

AMENDMENT NO. 2 dated February 29, 2016 to the Annual Information Form dated June 26, 2015, as amended by Amendment No. 1 dated September 17, 2015.

PH&N FUNDS

Series C, Advisor Series, Series D, Series F and Series O units

Phillips, Hager & North Bond Fund
Phillips, Hager & North Community Values Bond Fund
Phillips, Hager & North Dividend Income Fund
Phillips, Hager & North Canadian Equity Fund
Phillips, Hager & North Community Values Canadian Equity Fund
Phillips, Hager & North Canadian Growth Fund
Phillips, Hager & North Canadian Income Fund
Phillips, Hager & North Vintage Fund
Phillips, Hager & North U.S. Dividend Income Fund
Phillips, Hager & North U.S. Multi-Style All-Cap Equity Fund
Phillips, Hager & North U.S. Equity Fund
Phillips, Hager & North Currency-Hedged U.S. Equity Fund
Phillips, Hager & North U.S. Growth Fund
Phillips, Hager & North Overseas Equity Fund
Phillips, Hager & North Currency-Hedged Overseas Equity Fund
BonaVista Global Balanced Fund
BonaVista Canadian Equity Value Fund

Series C, Advisor Series, Series H, Series D, Series F, Series I and Series O units

Phillips, Hager & North Short Term Bond & Mortgage Fund
Phillips, Hager & North Total Return Bond Fund
Phillips, Hager & North Monthly Income Fund
Phillips, Hager & North Canadian Equity Value Fund

(collectively, the “Funds” and each, a “Fund”)

This Amendment No. 2 dated February 29, 2016 to the annual information form of the Funds dated June 26, 2015, as amended by Amendment No. 1 dated September 17, 2015 (collectively, the “Annual Information Form”) amends the certificates in the Annual Information Form and provides certain additional information in respect of the Funds in conjunction with Amendment No. 2 dated February 29, 2016 to the simplified prospectus of the Funds dated June 26, 2015, as amended by Amendment No. 1 dated September 17, 2015 (collectively, the “Simplified Prospectus”). The Annual Information Form with respect to the Funds should be read subject to this information.

Summary

In order to provide the lowest fee option to investors, regardless of portfolio size, and to begin phasing out Series H and Series I unit offerings of the Funds, the Simplified Prospectus will be amended as follows: (a) to reduce the management fee payable in respect of certain series of certain of the Funds, (b) Series H and Series I units of certain of the Funds will be re-designated to Series C and Series F units, respectively, and (c) Series H and Series I units of certain Funds will be capped and no longer available for purchase by new investors.

Further information about the changes noted above is set out in Amendment No. 2 dated February 29, 2016 to the Simplified Prospectus of the Funds.

Phillips, Hager & North Investment Management is a division of RBC Global Asset Management Inc., the manager of the Funds and an indirect wholly-owned subsidiary of Royal Bank of Canada.

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Certificate of the Funds, the Manager and the Promoter

February 29, 2016

This Amendment No. 2 dated February 29, 2016, together with the Annual Information Form of the Funds dated June 26, 2015 as amended by Amendment No. 1 dated September 17, 2015 and the Simplified Prospectus dated June 26, 2015 as amended by Amendment No. 1 dated September 17, 2015 and Amendment No. 2 dated February 29, 2016 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.

Phillips, Hager & North Short Term Bond & Mortgage Fund
Phillips, Hager & North Bond Fund
Phillips, Hager & North Community Values Bond Fund
Phillips, Hager & North Total Return Bond Fund
Phillips, Hager & North Monthly Income Fund
Phillips, Hager & North Dividend Income Fund
Phillips, Hager & North Canadian Equity Fund
Phillips, Hager & North Community Values Canadian Equity Fund
Phillips, Hager & North Canadian Equity Value Fund
Phillips, Hager & North Canadian Growth Fund
Phillips, Hager & North Canadian Income Fund
Phillips, Hager & North Vintage Fund
Phillips, Hager & North U.S. Dividend Income Fund
Phillips, Hager & North U.S. Multi-Style All-Cap Equity Fund
Phillips, Hager & North U.S. Equity Fund
Phillips, Hager & North Currency-Hedged U.S. Equity Fund
Phillips, Hager & North U.S. Growth Fund
Phillips, Hager & North Overseas Equity Fund
Phillips, Hager & North Currency-Hedged Overseas Equity Fund
BonaVista Global Balanced Fund
BonaVista Canadian Equity Value Fund
(the "Funds")

RBC Global Asset Management Inc., on behalf of the Funds, and in its capacity as manager and promoter of the Funds.

(signed) Damon G. Williams

Damon G. Williams
Chief Executive Officer

(signed) Frank Lippa

Frank Lippa
Chief Financial Officer

On behalf of the Board of Directors of RBC Global Asset Management Inc., on behalf of the Funds, and in its capacity as manager and promoter of the Funds.

(signed) Douglas Coulter

Douglas Coulter
Director

(signed) Daniel E. Chornous

Daniel E. Chornous
Director

Certificate of Principal Distributor

February 29, 2016

To the best of our knowledge, information and belief, this Amendment No. 2 dated February 29, 2016, together with the Annual Information Form of the Funds dated June 26, 2015 as amended by Amendment No. 1 dated September 17, 2015 and the Simplified Prospectus dated June 26, 2015 as amended by Amendment No. 1 dated September 17, 2015 and Amendment No. 2 dated February 29, 2016 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.

Phillips, Hager & North Short Term Bond & Mortgage Fund
Phillips, Hager & North Bond Fund
Phillips, Hager & North Community Values Bond Fund
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BonaVista Global Balanced Fund
BonaVista Canadian Equity Value Fund
(the "Funds")

Phillips, Hager & North Investment Funds Ltd., in its capacity as principal distributor of the Funds.

(signed) Mark Neill

Mark Neill
President