

The accompanying financial statements have been prepared by RBC Global Asset Management Inc. ("RBC GAM"), as manager of the Phillips, Hager & North Investment Funds (the "Funds") and approved by the Board of Directors of RBC GAM. We are responsible for the information contained within these financial statements.

We have maintained appropriate procedures and controls to ensure that relevant and reliable financial information is produced. The financial statements have been prepared in accordance with accounting principles generally accepted in Canada (and they include certain amounts that are based on estimates and judgments). The significant accounting policies, which we believe are appropriate for the Funds, are described in Note 3 to the financial statements.

Although the Board of Directors of RBC GAM is solely responsible for approving the financial statements and overseeing management's financial reporting responsibilities, the Financial Advisory Committee of the Board of Governors provides advice to RBC GAM concerning financial reporting, the audit process and internal controls. Please see *The Role of the Board of Governors* at the end of this report.

Deloitte LLP, Independent Registered Chartered Accountants, have performed an independent audit of the financial statements in accordance with Canadian generally accepted auditing standards. Their report is set out on the next page.



Chief Executive Officer
RBC Global Asset Management Inc.



Frank Lippa, CPA, CA
Chief Financial Officer and Chief Operating Officer
RBC Global Asset Management Inc.

March 1, 2013

To the Unitholders of:

Phillips, Hager & North Canadian Money Market Fund	Phillips, Hager & North Dividend Income Fund	Phillips, Hager & North Overseas Equity Fund
Phillips, Hager & North \$U.S. Money Market Fund	Phillips, Hager & North Canadian Equity Fund	Phillips, Hager & North Currency-Hedged Overseas Equity Fund
Phillips, Hager & North Short Term Bond & Mortgage Fund	Phillips, Hager & North Community Values Canadian Equity Fund	Phillips, Hager & North Global Equity Fund
Phillips, Hager & North Bond Fund	Phillips, Hager & North Canadian Equity Value Fund	Phillips, Hager & North Community Values Global Equity Fund
Phillips, Hager & North Community Values Bond Fund	Phillips, Hager & North Canadian Equity Underlying Fund	Phillips, Hager & North LifeTime 2015 Fund
Phillips, Hager & North Total Return Bond Fund	Phillips, Hager & North Canadian Growth Fund	Phillips, Hager & North LifeTime 2020 Fund
Phillips, Hager & North Inflation-Linked Bond Fund	Phillips, Hager & North Canadian Income Fund	Phillips, Hager & North LifeTime 2025 Fund
Phillips, Hager & North High Yield Bond Fund	Phillips, Hager & North Vintage Fund	Phillips, Hager & North LifeTime 2030 Fund
Phillips, Hager & North Short Inflation-linked Bond Fund	Phillips, Hager & North U.S. Dividend Income Fund	Phillips, Hager & North LifeTime 2035 Fund
Phillips, Hager & North Long Inflation-linked Bond Fund	Phillips, Hager & North U.S. Multi-Style All-Cap Equity Fund	Phillips, Hager & North LifeTime 2040 Fund
Phillips, Hager & North Monthly Income Fund	Phillips, Hager & North U.S. Equity Fund	Phillips, Hager & North LifeTime 2045 Fund
Phillips, Hager & North Balanced Fund	Phillips, Hager & North Currency-Hedged U.S. Equity Fund	BonaVista Global Balanced Fund
Phillips, Hager & North Community Values Balanced Fund	Phillips, Hager & North U.S. Growth Fund	BonaVista Canadian Equity Value Fund (collectively referred to as the "Funds")

We have audited the accompanying financial statements of each of the Funds, which comprise the statement of investment portfolio as at December 31, 2012, the statements of net assets as at December 31, 2012 and 2011 and the statements of operations and changes in net assets for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian generally accepted accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of each of the Funds as at December 31, 2012 and 2011 and the results of their operations and changes in their net assets for the years then ended in accordance with Canadian generally accepted accounting principles.



Chartered Accountants, Licensed Public Accountants

March 1, 2013

Toronto, Ontario

STATEMENT OF INVESTMENT PORTFOLIO (in \$000s)

PHILLIPS, HAGER & NORTH CURRENCY-HEDGED OVERSEAS EQUITY FUND

December 31, 2012

Holdings	Security	Cost	Fair Value	% of Net Assets
MUTUAL FUND UNITS				
24 228 436	Phillips, Hager & North Overseas Equity Fund*	\$ 226 031	\$ 224 530	100.0
TOTAL INVESTMENTS		226 031	224 530	100.0
UNREALIZED GAIN (LOSS) ON FOREIGN EXCHANGE CONTRACTS (SCHEDULE A)		–	(541)	(0.2)
TOTAL PORTFOLIO		\$ 226 031	223 989	99.8
OTHER NET ASSETS			393	0.2
NET ASSETS			\$ 224 382	100.0

* Investment in related party (see note 7 in the generic notes).

SCHEDULE A

Foreign Exchange Contracts

Contracts	Maturity Date	Unrealized Gain (Loss)
Bought CAD 1 636 Sold EUR 1 250 @ 1.3091	04-Jan-13	\$ (2)
Bought CAD 1 791 Sold EUR 1 400 @ 1.2794	04-Jan-13	(44)
Bought CAD 2 804 Sold EUR 2 200 @ 1.2746	04-Jan-13	(80)
Bought CAD 20 543 Sold EUR 15 820 @ 1.2986	04-Jan-13	(194)
Bought CAD 446 Sold EUR 347 @ 1.2860	04-Jan-13	(9)
Bought CAD 779 Sold EUR 600 @ 1.2985	04-Jan-13	(7)
Bought EUR 1 440 Sold CAD 1 894 @ 1.3153	04-Jan-13	(6)
Bought EUR 19 417 Sold CAD 25 498 @ 1.3132	04-Jan-13	(46)
Bought EUR 760 Sold CAD 1 000 @ 1.3162	04-Jan-13	(4)
Bought CAD 1 336 Sold SGD 1 640 @ 0.8147	07-Jan-13	2
Bought CAD 1 506 Sold CHF 1 400 @ 1.0756	07-Jan-13	(13)
Bought CAD 122 Sold SGD 150 @ 0.8135	07-Jan-13	–
Bought CAD 246 Sold SGD 300 @ 0.8186	07-Jan-13	2
Bought CAD 325 Sold CHF 300 @ 1.0834	07-Jan-13	–
Bought CAD 5 963 Sold JPY 475 000 @ 0.0126	07-Jan-13	523
Bought CAD 535 Sold CHF 500 @ 1.0702	07-Jan-13	(7)
Bought CAD 563 Sold JPY 48 000 @ 0.0117	07-Jan-13	13
Bought CAD 7 882 Sold CHF 7 380 @ 1.0681	07-Jan-13	(125)
Bought CAD 8 151 Sold CHF 7 578 @ 1.0757	07-Jan-13	(71)
Bought CAD 848 Sold SGD 1 050 @ 0.8076	07-Jan-13	(6)
Bought CAD 90 Sold SGD 110 @ 0.8145	07-Jan-13	–
Bought CHF 278 Sold CAD 303 @ 1.0909	07-Jan-13	(2)
Bought SGD 100 Sold CAD 81 @ 0.8111	07-Jan-13	–
Bought AUD 150 Sold CAD 155 @ 1.0309	08-Jan-13	–
Bought CAD 2 667 Sold AUD 2 578 @ 1.0343	08-Jan-13	5
Bought CAD 584 Sold JPY 50 000 @ 0.0117	08-Jan-13	12
Bought CAD 7 334 Sold JPY 584 425 @ 0.0125	08-Jan-13	643
Bought JPY 172 000 Sold CAD 2 071 @ 0.0120	08-Jan-13	(102)
Bought AUD 100 Sold CAD 104 @ 1.0419	10-Jan-13	(1)
Bought AUD 30 Sold CAD 31 @ 1.0346	10-Jan-13	–
Bought AUD 50 Sold CAD 52 @ 1.0409	10-Jan-13	–

SCHEDULE A (cont.)

Foreign Exchange Contracts

Contracts	Maturity Date	Unrealized Gain (Loss)
Bought AUD 60 Sold CAD 62 @ 1.0335	10-Jan-13	\$ –
Bought CAD 199 Sold AUD 192 @ 1.0383	10-Jan-13	1
Bought CAD 52 Sold AUD 50 @ 1.0374	10-Jan-13	–
Bought CAD 720 Sold AUD 695 @ 1.0356	10-Jan-13	2
Bought CAD 1 029 Sold EUR 800 @ 1.2861	11-Jan-13	(20)
Bought CAD 21 830 Sold EUR 17 052 @ 1.2802	11-Jan-13	(528)
Bought CAD 773 Sold EUR 600 @ 1.2889	11-Jan-13	(13)
Bought CAD 905 Sold EUR 700 @ 1.2933	11-Jan-13	(13)
Bought EUR 675 Sold CAD 884 @ 1.3091	11-Jan-13	1
Bought CAD 11 960 Sold USD 11 915 @ 1.0038	14-Jan-13	123
Bought CAD 198 Sold USD 200 @ 0.9878	14-Jan-13	(1)
Bought CAD 592 Sold USD 600 @ 0.9867	14-Jan-13	(4)
Bought USD 2 200 Sold CAD 2 168 @ 0.9857	14-Jan-13	17
Bought USD 400 Sold CAD 397 @ 0.9919	14-Jan-13	1
Bought USD 400 Sold CAD 398 @ 0.9956	14-Jan-13	(1)
Bought USD 940 Sold CAD 935 @ 0.9942	14-Jan-13	(1)
Bought CAD 10 230 Sold GBP 6 425 @ 1.5922	15-Jan-13	(141)
Bought CAD 122 Sold NOK 700 @ 0.1743	15-Jan-13	(3)
Bought CAD 131 Sold NOK 750 @ 0.1743	15-Jan-13	(3)
Bought CAD 2 071 Sold GBP 1 300 @ 1.5933	15-Jan-13	(27)
Bought CAD 2 413 Sold GBP 1 500 @ 1.6088	15-Jan-13	(8)
Bought CAD 2 566 Sold NOK 14 730 @ 0.1742	15-Jan-13	(65)
Bought CAD 21 Sold NOK 120 @ 0.1751	15-Jan-13	–
Bought CAD 211 Sold NOK 1 205 @ 0.1751	15-Jan-13	(4)
Bought CAD 27 Sold NOK 150 @ 0.1775	15-Jan-13	–
Bought CAD 319 Sold GBP 200 @ 1.5929	15-Jan-13	(4)
Bought CAD 44 Sold NOK 250 @ 0.1742	15-Jan-13	(1)
Bought CAD 52 Sold NOK 300 @ 0.1742	15-Jan-13	(1)
Bought CAD 556 Sold GBP 350 @ 1.5875	15-Jan-13	(9)
Bought CAD 87 Sold NOK 500 @ 0.1737	15-Jan-13	(2)
Bought NOK 124 Sold CAD 22 @ 0.1789	15-Jan-13	–

The accompanying notes are an integral part of these financial statements.

**PHILLIPS, HAGER & NORTH CURRENCY-HEDGED
OVERSEAS EQUITY FUND**

December 31, 2012

SCHEDULE A (cont.)**Foreign Exchange Contracts**

Contracts	Maturity Date	Unrealized Gain (Loss)
Bought NOK 5 678 Sold CAD 1 003 @ 0.1766	15-Jan-13	\$ 11
Bought NOK 862 Sold CAD 152 @ 0.1762	15-Jan-13	2
Bought CAD 2 291 Sold JPY 195 100 @ 0.0117	24-Jan-13	56
Bought CAD 7 411 Sold JPY 614 590 @ 0.0121	24-Jan-13	369
Bought JPY 89 500 Sold CAD 1 054 @ 0.0118	24-Jan-13	(29)
Bought CAD 10 879 Sold CHF 10 219 @ 1.0646	28-Jan-13	(224)
Bought CAD 160 Sold CHF 150 @ 1.0690	28-Jan-13	(3)
Bought CAD 2 237 Sold USD 2 248 @ 0.9953	28-Jan-13	3
Bought CAD 2 387 Sold CHF 2 200 @ 1.0851	28-Jan-13	(3)
Bought CAD 2 522 Sold CHF 2 350 @ 1.0731	28-Jan-13	(31)
Bought CAD 320 Sold CHF 300 @ 1.0680	28-Jan-13	(6)
Bought CAD 397 Sold USD 400 @ 0.9934	28-Jan-13	–
Bought CAD 478 Sold CHF 450 @ 1.0616	28-Jan-13	(11)
Bought CHF 402 Sold CAD 438 @ 1.0895	28-Jan-13	(1)
Bought USD 300 Sold CAD 299 @ 0.9968	28-Jan-13	(1)
Bought CAD 1 615 Sold SGD 1 995 @ 0.8097	07-Feb-13	(8)
Bought CAD 4 082 Sold SGD 5 040 @ 0.8100	07-Feb-13	(19)
Bought CAD 1 052 Sold USD 1 060 @ 0.9929	12-Feb-13	(1)
Bought CAD 1 181 Sold EUR 900 @ 1.3119	12-Feb-13	(1)
Bought CAD 1 558 Sold EUR 1 183 @ 1.3167	12-Feb-13	5
Bought CAD 11 275 Sold USD 11 455 @ 0.9843	12-Feb-13	(114)
Bought CAD 13 991 Sold USD 14 191 @ 0.9859	12-Feb-13	(118)
Bought CAD 15 655 Sold GBP 9 804 @ 1.5968	12-Feb-13	(179)
Bought CAD 399 Sold GBP 250 @ 1.5968	12-Feb-13	(5)
Bought CAD 482 Sold GBP 300 @ 1.6077	12-Feb-13	(2)
Bought CAD 7 706 Sold JPY 654 671 @ 0.0118	12-Feb-13	201
Bought CAD 9 350 Sold GBP 5 876 @ 1.5912	12-Feb-13	(141)
Bought CAD 9 979 Sold EUR 7 687 @ 1.2981	12-Feb-13	(112)
Bought EUR 1 500 Sold CAD 1 963 @ 1.3090	12-Feb-13	5
Bought GBP 127 Sold CAD 206 @ 1.6183	12-Feb-13	–
Bought USD 132 Sold CAD 131 @ 0.9959	12-Feb-13	–
Bought CAD 25 539 Sold EUR 19 417 @ 1.3153	01-Mar-13	39
TOTAL FOREIGN EXCHANGE		\$ (541)

All counterparties have a credit rating of at least A.

**PHILLIPS, HAGER & NORTH CURRENCY-HEDGED
OVERSEAS EQUITY FUND**
Statements of Net Assets (in \$000s except per unit amounts)

December 31 (see note 2 in the generic notes)	2012	2011
ASSETS		
Investments at fair value	\$ 224 530	\$ 182 717
Cash	21	–
Due from investment dealers	501	1 500
Subscriptions receivable	21	175
Unrealized gain on foreign exchange contracts	–	3 493
TOTAL ASSETS	225 073	187 885
LIABILITIES		
Bank overdraft	–	1 419
Due to investment dealers	21	144
Redemptions payable	61	31
Unrealized loss on foreign exchange contracts	541	–
Accounts payable and accrued expenses	68	68
TOTAL LIABILITIES	691	1 662
NET ASSETS	\$ 224 382	\$ 186 223
Investments at cost	\$ 226 031	\$ 215 605
NET ASSETS, END OF PERIOD		
SERIES C	\$ 774	\$ 474
ADVISOR SERIES	\$ 62	\$ 11
SERIES D	\$ 35 554	\$ 42 109
SERIES F	\$ 827	\$ 794
SERIES O	\$ 187 165	\$ 142 835
NET ASSETS PER UNIT, END OF PERIOD		
SERIES C	\$ 7.59	\$ 6.59
ADVISOR SERIES	\$ 7.59	\$ 6.59
SERIES D	\$ 7.37	\$ 6.41
SERIES F	\$ 7.44	\$ 6.46
SERIES O	\$ 7.47	\$ 6.49
NET ASSET VALUE (TRANSACTIONAL NAV) PER UNIT, END OF PERIOD (see note 3 in the generic notes)		
SERIES C	\$ 7.59	\$ 6.59
ADVISOR SERIES	\$ 7.59	\$ 6.59
SERIES D	\$ 7.37	\$ 6.41
SERIES F	\$ 7.44	\$ 6.46
SERIES O	\$ 7.47	\$ 6.49

Statements of Operations (in \$000s except per unit amounts)

For the periods ended December 31 (see note 2 in the generic notes)	2012	2011
INCOME (see note 3 in the generic notes)		
Other revenue	\$ 7 056	\$ 8 590
Interest	–	162
TOTAL INCOME (LOSS)	7 056	8 752
EXPENSES (see notes – Fund Specific Information)		
Management fees	441	573
Administration fees	282	283
Board of Governors costs	4	4
GST/HST	81	97
TOTAL EXPENSES	808	957
NET INVESTMENT INCOME (LOSS)	6 248	7 795
REALIZED AND UNREALIZED GAIN (LOSS)		
ON INVESTMENTS		
Net realized gain (loss) on investments	(3 723)	(1 453)
Net gain (loss) on foreign currencies and other net assets	8 894	(6 614)
Change in unrealized gain (loss) on investments	27 353	(47 246)
NET GAIN (LOSS) ON INVESTMENTS	32 524	(55 313)
INCREASE (DECREASE) IN NET ASSETS		
FROM OPERATIONS	\$ 38 772	\$ (47 518)
INCREASE (DECREASE) IN NET ASSETS		
FROM OPERATIONS		
SERIES C	\$ 113	\$ (147)
ADVISOR SERIES	\$ 4	\$ (3)
SERIES D	\$ 7 014	\$ (12 245)
SERIES F	\$ 150	\$ (159)
SERIES O	\$ 31 491	\$ (34 964)
INCREASE (DECREASE) IN NET ASSETS		
FROM OPERATIONS PER UNIT		
SERIES C	\$ 1.29	\$ (1.99)
ADVISOR SERIES	\$ 1.29	\$ (1.99)
SERIES D	\$ 1.31	\$ (1.91)
SERIES F	\$ 1.35	\$ (1.89)
SERIES O	\$ 1.43	\$ (1.85)

Approved by the Board of Directors of RBC Global Asset Management Inc.



John S. Montalbano
Director



Doug Coulter
Director

The accompanying notes are an integral part of these financial statements.

**PHILLIPS, HAGER & NORTH CURRENCY-HEDGED
OVERSEAS EQUITY FUND**
Statements of Changes in Net Assets *(in \$000s)*

For the periods ended December 31 (see note 2 in the generic notes)	Series C		Advisor Series		Series D		Series F	
	2012	2011	2012	2011	2012	2011	2012	2011
NET ASSETS – BEGINNING OF PERIOD	\$ 474	\$ 368	\$ 11	\$ 1	\$ 42 109	\$ 59 968	\$ 794	\$ 626
INCREASE (DECREASE) FROM OPERATIONS	113	(147)	4	(3)	7 014	(12 245)	150	(159)
Early redemption fees	–	–	–	–	–	–	–	–
Proceeds from units issued	544	568	47	13	12 960	15 991	385	631
Proceeds from reinvestment of distributions	22	10	2	–	1 159	1 164	5	5
Payments on redemption of units	(356)	(313)	–	–	(26 313)	(21 431)	(471)	(280)
TOTAL UNIT TRANSACTIONS	210	265	49	13	(12 194)	(4 276)	(81)	356
Distributions from net income	(7)	(12)	(1)	–	(629)	(1 338)	(18)	(29)
Distributions from net gains	(16)	–	(1)	–	(746)	–	(18)	–
Distributions from capital	–	–	–	–	–	–	–	–
TOTAL DISTRIBUTIONS	(23)	(12)	(2)	–	(1 375)	(1 338)	(36)	(29)
TOTAL INCREASE (DECREASE) IN NET ASSETS	300	106	51	10	(6 555)	(17 859)	33	168
NET ASSETS – END OF PERIOD	\$ 774	\$ 474	\$ 62	\$ 11	\$ 35 554	\$ 42 109	\$ 827	\$ 794

For the periods ended December 31 (see note 2 in the generic notes)	Series O		Total	
	2012	2011	2012	2011
NET ASSETS – BEGINNING OF PERIOD	\$ 142 835	\$ 143 589	\$ 186 223	\$ 204 552
INCREASE (DECREASE) FROM OPERATIONS	31 491	(34 964)	38 772	(47 518)
Early redemption fees	–	–	–	–
Proceeds from units issued	67 361	61 557	81 297	78 760
Proceeds from reinvestment of distributions	7 396	5 181	8 584	6 360
Payments on redemption of units	(52 483)	(26 132)	(79 623)	(48 156)
TOTAL UNIT TRANSACTIONS	22 274	40 606	10 258	36 964
Distributions from net income	(5 598)	(6 396)	(6 253)	(7 775)
Distributions from net gains	(3 837)	–	(4 618)	–
Distributions from capital	–	–	–	–
TOTAL DISTRIBUTIONS	(9 435)	(6 396)	(10 871)	(7 775)
TOTAL INCREASE (DECREASE) IN NET ASSETS	44 330	(754)	38 159	(18 329)
NET ASSETS – END OF PERIOD	\$ 187 165	\$ 142 835	\$ 224 382	\$ 186 223

**PHILLIPS, HAGER & NORTH CURRENCY-HEDGED
OVERSEAS EQUITY FUND**

December 31, 2012

**Financial instrument risk and capital management
(see note 4 in the generic notes)**

The Fund invests in the Phillips, Hager & North Overseas Equity Fund. The Fund's exposure to financial instrument risk is based on the underlying mutual fund asset mix.

Credit risk

The Fund is exposed to credit risk from entering into over-the-counter derivative contracts and from investments in underlying mutual funds. These underlying funds could invest in debt securities and could enter into over-the-counter derivative contracts.

Currency risk

Since the currency risk of the Fund has been hedged using foreign exchange contracts, the Fund has minimal sensitivity to changes in foreign exchange rates.

Other price risk (% impact on net assets)

The table below shows the impact of a 1% change in the broad-based index (noted below) on the Fund's net assets, using a 36-month historical correlation of data of the Fund's return and the index, with all other factors kept constant, as at:

	December 31 2012	December 31 2011
MSCI EAFE Total Return Net Index (hedged to CAD)	+ or - 1.1	+ or - 1.1

Since historical correlation may not be representative of future correlation, actual results could differ from this sensitivity analysis and the difference could be material.

**Fair value hierarchy (\$000s except % amounts)
(see note 3 in the generic notes)**

The following is a summary of the inputs used as of December 31, 2012 and 2011 in the valuation of the Fund's financial instruments carried at fair value.

December 31, 2012	Level 1	Level 2	Level 3	Total
Equities	–	–	–	–
Mutual fund units	224 530	–	–	224 530
Fixed-income and debt securities	–	–	–	–
Short-term investments	–	–	–	–
Derivatives – assets	–	–	–	–
Derivatives – liabilities	–	(541)	–	(541)
Total financial instruments	224 530	(541)	–	223 989
% of total portfolio	100.2	(0.2)	–	100.0

Please see the generic notes at the back of the financial statements.

December 31, 2011	Level 1	Level 2	Level 3	Total
Equities	–	–	–	–
Mutual fund units	182 717	–	–	182 717
Fixed-income and debt securities	–	–	–	–
Short-term investments	–	–	–	–
Derivatives – assets	–	3 493	–	3 493
Derivatives – liabilities	–	–	–	–
Total financial instruments	182 717	3 493	–	186 210
% of total portfolio	98.1	1.9	–	100.0

For the periods ended December 31, 2012 and 2011, there were no transfers of financial instruments between Level 1 and Level 2.

Management fees (see note 7 in the generic notes)

No management fees are payable by the Fund with respect to Series O units. Series O unitholders pay a negotiated fee directly to RBC GAM for investment-counselling services.

Management fees of the other series of the Fund are calculated at the following annual percentages, before GST/HST, of the daily net asset value of each series of the Fund.

Series C	1.85%
Advisor Series	1.85%
Series D	1.10%
Series F	0.85%

Operating expenses (see note 7 in the generic notes)

Administration fees payable by each series of the Fund are calculated at the following annual percentages, before GST/HST, of the daily net asset value of each series of the Fund.

Series C	0.15%
Advisor Series	0.15%
Series D	0.15%
Series F	0.15%
Series O	0.14%

**PHILLIPS, HAGER & NORTH CURRENCY-HEDGED
OVERSEAS EQUITY FUND**

December 31, 2012

Initial investments (\$000s except unit amounts)

Royal Bank of Canada, or one of its subsidiaries, held the following investments in the Fund as at:

	December 31 2012	December 31 2011
Units held		
Series C	64	62
Advisor Series	125	121
Series D	67	64
Series F	67	64
Series O	68	64
Value of all units	\$ 3	\$ 2

Taxes (\$000s) (see note 5 in the generic notes)

The Fund had no capital or non-capital losses as at December 31, 2012.

Unitholders' equity (000s)

The unitholders' equity of the Fund includes amounts representing units, undistributed net income (loss), realized gain (loss) on investments and unrealized gain (loss) on investments. There is no limitation on the number of units available for issue. Units are purchased and redeemed at the transactional NAV per unit.

	December 31 2012	December 31 2011
For the periods ended December 31 (see note 2 in the generic notes)		
Series C		
Opening units	72	42
Issued number of units	76	68
Reinvested number of units	3	2
Redeemed number of units	(49)	(40)
Ending number of units	102	72
Advisor Series		
Opening units	2	–
Issued number of units	6	2
Reinvested number of units	–	–
Redeemed number of units	–	–
Ending number of units	8	2
Series D		
Opening units	6 573	7 067
Issued number of units	1 830	2 231
Reinvested number of units	158	182
Redeemed number of units	(3 739)	(2 907)
Ending number of units	4 822	6 573

For the periods ended December 31
(see note 2 in the generic notes)

	2012	2011
Series F		
Opening units	123	73
Issued number of units	52	84
Reinvested number of units	1	1
Redeemed number of units	(65)	(35)
Ending number of units	111	123
Series O		
Opening units	22 010	16 697
Issued number of units	9 310	8 044
Reinvested number of units	994	800
Redeemed number of units	(7 260)	(3 531)
Ending number of units	25 054	22 010

**Investments by other related Investment Funds
(000s) (see note 7 in the generic notes)**

The following outstanding units of the Fund were held by the following related Investment Funds as at:

	December 31 2012	December 31 2011
Series O		
Phillips, Hager & North PRisM Balanced Fund	1 422	754

**Other revenue and capital gains (\$000s)
(see note 3 in the generic notes)**

Other revenue and capital gains from investing in other related Investment Funds for the periods ended:

	December 31 2012	December 31 2011
Series O		
Phillips, Hager & North Overseas Equity Fund	\$ 7 056	\$ 8 590
Total other revenue	\$ 7 056	\$ 8 590
Capital gains received from underlying funds	\$ –	\$ –

1. The Funds

The mutual funds (“Fund” or “Funds”) are open-ended mutual fund trusts governed by the laws of the Province of British Columbia and governed by a Master Declaration of Trust. RBC GAM is the manager and portfolio advisor of the Funds.

The Funds may issue an unlimited number of units in some or all of Series C, Advisor Series, Series H, Series B, Series D, Series F, Series I and Series O.

Series C units are available to investors who purchase units from authorized third-party dealers.

Advisor Series units are available to all investors with an initial sales charge or low-load sales charge option. Under the initial sales charge option, investors pay a sales commission ranging from 0% to 5% of the amount invested. Under the low-load sales charge option, investors do not pay a commission.

Series H units have lower fees than Series C units and are only available to investors who invest and maintain the required minimum balance.

Series B units were previously available to investors who purchased units from authorized third-party dealers. All outstanding Series B units were redesignated as Series D units effective July 2012.

Series D units are available to all investors and may be purchased, switched or redeemed through Phillips, Hager & North Investment Funds Ltd. (“PH&N IF”) or certain other authorized dealers (primarily discount brokers).

Series F units are available to investors who have fee-based accounts with their dealer.

Series I units have lower fees than Series F units and are only available to investors who invest and maintain the required minimum balance and who have accounts with dealers who have signed a fee-based agreement with RBC GAM.

Series O units are only available to large private or institutional investors as may be determined from time to time on a case-by-case basis. Series O units may only be purchased, switched or redeemed through RBC GAM or, in certain circumstances, PH&N IF.

2. Financial year/period

The information provided in these financial statements and notes thereto is for the 12-month periods ended or as at December 31, 2012 and 2011. In the year a Fund or series is

established, “period” represents the period from inception to December 31 of that fiscal year.

3. Summary of significant accounting policies

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles (“GAAP”), which include estimates and assumptions made by management that may affect the reported amounts of assets (primarily valuation of investments), liabilities, income and expenses during the reported periods. Actual results may differ from estimates. The significant accounting policies of the Funds are as follows:

Valuation of Investments The valuation methods used to calculate the daily net asset value to transact units of the Funds (“transactional NAV”), as described in the Funds’ Annual Information Form, are not identical to the GAAP valuation methods used to determine the financial statement net assets (“net assets”) described below. The primary difference between net assets and transactional NAV relates to valuation of actively traded securities at bid prices for net assets and at last sale prices for transactional NAV.

In accordance with the Canadian Institute of Chartered Accountants (“CICA”) Handbook Section 3862, *Financial Instruments – Disclosures*, the Funds’ financial instruments are measured at fair value using a three-tier hierarchy based on inputs used to value the Funds’ investments and derivatives. The hierarchy of inputs is summarized below:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Changes in valuation methods may result in transfers into or out of an investment’s assigned level.

The three-tier hierarchy of investments and derivatives is included in “Notes to Financial Statements – Fund Specific Information.”

Investments are recorded at fair value, which is determined as follows:

Equities – Common shares, preferred shares and exchange-traded funds are valued at the closing bid price recorded by the security exchange on which the security is principally traded.

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Fixed-Income and Debt Securities – Bonds, mortgage-backed securities and debentures are valued at the closing bid price quoted by major dealers in such securities.

Mortgages are valued at a principal amount, which produces a yield equivalent to the prevailing rate of return on mortgages of similar type and term.

Short-Term Investments – Short-term investments are valued at their cost including applicable foreign exchange translations. This value, together with accrued interest, approximates fair value using closing bid prices.

Options – Listed options are valued at the closing bid price on the recognized exchange on which the option is traded for the long positions and the ask price for the short positions. The premium received for written options is recorded as a credit in the Statement of Investment Portfolio and adjusted daily to the fair value of the written option.

Forward Contracts – Forward contracts are valued at the gain or loss that would arise as a result of closing the position at the valuation date. Any gain or loss at the close of business on each valuation date is recorded in the Statements of Operations. The net receivable/payable on forward contracts is recorded separately in the Statements of Net Assets. Realized gain (loss) on foreign exchange contracts is included in “Net gain (loss) on foreign currencies and other net assets” in the Statements of Operations.

Futures Contracts – Futures contracts entered into by the Funds are financial agreements to purchase or sell a financial instrument at a contracted price on a specified future date. However, the Funds do not intend to purchase or sell the financial instrument on the settlement date; rather, they intend to close out each futures contract before settlement by entering into equal, but offsetting, futures contracts. Futures contracts are valued at the gain or loss that would arise as a result of closing the position at the valuation date. Any gain or loss at the close of business on each valuation date is recorded as “Net gain (loss) from futures contracts” in the Statements of Operations. The net receivable/payable on futures contracts is recorded separately in the Statements of Net Assets.

Mutual Fund Unit Valuation – Units of Funds are valued at their respective transactional NAV per unit received from fund companies on the relevant valuation dates.

Fair Valuation of Investments (including unlisted securities) – If the valuation methods described above are not appropriate, RBC GAM will estimate the fair value of an investment using established fair valuation procedures, such as consideration of public information, broker quotes, valuation models, fundamental analysis, matrix pricing, discounts from market prices of similar securities or discounts applied due to restrictions on the disposition of securities, and external fair value service providers.

Procedures are in place to determine the fair value of foreign securities traded in countries outside North America daily, to avoid stale prices and to take into account, among other things, any significant events occurring after the close of a foreign market. This fair valuation process takes into account the last quoted price of the security and adjusts the price based on inputs such as related indices, changes in foreign markets and American Depository Receipts (“ADR”) prices. These securities are classified as Level 2.

Foreign Exchange The value of investments and other assets and liabilities in foreign currencies is translated into Canadian dollars (U.S. dollars in the case of the Phillips, Hager & North \$U.S. Money Market Fund) at the rate of exchange on each valuation date. Purchases and sales of investments, income and expenses are translated at the rate of exchange prevailing on the respective dates of such transactions. Realized foreign exchange gains/losses are included in “Net gain (loss) on foreign currencies and other net assets” in the Statements of Operations.

Valuation of Series A different net asset value is calculated for each series of units of a Fund. The net asset value of a particular series of units is computed by calculating the value of the series’ proportionate share of the assets and liabilities of the Fund common to all series less the liabilities of the Fund attributable only to that series. Expenses directly attributable to a series are charged to that series. Other expenses are allocated proportionately to each series based upon the relative net asset value of each series. Expenses are accrued daily.

Investment Transactions Investment transactions are accounted for as of the trade date. Transaction costs, such as brokerage commissions, incurred by the Funds are recorded in the Statements of Operations for the period. The period change in the difference between fair value and average cost of securities represents unrealized gains and losses. The basis of determining the cost of portfolio assets, and realized and unrealized gains and losses on investments, is average cost.

Income Recognition Dividend income is recognized on the ex-dividend date and interest income is recognized on an accrual basis. “Other income (loss)” includes income from income trusts. Distributions received from income trusts are recognized based on the nature of the underlying components, such as income, capital gains and return of capital. “Other revenue” includes income earned by a Fund from investments in underlying funds.

Increase (Decrease) in Net Assets from Operations

Per Unit Increase (decrease) in net assets from operations per unit in the Statements of Operations represents the increase (decrease) in net assets from operations by series, divided by the average units outstanding per series during the period.

Early Redemption Fees Early redemption fees (short-term trading fees) are paid directly to the Fund and are designed to deter excessive trading and its associated costs. With the exception of money market funds, a Fund may apply a fee of 2% of the current value of units if the unitholder redeems or switches out units within seven days of purchasing or previously switching into a Fund.

Foreign Currencies The following is a list of abbreviations used in the Statement of Investment Portfolio:

AUD – Australian Dollar	JPY – Japanese Yen
CAD – Canadian Dollar	NOK – Norwegian Krone
CHF – Swiss Franc	SGD – Singapore Dollar
EUR – Euro	USD – United States Dollar
GBP – Pound Sterling	

4. Financial instrument risk and capital management

RBC GAM is responsible for managing each Fund’s capital, which is its net assets and consists primarily of its financial instruments.

A Fund’s investment activities expose it to a variety of financial risks. RBC GAM seeks to minimize potential adverse effects of these risks on a Fund’s performance by employing professional, experienced portfolio advisors, daily monitoring of the Fund’s holdings and market events, diversifying its investment portfolio within the constraints of its investment objectives, and, in some cases, periodically hedging certain risk exposures through the use of derivatives. To assist in managing risks, RBC GAM also uses internal guidelines, maintains a governance structure that oversees each Fund’s investment activities and monitors compliance with the Fund’s investment strategies, internal guidelines and securities regulations.

Liquidity risk

Liquidity risk is the possibility that investments in a Fund cannot be readily converted into cash when required. A Fund is exposed to daily cash redemptions of redeemable units. Liquidity risk is managed by investing the majority of a Fund’s assets in investments that are traded in an active market and that can be readily disposed. In accordance with securities regulations, a Fund must maintain at least 90% of its assets in liquid investments. In addition, a Fund aims to retain sufficient cash and cash equivalent positions to maintain liquidity, and has the ability to borrow up to 5% of its net assets for the purpose of funding redemptions.

Credit risk

Credit risk is the risk that a loss could arise from a security issuer or counterparty not being able to meet its financial obligations. The carrying amount of investments and other assets represents the maximum credit risk exposure as disclosed in a Fund’s Statements of Net Assets. The fair value of fixed-income and debt securities includes a consideration of the credit worthiness of the debt issuer. Credit risk exposure to over-the-counter derivative instruments is based on a Fund’s unrealized gain on the contractual obligations with the counterparty. Credit risk exposure is mitigated for those Funds participating in a securities lending program (see note 6). RBC GAM monitors each Fund’s credit exposure and counterparty ratings daily.

Interest rate risk

Interest rate risk is the risk that the fair value of a Fund’s interest-bearing investments will fluctuate due to changes in market interest rates. The value of fixed-income and debt securities, such as bonds, debentures, mortgages or other income-producing securities, is affected by interest rates. Generally, the value of these securities increases if interest rates fall and decreases if interest rates rise.

Currency risk

Currency risk is the risk that the value of investments denominated in currencies, other than the functional currency of a Fund, will fluctuate due to changes in foreign exchange rates. The value of investments denominated in a currency other than Canadian dollars is affected by changes in the value of the Canadian dollar or a Fund’s functional currency, in relation to the value of the currency in which the investment is denominated. When the value of the Canadian dollar falls in relation to foreign currencies, then the value of foreign investments rises. When the value of the Canadian dollar rises, the value of foreign investments falls.

Other price risk

Other price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate or currency risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment.

5. Taxes

The Funds qualify as open-ended mutual fund trusts or unit trusts under the *Income Tax Act* (Canada). In general, the Funds are subject to income tax, however, no income tax is payable on net income and/or net realized capital gains which are distributed to unitholders. In addition, for mutual fund trusts, income taxes payable on net realized capital gains are refundable on a formula basis when units of the Funds are redeemed.

Capital losses are available to be carried forward indefinitely and applied against future capital gains. Non-capital losses may be carried forward to reduce future taxable income for up to 10 years, with the exception of non-capital losses realized in 2006 and later years, which may be carried forward up to 20 years.

6. Securities lending revenue

Certain of the Funds lend portfolio securities from time to time in order to earn additional income. Income from securities lending is included in the Statements of Operations of a Fund. Each such Fund will have entered into a securities lending program with its custodian, RBC Investor Services Trust ("RBC IS"). The aggregate market value of all securities loaned by a Fund cannot exceed 50% of the assets of a Fund. The Fund receives collateral, with an approved credit rating of at least A, of at least 102% of the value of securities on loan. The Fund is indemnified by RBC IS for any collateral credit or market loss. As such, the credit risk associated with securities lending is considered minimal.

7. Administrative and other related-party transactions**Manager and Registrar**

RBC GAM is an indirect wholly-owned subsidiary of Royal Bank of Canada ("Royal Bank"). RBC GAM is the manager and registrar of the Funds. RBC GAM is responsible for the Funds' day-to-day operations, provides investment advice and portfolio management services to the Funds and appoints distributors for the Funds. RBC GAM, as registrar,

also keeps records of who owns units of the Funds. RBC GAM is paid a management fee by the Funds as compensation for its services. No management fees are paid by the Funds with respect to Series O units. Series O unitholders pay a negotiated fee directly to RBC GAM for investment-counselling services.

The Funds pay a fixed administration fee to RBC GAM. RBC GAM in turn pays certain operating expenses of the Funds. These expenses include regulatory filing fees and other day-to-day operating expenses including, but not limited to, recordkeeping, accounting and fund valuation costs, custody fees, audit and legal fees, and the costs of preparing and distributing annual and semi-annual reports, prospectuses, statements and investor communications.

Notwithstanding the fixed administration fee, the Funds also pay certain operating expenses directly, including the costs related to the Board of Governors ("BoG") of the Funds and the cost of any new government or regulatory requirements introduced and any borrowing costs (collectively, *other fund costs*), and taxes (including, but not limited to, GST/HST). Other Fund costs will be allocated among each series of units of a fund in accordance with the services used. RBC GAM may, in some years and in certain cases, absorb a portion of operating expenses. The decision to absorb the operating expenses is reviewed annually and determined at the discretion of RBC GAM, without notice to unitholders.

Certain Funds may invest in units of other Funds managed by RBC GAM or its affiliates.

Affiliates of RBC GAM that provide services to the Funds in the course of their normal businesses are discussed below.

Portfolio Advisor

With the exception of the BonaVista Global Balanced Fund and the BonaVista Canadian Equity Value Fund, RBC GAM is the principal portfolio advisor of the Funds. BonaVista Asset Management Ltd. ("BonaVista"), a subsidiary of RBC GAM, is the principal portfolio advisor for the BonaVista Global Balanced Fund and the BonaVista Canadian Equity Value Fund. Sky Investment Counsel Inc. ("Sky") is the sub-advisor for the Phillips, Hager & North Overseas Equity Fund and the non-North American equity assets of the Phillips, Hager & North Balanced Fund, the Phillips, Hager & North Global Equity Fund and the Phillips, Hager & North Community Values Global Equity Fund. RBC GAM has a non-controlling interest in Sky. The fees paid to BonaVista and Sky are paid by RBC GAM and not the Funds.

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Distributors

RBC GAM, PH&N IE, Royal Mutual Funds Inc., RBC Direct Investing Inc. and RBC Dominion Securities Inc. are the principal distributors of, or distribute certain series of units of, the Funds. Dealers receive an ongoing commission based on the total value of their clients' Series C, Advisor Series, Series H, Series B or Series D units.

Brokerage

The Funds have established standard brokerage agreements at market rates with related-party dealers.

Trustee and Custodian

RBC IS is the trustee and custodian of the Funds. RBC IS is paid custodial fees for holding the assets of the Funds, and trustee fees for acting as the trustee. The fees paid to RBC IS are paid by RBC GAM and not the Funds.

Other Related-Party Transactions

Pursuant to applicable securities legislation, the Funds relied on the standing instructions from the BoG in its capacity as the Independent Review Committee with respect to one or more of the following related-party transactions:

Related-Party Trading Activities

- (a) trades in securities of Royal Bank;
- (b) investments in the securities of issuers for which a related-party dealer acted as an underwriter during the distribution of such securities and the 60-day period following the conclusion of such distribution of the underwritten securities to the public;
- (c) purchases of equity and debt securities from or sales of equity or debt securities to a related-party dealer, where it acted as principal; and

Inter-Fund Trading

- (d) purchases or sales of securities of an issuer from or to another investment fund or managed account managed by RBC GAM.

The applicable standing instructions require that Related-Party Trading Activities and Inter-Fund Trading be conducted in accordance with RBC GAM policy and that RBC GAM advise the BoG of a material breach of any standing instruction. RBC GAM policy requires that an investment decision in respect of Related-Party Trading Activities: (i) is made free from any influence of Royal Bank or its associates or affiliates and without taking into account any consideration relevant to Royal Bank or its affiliates

or associates, (ii) represents the business judgment of the portfolio manager, uninfluenced by considerations other than the best interests of the Funds, (iii) is in compliance with RBC GAM policies and procedures, and (iv) achieves a fair and reasonable result for the Funds. RBC GAM policy requires that an investment decision in respect of Inter-Fund Trading is in the best interests of each Fund.

8. Future accounting changes***International Financial Reporting Standards***

The Funds will be required to adopt the International Financial Reporting Standards ("IFRS") beginning in their fiscal 2014 year. In preparation to meet the requirements, RBC GAM has taken the following steps in managing the transition to IFRS:

- (a) established a committee for the development and implementation of a transition plan and to provide oversight of the transition to IFRS;
- (b) commenced activities to identify key issues and the likely impacts resulting from the adoption of IFRS; and
- (c) initiated analysis to reconfigure accounting systems used by the Funds.

The key elements of the plan currently include disclosure of the quantitative impact, if any, in the comparative 2013 financial statements and the preparation of the 2014 financial statements in accordance with IFRS.

Since IFRS standards are constantly evolving, the major qualitative impacts based on standards approved to date are the addition of a cash flow statement and the impact of classification of puttable instruments, the units of the Fund, as a liability or as an equity.

Regardless of the financial statement impacts, RBC GAM has presently determined that there will be no quantitative impact to the transactional NAV of each series as a result of the changeover to IFRS.

9. Comparative figures

In the Statements of Operations, "Board of Governors costs" for certain funds, which were reimbursed by the manager for the prior period, have been reflected to conform with the presentation in the current year.