

AMENDMENT NO. 3 dated April 6, 2017 to the Simplified Prospectus dated June 30, 2016, as amended by Amendment No. 1 dated November 24, 2016 and Amendment No. 2 dated March 13, 2017.

PH&N FUNDS

Offering Series A, Advisor Series, Series D, Series F and Series O units of the

Phillips, Hager & North Community Values Balanced Fund
Phillips, Hager & North Community Values Canadian Equity Fund
Phillips, Hager & North Community Values Global Equity Fund

(the "Funds")

This Amendment No. 3 dated April 6, 2017 to the simplified prospectus of the Funds dated June 30, 2016, as amended by Amendment No. 1 dated November 24, 2016 and Amendment No. 2 dated March 13, 2017 (the "Simplified Prospectus") provides certain additional information relating to the Funds. The Simplified Prospectus with respect to the Funds should be read subject to this information. All terms used and not defined in this Amendment No. 3 have the same meaning as those used in the Simplified Prospectus.

RBC Global Asset Management Inc. ("RBC GAM"), the manager of the Funds, has announced that effective June 30, 2017 (the "Effective Date"), the Funds will be merged into certain RBC Funds (the "Continuing Funds"), as set out in the chart below, and the Funds will terminate following the mergers. On the Effective Date, all references to the Funds will be deemed to be removed from the Simplified Prospectus.

Merging Fund	Continuing Fund
Phillips, Hager & North Community Values Balanced Fund	RBC Jantzi Balanced Fund
Phillips, Hager & North Community Values Canadian Equity Fund	RBC Jantzi Canadian Equity Fund
Phillips, Hager & North Community Values Global Equity Fund	RBC Jantzi Global Equity Fund

At least 60 days before the Effective Date, unitholders of the Funds will be sent written notice detailing information and changes related to the mergers. As the mergers are being implemented in accordance with the requirements of applicable securities laws, neither unitholder nor regulatory approval is required.

Units of each of the Funds will be exchanged, on a tax-deferred basis, for units of the applicable Continuing Fund, having a net asset value on the Effective Date equal to the net asset value of the units tendered.

Investors will have the right to redeem units of the Funds up to the close of business on the business day immediately preceding the Effective Date. Following the mergers, unitholders of the Funds who have established pre-authorized investment plans, auto switch investment plans or systematic withdrawal plans will have comparable plans established with respect to the applicable Continuing Funds unless investors advise their dealers otherwise.

The Independent Review Committee of the Funds has approved the mergers of the Funds after determining that the mergers, if implemented, would achieve a fair and reasonable result for each of the applicable Funds.

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 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 units and get your money back, or make a claim for damages, if the Simplified Prospectus, Annual Information Form, Fund Facts or financial statements misrepresent any facts about the fund. These rights must usually be exercised within certain time limits.

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

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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