

**AMENDMENT NO. 2 DATED MAY 24, 2019**

**TO THE ANNUAL INFORMATION FORM DATED FEBRUARY 22, 2019, AS AMENDED BY  
AMENDMENT NO. 1 DATED APRIL 16, 2019.**

**in respect of:**

**Sun Life Infrastructure Fund<sup>1</sup>** (Series A, F, I, O securities)  
(the “**Fund**”)

The annual information form dated February 22, 2019, as amended by Amendment No. 1 dated April 16, 2019 (the “**AIF**”) relating to the offering of securities of the Fund is hereby amended as noted below.

Unless otherwise specifically defined, capitalized terms used in this agreement have the meaning given to such terms in the AIF.

**Summary:**

Unitholders approved the change of investment objective of the Fund and matters related thereto at a special meeting held on May 17, 2019, as further described in the simplified prospectus of the Fund dated February 22, 2019. In connection with this change, the Manager will be reducing the management fee for Series O securities of the Fund from 1.00% to 0.95% effective after markets close on May 31, 2019.

Further information about the change noted above is set out in Amendment No. 1 dated May 24, 2019 to the simplified prospectus of the Fund dated February 22, 2019.

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<sup>1</sup> To be renamed Sun Life Real Assets Fund effective after markets close on May 31, 2019.

**CERTIFICATE OF THE FUND AND THE MANAGER AND THE PROMOTER OF THE FUND**

Sun Life Infrastructure Fund  
(the “**Fund**”)

This Amendment No. 2 dated May 24, 2019 together with the annual information form dated February 22, 2019, as amended by Amendment No. 1 dated April 16, 2019, the simplified prospectus dated February 22, 2019, as amended by Amendment No. 1 dated May 24, 2019 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 the 24<sup>th</sup> day of May, 2019.

*(signed) “Rick C. Headrick”*

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Rick C. Headrick  
President, signing in the capacity of chief  
executive officer of Sun Life Global  
Investments (Canada) Inc.

*(signed) “Kari Holdsworth”*

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Kari Holdsworth  
Chief Financial Officer  
Sun Life Global Investments (Canada) Inc.

On behalf of the Board of Directors of Sun Life Global Investments (Canada) Inc.,  
as Trustee and Manager of the Fund

*(signed) “Brennan Kennedy”*

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Brennan Kennedy  
Director

*(signed) “Patricia Callon”*

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Patricia Callon  
Director

SUN LIFE GLOBAL INVESTMENTS (CANADA) INC.  
as Promoter of the Fund

*(signed) “Rick C. Headrick”*

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Rick C. Headrick  
President