Operating Expense Cap**”). That means that the Manager is required to absorb any Operating Expenses of the Fund (or waive all or a portion of the management fee to which it is otherwise entitled) to the extent the Operating Expenses of a series of the Fund exceed the relevant Operating Expense Cap. Notwithstanding the foregoing, the following items are excluded from each Operating Expense Cap and are in all circumstances borne by the Fund:

- applicable taxes (such as GST/HST and income taxes)
- brokerage commissions and related transaction fees
- costs associated with its independent review committee (including, without limitation, all member fees, insurance costs, legal or other advisory costs)
- extraordinary expenses such as litigation expenses

The Manager is seeking the approval of Unitholders to increase each Operating Expense Cap as follows:

- change the Operating Expense Cap of series A Units from 1.97% to 2.40%
- change the Operating Expense Cap of series F Units from 0.97% to 1.40%

Rationale for the Operating Expense Change

It is the Manager’s intention that the annual management expense ratio (“**MER**”) of each series of the Fund be at a competitive level as compared to the Fund’s Peer Group. Based on a survey of Canadian equity mutual funds and other reported sources, the Manager has determined the average MER of the Fund’s Peer Group to be approximately 2.50% for series A Units.

The following tables sets out the reported MER for each series of Units for the Fund’s last financial year, as at June 30, 2011 (the “**Reported MER**”), as well as what the MER of each series would have been, had the proposed Management Fee Change and Operating Expense Change both been in place and the License Fee eliminated (the “*pro forma* **MER**”). As noted, the *pro forma* MER for series A Units is similar and at a competitive level when compared to the average MER of the Fund’s Peer Group.

Series A	Reported MER	<i>pro forma</i> MER
Management Fee ¹	1.500%	1.950%
Expenses absorbed by Manager	(0.323%)	(0.000%)
Net management fee	1.177%	1.950%
License Fee	0.465%	0.000%
Operating Expenses	0.328%	0.328%
Sub-total	1.970%	2.278%
HST and IRC costs	0.220%	0.252%
Total	2.190%	2.530%

¹ The Manager pays a portion of the annual management fee it receives to dealers and advisors as a trailing commission.

Series F	Reported MER	<i>pro forma</i> MER
Management Fee	0.500%	0.950%
Expenses absorbed by Manager	(0.318%)	(0.000%)
Net management Fee	0.182%	0.950%
License Fee	0.465%	0.000%
Operating Expenses	0.323%	0.323%
Sub-total	0.970%	1.273%
HST and IRC costs	0.120%	0.157%
Total	1.090%	1.430%

Investors should review the discussion under “*Interest of the Manager in the Changes - Manager’s Conflict of Interest*” on page 10 and “*Independent Review Committee - Conclusion*” on page 13 for a discussion with respect to the Manager’s interest in the Operating Expense Change.

BUSINESS OF THE SPECIAL MEETING – ADDITIONAL DETAILS

Fund Information

Unitholders can obtain the most recent annual and interim financial statements, Annual Information Form and annual and interim Management Reports of Fund Performance for the Fund at no cost by contacting the Manager toll free at 1-877-622-5552, by e-mail at info@firsttrust.ca or by downloading such documents from the internet at www.firsttrust.ca or at www.sedar.com.

Tax Considerations

The Changes will not have any adverse income tax consequences on the Fund or its Unitholders under the *Income Tax Act* (Canada) (“**Tax Act**”).

In accordance with its distribution policy, each year the Fund will distribute its net income and any net realized capital gains to Unitholders to the extent necessary to ensure the Fund does not pay ordinary income tax under the Tax Act. Based on existing available capital losses of the Fund of approximately \$60 million, the Fund will be able to shelter realized capital gains with the available capital losses and thereby avoid making taxable distributions of capital gains to Unitholders until such capital losses are fully utilized.

Depending on their individual circumstances, termination of the Fund may result in Unitholders realizing a taxable capital gain or loss on their Units of the Fund.

Provided that the Fund maintains its status as a mutual fund trust within the meaning of the Tax Act or is a registered investment under the Tax Act, Units of the Fund will continue to be qualified investments under the Tax Act for registered plans such as registered retirement savings plans.

The foregoing is of a general nature only and does not constitute legal or tax advice to any particular Unitholder. Unitholders should consult their own tax advisor to determine the impact of tax legislation based on their particular situation.

Procedures for Making the Changes

The Fund is an open-ended mutual fund trust established and governed under the laws of Ontario by a master trust agreement dated June 2, 2000, (the “**Master Trust Agreement**”) and a supplemental trust agreement dated November 14, 2001, which was amended and

restated as of March 7, 2007 and further amended on April 29, 2008 (collectively the “**Supplement**”, and together with the Master Trust Agreement, the “**Trust Agreement**”).

The Changes are conditional upon receipt at the Special Meeting of approval by the Unitholders. Should the required approval be received, the Changes are expected to be implemented after the close of business on the date of the Special Meeting, to take effect on the next business day or shortly thereafter and upon the amendment of the Trust Agreement and other material contracts of the Fund.

The Fund will not bear any of the costs and expenses associated with the Special Meeting. Such costs will be borne by the Manager. These costs may include legal and accounting fees, proxy solicitation, printing and mailing costs and regulatory fees.

Unitholders are being asked to approve the Resolution, as set out in Schedule “A” to this Circular. Please see “Required Approvals” below. If the Resolution is not approved or the Manager chooses not to proceed with the proposed matters, the Fund will be terminated on or around February 28, 2012, in accordance with applicable securities laws and the terms of the Trust Agreement. Unitholders are reminded that they have the right to redeem their Units at any time. In the event the Resolution is not approved, Unitholders may redeem their Units up to the close of business on the effective date of termination.

Required Approval of Unitholders

Applicable legislation and the Trust Agreement require that the Changes be approved by the Unitholders. Approval must be given by the affirmative vote of at least a majority of the votes cast at the Special Meeting by or on behalf of Unitholders of record. Unitholders will be asked to confirm their approval of the Changes by voting in favour of the Resolution, as set out in Schedule “A” to this Circular.

By approving the Changes, Unitholders also will be authorizing any director or officer of the Manager to take all such steps as may be necessary or desirable to give effect to the Changes, including amending the Trust Agreement.

The Manager will be authorized by the Resolution, in its discretion, not to proceed with the Changes even if Unitholders provide their approval. If that occurs, the Manager will issue a press release which indicates the Changes will not be implemented and that the Fund will be terminated on or around February 28, 2012.

Voting Procedures and Proxies

Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy are officers of the Manager. **A Unitholder has the right to appoint some other person, who need not be a Unitholder, to represent**

the Unitholder at the Special Meeting, by inserting the name of the Unitholder's chosen proxyholder in the blank space provided for that purpose.

To be valid, forms of proxy must be deposited with Broadridge Financial Solutions Inc. ("**Broadridge**") at the address on the envelope provided, before 5:00 p.m. (Toronto time) on January 24, 2012 or not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of any adjourned or postponed Special Meeting, or with the Chairman of the Special Meeting prior to commencement of the Special Meeting or any adjournment or postponement thereof. Alternatively, Unitholders may fax their form of proxy to any of the following numbers: 905-507-5354, 905-507-6283 or 1-866-623-5305 to be received no later than 5:00 p.m. (Toronto time) two (2) business days preceding the Special Meeting or any adjournment or postponement thereof. If Unitholders choose the fax option, they should ensure that all pages of the form of proxy are returned.

Revocability of Proxy

A Unitholder may revoke a proxy by depositing an instrument in writing executed by the Unitholder, or by the Unitholder's attorney authorized in writing, with the proxy agent, Broadridge, at any time up to and including the close of business on the last business day preceding the day of the Special Meeting, or with the Chairman of the Special Meeting prior to its commencement on the day of the Special Meeting, or in any other manner permitted by law. A proxy may also be revoked by the Unitholder personally attending the Special Meeting and voting his or her Units at the Special Meeting.

Voting of Securities and Proxies

Units represented by properly executed proxies in the enclosed form (if executed in favour of the Manager's nominee and deposited as provided above) will be voted in accordance with the instructions of the Unitholder on the proxy. If the Unitholder specifies a choice with respect to any matter to be acted upon, the Units will be voted accordingly. **Where no direction is given by a Unitholder submitting a proxy, the proxy will vote the Units in FAVOUR of the Resolution.**

The enclosed form of proxy also confers discretionary voting authority on the person named therein with respect to amendments to or variations of matters identified in the Notice of Special Meeting and with respect to other matters which may properly come before the Special Meeting. If any such amendments, variations or other matters properly come before the Special Meeting, the nominee appointed by the Manager as proxy will vote the Units represented thereby in his discretion in respect of such amendments, variations or other matters. At the time of printing this Circular, the Manager knows of no such amendments, variations or other matters to come before the Special Meeting.

Units Held through Intermediaries

The information set forth in this section is important to Unitholders who do not hold their Units in their own name (referred to in this Circular as “Beneficial Unitholders”) but rather through securities dealers, banks and trust companies, or their nominees (the “intermediaries”).

Beneficial Unitholders should note that only proxies deposited by Unitholders whose names appear on the records of the Fund as the registered holders of Units can be recognized and acted upon at the Special Meeting. If Units are listed in an account statement provided to a Unitholder by a broker, then in almost all cases those Units will not be registered in the Unitholder’s name on the records of the Fund. Such securities will more likely be registered under the name of the Unitholder’s financial adviser, broker or an agent of the financial adviser or broker. Units held by financial advisers, brokers or their nominees can only be voted (for or against the Resolution) upon the instructions of the Beneficial Unitholder. Without specific instructions, the brokers/nominees are prohibited from voting Units for their clients.

Beneficial Unitholders will be provided with a request for voting instructions. Beneficial Unitholders who wish to file proxies or attend the Special Meeting in person to vote their Units should complete their voting instruction form, sign it and return it in the postage prepaid envelope accompanying this Circular.

Voting Securities and Principal Holders Thereof

Each Unitholder is entitled to one vote, in person or by proxy, for each whole Unit held, but no votes shall attach to fractional Units. Only Unitholders of record on the Record Date are entitled to receive notice of the Special Meeting and to vote at the Special Meeting. As at December 15, 2011, the Fund had 5,489,666.76 Units outstanding.

To the knowledge of the officers and directors of the Manager, as at December 15, 2011, no person or company owned, directly or indirectly, more than 10% of the Units of the Fund then outstanding (calculated without regard to series of Units).

The quorum required at the Special Meeting is two (2) Unitholders present in person or represented by proxy. If no quorum is present within 30 minutes from the time fixed for holding the Special Meeting, the Special Meeting will be adjourned by the Chairman to a day not later than 14 days after the date of the Special Meeting (unless such day is not a business day, in which case it shall be adjourned to the next business day) but if there is not a quorum present at the Special Meeting then no quorum requirement shall apply at the adjournment thereof.

Interest of the Manager in the Changes

Manager’s Conflict of Interest

If the Changes are approved, the Manager will be entitled to receive additional management fees from the Fund. The Manager may also not be required to cover certain Operating Expenses of the Fund, due to the increase in Operating Expense Cap of each series. In addition, and as a result of both of these factors, the Fund's expenses are likely to increase. Such increase in expenses may also adversely impact the return on investment available to Unitholders. As discussed above, the Manager expects that any increase in expenses will be commensurate with the expense levels of the Fund's Peer Group.

The Manager may therefore be considered to have interests which differ from those of the Fund and the proposed Management Fee Change and Operating Expense Change may therefore represent a "conflict of interest" matter under National Instrument 81-107 – *Independent Review for Investment Funds* ("NI 81-107").

NI 81-107 requires that, when a conflict of interest matter arises and before taking any action in the matter, an investment fund manager must refer the matter, along with its proposed action, to the fund's independent review committee for its review and decision. If a manager must hold a meeting of unitholders to obtain approval before taking an action in a conflict of interest matter (as is the case with respect to the proposed Management Fee Change and Operating Expense Change), the manager must include a summary of the independent review committee's decision in the notice of the meeting.

In accordance with such requirements, the Manager has referred the Management Fee Change and the Operating Expense Change to the independent review committee of the Fund (the "IRC") and a summary of the IRC's decision is set out below under the heading "*Independent Review Committee - Conclusion*" on page 13.

Management and Administrative Services

Pursuant to the terms of the management agreement of the Fund, the Manager provides the Fund with management and administrative services and facilities described in the Management Agreement in return for a management fee. See "*Management Agreement*" below. The amount paid or payable to the Manager by the Fund for management services for the financial year ended June 30, 2011 and the five month period ended November 30, 2011 excluding GST/HST was \$268,867 and \$66,425 respectively. If the Changes are approved, the Manager will continue to provide management services to the Fund and receive management fees in respect thereof.

The name and municipality of residence, position and office held with the Manager of each of the directors and executive officers of the Manager are as follows:

Name and Municipality of Residence	Office with the Manager
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Ronald D. McAlister (Wayne, Illinois)	Director, Chairman of the Board and Chief Executive Officer
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Mark Bradley (Wheaton, Illinois)	Director
Fraser Howell (Toronto, Ontario)	President, Chief Financial Officer, Director and Secretary
Steven Kim (Mississauga, Ontario)	Vice President and Chief Compliance Officer

Management Agreement

The Management Agreement currently includes the following key terms:

- the Manager is entitled to an annual management fee payable out of the assets of the Fund as follows:
 - (i) series A: An aggregate annual fee based on the daily series A NAV equal to 0.50% of the series A NAV, payable monthly, plus an annual fee of 1.00%, payable quarterly, of the series A Units sold by dealers or brokers and not redeemed before the end of each quarter.
 - (ii) series F: An aggregate annual fee based on the daily series F NAV equal to 0.50% of the series F NAV, payable monthly;
- the Manager will be responsible for expenses of the Fund in certain circumstances. For instance, and as described above, the Manager has agreed to absorb any Operating Expenses of the Fund or waive all or a portion of its fees to the extent the Operating Expenses of a series of the Fund exceed the relevant Operating Expense Cap;
- the Fund has agreed to indemnify the Manager subject to regulatory limitations and restrictions;
- the Manager may terminate the agreement at any time upon 90 days prior written notice to the Trustee and to each Unitholder;
- the Trustee of the Fund, may terminate the agreement 60 days after a liquidation, bankruptcy, winding-up, dissolution or insolvency proceeding is commenced against the Manager or if the Manager sells, leases or otherwise disposes of all or substantially all of its assets or undertakings; and
- the Trustee of the Fund may also terminate the agreement with Unitholder approval.

If the Changes are approved by Unitholders, the terms of the management agreement will be amended to reflect the increase in the management fees payable by the Fund, as

described above. In addition, the Operating Expense Caps of the Fund will increase as described above.

AUDITOR

The auditor of the Fund is Deloitte & Touche LLP. The address of the auditor is 1400 BCE Place, 181 Bay St. Toronto, ON, M5J 2V1.

ADDITIONAL INFORMATION

Additional information relating to the Fund is available on SEDAR at www.sedar.com. Financial information is provided in the Fund's comparative financial statements and management reports of fund performance for its most recently completed financial year. The Unitholder can contact the Manager at 330 Bay Street, Suite 1300, Toronto, Ontario, M5H 2S8, toll free at 1-877-622-5552 or by e-mail at info@firsttrust.ca, to request copies of the Fund's financial statements and management reports of fund performance.

INDEPENDENT REVIEW COMMITTEE - CONCLUSION

In accordance with the provisions of NI 81-107 and as discussed above, the Manager has referred the proposed Management Fee Change and Operating Expense Change to the IRC of the Fund for its review. The Manager has provided a variety of information to the IRC in connection with its review, including the following:

- an identification of the Manager's conflict of interest in connection with the Management Fee Change and the Operating Expense Change
- further explanation in respect of the methodology utilized by the Manager in determining the average management fees and MERs of the Fund's Peer Group
- a basis for the IRC to conclude that the Management Fee Change and the Operating Expense Change achieve a fair and reasonable result for the Fund

Based on the foregoing, the IRC has advised the Manager that, after reasonable inquiry, it has concluded that the Management Fee Change and the Operating Expense Change proposed, if approved, achieve a fair and reasonable result for the Fund.

RECOMMENDATION

For the reasons set out in this Circular under the headings "*Investment Objective Change*", "*Management Fee Change*" and "*Operating Expense Change*" the board of directors of the Manager, the manager of the Fund, unanimously recommends that Unitholders vote in favour of the Resolution set out in the attached Schedule "A" to this Circular.

CERTIFICATE

The contents of this Circular and its distribution have been approved by the board of directors of First Defined Portfolio Management Co., as the manager of the Fund.

DATED the 19th day of December, 2011.

By order of the Board of Directors of First
Defined Portfolio Management Co. (as manager
of the Fund)

“Fraser Howell”

Fraser Howell, President and Director

SCHEDULE "A"

RESOLUTION OF UNITHOLDERS OF RBC DOMINION SECURITIES CANADIAN FOCUS LIST PORTFOLIO (the "Fund")

BE IT RESOLVED THAT:

1. the Investment Objective Change, as described in the Management Information Circular dated December 19, 2011 (the "**Circular**"), is approved;
2. the Operating Expense Change, as described in the Circular is approved;
3. the Management Fee Change, as described in the Circular is approved;
4. the trust agreement of the Fund be amended as may be required to implement or give effect to the Changes as described in the Circular;
5. the directors of First Defined Portfolio Management Co., as manager of the Fund, are hereby authorized to revoke this resolution or any part of it before it is acted upon and without further approval of the unitholders of the Fund if, in the opinion of the directors, they consider it necessary or desirable; and
6. any director or officer of First Defined Portfolio Management Co., as manager of the Fund, is authorized and directed to execute or cause to be executed and to deliver or cause to be delivered, all such documents, agreements and instruments and to do or cause to be done all such other acts and things as such directors or officers shall determine to be necessary or desirable in order to carry out the intent of the foregoing resolutions and the matters authorized thereby, including any amendment to the material agreements of the Fund, such determination to be conclusively evidenced by their execution and delivery of such document, agreement or instrument or their doing of any such act or thing.

RBC DOMINION SECURITIES CANADIAN FOCUS LIST PORTFOLIO*

For more information:

Please contact:

FIRST DEFINED PORTFOLIO MANAGEMENT CO.

330 Bay Street, Suite 1300
Toronto, Ontario M5H 2S8

1-877-622-5552

www.firsttrust.ca

- * “RBC Investments” and the Lion & Globe symbol are trade marks of Royal Bank of Canada used under licence by the Fund pursuant to a licence agreement between RBC Dominion Securities Inc., Royal Bank of Canada and the Manager.