



AMENDMENT NO. 2 dated June 10, 2024 to the simplified prospectus dated June 26, 2023, as amended by Amendment No. 1 dated April 1, 2024.

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 June 10, 2024 to the simplified prospectus of the Fund dated June 26, 2023, as amended by Amendment No. 1 dated April 1, 2024 (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 Series A, Series D, Series F and Series O units of the Fund are reopened to new investors effective June 10, 2024.

Amendment

Effective June 10, 2024, the Simplified Prospectus is hereby amended as follows:

1. The fourth paragraph under the heading *Restrictions on purchasing units of certain Funds* on page 21 of the Simplified Prospectus is deleted in its entirety.
2. The *Fund Details* table on page 74 of the Simplified Prospectus is amended by (i) deleting note 2 in its entirety, (ii) redesignating note 3 as note 2, and (iii) replacing the current reference to note 3 in the *Management fee* column in the fourth row (*Fees and expenses*) with a reference to note 2.

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.

Certificate of the Fund, Manager, Promoter and Principal Distributor

June 10, 2024

This Amendment No. 2 dated June 10, 2024, together with the Simplified Prospectus dated June 26, 2023, as amended by Amendment No. 1 dated April 1, 2024, 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

June 10, 2024

To the best of our knowledge, information and belief, this Amendment No. 2 dated June 10, 2024, together with the Simplified Prospectus dated June 26, 2023, as amended by Amendment No. 1 dated April 1, 2024, 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