1. **Introduction**

The AIF is hereby amended to provide notice that Brandes Investment Partners & Co., the manager of the Fund (the “Manager”), has called a special meeting of securityholders of the Fund to be held on or about February 17, 2017 in respect of the Merger (as such term is defined below).

2. **Proposed Fund Merger**

The Manager proposes to merge Greystone Canadian Equity Income & Growth Class (the “Terminating Fund”) into the Fund effective on or about February 24, 2017 (the “Merger”), subject to obtaining necessary regulatory and securityholder approvals.

Additional information regarding the proposed Merger is set out in Amendment No. 1 dated December 16, 2016 to the simplified prospectus of the Fund dated September 14, 2016.
CERTIFICATE OF GREYSTONE CANADIAN EQUITY INCOME & GROWTH FUND (THE “FUND”), THE MANAGER AND THE PROMOTER

This Amendment No. 1 dated December 16, 2016, together with the annual information form dated September 14, 2016, and the simplified prospectus dated September 14, 2016, as amended by Amendment No. 1 dated December 16, 2016 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 province and territory of Canada and do not contain any misrepresentations.

Dated: December 16, 2016

(signed) “Oliver Murray”
Oliver Murray
Chief Executive Officer
Brandes Investment Partners & Co. (as trustee, manager and promoter of the Fund)

(signed) “Gary Iwamura”
Gary Iwamura
Treasurer and Chief Financial Officer
Brandes Investment Partners & Co. (as trustee, manager and promoter of the Fund)

On behalf of the Board of Directors of Brandes Investment Partners & Co., trustee, manager and promoter of the Fund:

(signed) “Carol Lynde”
Carol Lynde
President, COO and Director

(signed) “Glenn Carlson”
Glenn Carlson
Director