

**AMENDMENT NO. 1 DATED JULY 28, 2017**

**TO THE SIMPLIFIED PROSPECTUS DATED FEBRUARY 10, 2017**

**in respect of:**

**Sun Life Granite Income Portfolio** (Series A, F, I, O securities)  
**Sun Life Sentry Global Mid Cap Fund** (Series A, T5, T8, F, I, O securities)  
**Sun Life Sentry Conservative Balanced Fund** (Series A, T5, F, I, O securities)  
**Sun Life MFS Canadian Equity Fund** (Series A, D, F, I, O securities)  
**Sun Life MFS Canadian Equity Value Fund** (Series A, D, F, I, O securities)

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

The simplified prospectus dated February 10, 2017 (the “**Simplified Prospectus**”) relating to the offering of securities of the Funds is hereby amended as noted below.

Unless otherwise specifically defined, capitalized terms used in this amendment have the meaning given to such terms in the Simplified Prospectus.

**Introduction:**

The Simplified Prospectus is being amended to:

1. provide notice that Sun Life MFS Canadian Equity Fund and Sun Life MFS Canadian Equity Value Fund will each be merged into Sun Life MFS Canadian Equity Growth Fund effective at the close of business on or about October 27, 2017 (the “**MFS Mergers**”), subject to receiving any securityholder and regulatory approval required. Effective July 24, 2017, securities of Sun Life MFS Canadian Equity Fund and Sun Life MFS Canadian Equity Value Fund will no longer be available for purchase, other than purchases made under pre-authorized purchase plans existing before July 24, 2017, which plans will be suspended at the close of business on or about October 26, 2017 and will be re-established to purchase the same series of Sun Life MFS Canadian Equity Growth Fund following the completion of the MFS Mergers;
2. provide notice that Sun Life Sentry Conservative Balanced Fund will be merged into Sun Life Granite Income Portfolio effective at the close of business on or about October 27, 2017 (the “**Granite Merger**”), subject to receiving the requisite securityholder and regulatory approval. The securityholder vote is expected to take place October 6, 2017. Effective October 6, 2017, securities of Sun Life Sentry Conservative Balanced Fund will no longer be available for purchase, other than purchases made under pre-authorized purchase plans existing before October 6, 2017, which plans will be suspended at the close of business on or about October 26, 2017 and will be re-established to purchase the same series of Sun Life Granite Income Portfolio following the completion of the Granite Merger;
3. qualify for distribution Series T5 securities of Sun Life Granite Income Portfolio to facilitate the Granite Merger. Upon completion of the Granite Merger, Series T5 securityholders of Sun Life Sentry Conservative Balanced Fund will receive Series T5 securities of Sun Life Granite Income Portfolio; and

4. reflect that effective October 2, 2017, Sentry Investments Inc. will cease to act as sub-advisor for Sun Life Sentry Global Mid Cap Fund. Effective the same date, Schroder Investment Management North America Inc. (“**Schroders**”) will be appointed as sub-advisor for the Fund. In connection with this change, and effective October 2, 2017, the name of the Fund will change from “Sun Life Sentry Global Mid Cap Fund” to “Sun Life Schroder Global Mid Cap Fund” and the investment strategies for the Fund will change to reflect the investment strategies to be employed by Schroders in respect of the Fund as described below.

### **Technical Amendments to the Simplified Prospectus:**

#### **1. MFS Mergers**

The technical changes to the Simplified Prospectus required to effect the amendments in respect of the MFS Mergers are set out below:

- (a) The following is added above the section titled “What does the Fund invest in?” on pages 120 and 123:

“The Fund will be merged into Sun Life MFS Canadian Equity Growth Fund effective at the close of business on or about October 27, 2017, subject to receiving any securityholder and regulatory approval required. Effective July 24, 2017, securities of the Fund will no longer be available for purchase, other than purchases made under pre-authorized purchase plans existing before July 24, 2017, which plans will be suspended at the close of business on or about October 26, 2017 and will be re-established to purchase the same series of Sun Life MFS Canadian Equity Growth Fund following the completion of the merger.”

#### **2. Granite Merger**

The technical changes to the Simplified Prospectus required to effect the amendments in respect of the Granite Merger are set out below:

- (a) The following is added above the section titled “What does the Fund invest in?” on page 91:

“The Fund will be merged into Sun Life Granite Income Portfolio effective at the close of business on or about October 27, 2017, subject to receiving the requisite securityholder and regulatory approval. The securityholder vote is expected to take place October 6, 2017. Effective October 6, 2017, securities of the Fund will no longer be available for purchase, other than purchases made under pre-authorized purchase plans existing before October 6, 2017, which plans will be suspended at the close of business on or about October 26, 2017 and will be re-established to purchase the same series of Sun Life Granite Income Portfolio following the completion of the merger.”

#### **3. Qualifying Series T5 Securities of Sun Life Granite Income Portfolio**

This document qualifies for distribution Series T5 securities of Sun Life Granite Income Portfolio. Such new series will be available for purchase on or about October 27, 2017. The technical changes to the Simplified Prospectus required to effect these amendments, effective on or about October 27, 2017, are set out below:

- (a) The list of series in respect of Sun Life Granite Income Portfolio on the front cover of the Simplified Prospectus is deleted and replaced with “(Series A, T5, F, I, O securities)”.

- (b) The “Sun Life Granite Income Portfolio” row of the table titled “Annual management fees” starting on page 33 is deleted and replaced with the following:

	<b>Series A securities</b>	<b>Series AT5 securities</b>	<b>Series T5 securities</b>	<b>Series T8 securities</b>	<b>Series D securities **</b>	<b>Series F securities</b>
Sun Life Granite Income Portfolio	1.50%	--	1.50%	--	--	0.75%

- (c) The row titled “Securities offered” in the table titled “Fund details” on page 71 is deleted and replaced with the following:

Securities offered    Series A, Series T5, Series F, Series I and Series O units  
of a mutual fund trust

- (d) The row titled “Start date” in the table titled “Fund details” on page 71 is deleted and replaced with the following:

Start Date                Series A: January 17, 2012  
Series T5: October 27, 2017  
Series F: January 17, 2012  
Series I: January 17, 2012  
Series O: April 1, 2014

- (e) The following is added as the second bullet to the list in the section titled “What are the risks of investing in the fund?” on page 72:

- “Capital depletion risk (for Series T5 investors only)”

- (f) The following is added as the second paragraph after the bulleted list in the section titled “Who should invest in this fund?” on page 73:

“Series T5 units may be suitable for investors holding units outside of a registered plan and wishing to receive monthly distributions.”

- (g) The first paragraph of the section titled “Distribution policy” on page 73 is deleted and replaced with the following:

“The Fund intends to make monthly distributions at a fixed rate, which may be comprised of income, capital gains or capital. For Series T5 units, the Fund will make monthly distributions based on a target annualized rate of 5% of the NAV per unit at the end of the prior year. The monthly distributions are not intended to reflect the Fund’s investment performance and should not be confused with “yield” or “income”. If necessary, the Fund will make an additional distribution of income and capital gains in December of each year, though the Fund may make distributions of income, capital gains or capital at any other time as we consider appropriate.”

- (h) The list of series in respect of Sun Life Granite Income Portfolio on the back cover of the Simplified Prospectus is deleted and replaced with “(Series A, T5, F, I, O securities)”.

#### 4. Appointment of Sub-Advisor

The technical changes to the Simplified Prospectus required to effect the amendments in respect of the appointment of the sub-advisor, effective on or about October 2, 2017, are set out below:

- (a) “Sun Life Sentry Global Mid Cap Fund” on the front and back covers of the Simplified Prospectus is deleted and replaced with “Sun Life Schroder Global Mid Cap Fund (formerly, Sun Life Sentry Global Mid Cap Fund)”.
- (b) Other than as set out above, all references to “Sun Life Sentry Global Mid Cap Fund” in the Simplified Prospectus are deleted and replaced with “Sun Life Schroder Global Mid Cap Fund”.
- (c) The following row is added to the table titled “Who works with the Funds?” in the section titled “Organization and Management of the Funds” starting on page 15:

**Schroder Investment  
Management North America  
Inc.**

New York, New York, U.S.A.

**Schroder Investment  
Management North America  
Limited**

London, U.K.

We have retained Schroder Investment Management North America Inc. (“**Schroders**”) to act as a sub advisor for Sun Life Schroder Global Mid Cap Fund. Schroders has engaged its affiliate, Schroder Investment Management North America Limited (“SIMNA Ltd.”), to provide investment advisory services with respect to Sun Life Schroder Global Mid Cap Fund. In this capacity, SIMNA Ltd. will manage the investment portfolio (or a portion of such portfolio) for this Fund. Schroders oversees the management by SIMNA Ltd. and is responsible for the investment advice provided by SIMNA Ltd. Schroders and SIMNA Ltd. are collectively referred to as the sub-advisor to Sun Life Schroder Global Mid Cap Fund.

It may be difficult to enforce legal rights against Schroders and SIMNA Ltd. because they are resident outside of Canada and all, or substantially all, of their assets are situated outside of Canada. We, as the portfolio manager, are responsible for the investment advice provided by Schroders and SIMNA Ltd.

Schroders and SIMNA Ltd. are not affiliates of the Manager.

- (d) The row titled “Sub-Advisor” in the table titled “Fund details” on page 84 is deleted and replaced with the following rows:

Sub-Advisor	Schroder Investment Management North America Inc. New York, New York, U.S.A.
Sub-advisor to Schroders	Schroder Investment Management North America Ltd. London, U.K.

- (e) The bulleted list in the first paragraph under the section titled “Investment strategies” starting on page 84 is deleted and replaced with the following:

- invests primarily in the equity securities of medium capitalization global companies and, to a lesser extent, equity securities of small and large capitalization global companies;
- focuses on identifying companies with superior growth prospects, while remaining cognizant of valuations;
- uses a combination of quantitative and fundamental models, seeking to add value from country decisions and stock selection;
- may invest a relatively large percentage of the Fund’s assets in securities of issuers in a single country, a small number of countries, or a particular geographic region;
- may invest all of the Fund’s assets in foreign securities, including those in emerging markets;
- may invest in fixed-income securities and hybrid securities;
- may invest in private placements or other illiquid equity or debt securities of public or private companies as permitted by Canadian securities regulatory authorities; and
- may invest up to 10% of the Fund’s assets in securities of other mutual funds (including exchange-traded funds), including mutual funds that may be managed by the Manager and/or an affiliate of the Manager and, in selecting these underlying funds, uses the same criteria as it uses for selecting individual securities as described above. This excludes exchange-traded funds the securities of which meet the definition of index participation units, in which case the Fund may invest up to 100% of its assets in such exchange-traded funds.

- (f) The third paragraph under the section titled “Investment strategies” on page 85 is deleted.

- (g) The risks in the section titled “What are the risks of investing in the Fund?” starting on page 85 are deleted and replaced with the following:

- Capital depletion risk (for Series T5 and T8 investors only)
- Currency risk
- Derivatives risk
- Emerging markets risk
- Equity risk

- Foreign investment risk
- Geographic concentration risk
- Large transaction risk
- Liquidity risk
- Market risk
- Passive management risk
- Regulatory risk
- Repurchase and reverse repurchase transactions and securities lending risk
- Series risk
- Short selling risk
- Small company risk
- Specialization risk
- Transaction costs risk

### **Purchasers' Statutory Rights**

Securities legislation in some provinces and territories gives securityholders the right to withdraw from an agreement to buy securities of a mutual fund within two business days of receiving the simplified prospectus or fund facts, or to cancel a purchase within forty-eight hours of receiving confirmation of an order.

Securities legislation in some provinces and territories also allows securityholders to cancel an agreement to buy securities of a mutual fund or to get their money back, or to make a claim for damages, if the simplified prospectus, annual information form, fund facts, management reports of fund performance or financial statements misrepresent any facts about the fund. These rights must usually be exercised within certain time limits.

For more information, securityholders should refer to the securities legislation of their province or territory or consult a lawyer.