

**Amendment No. 3 dated May 21, 2025
to the Simplified Prospectus dated July 30, 2024
as amended by Amendment No. 1 dated August 9, 2024
and Amendment No. 2 dated March 25, 2025 (the “Prospectus”)**

of

Russell Investments Canadian Dividend Class
(Series B, E, F and O Shares)

Russell Investments Emerging Markets Equity Class
(Series B, E, F and O Shares)

Russell Investments Fixed Income Plus Class
(Series B, B-3, E, F and F-3 Shares)

Russell Investments Global Smaller Companies Class
(Series B, E and F Shares)

(the “**Terminating Funds**”)

Proposed Mergers

Russell Investments Canada Limited (the “**Manager**”) proposes to merge (each a “**Merger**”) each Terminating Fund into the mutual fund shown opposite its name below (its “**Continuing Fund**”):

Terminating Fund		Continuing Fund
Russell Investments Canadian Dividend Class	to merge into	Russell Investments Canadian Dividend Pool
Russell Investments Emerging Markets Equity Class	to merge into	Russell Investments Emerging Markets Equity Pool
Russell Investments Fixed Income Plus Class	to merge into	Russell Investments Fixed Income Plus Pool
Russell Investments Global Smaller Companies Class	to merge into	Russell Investments Global Smaller Companies Pool

Each Merger will be implemented by redeeming the shares of the Terminating Fund in return for a proportionate number of units of an equivalent series of its Continuing Fund.

Each Merger will result in a taxable disposition of all shares of the Terminating Fund held by its investors and all units of its Continuing Fund held by the Terminating Fund. The Manager expects that this will not result in a material tax liability for most investors.

The investors of each Terminating Fund will be asked to approve its Merger at special meetings to be held on or about August 1, 2025. Each Merger will proceed and take effect on or shortly after August 8, 2025 if approved by its shareholders, regardless of whether any other Merger is approved. Following its Merger, the Terminating Fund will be wound up as soon as reasonably possible. The Manager may, in its discretion, decide not to proceed with a Merger even if it is approved by shareholders.

On or prior to the effective date of the Mergers, the Manager will suspend purchases of shares of the Terminating Funds. Investors will have the right to redeem shares of the Terminating Funds up to the close of business on the effective date of the Mergers. Following the Mergers, all optional plans, including pre-authorized purchase programs, automatic withdrawal plans, systematic switch programs and automatic rebalancing services, which were established with respect to the Terminating Funds will be re-established in comparable plans with respect to the Continuing Fund unless investors advise otherwise. Units of the Continuing Fund received by an investor of a Terminating Fund as a result of its Merger will be subject to the same deferred sales charge (if any) applicable to the shares of the Terminating Fund they replace.

What are your legal rights?

Securities legislation in some provinces and territories gives you the right to withdraw from an agreement to buy mutual funds within two (2) business days of receiving the simplified prospectus or fund facts, or to cancel your purchase within 48 hours of receiving confirmation of your order.

Securities legislation in some provinces and territories also allows you to cancel an agreement to buy mutual fund securities and get your money back, or to make a claim for damages, if the simplified prospectus, fund facts document or financial statements misrepresent any material facts about the fund. These rights must usually be exercised within certain time limits.

For more information, refer to the securities legislation of your province or territory, or consult a lawyer.

**CERTIFICATES OF THE FUNDS
AND THEIR MANAGER, PRINCIPAL DISTRIBUTOR AND PROMOTER**

Dated: May 21, 2025

This Amendment No. 3 dated May 21, 2025 together with the simplified prospectus dated July 30, 2024, as amended by Amendment No. 1 dated August 9, 2024 and Amendment No. 2 dated March 25, 2025, 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 all provinces and territories of Canada and do not contain any misrepresentations.

“Jonathan Needham”

Jonathan Needham
President and Chief Executive Officer of
Russell Investments Canada Limited

“Corbin Tsen”

Corbin Tsen
Chief Financial Officer of Russell
Investments Canada Limited

“Jonathan Needham”

Jonathan Needham
Chief Executive Officer of Russell
Investments Corporate Class Inc.

“Corbin Tsen”

Corbin Tsen
Chief Financial Officer of Russell
Investments Corporate Class Inc.

On behalf of the Board of Directors of Russell Investments Canada Limited in its capacity as the manager, promoter and principal distributor of the Terminating Funds.

“Adam Smears”

Adam Smears
Director of Russell Investments Canada
Limited

“Nazanin Rassouli”

Nazanin Rassouli
Director of Russell Investments Canada
Limited

On behalf of the Board of Directors of Russell Investments Corporate Class Inc.

“Adam Smears”

Adam Smears
Director of Russell Investments Corporate
Class Inc.

“Nazanin Rassouli”

Nazanin Rassouli
Director of Russell Investments Corporate
Class Inc.