

**AMENDMENT NO. 2 DATED FEBRUARY 14, 2024  
TO THE PROSPECTUS OF THE MACKENZIE ETF DATED JULY 27, 2023,  
AS AMENDED BY AMENDMENT NO. 1 DATED SEPTEMBER 29, 2023**

(the “Prospectus”)

in respect of the

**Mackenzie Portfolio Completion ETF**

(the “Mackenzie ETF”)

**Introduction**

The Prospectus of the Mackenzie ETF dated July 27, 2023, as amended by Amendment No. 1 dated September 29, 2023, is hereby amended to be read subject to the additional information set forth below. Corresponding changes reflecting this Amendment No. 2 are also made to the applicable ETF Facts document of the Mackenzie ETF incorporated by reference into the Prospectus. In all other respects, the disclosure in the Prospectus is not revised. All capitalized terms not defined in this Amendment No. 2 have the respective meanings set out in the Prospectus.

**Termination of Mackenzie Portfolio Completion ETF**

On February 7, 2024, Mackenzie Financial Corporation (“**Mackenzie**”), as trustee and manager of the Mackenzie ETF, announced that it will terminate the Mackenzie ETF on or about April 23, 2024 (the “**Termination Date**”). At the request of Mackenzie, the Mackenzie ETF will cease trading and is expected to be delisted from the Toronto Stock Exchange (“**TSX**”) at the close of business on or about April 22, 2024 (the “**Delisting Date**”). Unitholders of the Mackenzie ETF will be able to sell their Units through the TSX until the Delisting Date.

As of February 7, 2024, no further direct subscriptions for Units of the Mackenzie ETF will be accepted except in limited circumstances. As of the Termination Date, all references to the Mackenzie ETF will be deemed to be removed from the Prospectus. If you continue to hold units of the Mackenzie ETF at the close of business on the Termination Date, your units will be cancelled and you will receive payment for your units equal to your proportionate share of the net proceeds from the liquidation of the assets of the Mackenzie ETF, less liabilities and expenses, including those incurred in connection with the termination of the Mackenzie ETF. Mackenzie will issue an additional press release on or about the Termination Date confirming final details of the termination, including final distributions, if any.

**Amendments to the Prospectus**

The technical amendments to the Prospectus are as follows:

1. On page 110, the first paragraph describing the Cut-Off Time is amended by adding an asterisk following the name of the Mackenzie ETF and adding the following disclosure immediately below the first paragraph:

*\*Except in limited circumstances, no further direct subscriptions for Units of the Mackenzie Portfolio Completion ETF will be accepted.*

2. As of the Termination Date, all references to the Mackenzie ETF will be deemed to be removed from the Prospectus.

### **Purchasers' Statutory Rights of Withdrawal and Rescission**

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities of exchange-traded funds within 48 hours after the receipt of a confirmation of a purchase of such securities. In several of the provinces and territories of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages, if the prospectus and any amendment contains a misrepresentation or for non-delivery of the ETF Facts, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory.

Notwithstanding the foregoing, purchasers of Units of the Mackenzie ETF will not have the right to withdraw from an agreement to purchase the Units after the receipt of a prospectus and any amendment, and will not have remedies for rescission, damages or revision of the price for non-delivery of the prospectus or any amendment, if the dealer receiving the purchase order has obtained an exemption from the prospectus delivery requirement under a decision pursuant to National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* ("NP 11-203"). However, purchasers of Units of the Mackenzie ETF will, in the applicable provinces of Canada, retain their right under securities legislation to rescind their purchase within 48 hours (or, if purchasing under a contractual plan, such longer time period as applicable) after the receipt of a confirmation of purchase.

However, the Manager has obtained exemptive relief from the requirement in securities legislation to include an underwriter's certificate in the prospectus under a decision pursuant to NP 11-203. As such, purchasers of Units of the Mackenzie ETF will not be able to rely on the inclusion of an underwriter's certificate in the prospectus or any amendment for the statutory rights and remedies that would otherwise have been available against an underwriter that would have been required to sign an underwriter's certificate.

The purchaser should refer to the applicable provisions of the securities legislation of the province or territory and the decisions referred to above for the particulars of these rights or should consult with a legal adviser.

**CERTIFICATE OF THE MACKENZIE ETF, THE TRUSTEE, MANAGER AND PROMOTER**

**Mackenzie Portfolio Completion ETF**

(the “**Mackenzie ETF**”)

The prospectus of the Mackenzie ETF dated July 27, 2023, as amended by Amendment No. 1 dated September 29, 2023, and as amended by this Amendment No. 2 dated February 14, 2024, together with the documents incorporated by reference herein, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus of the Mackenzie ETF dated July 27, 2023, as amended by Amendment No. 1 dated September 29, 2023, and as amended by this Amendment No. 2 dated February 14, 2024, as required by the securities legislation of all the provinces and territories of Canada.

DATED February 14, 2024.

**MACKENZIE FINANCIAL CORPORATION  
as Trustee and Manager of the Mackenzie ETF**

***“Luke Gould”***

---

Luke Gould  
Chairman, President and Chief Executive Officer

***“Keith Potter”***

---

Keith Potter  
Executive Vice-President and  
Chief Financial Officer

**On behalf of the Board of Directors of Mackenzie Financial Corporation**

***“Nancy McCuaig”***

---

Nancy McCuaig  
Director

***“Naomi Andjelic Bartlett”***

---

Naomi Andjelic Bartlett  
Director

**MACKENZIE FINANCIAL CORPORATION  
as Promoter of the Mackenzie ETF**

***“Luke Gould”***

---

Luke Gould  
Chairman, President and Chief Executive Officer