



AMENDMENT NO. 2 dated July 29, 2022 to the simplified prospectus dated June 27, 2022, as amended by Amendment No. 1 dated July 14, 2022.

PH&N FUNDS

Series A, Series D, Series F and Series O units of
Phillips, Hager & North High Yield Bond Fund
(the "Fund")

This Amendment No. 2 dated July 29, 2022 to the simplified prospectus of the Fund dated June 27, 2022, as amended by Amendment No. 1 dated July 14, 2022 (the "Simplified Prospectus") provides certain additional information relating to the Fund. The Simplified Prospectus with respect to the Fund should be read subject to this information. All terms used and not defined in this Amendment No. 2 have the same meaning as those used in the Simplified Prospectus. All page numbers refer to the pages in the commercial printed copy of the Simplified Prospectus.

Summary

RBC Global Asset Management Inc. has announced that effective July 29, 2022, Series A, Series D, Series F and Series O units of the Fund are closed to new investors. Existing unitholders of the Fund will continue to be able to make investments in Series A, Series D, Series F and Series O units of the Fund after it is capped.

Amendment

Effective July 29, 2022, the Simplified Prospectus is hereby amended as follows:

1. The following text is inserted: (i) as note 2 to the *Fund Details* table on page 75 of the Simplified Prospectus; and (ii) as the fourth paragraph under the heading *Restrictions on purchasing units of certain Funds* on page 21 of the Simplified Prospectus:

Effective July 29, 2022, units of the High Yield Bond Fund are no longer available for purchase by new investors. Investors who held units of the High Yield Bond Fund on July 29, 2022 can continue to make additional investments into the High Yield Bond Fund. In addition, PH&N may also maintain capacity for certain investors, including investment funds managed by PH&N or its affiliates, that may invest in the High Yield Bond Fund. Please contact us or your dealer for more information.

2. The *Fund Details* table on page 75 of the Simplified Prospectus is amended by (i) adding a reference to note 2 in the second row (*Date started*), (ii) redesignating note 2 as note 3, and (iii) replacing the current reference to note 2 in the *Management fee* column in the fifth row (*Fees and expenses*) with a reference to note 3.

What are your legal rights?

Under securities law in some provinces and territories, you have the right to:

- withdraw from an agreement to buy mutual funds within two business days after you receive a simplified prospectus or Fund Facts document, or
- cancel your purchase within 48 hours of receiving confirmation of the purchase.

In some provinces and territories, you also have the right to cancel a purchase or, in some jurisdictions, claim damages, if the simplified prospectus, Fund Facts document or financial statements contain a misrepresentation. You must act within the time limits set by law in the applicable province or territory.

For more information, see the securities law of your province or territory, or ask a lawyer.

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

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Certificate of the Fund, Manager, Promoter and Principal Distributor

July 29, 2022

This Amendment No. 2 dated July 29, 2022 together with the Simplified Prospectus dated June 27, 2022, as amended by Amendment No. 1 dated July 14, 2022, 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 High Yield Bond Fund
(the "Fund")

RBC Global Asset Management Inc., on behalf of the Fund, and in its capacity as manager and promoter of the Fund and in its capacity as principal distributor for all series except for Series D of the Fund.

(signed) "Damon G. Williams"

Damon G. Williams
Chief Executive Officer

(signed) "Heidi Johnston"

Heidi Johnston
Chief Financial Officer, RBC GAM Funds

On behalf of the Board of Directors of RBC Global Asset Management Inc., on behalf of the Fund, and in its capacity as manager and promoter of the Fund and in its capacity as principal distributor for all series except for Series D of the Fund.

(signed) "Douglas Coulter"

Douglas Coulter
Director

(signed) "Daniel E. Chornous"

Daniel E. Chornous
Director

Certificate of Principal Distributor

July 29, 2022

To the best of our knowledge, information and belief, this Amendment No. 2 dated July 29, 2022, together with the Simplified Prospectus dated June 27, 2022, as amended by Amendment No. 1 dated July 14, 2022, 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 High Yield Bond Fund
(the "Fund")

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

(signed) "Mark Neill"

Mark Neill
President