

MACKENZIE US SMALL-MID CAP GROWTH FUND

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

MANAGEMENT REPORT

Management's Responsibility for Financial Reporting

The accompanying financial statements have been prepared by Mackenzie Financial Corporation, as Manager of Mackenzie US Small-Mid Cap Growth Fund (the "Fund"). The Manager is responsible for the integrity, objectivity and reliability of the data presented. This responsibility includes selecting appropriate accounting principles and making judgments and estimates consistent with IFRS Accounting Standards. The Manager is also responsible for the development of internal controls over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors (the "Board") of Mackenzie Financial Corporation is responsible for reviewing and approving the financial statements and overseeing the Manager's performance of its financial reporting responsibilities. The Board meets regularly with the Manager, internal auditors and external auditors to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues.

KPMG LLP is the external auditor of the Fund. It is appointed by the Board. The external auditor has audited the financial statements in accordance with Canadian generally accepted auditing standards to enable it to express to the securityholders its opinion on the financial statements. Its report is set out below.

On behalf of Mackenzie Financial Corporation,
Manager of the Fund



Luke Gould
President and Chief Executive Officer



Terry Rountes
Chief Financial Officer, Funds

June 4, 2024

INDEPENDENT AUDITOR'S REPORT

To the Securityholders of Mackenzie US Small-Mid Cap Growth Fund (the "Fund")

Opinion

We have audited the financial statements of the Fund, which comprise:

- the statements of financial position as at March 31, 2024 and March 31, 2023
- the statements of comprehensive income for the periods then ended as indicated in note 1
- the statements of changes in financial position for the periods then ended as indicated in note 1
- the statements of cash flows for the periods then ended as indicated in note 1 and
- notes to the financial statements, including a summary of material accounting policies (Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as at March 31, 2024 and March 31, 2023, and its financial performance and cash flows for the periods then ended as indicated in note 1 in accordance with IFRS Accounting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our auditor's report.

We are independent of the Fund in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



MACKENZIE
Investments

MACKENZIE US SMALL-MID CAP GROWTH FUND

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INDEPENDENT AUDITOR'S REPORT (cont'd)

Other Information

Management is responsible for the other information. Other information comprises:

– the information included in the Annual Management Report of Fund Performance of the Fund filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in the Annual Management Report of Fund Performance of the Fund filed with the relevant Canadian Securities Commissions as at the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditor's report.

We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Fund's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the financial reporting process of the Fund.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Chartered Professional Accountants, Licensed Public Accountants
Toronto, Canada
June 4, 2024

MACKENZIE US SMALL-MID CAP GROWTH FUND

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

STATEMENTS OF FINANCIAL POSITION

at March 31 (in \$ 000 except per security amounts)

	2024 \$	2023 \$	Net assets attributable to securityholders (note 3)				
			per security		per series		
			2024	2023	2024	2023	
ASSETS							
Current assets							
Investments at fair value	2,958,589	3,158,158	Series A	51.97	46.69	606,014	673,651
Cash and cash equivalents	110,681	63,748	Series AR	20.29	18.24	37,736	36,241
Dividends receivable	914	1,174	Series B	27.32	24.48	169	230
Accounts receivable for investments sold	2,239	2,723	Series D	19.32	17.15	24,225	14,914
Accounts receivable for securities issued	1,747	1,111	Series F	58.00	51.35	1,291,704	1,367,220
Due from manager	784	21	Series F5	14.37	13.38	7,755	6,902
Taxes recoverable	2,500	2,500	Series F8	11.82	11.35	8,012	9,904
Total assets	3,077,454	3,229,435	Series FB	15.54	13.81	1,695	2,247
			Series FB5	13.17	12.30	14	13
LIABILITIES			Series I	56.42	50.28	2,307	2,289
Current liabilities			Series J	27.91	25.01	363	325
Accounts payable for investments purchased	1,031	–	Series M	61.47	54.62	2,572	4,239
Accounts payable for securities redeemed	5,067	3,573	Series O	58.12	50.92	50,977	53,012
Distribution payable	–	1	Series PW	20.18	18.06	835,007	840,208
Due to manager	428	148	Series PWFB	13.17	11.66	21,658	21,791
Total liabilities	6,526	3,722	Series PWFB5	13.20	12.28	386	389
Net assets attributable to securityholders	3,070,928	3,225,713	Series PWR	10.91	9.77	19,581	15,607
			Series PWT5	13.31	12.53	19,526	21,139
			Series PWT8	12.25	11.90	17,545	18,951
			Series PWX	21.44	18.79	12,227	13,004
			Series PWX8	12.21	11.60	730	710
			Series T5	21.11	19.95	6,676	8,235
			Series T8	15.58	15.19	5,272	7,570
			Series UM	10.24	9.05	1,680	1,212
			Series LB	27.60	24.82	13,481	14,972
			Series LF	11.46	10.15	25,424	24,285
			Series LW	12.73	11.40	58,192	66,453
						3,070,928	3,225,713

The accompanying notes are an integral part of these financial statements.

MACKENZIE US SMALL-MID CAP GROWTH FUND

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

STATEMENTS OF COMPREHENSIVE INCOME

for the periods ended March 31 (in \$ 000 except per security amounts)

	2024 \$	2023 \$	Increase (decrease) in net assets attributable to securityholders from operations (note 3)				
			per security		per series		
			2024	2023	2024	2023	
Income							
Dividends	10,894	21,681					
Interest income for distribution purposes	5,167	1,896					
Other changes in fair value of investments and other net assets							
Net realized gain (loss)	(319,782)	(12,313)					
Net unrealized gain (loss)	695,825	(402,332)					
Securities lending income	20	36					
Total income (loss)	392,124	(391,032)					
Expenses (note 6)							
Management fees	45,398	52,251					
Management fee rebates	(75)	(93)					
Administration fees	5,914	6,841					
Interest charges	3	2					
Commissions and other portfolio transaction costs	1,343	701					
Independent Review Committee fees	12	12					
Other	8	3					
Expenses before amounts absorbed by Manager	52,603	59,717					
Expenses absorbed by Manager	–	–					
Net expenses	52,603	59,717					
Increase (decrease) in net assets attributable to securityholders from operations before tax	339,521	(450,749)					
Foreign withholding tax expense (recovery)	1,049	2,865					
Foreign income tax expense (recovery)	–	–					
Increase (decrease) in net assets attributable to securityholders from operations	338,472	(453,614)					
			Series A	4.84	(6.81)	63,305	(105,183)
			Series AR	2.01	(2.53)	3,891	(5,030)
			Series B	2.60	(3.54)	21	(35)
			Series D	2.56	(2.15)	2,860	(1,862)
			Series F	6.17	(6.82)	149,756	(184,384)
			Series F5	1.70	(1.78)	845	(860)
			Series F8	1.21	(1.63)	922	(1,431)
			Series FB	1.34	(1.80)	180	(299)
			Series FB5	1.48	(3.67)	2	(5)
			Series I	5.86	(6.51)	254	(306)
			Series J	2.90	(3.37)	38	(44)
			Series M	4.59	(6.82)	275	(522)
			Series O	6.77	(6.07)	6,614	(6,244)
			Series PW	2.01	(2.47)	87,706	(116,060)
			Series PWFB	1.43	(1.50)	2,476	(2,875)
			Series PWFB5	1.51	(2.28)	47	(77)
			Series PWR	1.19	(1.23)	1,986	(1,727)
			Series PWT5	1.30	(1.75)	2,054	(2,895)
			Series PWT8	1.23	(1.71)	1,825	(2,785)
			Series PWX	2.48	(2.60)	1,545	(2,111)
			Series PWX8	1.53	(1.50)	92	(91)
			Series R	–	(2.24)	–	(818)
			Series T5	1.87	(3.14)	690	(1,463)
			Series T8	1.13	(2.47)	487	(1,409)
			Series UM	1.26	(1.07)	189	(139)
			Series LB	2.57	(3.53)	1,410	(2,242)
			Series LF	1.23	(1.25)	2,801	(2,864)
			Series LW	1.18	(1.63)	6,201	(9,853)
						338,472	(453,614)

The accompanying notes are an integral part of these financial statements.

MACKENZIE US SMALL-MID CAP GROWTH FUND

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

STATEMENTS OF CHANGES IN FINANCIAL POSITION

for the periods ended March 31 (in \$ 000 except per security amounts)

	Total		Series A		Series AR		Series B		Series D	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	3,225,713	4,081,963	673,651	914,126	36,241	42,532	230	427	14,914	11,805
Increase (decrease) in net assets from operations	338,472	(453,614)	63,305	(105,183)	3,891	(5,030)	21	(35)	2,860	(1,862)
Distributions paid to securityholders:										
Investment income	(1)	(5,839)	–	(980)	–	(50)	–	–	–	(30)
Capital gains	(3)	(121,141)	–	(20,340)	–	(1,037)	–	(7)	–	(624)
Return of capital	(4,353)	(6,252)	–	–	–	–	–	–	–	–
Management fee rebates	(75)	(93)	(5)	(3)	–	–	–	–	–	–
Total distributions paid to securityholders	(4,432)	(133,325)	(5)	(21,323)	–	(1,087)	–	(7)	–	(654)
Security transactions:										
Proceeds from securities issued	365,895	424,776	58,161	63,228	3,562	4,218	–	1	11,428	7,630
Reinvested distributions	1,725	112,906	5	20,870	–	1,087	–	7	–	630
Payments on redemption of securities	(856,445)	(806,993)	(189,103)	(198,067)	(5,958)	(5,479)	(82)	(163)	(4,977)	(2,635)
Total security transactions	(488,825)	(269,311)	(130,937)	(113,969)	(2,396)	(174)	(82)	(155)	6,451	5,625
Increase (decrease) in net assets attributable to securityholders	(154,785)	(856,250)	(67,637)	(240,475)	1,495	(6,291)	(61)	(197)	9,311	3,109
End of period	3,070,928	3,225,713	606,014	673,651	37,736	36,241	169	230	24,225	14,914
Increase (decrease) in fund securities (in thousands) (note 7):										
Securities outstanding – beginning of period			14,429	16,733	1,987	1,993	9	15	870	587
Issued			1,217	1,298	190	223	–	–	664	392
Reinvested distributions			–	457	–	61	–	–	–	38
Redeemed			(3,984)	(4,059)	(318)	(290)	(3)	(6)	(280)	(147)
Securities outstanding – end of period			11,662	14,429	1,859	1,987	6	9	1,254	870

	Series F		Series F5		Series F8		Series FB		Series FB5	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	1,367,220	1,719,915	6,902	7,862	9,904	12,856	2,247	2,848	13	61
Increase (decrease) in net assets from operations	149,756	(184,384)	845	(860)	922	(1,431)	180	(299)	2	(5)
Distributions paid to securityholders:										
Investment income	(1)	(2,856)	–	(15)	–	(21)	–	(5)	–	–
Capital gains	(3)	(59,304)	–	(302)	–	(435)	–	(96)	–	(1)
Return of capital	–	–	(332)	(396)	(687)	(1,024)	–	–	(1)	(1)
Management fee rebates	(9)	(12)	–	–	–	–	–	–	–	–
Total distributions paid to securityholders	(13)	(62,172)	(332)	(713)	(687)	(1,480)	–	(101)	(1)	(2)
Security transactions:										
Proceeds from securities issued	196,584	245,448	2,243	1,135	408	1,887	211	543	–	–
Reinvested distributions	13	46,685	76	425	99	697	–	100	–	1
Payments on redemption of securities	(421,856)	(398,272)	(1,979)	(947)	(2,634)	(2,625)	(943)	(844)	–	(42)
Total security transactions	(225,259)	(106,139)	340	613	(2,127)	(41)	(732)	(201)	–	(41)
Increase (decrease) in net assets attributable to securityholders	(75,516)	(352,695)	853	(960)	(1,892)	(2,952)	(552)	(601)	1	(48)
End of period	1,291,704	1,367,220	7,755	6,902	8,012	9,904	1,695	2,247	14	13
Increase (decrease) in fund securities (in thousands) (note 7):										
Securities outstanding – beginning of period			26,628	28,546	516	473	873	878	163	176
Issued			3,712	4,582	166	78	36	153	15	38
Reinvested distributions			–	932	6	32	9	60	–	7
Redeemed			(8,070)	(7,432)	(148)	(67)	(240)	(218)	(69)	(58)
Securities outstanding – end of period			22,270	26,628	540	516	678	873	109	163

The accompanying notes are an integral part of these financial statements.

MACKENZIE US SMALL-MID CAP GROWTH FUND

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

STATEMENTS OF CHANGES IN FINANCIAL POSITION (cont'd)

for the periods ended March 31 (in \$ 000 except per security amounts)

	Series I		Series J		Series M		Series O		Series PW	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	2,289	2,902	325	368	4,239	4,865	53,012	66,423	840,208	1,014,314
Increase (decrease) in net assets from operations	254	(306)	38	(44)	275	(522)	6,614	(6,244)	87,706	(116,060)
Distributions paid to securityholders:										
Investment income	–	(5)	–	–	–	(9)	–	(140)	–	(1,347)
Capital gains	–	(105)	–	(10)	–	(179)	–	(2,899)	–	(27,913)
Return of capital	–	–	–	–	–	–	–	–	–	–
Management fee rebates	–	(12)	–	–	(8)	(7)	–	–	(42)	(45)
Total distributions paid to securityholders	–	(122)	–	(10)	(8)	(195)	–	(3,039)	(42)	(29,305)
Security transactions:										
Proceeds from securities issued	70	9	–	1	–	–	3,636	4,620	72,334	75,678
Reinvested distributions	–	121	–	10	8	191	–	3,017	42	28,709
Payments on redemption of securities	(306)	(315)	–	–	(1,942)	(100)	(12,285)	(11,765)	(165,241)	(133,128)
Total security transactions	(236)	(185)	–	11	(1,934)	91	(8,649)	(4,128)	(92,865)	(28,741)
Increase (decrease) in net assets attributable to securityholders	18	(613)	38	(43)	(1,667)	(626)	(2,035)	(13,411)	(5,201)	(174,106)
End of period	2,307	2,289	363	325	2,572	4,239	50,977	53,012	835,007	840,208
Increase (decrease) in fund securities (in thousands) (note 7):										
Securities outstanding – beginning of period	46	49	13	13	78	76	1,041	1,109	46,517	47,954
Issued	1	–	–	–	–	–	69	88	3,889	4,024
Reinvested distributions	–	2	–	–	–	4	–	61	2	1,625
Redeemed	(6)	(5)	–	–	(36)	(2)	(233)	(217)	(9,028)	(7,086)
Securities outstanding – end of period	41	46	13	13	42	78	877	1,041	41,380	46,517

	Series PWFB		Series PWFB5		Series PWR		Series PWT5		Series PWT8	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	21,791	27,051	389	480	15,607	14,555	21,139	25,601	18,951	23,957
Increase (decrease) in net assets from operations	2,476	(2,875)	47	(77)	1,986	(1,727)	2,054	(2,895)	1,825	(2,785)
Distributions paid to securityholders:										
Investment income	–	(48)	–	(1)	–	(22)	–	(34)	–	(33)
Capital gains	–	(989)	–	(17)	–	(468)	–	(717)	–	(670)
Return of capital	–	–	(18)	(24)	–	–	(975)	(1,280)	(1,402)	(1,988)
Management fee rebates	(2)	(2)	–	–	–	–	(8)	(10)	–	–
Total distributions paid to securityholders	(2)	(1,039)	(18)	(42)	–	(490)	(983)	(2,041)	(1,402)	(2,691)
Security transactions:										
Proceeds from securities issued	1,790	2,152	–	27	3,610	3,647	1,039	1,584	1,045	2,812
Reinvested distributions	2	1,036	4	23	–	490	377	1,274	622	1,586
Payments on redemption of securities	(4,399)	(4,534)	(36)	(22)	(1,622)	(868)	(4,100)	(2,384)	(3,496)	(3,928)
Total security transactions	(2,607)	(1,346)	(32)	28	1,988	3,269	(2,684)	474	(1,829)	470
Increase (decrease) in net assets attributable to securityholders	(133)	(5,260)	(3)	(91)	3,974	1,052	(1,613)	(4,462)	(1,406)	(5,006)
End of period	21,658	21,791	386	389	19,581	15,607	19,526	21,139	17,545	18,951
Increase (decrease) in fund securities (in thousands) (note 7):										
Securities outstanding – beginning of period	1,869	1,978	32	31	1,597	1,272	1,687	1,645	1,593	1,564
Issued	148	176	–	–	358	360	83	119	90	212
Reinvested distributions	–	91	–	2	–	51	31	100	54	128
Redeemed	(372)	(376)	(3)	(1)	(161)	(86)	(334)	(177)	(304)	(311)
Securities outstanding – end of period	1,645	1,869	29	32	1,794	1,597	1,467	1,687	1,433	1,593

The accompanying notes are an integral part of these financial statements.

MACKENZIE US SMALL-MID CAP GROWTH FUND

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

STATEMENTS OF CHANGES IN FINANCIAL POSITION (cont'd)

for the periods ended March 31 (in \$ 000 except per security amounts)

	Series PWX		Series PWX8		Series R		Series T5		Series T8	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	13,004	20,458	710	912	–	9,554	8,235	12,574	7,570	12,631
Increase (decrease) in net assets from operations	1,545	(2,111)	92	(91)	–	(818)	690	(1,463)	487	(1,409)
Distributions paid to securityholders:										
Investment income	–	(37)	–	(2)	–	–	–	(12)	–	(12)
Capital gains	–	(774)	–	(41)	–	–	–	(256)	–	(243)
Return of capital	–	–	(56)	(72)	–	–	(364)	(576)	(518)	(891)
Management fee rebates	–	–	–	–	–	–	(1)	(2)	–	–
Total distributions paid to securityholders	–	(811)	(56)	(115)	–	–	(365)	(846)	(518)	(1,146)
Security transactions:										
Proceeds from securities issued	678	335	–	3	–	8	1,226	1,097	358	1,188
Reinvested distributions	–	798	–	59	–	–	258	648	219	605
Payments on redemption of securities	(3,000)	(5,665)	(16)	(58)	–	(8,744)	(3,368)	(3,775)	(2,844)	(4,299)
Total security transactions	(2,322)	(4,532)	(16)	4	–	(8,736)	(1,884)	(2,030)	(2,267)	(2,506)
Increase (decrease) in net assets attributable to securityholders	(777)	(7,454)	20	(202)	–	(9,554)	(1,559)	(4,339)	(2,298)	(5,061)
End of period	12,227	13,004	730	710	–	–	6,676	8,235	5,272	7,570
Increase (decrease) in fund securities (in thousands) (note 7):										
	Securities		Securities		Securities		Securities		Securities	
Securities outstanding – beginning of period	692	926	61	61	–	376	413	508	498	646
Issued	34	16	–	–	–	–	61	50	24	70
Reinvested distributions	–	44	–	5	–	–	13	32	15	38
Redeemed	(156)	(294)	(1)	(5)	–	(376)	(171)	(177)	(199)	(256)
Securities outstanding – end of period	570	692	60	61	–	–	316	413	338	498

	Series UM		Series LB		Series LF		Series LW	
	2024	2023	2024	2023	2024	2023	2024	2023
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS								
Beginning of period	1,212	1,330	14,972	19,266	24,285	26,847	66,453	85,443
Increase (decrease) in net assets from operations	189	(139)	1,410	(2,242)	2,801	(2,864)	6,201	(9,853)
Distributions paid to securityholders:								
Investment income	–	(3)	–	(21)	–	(51)	–	(105)
Capital gains	–	(56)	–	(436)	–	(1,052)	–	(2,170)
Return of capital	–	–	–	–	–	–	–	–
Management fee rebates	–	–	–	–	–	–	–	–
Total distributions paid to securityholders	–	(59)	–	(457)	–	(1,103)	–	(2,275)
Security transactions:								
Proceeds from securities issued	483	306	1,297	789	2,568	3,679	3,164	2,751
Reinvested distributions	–	15	–	456	–	1,102	–	2,264
Payments on redemption of securities	(204)	(241)	(4,198)	(2,840)	(4,230)	(3,376)	(17,626)	(11,877)
Total security transactions	279	80	(2,901)	(1,595)	(1,662)	1,405	(14,462)	(6,862)
Increase (decrease) in net assets attributable to securityholders	468	(118)	(1,491)	(4,294)	1,139	(2,562)	(8,261)	(18,990)
End of period	1,680	1,212	13,481	14,972	25,424	24,285	58,192	66,453
Increase (decrease) in fund securities (in thousands) (note 7):								
	Securities		Securities		Securities		Securities	
Securities outstanding – beginning of period	134	125	603	664	2,392	2,254	5,829	6,402
Issued	52	33	50	29	242	345	267	229
Reinvested distributions	–	2	–	19	–	111	–	203
Redeemed	(22)	(26)	(165)	(109)	(416)	(318)	(1,523)	(1,005)
Securities outstanding – end of period	164	134	488	603	2,218	2,392	4,573	5,829

The accompanying notes are an integral part of these financial statements.

MACKENZIE US SMALL-MID CAP GROWTH FUND

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

STATEMENTS OF CASH FLOWS

for the periods ended March 31 (in \$ 000)

	2024	2023
	\$	\$
Cash flows from operating activities		
Net increase (decrease) in net assets attributable to securityholders from operations	338,472	(453,614)
Adjustments for:		
Net realized loss (gain) on investments	319,624	18,048
Change in net unrealized loss (gain) on investments	(695,825)	402,332
Purchase of investments	(529,868)	(350,213)
Proceeds from sale and maturity of investments	1,107,025	708,550
(Increase) decrease in accounts receivable and other assets	(503)	97
Increase (decrease) in accounts payable and other liabilities	280	(45)
Net cash provided by (used in) operating activities	539,205	325,155
Cash flows from financing activities		
Proceeds from securities issued	301,960	339,546
Payments on redemption of securities	(791,652)	(719,221)
Distributions paid net of reinvestments	(2,708)	(20,418)
Net cash provided by (used in) financing activities	(492,400)	(400,093)
Net increase (decrease) in cash and cash equivalents	46,805	(74,938)
Cash and cash equivalents at beginning of period	63,748	137,488
Effect of exchange rate fluctuations on cash and cash equivalents	128	1,198
Cash and cash equivalents at end of period	110,681	63,748
Cash	110,681	61,573
Cash equivalents	–	2,175
Cash and cash equivalents at end of period	110,681	63,748
Supplementary disclosures on cash flow from operating activities:		
Dividends received	11,154	21,793
Foreign taxes paid	1,049	2,865
Interest received	5,167	1,896
Interest paid	3	2

The accompanying notes are an integral part of these financial statements.

MACKENZIE US SMALL-MID CAP GROWTH FUND

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

SCHEDULE OF INVESTMENTS

as at March 31, 2024

	Country	Sector	Par Value/ Number of Shares/Units	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES					
Akamai Technologies Inc.	United States	Information Technology	997,172	148,849	146,875
Amedisys Inc.	United States	Health Care	353,757	68,859	44,153
Axonics Modulation Technologies Inc.	United States	Health Care	912,097	71,338	85,194
Bio-Techne Corp.	United States	Health Care	1,193,858	137,604	113,808
Charles River Laboratories International Inc.	United States	Health Care	411,625	147,592	151,043
Cirrus Logic Inc.	United States	Information Technology	1,185,929	122,352	148,659
Cognex Corp.	United States	Information Technology	592,519	33,029	34,039
CommVault Systems Inc.	United States	Information Technology	959,662	87,735	131,824
CoStar Group Inc.	United States	Real Estate	928,076	75,959	121,414
Dolby Laboratories Inc. Class A	United States	Information Technology	444,594	53,391	50,438
ExlService Holdings Inc.	United States	Industrials	3,290,817	103,876	141,723
Frontdoor Inc.	United States	Consumer Discretionary	522,277	30,866	23,044
Generac Holdings Inc.	United States	Industrials	146,809	23,416	25,079
Grocery Outlet Holding Corp.	United States	Consumer Staples	3,628,661	134,776	141,431
Healthcare Services Group Inc.	United States	Industrials	3,031,046	98,671	51,229
HealthEquity Inc.	United States	Health Care	854,564	72,183	94,472
iRhythm Technologies Inc.	United States	Health Care	980,524	78,975	154,037
Kennedy-Wilson Holdings Inc.	United States	Real Estate	3,307,653	80,290	38,434
Keysight Technologies Inc.	United States	Information Technology	475,527	98,556	100,708
LivePerson Inc.	United States	Information Technology	1,774,395	140,954	2,397
Maravai LifeSciences Holdings Inc.	United States	Health Care	3,579,960	62,888	42,034
Markel Corp.	United States	Financials	61,149	91,993	125,998
MAXIMUS Inc.	United States	Industrials	1,342,210	148,993	152,507
Neogen Corp.	United States	Health Care	5,440,195	117,580	116,260
Parsons Corp.	United States	Industrials	1,298,232	62,388	145,840
Petco Health & Wellness Co. Inc.	United States	Consumer Discretionary	2,459,680	56,734	7,595
PowerSchool Holdings Inc.	United States	Information Technology	1,751,744	45,101	50,507
Rackspace Technology Inc.	United States	Information Technology	5,030,563	106,139	10,764
Tenable Holdings Inc.	United States	Information Technology	2,123,349	115,195	142,141
TransMedics Group Inc.	United States	Health Care	477,889	34,123	47,854
Verra Mobility Corp.	United States	Industrials	4,884,921	96,372	165,190
Wabtec Corp.	United States	Industrials	769,916	81,499	151,898
Total equities				2,828,276	2,958,589
Transaction costs				(2,902)	—
Total investments				2,825,374	2,958,589
Cash and cash equivalents					110,681
Other assets less liabilities					1,658
Net assets attributable to securityholders					3,070,928

MACKENZIE US SMALL-MID CAP GROWTH FUND

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

SUMMARY OF INVESTMENT PORTFOLIO

MARCH 31, 2024

PORTFOLIO ALLOCATION	% OF NAV
Equities	96.4
Cash and cash equivalents	3.6

REGIONAL ALLOCATION	% OF NAV
United States	96.4
Cash and cash equivalents	3.6

SECTOR ALLOCATION	% OF NAV
Health care	27.8
Industrials	27.1
Information technology	26.6
Real estate	5.2
Consumer staples	4.6
Financials	4.1
Cash and cash equivalents	3.6
Consumer discretionary	1.0

MARCH 31, 2023

PORTFOLIO ALLOCATION	% OF NAV
Equities	97.9
Cash and short-term investments	2.0
Other assets (liabilities)	0.1

REGIONAL ALLOCATION	% OF NAV
United States	97.9
Cash and short-term investments	2.0
Other assets (liabilities)	0.1

SECTOR ALLOCATION	% OF NAV
Information technology	27.9
Industrials	26.7
Health care	25.0
Consumer discretionary	7.8
Financials	4.3
Consumer staples	4.1
Real estate	2.1
Cash and short-term investments	2.0
Other assets (liabilities)	0.1

MACKENZIE US SMALL-MID CAP GROWTH FUND

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

NOTES TO FINANCIAL STATEMENTS

1. Fiscal Periods and General Information

The information provided in these financial statements and notes thereto is for the periods ended or as at March 31, 2024 and 2023, as applicable. In the year a Fund or series is established or reinstated, 'period' represents the period from inception or reinstatement. Where a series of a Fund was terminated during either period, the information for the series is provided up to close of business on the termination date. Refer to Note 10 for the formation date of the Fund and the inception date of each series.

The Fund is organized as an open-ended mutual fund trust established under the laws of the Province of Ontario pursuant to a Declaration of Trust as amended and restated from time to time. The address of the Fund's registered office is 180 Queen Street West, Toronto, Ontario, Canada. The Fund is authorized to issue an unlimited number of units (referred to as "security" or "securities") of multiple series. Series of the Fund are available for sale under Simplified Prospectus or exempt distribution options.

Mackenzie Financial Corporation ("Mackenzie") is the manager of the Fund and is wholly owned by IGM Financial Inc., a subsidiary of Power Corporation of Canada. Canada Life Investment Management Ltd. ("CLIML") is wholly owned by The Canada Life Assurance Company ("Canada Life"), a subsidiary of Power Corporation of Canada. Investments in companies within the Power Group of companies held by the Fund are identified in the Schedule of Investments.

2. Basis of Preparation and Presentation

These audited annual financial statements ("financial statements") have been prepared in accordance with IFRS Accounting Standards ("IFRS"). A summary of the Fund's material accounting policies under IFRS is presented in Note 3.

These financial statements are presented in Canadian dollars, which is the Fund's functional and presentation currency, and rounded to the nearest thousand unless otherwise indicated. These financial statements are prepared on a going concern basis using the historical cost basis, except for financial instruments that have been measured at fair value.

These financial statements were authorized for issue by the Board of Directors of Mackenzie Financial Corporation on June 4, 2024.

3. Material Accounting Policies

The Fund adopted Disclosure of Accounting Policies Amendments to IAS 1 and IFRS Practice Statements 2 from April 1, 2023. Although the amendments did not result in any changes to the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements. The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies. The Manager reviewed the accounting policies and made updates to the information disclosed in certain instances in line with the amendments.

(a) Financial instruments

Financial instruments include financial assets and liabilities such as debt and equity securities, investment funds and derivatives. The Fund classifies and measures financial instruments in accordance with IFRS 9, *Financial Instruments* ("IFRS 9"). Upon initial recognition, financial instruments are classified as fair value through profit or loss ("FVTPL"). All financial instruments are recognized in the Statement of Financial Position when the Fund becomes a party to the contractual requirements of the instrument. Financial assets are derecognized when the right to receive cash flows from the instrument has expired or the Fund has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognized when the obligation is discharged, cancelled or expires. Investment purchase and sale transactions are recorded as of the trade date.

Financial instruments are subsequently measured at FVTPL with changes in fair value recognized in the Statement of Comprehensive Income – Other changes in fair value of investments and other net assets – Net unrealized gain (loss).

The cost of investments is determined on a weighted average cost basis.

Realized and unrealized gains and losses on investments are calculated based on the weighted average cost of investments and exclude commissions and other portfolio transaction costs, which are separately reported in the Statement of Comprehensive Income – Commissions and other portfolio transaction costs.

Gains and losses arising from changes in the fair value of the investments are included in the Statement of Comprehensive Income for the period in which they arise.

The Fund accounts for its holdings in unlisted open-ended investment funds, private funds ("Underlying Funds") and Exchange-Traded Funds ("ETFs"), if any, at FVTPL. For private funds, the Manager will rely on the valuations provided by the managers of the private funds, which represents the Fund's proportionate share of the net assets of these private funds. The Fund's investment in Underlying Funds and ETFs, if any, is presented in the Schedule of Investments at fair value which represents the Fund's maximum exposure on these investments.

The Fund's redeemable securities contain multiple dissimilar contractual obligations and entitle securityholders to the right to redeem their interest in the Fund for cash equal to their proportionate share of the net asset value of the Fund and therefore meet the criteria for classification as financial liabilities under IAS 32 *Financial Instruments: Presentation*. The Fund's obligation for net assets attributable to securityholders is presented at the redemption amount.

IAS 7, *Statement of Cash Flows*, requires disclosures related to changes in liabilities and assets, such as the securities of the Fund, arising from financing activities. Changes in securities of the Fund, including both changes from cash flows and non-cash changes, are included in the Statement of Changes in Financial Position. Any changes in the securities not settled in cash as at the end of the period are presented as either Accounts receivable for securities issued or Accounts payable for securities redeemed in the Statement of Financial Position. These accounts receivable and accounts payable amounts typically settle shortly after period-end.

(b) Fair value measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

MACKENZIE US SMALL-MID CAP GROWTH FUND

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

NOTES TO FINANCIAL STATEMENTS

3. Material Accounting Policies (cont'd)

(b) Fair value measurement (cont'd)

Investments listed on a public securities exchange or traded on an over-the-counter market are valued on the basis of the last traded market price or closing price recorded by the security exchange on which the security is principally traded, where this price falls within the quoted bid-ask spread for the investment. In circumstances where this price is not within the bid-ask spread, Mackenzie determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. Mutual fund securities of an underlying fund are valued on a business day at the price calculated by the manager of such underlying fund in accordance with the constating documents of such underlying fund. Unlisted or non-exchange traded investments, or investments where a last sale or close price is unavailable or investments for which market quotations are, in Mackenzie's opinion, inaccurate, unreliable, or not reflective of all available material information, are valued at their fair value as determined by Mackenzie using appropriate and accepted industry valuation techniques including valuation models. The fair value determined using valuation models requires the use of inputs and assumptions based on observable market data including volatility and other applicable rates or prices. In limited circumstances, the fair value may be determined using valuation techniques that are not supported by observable market data.

Cash and cash equivalents which includes cash on deposit with financial institutions and short-term investments that are readily convertible to cash, are subject to an insignificant risk of changes in value, and are used by the Fund in the management of short-term commitments. Cash and cash equivalents are reported at fair value which closely approximates their amortized cost due to their nature of being highly liquid and having short terms to maturity. Bank overdraft positions are presented under current liabilities as bank indebtedness in the Statement of Financial Position.

The Fund may use derivatives (such as written options, futures, forward contracts, swaps or customized derivatives) to hedge against losses caused by changes in securities prices, interest rates or exchange rates. The Fund may also use derivatives for non-hedging purposes for non-hedging purposes in order to invest indirectly in securities or financial markets, to gain exposure to other currencies, to seek to generate additional income, and/or for any other purpose considered appropriate by the Fund's portfolio manager(s), provided that the use of the derivative is consistent with the Fund's investment objectives. Any use of derivatives will comply with Canadian mutual fund laws, subject to the regulatory exemptions granted to the Fund, as applicable.

Valuations of derivative instruments are carried out daily, using normal exchange reporting sources for exchange-traded derivatives and specific broker enquiry for over-the-counter derivatives.

The value of forward contracts is the gain or loss that would be realized if, on the valuation date, the positions were to be closed out. The change in value of forward contracts is included in the Statement of Comprehensive Income – Other changes in fair value of investments and other net assets – Net unrealized gain (loss).

The daily fluctuation of futures contracts or swaps, along with daily cash settlements made by the Fund, where applicable, are equal to the change in unrealized gains or losses that are best determined at the settlement price. These unrealized gains or losses are recorded and reported as such until the Fund closes out the contract or the contract expires. Margin paid or deposited in respect of futures contracts or swaps is reflected as a receivable in the Statement of Financial Position – Margin on derivatives. Any change in the variation margin requirement is settled daily.

Premiums paid for purchasing an option are recorded in the Statement of Financial Position – Investments at fair value.

Premiums received from writing options are included in the Statement of Financial Position as a liability and subsequently adjusted daily to fair value. If a written option expires unexercised, the premium received is recognized as a realized gain. If a written call option is exercised, the difference between the proceeds of the sale plus the value of the premium, and the cost of the security is recognized as a realized gain or loss. If a written put option is exercised, the cost of the security acquired is the exercise price of the option less the premium received.

Refer to the Schedule of Derivative Instruments and Schedule of Options Purchased/Written, as applicable, included in the Schedule of Investments for a listing of derivative and options positions as at March 31, 2024.

The Fund categorizes the fair value of its assets and liabilities into three categories, which are differentiated based on the observable nature of the inputs and extent of estimation required.

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly. Examples of Level 2 valuations include quoted prices for similar securities, quoted prices on inactive markets and from recognized investment dealers, and the application of factors derived from observable data to non-North American quoted prices in order to estimate the impact of differences in market closing times.

Financial instruments classified as Level 2 investments are valued based on the prices provided by an independent reputable pricing services company who prices the securities based on recent transactions and quotes received from market participants and through incorporating observable market data and using standard market convention practices. Short-term investments classified as Level 2 investments are valued based on amortized cost plus accrued interest which closely approximates fair value.

The estimated fair values for these securities may be different from the values that would have been used had a ready market for the investment existed; and

Level 3 – Inputs that are not based on observable market data.

The inputs are considered observable if they are developed using market data, such as publicly available information about actual events or transactions, and that reflect the assumption that market participants would use when pricing the asset or liability.

See Note 10 for the fair value classifications of the Fund.

(c) Income recognition

Interest income for distribution purposes represents the coupon interest received by the Fund which is accounted for on an accrual basis. The Fund does not amortize premiums paid or discounts received on the purchase of fixed income securities except for zero coupon bonds, which are amortized on a straight-line basis. Dividends are accrued as of the ex-dividend date. Unrealized gains or losses on investments, realized gains or losses on the sale of investments, including foreign exchange gains or losses on such investments, are calculated on a weighted average cost basis. Distributions received from an underlying fund are included in interest income, dividend income, realized gains (losses) on sale of investments or fee rebate income, as appropriate, on the ex-dividend or distribution date.

MACKENZIE US SMALL-MID CAP GROWTH FUND

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

NOTES TO FINANCIAL STATEMENTS

3. Material Accounting Policies (cont'd)

(c) Income recognition (cont'd)

Income, realized gains (losses) and unrealized gains (losses) are allocated daily among the series on a pro-rata basis.

(d) Commissions and other portfolio transaction costs

Commissions and other portfolio transaction costs are costs incurred to acquire, issue or dispose of financial assets or liabilities. They include fees and commissions paid to agents, exchanges, brokers, dealers and other intermediaries. The total brokerage commissions incurred by the Fund in connection with portfolio transactions for the periods, together with other transaction charges, is disclosed in the Statements of Comprehensive Income. Brokerage business is allocated to brokers based on the best net result for the Fund. Subject to this criteria, commissions may be paid to brokerage firms which provide (or pay for) certain services, other than order execution, which may include investment research, analysis and reports, and databases or software in support of these services. Where applicable and ascertainable, the value of these services generated during the periods is disclosed in Note 10. The value of certain proprietary services provided by brokers cannot be reasonably estimated.

(e) Securities lending, repurchase and reverse repurchase transactions

The Fund is permitted to enter into securities lending, repurchase and reverse repurchase transactions as set out in the Fund's Simplified Prospectus. These transactions involve the temporary exchange of securities for collateral with a commitment to redeliver the same securities on a future date.

Income is earned from these transactions in the form of fees paid by the counterparty and, in certain circumstances, interest paid on cash or securities held as collateral. Income earned from these transactions is included in the Statement of Comprehensive Income and recognized when earned. Securities lending transactions are administered by The Bank of New York Mellon (the "Securities Lending Agent"). The value of cash or securities held as collateral must be at least 102% of the fair value of the securities loaned, sold or purchased.

Note 10 summarizes the details of securities loaned and collateral received as at the end of period, as well as a reconciliation of securities lending income during the period, if applicable. Collateral received is comprised of debt obligations of the Government of Canada and other countries, Canadian provincial and municipal governments, and financial institutions.

(f) Offsetting

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position only when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. In the normal course of business, the Fund enters into various master netting agreements or similar agreements that do not meet the criteria for offsetting in the Statement of Financial Position but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or termination of the contracts. Note 10 summarizes the details of such offsetting, if applicable, subject to master netting arrangements or other similar agreements and the net impact to the Statements of Financial Position if all such rights were exercised.

Income and expenses are not offset in the Statement of Comprehensive Income unless required or permitted to by an accounting standard, as specifically disclosed in the IFRS policies of the Fund.

(g) Currency

The functional and presentation currency of the Fund is Canadian dollars. Foreign currency purchases and sales of investments and foreign currency dividend and interest income and expenses are translated to Canadian dollars at the rate of exchange prevailing at the time of the transactions.

Foreign exchange gains (losses) on purchases and sales of foreign currencies are included in the Statement of Comprehensive Income – Other changes in fair value of investments and other net assets – Net realized gain (loss).

The fair value of investments and other assets and liabilities, denominated in foreign currencies, are translated to Canadian dollars at the rate of exchange prevailing on each business day.

(h) Net assets attributable to securityholders per security

Net assets attributable to securityholders per security is computed by dividing the net assets attributable to securityholders of a series of securities on a business day by the total number of securities of the series outstanding on that day.

(i) Net asset value per security

The daily Net Asset Value ("NAV") of an investment fund may be calculated without reference to IFRS as per the Canadian Securities Administrators' ("CSA") regulations. The difference between NAV and Net assets attributable to securityholders (as reported in the financial statements), if any, is mainly due to differences in fair value of investments and other financial assets and liabilities and is disclosed in Note 10.

(j) Increase (decrease) in net assets attributable to securityholders from operations per security

Increase (decrease) in net assets attributable to securityholders from operations per security in the Statement of Comprehensive Income represents the increase (decrease) in net assets attributable to securityholders from operations for the period, divided by the weighted average number of securities outstanding during the period.

(k) Mergers

In a fund merger, the Fund acquires all of the assets and assumes all of the liabilities of the terminating fund at fair value in exchange for securities of the Fund on the effective date of the merger.

(l) Future accounting changes

The Fund has determined there are no material implications to the Fund's financial statements arising from IFRS issued but not yet effective.

MACKENZIE US SMALL-MID CAP GROWTH FUND

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

NOTES TO FINANCIAL STATEMENTS

4. Critical Accounting Estimates and Judgments

The preparation of these financial statements requires management to make estimates and assumptions that primarily affect the valuation of investments. Estimates and assumptions are reviewed on an ongoing basis. Actual results may differ from these estimates.

The following discusses the most significant accounting judgments and estimates made in preparing the financial statements:

Use of Estimates

Fair value of securities not quoted in an active market

The Fund may hold financial instruments that are not quoted in active markets and are valued using valuation techniques that make use of observable data, to the extent practicable. Various valuation techniques are utilized, depending on a number of factors, including comparison with similar instruments for which observable market prices exist and recent arm's length market transactions. Key inputs and assumptions used are company specific and may include estimated discount rates and expected price volatilities. Changes in key inputs, could affect the reported fair value of these financial instruments held by the Fund.

Use of Judgments

Classification and measurement of investments

In classifying and measuring financial instruments held by the Fund, Mackenzie is required to make significant judgments in order to determine the most appropriate classification in accordance with IFRS 9. Mackenzie has assessed the Fund's business model, the manner in which all financial instruments are managed and performance evaluated as a group on a fair value basis, and concluded that FVTPL in accordance with IFRS 9 provides the most appropriate measurement and presentation of the Fund's financial instruments.

Functional currency

The Fund's functional and presentation currency is the Canadian dollar, which is the currency considered to best represent the economic effects of the Fund's underlying transactions, events and conditions taking into consideration the manner in which securities are issued and redeemed and how returns and performance by the Fund are measured.

Interest in unconsolidated structured entities

In determining whether an Underlying Fund or an ETF in which the Fund invests, but that it does not consolidate, meets the definition of a structured entity, Mackenzie is required to make significant judgments about whether these underlying funds have the typical characteristics of a structured entity. These Underlying Funds do meet the definition of a structured entity because:

- I. The voting rights in the Underlying Funds are not dominant factors in deciding who controls them;
- II. the activities of the Underlying Funds are restricted by their offering documents; and
- III. the Underlying Funds have narrow and well-defined investment objectives to provide investment opportunities for investors while passing on the associated risks and rewards.

As a result, such investments are accounted for at FVTPL. Note 10 summarizes the details of the Fund's interest in these Underlying Funds, if applicable.

5. Income Taxes

The Fund qualifies as a mutual fund trust under the provisions of the Income Tax Act (Canada) and, accordingly, is subject to tax on its income including net realized capital gains in the taxation year, which is not paid or payable to its securityholders as at the end of the taxation year. The Fund maintains a December year-end for tax purposes. The Fund may be subject to withholding taxes on foreign income. In general, the Fund treats withholding tax as a charge against income for tax purposes. The Fund will distribute sufficient amounts from net income for tax purposes, as required, so that the Fund will not pay income taxes other than refundable tax on capital gains, if applicable.

Losses of the Fund cannot be allocated to investors and are retained in the Fund for use in future years. Non-capital losses may be carried forward up to 20 years to reduce taxable income and realized capital gains of future years. Capital losses may be carried forward indefinitely to reduce future realized capital gains. Refer to Note 10 for the Fund's loss carryforwards.

6. Management Fees and Operating Expenses

Mackenzie is paid a management fee for managing the investment portfolio, providing investment analysis and recommendations, making investment decisions, making brokerage arrangements relating to the purchase and sale of the investment portfolio and making arrangements with registered dealers for the purchase and sale of securities of the Fund by investors. The management fee is calculated on each series of securities of the Fund as a fixed annual percentage of the daily net asset value of the series.

Each series of the Fund, except B-Series, is charged a fixed rate annual administration fee ("Administration Fee") and in return, Mackenzie bears all of the operating expenses of the Fund, other than certain specified fund costs. The Administration Fee is calculated on each series of securities of the Fund as a fixed annual percentage of the daily net asset value of the series.

Other fund costs include taxes (including, but not limited to GST/HST and income tax), interest and borrowing costs, all fees and expenses of the Mackenzie Funds' Independent Review Committee (IRC), costs of complying with the regulatory requirement to produce Fund Facts, fees paid to external service providers associated with tax reclaims, refunds or the preparation of foreign tax reports on behalf of the Funds, new fees related to external services that were not commonly charged in the Canadian mutual fund industry and introduced after the date of the most recently filed simplified prospectus, and the costs of complying with any new regulatory requirements, including, without limitation, any new fees introduced after the date of the most recently filed simplified prospectus.

All expenses relating to the operation of the Fund attributable to B-Series securities will be charged to that particular series. Operating expenses include legal, audit, transfer agent, custodian, administration and trustee services, cost of financial reporting and Simplified Prospectus printing, regulatory filing fees and other miscellaneous expenses specifically attributable to the B-Series securities and any applicable taxes.

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NOTES TO FINANCIAL STATEMENTS

6. Management Fees and Operating Expenses (cont'd)

Mackenzie may waive or absorb management fees and/or Administration Fees at its discretion and stop waiving or absorbing such fees at any time without notice. Refer to Note 10 for the management fee and Administration Fee rates charged to each series of securities.

7. Fund's Capital

The capital of the Fund, which is comprised of the net assets attributable to securityholders, is divided into different series with each series having an unlimited number of securities. The securities outstanding for the Fund as at March 31, 2024 and 2023 and securities issued, reinvested and redeemed for the periods are presented in the Statement of Changes in Financial Position. Mackenzie manages the capital of the Fund in accordance with the investment objectives as discussed in Note 10.

8. Financial Instruments Risk

i. Risk exposure and management

The Fund's investment activities expose it to a variety of financial risks, as defined in IFRS 7, *Financial Instruments: Disclosures* ("IFRS 7"). The Fund's exposure to financial risks is concentrated in its investments, which are presented in the Schedule of Investments, as at March 31, 2024, grouped by asset type, with geographic and sector information.

Mackenzie seeks to minimize potential adverse effects of financial risks on the Fund's performance by employing professional, experienced portfolio advisors, by monitoring the Fund's positions and market events daily, by diversifying the investment portfolio within the constraints of the Fund's investment objectives, and where applicable, by using derivatives to hedge certain risk exposures. To assist in managing risks, Mackenzie also maintains a governance structure that oversees the Fund's investment activities and monitors compliance with the Fund's stated investment strategy, internal guidelines, and securities regulations.

ii. Liquidity risk

Liquidity risk arises when the Fund encounters difficulty in meeting its financial obligations as they become due. The Fund is exposed to liquidity risk due to potential daily cash redemptions of redeemable securities. In order to monitor the liquidity of its assets, the Fund utilizes a liquidity risk management program that calculates the number of days to convert the investments held by the Fund into cash using a multi-day liquidation approach. This liquidity risk analysis assesses the Fund's liquidity against predetermined minimum liquidity percentages established for different time periods and is monitored quarterly. In addition, the Fund has the ability to borrow up to 5% of its net assets for the purposes of funding redemptions.

In order to comply with securities regulations, the Fund must maintain at least 85% of its assets in liquid investments (i.e., investments that can be readily sold).

iii. Currency risk

Currency risk is the risk that financial instruments which are denominated or exchanged in a currency other than the Canadian dollar, which is the Fund's functional currency, will fluctuate due to changes in exchange rates. Generally, foreign denominated investments increase in value when the value of the Canadian dollar (relative to foreign currencies) falls. Conversely, when the value of the Canadian dollar rises relative to foreign currencies, the values of foreign denominated investments fall.

Note 10 indicates the foreign currencies, if applicable, to which the Fund had significant exposure, including both monetary and non-monetary financial instruments, and illustrates the potential impact, in Canadian dollar terms, to the Fund's net assets had the Canadian dollar strengthened or weakened by 5% relative to all foreign currencies, all other variables held constant. In practice, the actual trading results may differ and the difference could be material.

The Fund's sensitivity to currency risk illustrated in Note 10 includes potential indirect impacts from underlying funds and ETFs in which the Fund invests, and/or derivative contracts including forward currency contracts. Other financial assets and liabilities (including dividends and interest receivable, and receivables/payables for investments sold/purchased) that are denominated in foreign currencies do not expose the Fund to significant currency risk.

iv. Interest rate risk

Interest rate risk arises on interest-bearing financial instruments. The Fund is exposed to the risk that the value of interest-bearing financial instruments will fluctuate due to changes in the prevailing levels of market interest rates. Generally, these securities increase in value when interest rates fall and decrease in value when interest rates rise.

If significant, Note 10 summarizes the Fund's interest-bearing financial instruments by remaining term to maturity and illustrates the potential impact to the Fund's net assets had prevailing interest rates increased or decreased by 1%, assuming a parallel shift in the yield curve, all other variables held constant. The Fund's sensitivity to interest rate changes was estimated using weighted average duration. In practice, the actual trading results may differ and the difference could be material.

The Fund's sensitivity to interest rate risk illustrated in Note 10 includes potential indirect impacts from underlying funds and ETFs in which the Fund invests, and/or derivative contracts. Cash and cash equivalents and other money market instruments are short term in nature and are not generally subject to significant amounts of interest rate risk.

v. Other price risk

Other price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment. All investments present a risk of loss of capital. This risk is managed through a careful selection of investments and other financial instruments within the parameters of the investment strategies. Except for certain derivative contracts, the maximum risk resulting from financial instruments is equivalent to their fair value. The maximum risk of loss on certain derivative contracts such as forwards, swaps, and futures contracts is equal to their notional values. In the case of written call (put) options and short futures contracts, the loss to the Fund continues to increase, theoretically without limit, as the fair value of the underlying interest increases (decreases). However, these instruments are generally used within the overall investment management process to manage the risk from the underlying investments and do not typically increase the overall risk of loss to the Fund. This risk is mitigated by ensuring that the Fund holds a combination of the underlying interest, cash cover and/or margin that is equal to or greater than the value of the derivative contract.

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8. Financial Instruments Risk (cont'd)

v. Other price risk (cont'd)

Other price risk typically arises from exposure to equity and commodity securities. If significant, Note 10 illustrates the potential increase or decrease in the Fund's net assets, had the prices on the respective exchanges for these securities increased or decreased by 10%, all other variables held constant. In practice, the actual trading results may differ and the difference could be material.

The Fund's sensitivity to other price risk illustrated in Note 10 includes potential indirect impacts from underlying funds and ETFs in which the Fund invests, and/or derivative contracts.

vi. Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Fund. Note 10 summarizes the Fund's exposure, if applicable and significant, to credit risk.

If presented, credit ratings and rating categories are based on ratings issued by a designated rating organization. Indirect exposure to credit risk may arise from fixed-income securities, such as bonds, held by underlying funds and ETFs, if any. The fair value of debt securities includes consideration of the creditworthiness of the debt issuer.

To minimize the possibility of settlement default, securities are exchanged for payment simultaneously, where market practices permit, through the facilities of a central depository and/or clearing agency where customary.

The carrying amount of investments and other assets represents the maximum credit risk exposure as at the date of the Statement of Financial Position. The Fund may enter into securities lending transactions with counterparties and it may also be exposed to credit risk from the counterparties to the derivative instruments it may use. Credit risk associated with these transactions is considered minimal as all counterparties have a rating equivalent to a designated rating organization's credit rating of not less than A-1 (low) on their short-term debt and of A on their long-term debt, as applicable.

vii. Underlying funds

The Fund may invest in underlying funds and may be indirectly exposed to currency risk, interest rate risk, other price risk and credit risk from fluctuations in the value of financial instruments held by the underlying funds. Note 10 summarizes the Fund's exposure, if applicable and significant, to these risks from underlying funds.

9. Other Information

Abbreviations

Foreign currencies, if any, are presented in these financial statements using the following abbreviated currency codes:

Currency Code	Description	Currency Code	Description	Currency Code	Description
AUD	Australian dollars	HUF	Hungarian forint	PLN	Polish zloty
AED	United Arab Emirates Dirham	IDR	Indonesian rupiah	QAR	Qatar Rial
BRL	Brazilian real	ILS	Israeli shekel	RON	Romanian leu
CAD	Canadian dollars	INR	Indian rupee	RUB	Russian ruble
CHF	Swiss franc	JPY	Japanese yen	SAR	Saudi riyal
CZK	Czech koruna	KOR	South Korean won	SEK	Swedish krona
CLP	Chilean peso	MXN	Mexican peso	SGD	Singapore dollars
CNY	Chinese yuan	MYR	Malaysian ringgit	THB	Thailand baht
COP	Colombian peso	NGN	Nigerian naira	TRL	Turkish lira
DKK	Danish krone	NOK	Norwegian krona	USD	United States dollars
EGP	Egyptian pound	NTD	New Taiwan dollar	VND	Vietnamese dong
EUR	Euro	NZD	New Zealand dollars	ZAR	South African rand
GBP	United Kingdom pounds	PEN	Peruvian nuevo sol	ZMW	Zambian kwacha
GHS	Ghana Cedi	PHP	Philippine peso		
HKD	Hong Kong dollars	PKR	Pakistani rupee		

MACKENZIE US SMALL-MID CAP GROWTH FUND

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NOTES TO FINANCIAL STATEMENTS

10. Fund Specific Information (in '000, except for (a))

(a) Fund Formation and Series Information

Date of Formation of the Predecessor Fund: October 28, 2002

Date of Formation of the Predecessor Fund is the start date of the applicable series of the Predecessor Fund, Mackenzie US Small-Mid Cap Growth Class, which was merged into the corresponding series of the Fund on July 30, 2021.

The Fund may issue an unlimited number of securities of each series. The number of issued and outstanding securities of each series is disclosed in the Statements of Changes in Financial Position.

Series Offered by Mackenzie Financial Corporation (180 Queen Street West, Toronto, Ontario, M5V 3K1; 1-800-387-0614; www.mackenzieinvestments.com)

Series A, Series T5 and Series T8 securities are offered to retail investors investing a minimum of \$500 (\$5,000 for Series T5 and Series T8). Investors in Series T5 and Series T8 securities also want to receive a monthly cash flow of 5% or 8% per year, respectively.

Series AR securities are offered to retail investors in a Registered Disability Savings Plan offered by Mackenzie.

Series D securities are offered to retail investors investing a minimum of \$500 through a discount brokerage or other account approved by Mackenzie.

Series F, Series F5 and Series F8 securities are offered to investors who are enrolled in a dealer-sponsored fee-for-service or wrap program, who are subject to an asset-based fee rather than commissions on each transaction and who invest at least \$500 (\$5,000 for Series F5 and Series F8); they are also available to employees of Mackenzie and its subsidiaries, and directors of Mackenzie. Investors in Series F5 and Series F8 securities also want to receive a monthly cash flow of 5% or 8% per year, respectively.

Series FB and Series FB5 securities are offered to retail investors investing a minimum of \$500. Investors are required to negotiate their advisor service fee, which cannot exceed 1.50%, with their financial advisor. Investors in Series FB5 securities also want to receive a monthly cash flow of 5% per year.

Series I securities are offered to retail investors investing a minimum of \$500 in a qualified group plan with a minimum of \$10,000,000 in assets. Investors in Series I securities also want to receive a monthly cash flow of 5% per year.

Series O securities are offered only to investors investing a minimum of \$500,000 who are enrolled in Mackenzie Portfolio Architecture Service or Open Architecture Service; certain institutional investors; investors in a qualified group plan, and certain qualifying employees of Mackenzie and its subsidiaries.

Series PW, Series PWT5 and Series PWT8 securities are offered through our Private Wealth Solutions to certain high net worth investors who invest a minimum of \$100,000. Investors in Series PWT5 and Series PWT8 securities also want to receive a monthly cash flow of 5% or 8% per year, respectively.

Series PWFB and Series PWFB5 securities are offered through our Private Wealth Solutions to certain high net worth investors who invest a minimum of \$100,000. Investors are required to negotiate their advisor service fee, which cannot exceed 1.50%, with their financial advisor. Investors in Series PWFB5 securities also want to receive a monthly cash flow of 5% per year.

Series PWR securities are offered through our Private Wealth Solutions to certain high net worth investors who invest a minimum of \$100,000 in a Registered Disability Savings Plan offered by Mackenzie.

Series PWX and Series PWX8 securities are offered through our Private Wealth Solutions to certain high net worth investors who invest a minimum of \$100,000. Investors are required to negotiate their advisor service fee, which cannot exceed 1.50%, with their financial advisor. Investors in Series PWX8 securities also want to receive a monthly cash flow of 8% per year.

Series R securities are offered only to other funds managed by Mackenzie on a non-prospectus basis in connection with fund-of-fund arrangements.

Series UM securities are offered only to certain institutional investors.

Series B, Series J and Series M securities are no longer available for sale.

Series Distributed by LBC Financial Services Inc. (1360 René-Lévesque Blvd. West, 13th Floor, Montréal, Québec H3G 0A9; 1-800-522-1846; www.laurentianbank.ca/mackenzie)

Series LB securities are offered to retail investors investing a minimum of \$500.

Series LF securities are offered to retail investors investing a minimum of \$500, who are enrolled in the LBC Private Banking sponsored fee-for-service program.

Series LW securities are offered through our Preferred Pricing Program to certain high net worth investors who invest a minimum of \$100,000.

Effective June 1, 2022, an investor may purchase the Fund under a sales charge purchase option and a no-load purchase option. Not all purchase options are available under each series of the Fund. The sales charge under the sales charge purchase option is negotiated by the investor with their dealer. Securities purchased before June 1, 2022, under the redemption charge purchase option, low-load 3 purchase option and low-load 2 purchase option (collectively the "deferred sales charge purchase options") may continue to be held in investor accounts. Investors may switch from securities of a Mackenzie fund previously purchased under these deferred sales charge purchase options to securities of other Mackenzie funds, under the same purchase option, until such time as the redemption schedule has expired. For further details, please refer to the Fund's Simplified Prospectus and Fund Facts.

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NOTES TO FINANCIAL STATEMENTS

10. Fund Specific Information (in '000, except for (a)) (cont'd)

(a) Fund Formation and Series Information (cont'd)

Series	Inception/ Reinstatement Date ⁽¹⁾	Management Fee	Administration Fee
Series A	November 8, 2002	2.00%	0.28%
Series AR	October 15, 2013	2.00%	0.31%
Series B	June 15, 2012	1.75%	0.31%
Series D	December 18, 2013	1.00% ⁽⁴⁾	0.20%
Series F	January 9, 2003	0.80%	0.15%
Series F5	October 16, 2017	0.80%	0.15%
Series F8	October 16, 2017	0.80%	0.15%
Series FB	October 26, 2015	1.00%	0.28%
Series FB5	October 24, 2018	1.00%	0.28%
Series I	December 18, 2002	1.35%	0.28%
Series J	February 17, 2011	1.75%	0.25%
Series M	November 8, 2002	Up to 1.00%	0.28%
Series O	October 25, 2004	— ⁽²⁾	n/a
Series PW	October 17, 2013	1.80%	0.15%
Series PWFB	April 3, 2017	0.80%	0.15%
Series PWFB5	October 24, 2018	0.80%	0.15%
Series PWR	April 1, 2019	1.80%	0.15%
Series PWT5	April 3, 2017	1.80%	0.15%
Series PWT8	December 20, 2013	1.80%	0.15%
Series PWX	October 16, 2013	— ⁽³⁾	— ⁽³⁾
Series PWX8	September 12, 2014	— ⁽³⁾	— ⁽³⁾
Series R	None issued ⁽⁵⁾	n/a	n/a
Series T5	March 16, 2010	2.00%	0.28%
Series T8	July 27, 2010	2.00%	0.28%
Series UM	February 26, 2020	0.70%	0.15%
Series LB	January 26, 2012	2.00%	0.28%
Series LF	December 7, 2018	0.80%	0.15%
Series LW	December 1, 2017	1.80%	0.15%

(1) This is the inception date of the applicable series of Mackenzie US Small-Mid Cap Growth Class.

(2) This fee is negotiable and payable directly to Mackenzie by investors in this series.

(3) This fee is payable directly to Mackenzie by investors in this series through redemptions of their securities.

(4) Prior to April 4, 2022, the management fee for Series D was charged to the Fund at a rate of 1.25%.

(5) The series' original start date was July 9, 2013. All securities in the series were redeemed on May 16, 2022.

MACKENZIE US SMALL-MID CAP GROWTH FUND

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NOTES TO FINANCIAL STATEMENTS

10. Fund Specific Information (in '000, except for (a)) (cont'd)

(b) Tax Loss Carryforwards

Total Capital Loss \$	Total Non-Capital Loss \$	Expiration Date of Non-Capital Losses													
		2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	2041	2042	2043
102,134	35,021	–	–	–	–	–	–	–	–	–	–	–	–	–	35,021

(c) Securities Lending

	March 31, 2024		March 31, 2023	
	(\$)		(\$)	
Value of securities loaned	11,114		805	
Value of collateral received	11,694		861	

	March 31, 2024		March 31, 2023	
	(\$)	(%)	(\$)	(%)
Gross securities lending income	24	100.0	44	100.0
Tax withheld	–	–	–	–
Payments to securities lending agent	(4)	(16.7)	(8)	(18.2)
Securities lending income	20	83.3	36	81.8

(d) Commissions

	(\$)
March 31, 2024	451
March 31, 2023	337

(e) Risks Associated with Financial Instruments

i. Risk exposure and management

The Fund seeks long-term capital growth and a reasonable rate of return by investing primarily in equities of small- to mid-capitalization U.S. companies. The Fund may also invest in equities of companies based outside of North America and in fixed-income securities of U.S. and Canadian corporations and government bodies.

ii. Currency risk

The tables below summarize the Fund's exposure to currency risk.

Currency	March 31, 2024				Impact on net assets			
	Investments (\$)	Cash and Short-Term Investments (\$)	Derivative Instruments (\$)	Net Exposure* (\$)	Strengthened by 5%		Weakened by 5%	
					(\$)	%	(\$)	%
USD	2,958,589	110,533	–	3,069,122				
Total	2,958,589	110,533	–	3,069,122				
% of Net Assets	96.3	3.6	–	99.9				
Total currency rate sensitivity					(153,456)	(5.0)	153,456	5.0

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NOTES TO FINANCIAL STATEMENTS

10. Fund Specific Information (in '000, except for (a)) (cont'd)

(e) Risks Associated with Financial Instruments (cont'd)

ii. Currency risk (cont'd)

Currency	March 31, 2023				Impact on net assets			
	Investments (\$)	Cash and Short-Term Investments (\$)	Derivative Instruments (\$)	Net Exposure* (\$)	Strengthened by 5%		Weakened by 5%	
					(\$)	%	(\$)	%
USD	3,158,158	61,076	–	3,219,234				
Total	3,158,158	61,076	–	3,219,234				
% of Net Assets	97.9	1.9	–	99.8				
Total currency rate sensitivity					(160,962)	(5.0)	160,962	5.0

* Includes both monetary and non-monetary financial instruments

iii. Interest rate risk

As at March 31, 2024 and 2023, the Fund did not have a significant exposure to interest rate risk.

iv. Other price risk

The table below summarizes the Fund's exposure to other price risk.

Impact on net assets	Increased by 10%		Decreased by 10%	
	(\$)	(%)	(\$)	(%)
March 31, 2024	295,859	9.6	(295,859)	(9.6)
March 31, 2023	315,816	9.8	(315,816)	(9.8)

v. Credit risk

As at March 31, 2024 and 2023, the Fund did not have a significant exposure to credit risk.

(f) Fair Value Classification

The table below summarizes the fair value of the Fund's financial instruments using the fair value hierarchy described in note 3.

	March 31, 2024				March 31, 2023			
	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	Total (\$)	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	Total (\$)
Equities	2,958,589	–	–	2,958,589	3,158,158	–	–	3,158,158
Short-term investments	–	–	–	–	–	2,175	–	2,175
Total	2,958,589	–	–	2,958,589	3,158,158	2,175	–	3,160,333

The Fund's policy is to recognize transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

During the periods, there were no transfers between Level 1 and Level 2.

(g) Investments by the Manager and Affiliates

The investments held by the Manager, other funds managed by the Manager, and funds managed by affiliates of the Manager, investing in series CL, IG or S of the Fund, as applicable (as described in *Fund Formation and Series Information* in note 10), were as follows:

	March 31, 2024	March 31, 2023
	(\$)	(\$)
The Manager	1,261	2,078
Other funds managed by the Manager	–	–
Funds managed by affiliates of the Manager	–	–

(h) Offsetting of Financial Assets and Liabilities

As at March 31, 2024 and 2023, there were no amounts subject to offsetting.

(i) Interest in Unconsolidated Structured Entities

As at March 31, 2024 and 2023, the Fund had no investments in Underlying Funds.