

**AMENDMENT NO. 3 DATED MARCH 13, 2024  
TO THE PROSPECTUS OF THE MACKENZIE ETF DATED JULY 27, 2023,  
AS AMENDED BY AMENDMENT NO. 1 DATED SEPTEMBER 29, 2023  
AND AS FURTHER AMENDED BY AMENDMENT NO. 2 DATED FEBRUARY 14, 2024**

(the “**Prospectus**”)

in respect of

**Mackenzie Global Women’s Leadership 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, and further amended by Amendment No. 2 dated February 14, 2024, is hereby amended to be read subject to the additional information set forth below. Corresponding changes reflecting this Amendment No. 3 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. 3 have the respective meanings set out in the Prospectus.

**Portfolio Manager Change**

Effective on or about April 3, 2024, Impax Asset Management LLC will cease to be the sub-advisor for the Mackenzie ETF and Mackenzie Financial Corporation will assume portfolio management responsibilities.

**Details of Amendment**

The Prospectus is hereby amended as follows:

1. On page ii, by removing the following paragraph:

The Manager has retained Impax Asset Management LLC (the “**Sub-advisor**”) to act as sub-adviser in respect of Mackenzie Global Women’s Leadership ETF. See “**Organization and Management Details of the Mackenzie ETFs – Sub-advisor**”.

2. On page 3, by deleting the definitions for “Sub-Advisor” and “Sub-Advisory Agreement”.
3. On page 17, under the sub-heading “**Mackenzie Global Women’s Leadership ETF**”, by deleting the investment strategies and replacing the paragraphs with the following:

The investment portfolio of the Mackenzie Global Women’s Leadership ETF will generally include equity securities that are selected from constituents of the MSCI Women’s Leadership Index (the “**Index**”). The Index aims to represent the performance of those companies that exhibit a commitment towards gender diversity among their board of directors and leadership positions. The Index aims to include companies which lead in their respective countries in terms of female representation in Board and in leadership positions. The Index is constructed with broad exposure across global sectors and within each sector group, constituents of the Index are weighted according to market capitalization.

To be eligible for the Index, companies must satisfy a set of multiple criteria on women’s leadership, which are outlined in more detail on page 54.

Mackenzie Global Women's Leadership ETF also considers ESG risks in the evaluation process to minimize non-financial risks. Environmental criteria consider how a company addresses issues such as pollution control and waste management. Social criteria examine how it manages relationships with employees, suppliers, customers, and the communities where it operates. Governance deals with a company's leadership, executive pay, audits, internal controls, and shareholder rights.

Mackenzie Global Women's Leadership ETF is a Sustainable Investment Solution that is considered a sustainable thematic ETF, as further described in the "**Sustainable Investing at Mackenzie**" section of this prospectus.

Mackenzie Global Women's Leadership ETF may hold a portion of its net assets in securities of other investment funds, including other exchange-traded funds, which may be managed by the Manager, in accordance with its investment objectives.

4. On page 54, under the heading "**Mackenzie Global Women's Leadership ETF**", by deleting and replacing the paragraphs with the following:

The investment portfolio of the Mackenzie Global Women's Leadership ETF will generally include equity securities that are selected from constituents of the MSCI Women's Leadership Index. The Index aims to represent the performance of those companies that exhibit a commitment towards gender diversity among their board of directors and leadership positions. The Index aims to include companies which lead in their respective countries in terms of female representation in Board and in leadership positions. The Index is constructed with broad exposure across global sectors and within each sector group, constituents of the Index are weighted according to market capitalization.

To be eligible for the Index, companies must satisfy the following criteria:

1. Number of Women in Leadership Position

- At least 3 female directors OR at least one woman in a current leadership role AND at least one other female director.

2. Percent of Women on Board

- Percentage of female directors on the Board is greater the average percentage of companies within the same MSCI country of classification.

3. Discrimination and Workforce Diversity Controversy

- MSCI ESG Controversies Score: Labor Rights – Discrimination and Workforce Diversity Controversy Score: 2

From the Index, the portfolio manager applies a quantitative approach to stock selection and portfolio construction in order to determine the portfolio weights that they believe provide the strongest opportunity for long-term capital appreciation.

Mackenzie Global Women's Leadership ETF also considers ESG risks in the evaluation process to minimize non-financial risks. Environmental criteria consider how a company addresses issues such as pollution control and waste management. Social criteria examine how it manages relationships with employees, suppliers, customers, and the communities where it operates. Governance deals with a company's leadership, executive pay, audits, internal controls, and shareholder rights.

Mackenzie Global Women’s Leadership ETF is a Sustainable Investment Solution that is considered a sustainable thematic ETF, as further described in the “**Sustainable Investing at Mackenzie**” section of this prospectus.

The Mackenzie Global Women’s Leadership ETF may hold a portion of its net assets in securities of other investment funds, including other exchange-traded funds, which may be managed by the Manager, in accordance with its investment objectives.

- On page 76, by deleting the paragraph under the heading “**Portfolio Manager Risk**”, and replacing it with:

Each Mackenzie Active ETF is dependent on its portfolio manager to select its investments and is subject to the risk that poor security selection will cause it to underperform relative to other investment funds with similar investment objectives.

- On page 134, under the heading “**Portfolio Manager**”, by deleting the row relating to Andrea Hallett and replacing it with the following rows:

Name and Title	Mackenzie ETF	With the Portfolio Manager Since	Principal Occupation Within Preceding Five Years
Andrea Hallett, Vice-President, Investment Management	Mackenzie Balanced Allocation ETF; Mackenzie Conservative Allocation ETF; Mackenzie Global Women’s Leadership ETF; Mackenzie Growth Allocation ETF; Mackenzie Portfolio Completion ETF	2002	Portfolio Manager of the Manager
Michael Kapler, Vice-President, Investment Management	Mackenzie Global Women’s Leadership ETF	2016	Portfolio Manager of the Manager

- On page 137, by deleting the heading “**Sub-Advisor**” as well as all of the information under that heading.
- On page 138, by deleting the heading “**Details of the Sub-advisory Agreement**” as well as all of the information under that heading.
- On page 139, by deleting the first two paragraphs under the heading “**Conflicts of Interest**” and replacing them with the following:

The management services of the Manager under the Management Agreement are not exclusive and nothing in the Management Agreement prevents the Manager from providing similar management services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of the Mackenzie ETFs) or from engaging in other activities.

Investments in securities purchased by the Portfolio Manager on behalf of a Mackenzie ETF will not be aggregated with orders to purchase securities on behalf of other investment funds or other accounts managed by the Manager. With respect to the Mackenzie Index ETFs, in order to minimize tracking error, the Manager will use its reasonable efforts to implement rebalancing trades on a schedule that is consistent with the rebalancing schedule of the applicable Index Provider.

10. On page 149, by removing the section entitled “**Proxy Voting by Sub-Advisors**”.
11. On page 149, by removing “(iii) Sub-Advisory Agreement” from under the heading “**Material Contracts**”.
12. By removing all references and ancillary disclosure related to Impax Asset Management LLC, the Sub-advisor and the Sub-advisory Agreement.

The fundamental investment objective, and restrictions and reference index of the Mackenzie ETF will remain the same. The ticker symbol of the Mackenzie Global Women’s Leadership ETF remains “MWMN”.

#### **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 Global Women’s Leadership ETF**

(the “**Mackenzie ETF**”)

The Prospectus of the Mackenzie ETF dated July 27, 2023, as amended by Amendment No. 1 dated September 29, 2023, further amended by Amendment No. 2 dated February 14, 2024, and amended by this Amendment No. 3 dated March 13, 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, Amendment No. 2 dated February 14, 2024 and as amended by this Amendment No. 3 dated March 13, 2024, as required by the securities legislation of all the provinces and territories of Canada.

DATED March 13, 2024.

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

***“Luke Gould”***

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Luke Gould  
President and Chief Executive Officer

***“Keith Potter”***

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Keith Potter  
Executive Vice-President and Chief Financial  
Officer

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

***“Nancy McCuaig”***

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Nancy McCuaig  
Director

***“Naomi Andjelic Bartlett”***

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Naomi Andjelic Bartlett  
Director

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

***“Luke Gould”***

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Luke Gould  
President and Chief Executive Officer