

**AMENDMENT NO. 2 DATED JULY 19, 2024,
TO THE SIMPLIFIED PROSPECTUS DATED NOVEMBER 22, 2023, AS
AMENDED BY AMENDMENT NO. 1 DATED MARCH 13, 2024**

(THE “PROSPECTUS”)

in respect of

Mackenzie Bluewater Canadian Growth Balanced Fund (Series LB, LF, LF5, LW, LW5, LX)

Mackenzie Bluewater Canadian Growth Fund (Series LB, LF, LW)

Mackenzie Bluewater Global Growth Fund (Series LB, LF, LF5, LW, LW5, LX)

Mackenzie Bluewater US Growth Fund (Series LB, LF, LF5, LW, LW5, LX)

(the “Funds”)

The Prospectus is amended to reflect that as of September 1, 2024, Dina DeGeer, co-Lead of the Mackenzie Bluewater Team (the “Team”), will be retiring from Mackenzie Financial Corporation. Shah Khan, Vice-President and Portfolio Manager, will be promoted to Senior Vice-President, Portfolio Manager and Co-Lead, Bluewater and will assume Ms. DeGeer’s responsibilities. The rest of the Team will continue to manage the Funds. There will be no changes to the Team’s investment process.

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Effective September 1, 2024, the Prospectus is amended as follows:

- a) On page 7, in “**Table 3: Portfolio Manager of Mackenzie Financial Corporation**”, by deleting the following row relating to Dina DeGeer:

NAME AND TITLE	FUND	ROLE IN INVESTMENT DECISION-MAKING PROCESS
Dina DeGeer, Senior Vice-President, Investment Management, Portfolio Manager	Mackenzie Bluewater Canadian Growth Balanced Fund Mackenzie Bluewater Canadian Growth Fund Mackenzie Bluewater Global Growth Fund Mackenzie Bluewater US Growth Fund	Co-lead of the Bluewater team, lead PM for Canadian equities, responsible for strategy, fundamental research, and analysis, primary decision maker for Canadian equities.

- b) On page 8, in “**Table 3: Portfolio Manager of Mackenzie Financial Corporation**”, by deleting the row relating to Shah Khan and replacing it with the following:

NAME AND TITLE	FUND	ROLE IN INVESTMENT DECISION-MAKING PROCESS
Shah Khan, Senior Vice-President, Investment Management, Portfolio Manager	Mackenzie Bluewater Canadian Growth Balanced Fund Mackenzie Bluewater Canadian Growth Fund Mackenzie Bluewater Global Growth Fund Mackenzie Bluewater US Growth Fund	Co-lead of the Mackenzie Bluewater Team, focused on Canadian equities, responsible for fundamental research and analysis. Participates in individual security decisions across the Funds.

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, Fund Facts 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 provinces or territory or consult a lawyer.



CERTIFICATE OF THE FUNDS AND THE MANAGER AND PROMOTER OF THE FUNDS

This Amendment No. 2 dated July 19, 2024, together with the simplified prospectus dated November 22, 2023, as amended by Amendment No. 1 dated March 13, 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 all of the provinces and territories of Canada and do not contain any misrepresentations.

Dated the 19th day of July 2024.

MACKENZIE FINANCIAL CORPORATION (IN ITS CAPACITY AS THE TRUSTEE, MANAGER, AND PROMOTER OF THE FUNDS)

“Luke Gould”

Luke Gould
President and Chief Executive Officer,
Mackenzie Financial Corporation

“Keith Potter”

Keith Potter
Executive Vice-President and Chief Financial Officer
Mackenzie Financial Corporation

ON BEHALF OF THE BOARD OF DIRECTORS OF MACKENZIE FINANCIAL CORPORATION

“Nancy McCuaig”

Nancy McCuaig
Director
Mackenzie Financial Corporation

“Naomi Andjelic Bartlett”

Naomi Andjelic Bartlett
Director
Mackenzie Financial Corporation

CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR OF THE FUNDS

To the best of our knowledge, information and belief, this Amendment No. 2 dated July 19, 2024, together with the simplified prospectus dated November 22, 2023, as amended by Amendment No. 1 dated March 13, 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 all of the provinces and territories of Canada and do not contain any misrepresentations.

Dated the 19th day of July 2024.

LBC FINANCIAL SERVICES INC.
(AS THE PRINCIPAL DISTRIBUTOR OF THE FUNDS)

“André Couturier”

André Couturier
President & CEO, LBC Financial Services Inc. Laurentian
Bank of Canada