

MACKENZIE CUNDILL VALUE FUND II

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

MANAGEMENT REPORT

Management's Responsibility for Financial Reporting

The accompanying financial statements have been prepared by Mackenzie Financial Corporation, as Manager of Mackenzie Cundill Value Fund II (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 International Financial Reporting 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.

Effective March 31, 2023, KPMG LLP was appointed as 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 5, 2023

INDEPENDENT AUDITOR'S REPORT

To the Securityholders of Mackenzie Cundill Value Fund II (the "Fund")

Opinion

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

- the statement of financial position as at March 31, 2023
- the statement of comprehensive income for the period then ended as indicated in note 1
- the statement of changes in financial position for the period then ended as indicated in note 1
- the statement of cash flows for the period then ended as indicated in note 1 and
- notes to the financial statements, including a summary of significant 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, 2023, and its financial performance and cash flows for the period then ended as indicated in note 1 in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB).

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.

Other Matter – Comparative Information

The financial statements for the period ended March 31, 2022 were audited by another auditor who expressed an unmodified opinion on those financial statements on June 15, 2022.



MACKENZIE
Investments

MACKENZIE CUNDILL VALUE FUND II

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

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.

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 International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB), 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, Ontario
June 5, 2023

MACKENZIE CUNDILL VALUE FUND II

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

STATEMENTS OF FINANCIAL POSITION

at March 31 (in \$ 000 except per security amounts) (note 10)

	2023 \$	2022 \$
ASSETS		
Current assets		
Investments at fair value	104,844	118,010
Cash and cash equivalents	185	1,437
Dividends receivable	90	87
Accounts receivable for investments sold	355	971
Accounts receivable for securities issued	–	–
Due from manager	12	–
Derivative assets	89	209
Taxes recoverable (note 5)	74	74
Total assets	105,649	120,788
LIABILITIES		
Current liabilities		
Accounts payable for investments purchased	294	131
Accounts payable for securities redeemed	32	152
Due to manager	5	6
Derivative liabilities	4	5
Total liabilities	335	294
Net assets attributable to securityholders	105,314	120,494

STATEMENTS OF COMPREHENSIVE INCOME

for the periods ended March 31 (in \$ 000 except per security amounts) (note 10)

	2023 \$	2022 \$
Income		
Dividends	2,241	3,635
Interest income for distribution purposes	91	29
Other changes in fair value of investments and other net assets		
Net realized gain (loss)	(3,062)	34,585
Net unrealized gain (loss)	4,566	(33,841)
Securities lending income	13	9
Total income (loss)	3,849	4,417
Expenses (note 6)		
Management fees	1,771	2,268
Management fee rebates	(41)	(2)
Administration fees	215	280
Interest charges	1	–
Commissions and other portfolio transaction costs	153	301
Independent Review Committee fees	–	1
Other	2	–
Expenses before amounts absorbed by Manager	2,101	2,848
Expenses absorbed by Manager	–	–
Net expenses	2,101	2,848
Increase (decrease) in net assets attributable to securityholders from operations before tax	1,748	1,569
Foreign withholding tax expense (recovery)	290	364
Income tax expense (recovery)	–	7
Foreign income tax expense (recovery)	–	–
Increase (decrease) in net assets attributable to securityholders from operations	1,458	1,198

Net assets attributable to securityholders (note 3)

	per security		per series	
	2023	2022	2023	2022
Series A	18.65	18.46	21,228	25,170
Series AR	13.42	13.28	2,909	3,099
Series B	9.74	9.65	15	35
Series D	9.14	9.05	232	243
Series F	19.42	19.26	18,805	21,620
Series F5	9.49	9.94	25	37
Series F8	5.07	5.49	60	64
Series FB	8.85	8.77	50	49
Series FB5	8.94	9.37	1	1
Series I	21.23	21.06	486	496
Series J	12.21	12.09	52	52
Series O	22.02	21.86	7,540	8,810
Series PW	9.53	9.44	37,940	42,888
Series PWFB	8.16	8.09	362	378
Series PWFB5	8.90	9.32	89	91
Series PWT5	8.78	9.19	786	907
Series PWT8	6.35	6.88	977	1,102
Series PWX	9.56	9.49	164	297
Series PWX8	6.25	6.78	19	19
Series T5	6.90	7.22	190	194
Series T8	4.70	5.09	844	1,012
Investor Series	9.83	9.74	12,540	13,930
			105,314	120,494

Increase (decrease) in net assets attributable to securityholders from operations (note 3)

	per security		per series	
	2023	2022	2023	2022
Series A	0.08	0.08	101	119
Series AR	0.13	(0.03)	30	(5)
Series B	0.03	0.29	–	–
Series D	0.20	0.08	5	1
Series F	0.39	0.38	410	448
Series F5	0.26	0.11	–	–
Series F8	0.12	0.09	1	2
Series FB	0.22	0.18	1	2
Series FB5	0.24	0.09	–	–
Series I	0.38	0.11	9	3
Series J	0.20	0.61	–	4
Series OJ	–	1.09	–	1
Series O	0.70	0.68	264	284
Series PW	0.10	0.04	414	178
Series PWFB	0.20	0.13	9	6
Series PWFB5	0.23	0.12	3	–
Series PWT5	0.05	–	4	1
Series PWT8	0.06	0.03	9	5
Series PWX	0.10	0.65	2	48
Series PWX8	0.23	0.26	1	1
Series T5	0.08	0.06	1	2
Series T8	0.03	–	6	(2)
Investor Series	0.14	0.07	188	100
			1,458	1,198

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

MACKENZIE CUNDILL VALUE FUND II

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

STATEMENTS OF CHANGES IN FINANCIAL POSITION

for the periods ended March 31 (in \$ 000 except per security amounts) (note 10)

	Total		Series A		Series AR		Series B		Series D	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	120,494	146,530	25,170	32,004	3,099	3,623	35	94	243	249
Increase (decrease) in net assets from operations	1,458	1,198	101	119	30	(5)	–	–	5	1
Distributions paid to securityholders:										
Investment income	(672)	(1,556)	(48)	(275)	(5)	(32)	–	–	(2)	(4)
Capital gains	(447)	(11,379)	(32)	(2,230)	(3)	(256)	–	(3)	(1)	(24)
Return of capital	(232)	(277)	–	–	–	–	–	–	–	–
Management fee rebates	(41)	(2)	(8)	–	–	–	–	–	–	–
Total distributions paid to securityholders	(1,392)	(13,214)	(88)	(2,505)	(8)	(288)	–	(3)	(3)	(28)
Security transactions:										
Proceeds from securities issued	571	4,180	166	814	16	28	–	–	–	39
Reinvested distributions	1,122	12,244	86	2,445	8	288	–	2	3	28
Payments on redemption of securities	(16,939)	(30,444)	(4,207)	(7,707)	(236)	(547)	(20)	(58)	(16)	(46)
Total security transactions	(15,246)	(14,020)	(3,955)	(4,448)	(212)	(231)	(20)	(56)	(13)	21
Increase (decrease) in net assets attributable to securityholders	(15,180)	(26,036)	(3,942)	(6,834)	(190)	(524)	(20)	(59)	(11)	(6)
End of period	105,314	120,494	21,228	25,170	2,909	3,099	15	35	232	243
Increase (decrease) in fund securities (in thousands) (note 7):			Securities	Securities	Securities	Securities	Securities	Securities	Securities	Securities
Securities outstanding – beginning of period			1,363	1,581	233	249	4	9	27	25
Issued			10	40	1	1	–	–	–	4
Reinvested distributions			5	125	1	21	–	–	–	3
Redeemed			(240)	(383)	(18)	(38)	(2)	(5)	(2)	(5)
Securities outstanding – end of period			1,138	1,363	217	233	2	4	25	27

	Series F		Series F5		Series F8		Series FB		Series FB5	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	21,620	26,882	37	36	64	79	49	72	1	1
Increase (decrease) in net assets from operations	410	448	–	–	1	2	1	2	–	–
Distributions paid to securityholders:										
Investment income	(221)	(348)	–	–	(1)	(2)	–	(1)	–	–
Capital gains	(147)	(2,298)	–	(4)	–	(6)	–	(5)	–	–
Return of capital	–	–	(2)	(1)	(5)	(6)	–	–	–	–
Management fee rebates	–	–	–	–	–	–	–	–	–	–
Total distributions paid to securityholders	(368)	(2,646)	(2)	(5)	(6)	(14)	–	(6)	–	–
Security transactions:										
Proceeds from securities issued	1	820	–	2	–	–	1	(1)	–	–
Reinvested distributions	319	2,298	1	4	1	7	–	5	–	–
Payments on redemption of securities	(3,177)	(6,182)	(11)	–	–	(10)	(1)	(23)	–	–
Total security transactions	(2,857)	(3,064)	(10)	6	1	(3)	–	(19)	–	–
Increase (decrease) in net assets attributable to securityholders	(2,815)	(5,262)	(12)	1	(4)	(15)	1	(23)	–	–
End of period	18,805	21,620	25	37	60	64	50	49	1	1
Increase (decrease) in fund securities (in thousands) (note 7):			Securities	Securities	Securities	Securities	Securities	Securities	Securities	Securities
Securities outstanding – beginning of period			1,123	1,267	4	3	6	7	–	–
Issued			–	39	–	1	–	1	–	–
Reinvested distributions			18	112	–	–	–	–	–	–
Redeemed			(173)	(295)	(1)	–	–	(2)	–	–
Securities outstanding – end of period			968	1,123	3	4	6	6	–	–

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

MACKENZIE CUNDILL VALUE FUND II

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STATEMENTS OF CHANGES IN FINANCIAL POSITION (cont'd)

for the periods ended March 31 (in \$ 000 except per security amounts) (note 10)

	Series I		Series J		Series OJ		Series O		Series PW	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	496	515	52	230	–	7	8,810	10,684	42,888	50,281
Increase (decrease) in net assets from operations	9	3	–	4	–	1	264	284	414	178
Distributions paid to securityholders:										
Investment income	(4)	(6)	–	–	–	–	(135)	(161)	(168)	(500)
Capital gains	(2)	(44)	–	(5)	–	–	(90)	(1,000)	(113)	(3,802)
Return of capital	–	–	–	–	–	–	–	–	–	–
Management fee rebates	–	–	–	–	–	–	–	–	(11)	(2)
Total distributions paid to securityholders	(6)	(50)	–	(5)	–	–	(225)	(1,161)	(292)	(4,304)
Security transactions:										
Proceeds from securities issued	–	–	–	1	–	–	–	–	371	2,098
Reinvested distributions	6	50	–	5	–	–	192	935	281	4,192
Payments on redemption of securities	(19)	(22)	–	(183)	–	(8)	(1,501)	(1,932)	(5,722)	(9,557)
Total security transactions	(13)	28	–	(177)	–	(8)	(1,309)	(997)	(5,070)	(3,267)
Increase (decrease) in net assets attributable to securityholders	(10)	(19)	–	(178)	–	(7)	(1,270)	(1,874)	(4,948)	(7,393)
End of period	486	496	52	52	–	–	7,540	8,810	37,940	42,888
Increase (decrease) in fund securities (in thousands) (note 7):										
Securities outstanding – beginning of period	24	22	4	17	–	1	403	443	4,543	4,847
Issued	–	1	–	(1)	–	–	–	–	41	203
Reinvested distributions	–	2	–	–	–	–	9	40	31	419
Redeemed	(1)	(1)	–	(12)	–	(1)	(70)	(80)	(636)	(926)
Securities outstanding – end of period	23	24	4	4	–	–	342	403	3,979	4,543

	Series PWFB		Series PWFB5		Series PWT5		Series PWT8		Series PWX	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	378	405	91	95	907	896	1,102	1,409	297	824
Increase (decrease) in net assets from operations	9	6	3	–	4	1	9	5	2	48
Distributions paid to securityholders:										
Investment income	(4)	(6)	(1)	(1)	(4)	(11)	(4)	(12)	(4)	(14)
Capital gains	(3)	(42)	(1)	(9)	(2)	(76)	(3)	(98)	(3)	(85)
Return of capital	–	–	(5)	(4)	(44)	(47)	(88)	(105)	–	–
Management fee rebates	–	–	–	–	–	–	–	–	–	–
Total distributions paid to securityholders	(7)	(48)	(7)	(14)	(50)	(134)	(95)	(215)	(7)	(99)
Security transactions:										
Proceeds from securities issued	–	144	–	–	–	66	–	7	–	(1)
Reinvested distributions	4	29	2	10	10	111	21	142	6	98
Payments on redemption of securities	(22)	(158)	–	–	(85)	(33)	(60)	(246)	(134)	(573)
Total security transactions	(18)	15	2	10	(75)	144	(39)	(97)	(128)	(476)
Increase (decrease) in net assets attributable to securityholders	(16)	(27)	(2)	(4)	(121)	11	(125)	(307)	(133)	(527)
End of period	362	378	89	91	786	907	977	1,102	164	297
Increase (decrease) in fund securities (in thousands) (note 7):										
Securities outstanding – beginning of period	47	45	10	9	99	84	160	171	31	79
Issued	–	16	–	–	–	7	–	1	–	1
Reinvested distributions	1	4	–	1	1	11	3	19	1	9
Redeemed	(4)	(18)	–	–	(10)	(3)	(9)	(31)	(15)	(58)
Securities outstanding – end of period	44	47	10	10	90	99	154	160	17	31

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

MACKENZIE CUNDILL VALUE FUND II

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STATEMENTS OF CHANGES IN FINANCIAL POSITION (cont'd)

for the periods ended March 31 (in \$ 000 except per security amounts) (note 10)

	Series PWX8		Series T5		Series T8		Investor Series	
	2023	2022	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS								
Beginning of period	19	42	194	268	1,012	1,063	13,930	16,771
Increase (decrease) in net assets from operations	1	1	1	2	6	(2)	188	100
Distributions paid to securityholders:								
Investment income	–	–	–	(2)	(2)	(11)	(69)	(170)
Capital gains	–	(2)	–	(17)	(1)	(91)	(46)	(1,282)
Return of capital	(2)	(2)	(10)	(11)	(76)	(101)	–	–
Management fee rebates	–	–	–	–	–	–	(22)	–
Total distributions paid to securityholders	(2)	(4)	(10)	(30)	(79)	(203)	(137)	(1,452)
Security transactions:								
Proceeds from securities issued	–	–	–	–	14	169	2	(6)
Reinvested distributions	1	3	8	27	41	144	132	1,421
Payments on redemption of securities	–	(23)	(3)	(73)	(150)	(159)	(1,575)	(2,904)
Total security transactions	1	(20)	5	(46)	(95)	154	(1,441)	(1,489)
Increase (decrease) in net assets attributable to securityholders	–	(23)	(4)	(74)	(168)	(51)	(1,390)	(2,841)
End of period	19	19	190	194	844	1,012	12,540	13,930
Increase (decrease) in fund securities (in thousands) (note 7):								
Securities outstanding – beginning of period	3	5	27	32	199	174	1,430	1,566
Issued	–	–	–	–	3	29	–	–
Reinvested distributions	–	–	1	3	9	25	14	138
Redeemed	–	(2)	–	(8)	(31)	(29)	(168)	(274)
Securities outstanding – end of period	3	3	28	27	180	199	1,276	1,430

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

MACKENZIE CUNDILL VALUE FUND II

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

STATEMENTS OF CASH FLOWS

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

	2023	2022
	\$	\$
Cash flows from operating activities		
Net increase (decrease) in net assets attributable to securityholders from operations	1,458	1,198
Adjustments for:		
Net realized loss (gain) on investments	2,888	(34,585)
Change in net unrealized loss (gain) on investments	(4,566)	33,841
Purchase of investments	(79,375)	(165,464)
Proceeds from sale and maturity of investments	95,117	193,706
(Increase) decrease in accounts receivable and other assets	(15)	247
Increase (decrease) in accounts payable and other liabilities	(1)	(2)
Net cash provided by (used in) operating activities	15,506	28,941
Cash flows from financing activities		
Proceeds from securities issued	35	2,573
Payments on redemption of securities	(16,523)	(28,863)
Distributions paid net of reinvestments	(270)	(970)
Net cash provided by (used in) financing activities	(16,758)	(27,260)
Net increase (decrease) in cash and cash equivalents	(1,252)	1,681
Cash and cash equivalents at beginning of period	1,437	(242)
Effect of exchange rate fluctuations on cash and cash equivalents	–	(2)
Cash and cash equivalents at end of period	185	1,437
Cash	185	1,437
Cash equivalents	–	–
Cash and cash equivalents at end of period	185	1,437
Supplementary disclosures on cash flow from operating activities:		
Dividends received	2,238	3,882
Foreign taxes paid	290	364
Taxes paid	–	7
Interest received	91	29
Interest paid	1	–

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

MACKENZIE CUNDILL VALUE FUND II

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SCHEDULE OF INVESTMENTS

as at March 31, 2023

	Country	Sector	Par Value/ No. of Shares/Units	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES					
Air Canada	Canada	Industrials	40,191	993	770
Alibaba Group Holding Ltd.	China	Consumer Discretionary	75,600	1,463	1,301
Alstom SA	France	Industrials	54,082	2,098	1,999
Altice USA Inc. Class A	United States	Communication Services	54,921	1,031	254
Aptiv PLC	United States	Consumer Discretionary	13,839	1,739	2,100
Bank of America Corp.	United States	Financials	65,565	3,073	2,536
Becton, Dickinson and Co.	United States	Health Care	7,287	2,432	2,440
Booking Holdings Inc.	United States	Consumer Discretionary	366	1,009	1,313
BP PLC	United Kingdom	Energy	98,418	607	843
Brookfield Asset Management Inc. Class A	Canada	Financials	26,391	1,080	1,168
Brookfield Corp.	Canada	Financials	30,567	1,791	1,347
Canadian Natural Resources Ltd.	Canada	Energy	8,246	624	617
Chevron Corp.	United States	Energy	10,062	1,663	2,221
Cisco Systems Inc.	United States	Information Technology	18,486	1,353	1,307
Coca-Cola European Partners PLC	United Kingdom	Consumer Staples	27,137	2,003	2,173
Comcast Corp. Class A	United States	Communication Services	56,280	3,720	2,886
Constellation Brands Inc. Class A	United States	Consumer Staples	5,595	1,637	1,710
CVS Health Corp.	United States	Health Care	11,684	1,219	1,174
Daimler Truck Holding AG	Germany	Industrials	46,565	1,902	2,127
Dollar Tree Inc.	United States	Consumer Staples	10,473	1,709	2,034
DXC Technology Co.	United States	Information Technology	50,015	2,365	1,729
Exxon Mobil Corp.	United States	Energy	17,765	1,646	2,635
Ferrovial SA	Spain	Industrials	37,953	1,404	1,510
General Motors Co.	United States	Consumer Discretionary	7,715	450	383
Glencore PLC	Switzerland	Materials	130,580	1,005	1,016
Johnson & Johnson	United States	Health Care	9,067	2,141	1,901
Koninklijke Philips NV	Netherlands	Health Care	71,372	3,773	1,763
Lam Research Corp.	United States	Information Technology	3,549	2,547	2,545
Liberty Global PLC Class A	United Kingdom	Communication Services	61,761	2,068	1,629
Lowe's Companies Inc.	United States	Consumer Discretionary	4,925	1,376	1,332
Merck & Co. Inc.	United States	Health Care	6,837	658	984
Mondelez International Inc.	United States	Consumer Staples	17,824	1,443	1,681
Novartis AG Reg.	Switzerland	Health Care	17,040	1,919	2,116
Oracle Corp.	United States	Information Technology	26,602	2,805	3,344
Philip Morris International Inc.	United States	Consumer Staples	17,722	2,228	2,331
Qualcomm Inc.	United States	Information Technology	6,274	1,207	1,083
Reckitt Benckiser Group PLC	United Kingdom	Consumer Staples	10,172	1,039	1,045
Renesas Electronics Corp.	Japan	Information Technology	144,000	2,163	2,829
Salesforce Inc.	United States	Information Technology	12,853	3,165	3,473
SAP AG	Germany	Information Technology	14,951	2,108	2,544
Shell PLC-W/I ADR	Netherlands	Energy	28,939	1,708	2,252
Siemens AG	Germany	Industrials	10,376	1,949	2,272
Skechers U.S.A. Inc. Class A	United States	Consumer Discretionary	33,203	2,117	2,134
SNC-Lavalin Group Inc.	Canada	Industrials	101,101	3,329	3,359
Suncor Energy Inc.	Canada	Energy	16,225	740	681
Teck Resources Ltd. Class B	Canada	Materials	40,310	1,699	1,989
Tencent Holdings Ltd.	China	Communication Services	15,400	1,057	1,018
The TJX Companies Inc.	United States	Consumer Discretionary	20,491	1,763	2,172
Total SA	France	Energy	12,841	792	1,025
Truist Financial Corp.	United States	Financials	22,900	1,551	1,056
UBS Group AG	Switzerland	Financials	112,315	2,605	3,209
Union Pacific Corp.	United States	Industrials	2,924	895	796
Visa Inc. Class A	United States	Financials	7,094	1,856	2,163
Wabtec Corp.	United States	Industrials	13,723	1,503	1,876
Wal-Mart Stores Inc.	United States	Consumer Staples	8,643	1,503	1,724
Wells Fargo & Co.	United States	Financials	49,148	2,842	2,485
Willis Towers Watson PLC	United States	Financials	4,952	1,435	1,557
Workday Inc. Class A	United States	Information Technology	6,725	1,367	1,879
Total equities				101,367	103,840

MACKENZIE CUNDILL VALUE FUND II

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SCHEDULE OF INVESTMENTS (cont'd)

as at March 31, 2023

	Country	Sector	Par Value/ No. of Shares/Units	Average Cost (\$ 000)	Fair Value (\$ 000)
EXCHANGE-TRADED FUNDS/NOTES					
SPDR S&P Regional Banking ETF	United States	Exchange-Traded Funds/Notes	16,926	1,043	1,004
Total exchange-traded funds/notes				1,043	1,004
Transaction costs				(57)	—
Total investments				102,353	104,844
Derivative instruments (see schedule of derivative instruments)					85
Cash and cash equivalents					185
Other assets less liabilities					200
Net assets attributable to securityholders					105,314

MACKENZIE CUNDILL VALUE FUND II

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SUMMARY OF INVESTMENT PORTFOLIO

MARCH 31, 2023

PORTFOLIO ALLOCATION	% OF NAV
Equities	98.6
Exchange-traded funds/notes	1.0
Other assets (liabilities)	0.2
Cash and short-term investments	0.2

REGIONAL ALLOCATION	% OF NAV
United States	59.2
Canada	9.4
Germany	6.6
Switzerland	6.0
United Kingdom	5.4
Netherlands	3.8
France	2.9
Japan	2.7
China	2.2
Spain	1.4
Other assets (liabilities)	0.2
Cash and short-term investments	0.2

SECTOR ALLOCATION	% OF NAV
Information technology	19.7
Financials	14.6
Industrials	13.9
Consumer staples	12.1
Consumer discretionary	10.2
Health care	9.9
Energy	9.8
Communication services	5.5
Materials	2.9
Exchange-traded funds/notes	1.0
Other assets (liabilities)	0.2
Cash and short-term investments	0.2

MARCH 31, 2022

PORTFOLIO ALLOCATION	% OF NAV
Equities	93.8
Exchange-traded funds/notes	4.1
Cash and short-term investments	1.2
Other assets (liabilities)	0.9

REGIONAL ALLOCATION	% OF NAV
United States	59.8
Canada	8.2
United Kingdom	5.0
Germany	4.7
Netherlands	4.3
France	3.4
China	3.2
Other	3.1
Japan	2.5
Spain	2.0
Switzerland	1.7
Cash and short-term investments	1.2
Other assets (liabilities)	0.9

SECTOR ALLOCATION	% OF NAV
Information technology	19.2
Industrials	13.9
Consumer discretionary	12.9
Health care	12.2
Financials	11.3
Energy	7.3
Consumer staples	6.6
Communication services	6.0
Materials	4.4
Exchange-traded funds/notes	4.1
Cash and short-term investments	1.2
Other assets (liabilities)	0.9

MACKENZIE CUNDILL VALUE FUND II

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SCHEDULE OF DERIVATIVE INSTRUMENTS

as at March 31, 2023

Schedule of Forward Currency Contracts

Counterparty Credit Rating	Currency to be Received (\$ 000)	Currency to be Delivered (\$ 000)	Settlement Date	Contract Cost (\$ 000)	Current Fair Value (\$ 000)	Unrealized Gains (\$ 000)	Unrealized Losses (\$ 000)
AA	10,893 CAD	(8,004) USD	Jun. 16, 2023	(10,893)	(10,804)	89	–
AA	130 USD	(180) CAD	Jun. 16, 2023	180	176	–	(4)
Total forward currency contracts						89	(4)
Total Derivative assets							89
Total Derivative liabilities							(4)

MACKENZIE CUNDILL VALUE FUND II

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

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, 2023 and 2022, 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 International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). A summary of the Fund's significant 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 5, 2023.

3. Significant Accounting Policies

(a) Financial instruments

Financial instruments include financial assets and liabilities such as debt and equity securities, open-ended 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 and exchange-traded funds, if any, at FVTPL. For private funds, Mackenzie 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 redeemable securities entitle securityholders the right to redeem their interest in the Fund for cash equal to their proportionate share of the net asset value of the Fund, amongst other contractual rights. The Fund's redeemable securities 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 CUNDILL VALUE FUND II

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

NOTES TO FINANCIAL STATEMENTS

3. Significant 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 close 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 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 value of futures contracts or swaps fluctuates daily, and cash settlements made daily, where applicable, by the Fund 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, 2023.

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 an 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 CUNDILL VALUE FUND II

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

NOTES TO FINANCIAL STATEMENTS

3. Significant 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 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 CUNDILL VALUE FUND II

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

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 unlisted open-ended investment fund or an exchange-traded fund in which the Fund invests ("Underlying Funds"), 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 objective 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 Funds' 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.

MACKENZIE CUNDILL VALUE FUND II

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

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, 2023 and 2022 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, 2023, 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 Exchange Traded Funds ("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.

MACKENZIE CUNDILL VALUE FUND II

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NOTES TO FINANCIAL STATEMENTS

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
CKZ	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		

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NOTES TO FINANCIAL STATEMENTS

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

(a) Fund Formation, Series Information and Fund Merger

Date of Formation of the Predecessor Fund: October 26, 2000

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.

On May 20, 2021, the Mackenzie Funds' Independent Review Committee approved a proposal to wind up Mackenzie Financial Capital Corporation because it was in a taxable position. As a result of this wind-up, the Mackenzie Cundill Value Class (the "Terminating Fund") merged into the Fund on July 30, 2021. This merger took place on a tax deferred basis. The merger was effected by transferring the net assets of the Terminating Fund in exchange for the securities of the Fund at fair market value. Series A, Series AR, Series B, Series D, Series F, Series F5, Series F8, Series I, Investor Series, Series J, Series O, Series OJ, Series PWFB5, Series PWFB, Series T5, Series T8, Series FB, Series FB5, Series PWX, Series PWX8, Series PW, Series PWT5 and Series PWT8 of the Terminating Fund were issued 1,528 Series A securities, 237 Series AR securities, 4 Series B securities, 30 Series D securities, 1,264 Series F securities, 4 Series F5 securities, 11 Series F8 securities, 22 Series I securities, 1,528 Investor Series securities, 5 Series J securities, 447 Series O securities, 1 Series OJ securities, 9 Series PWFB5 securities, 59 Series PWFB securities, 30 Series T5 securities, 203 Series T8 securities, 5 Series FB securities, 0.1 Series FB5 securities, 81 Series PWX securities, 3 Series PWX8 securities, 4,705 Series PW securities, 89 Series PWT5 securities and 164 Series PWT8 securities of the Fund in exchange for net assets of \$141,376, which was the fair value on July 30, 2021.

Following the merger, the Terminating Fund was terminated. Mackenzie paid the expenses incurred to effect the merger.

The results of operations, changes in net assets, cash flows and increase (decrease) in fund securities of the Terminating Fund for the period from April 1, 2021 to July 30, 2021 have been included in the comparative period of these financial statements.

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

Series A, Series AR, Series B, Series D, Series F, Series F5, Series F8, Series FB, Series FB5, Series I, Series J, Series OJ, Series O, Series PW, Series PWFB, Series PWFB5, Series PWT5, Series PWT8, Series PWX, Series PWX8, Series T5, Series T8 and Investor Series are closed to new sales.

Series	Inception/ Reinstatement Date ⁽¹⁾	Management Fee	Administration Fee
Series A	October 31, 2000	2.00%	0.26% ⁽⁴⁾
Series AR	December 7, 2011	2.00%	0.31%
Series B	August 16, 2013	2.00%	0.28%
Series D	January 3, 2014	1.00% ⁽⁶⁾	0.20%
Series F	May 9, 2001	0.80%	0.15%
Series F5	June 1, 2018	0.80%	0.15%
Series F8	January 30, 2008	0.80%	0.15%
Series FB	October 26, 2015	1.00%	0.28%
Series FB5	October 26, 2015	1.00%	0.28%
Series I	November 22, 2000	1.35%	0.28%
Series J	December 2, 2010	1.75%	0.25%
Series OJ	None issued ⁽⁵⁾	1.70%	0.25%
Series O	September 4, 2001	— ⁽²⁾	n/a
Series PW	October 16, 2013	1.80%	0.15%
Series PWFB	April 3, 2017	0.80%	0.15%
Series PWFB5	April 3, 2017	0.80%	0.15%
Series PWT5	April 3, 2017	1.80%	0.15%
Series PWT8	November 1, 2013	1.80%	0.15%
Series PWX	November 12, 2013	— ⁽³⁾	— ⁽³⁾
Series PWX8	December 20, 2013	— ⁽³⁾	— ⁽³⁾
Series T5	January 18, 2008	2.00%	0.26% ⁽⁴⁾
Series T8	January 16, 2008	2.00%	0.26% ⁽⁴⁾
Investor Series	August 16, 2013	1.60%	0.28%

(1) This is the inception date of the applicable series of Mackenzie Cundill Value 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 July 30, 2021, the administration fee for this series was charged to the Fund at a rate of 0.28%.

(5) The series' original start date was September 25, 2008. All securities in the series were redeemed on February 8, 2022.

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

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NOTES TO FINANCIAL STATEMENTS

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

(b) Tax Loss Carryforwards

As at the last taxation year-end, there were no capital and non-capital losses available to carry forward for tax purposes.

(c) Securities Lending

	March 31, 2023	March 31, 2022
	(\$)	(\$)
Value of securities loaned	2,768	6,053
Value of collateral received	2,935	6,366

	March 31, 2023		March 31, 2022	
	(\$)	(%)	(\$)	(%)
Gross securities lending income	16	100.0	14	100.0
Tax withheld	–	–	(2)	(14.3)
	16	100.0	12	85.7
Payments to Securities Lending Agent	(3)	(18.8)	(3)	(21.4)
Securities lending income	13	81.2	9	64.3

(d) Commissions

	(\$)
March 31, 2023	65
March 31, 2022	80

(e) Risks Associated with Financial Instruments

i. Risk exposure and management

The Fund seeks long-term capital growth by investing primarily in equities of companies located anywhere in the world. The Fund uses a value style of investing and, depending on market conditions, may invest most of its assets in a single country or a single industry.

ii. Currency risk

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

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	70,811	344	(10,628)	60,527				
EUR	13,240	(143)	–	13,097				
CHF	5,325	–	–	5,325				
GBP	2,904	192	–	3,096				
JPY	2,829	–	–	2,829				
HKD	2,319	(209)	–	2,110				
Total	97,428	184	(10,628)	86,984				
% of Net Assets	92.5	0.2	(10.1)	82.6				
Total currency rate sensitivity					(4,349)	(4.1)	4,349	4.1

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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, 2022				Impact on net assets			
	Investments (\$)	Cash and Short-Term Investments (\$)	Derivative Instruments (\$)	Net Exposure* (\$)	Strengthened by 5%		Weakened by 5%	
					(\$)	%	(\$)	%
USD	84,837	(270)	(17,418)	67,149				
EUR	14,578	–	–	14,578				
HKD	3,905	–	–	3,905				
JPY	3,050	131	–	3,181				
GBP	2,013	–	–	2,013				
CHF	1,997	–	–	1,997				
Total	110,380	(139)	(17,418)	92,823				
% of Net Assets	91.6	(0.1)	(14.5)	77.0				
Total currency rate sensitivity					(4,641)	(3.9)	4,641	3.9

* Includes both monetary and non-monetary financial instruments

iii. Interest rate risk

As at March 31, 2023 and 2022, 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, 2023	10,484	10.0	(10,484)	(10.0)
March 31, 2022	11,801	9.8	(11,801)	(9.8)

v. Credit risk

As at March 31, 2023 and 2022, 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, 2023				March 31, 2022			
	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	Total (\$)	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	Total (\$)
Equities	77,223	26,617	–	103,840	87,559	25,543	–	113,102
Exchange-traded funds/notes	1,004	–	–	1,004	4,908	–	–	4,908
Derivative assets	–	89	–	89	–	209	–	209
Derivative liabilities	–	(4)	–	(4)	–	(5)	–	(5)
Total	78,227	26,702	–	104,929	92,467	25,747	–	118,214

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 period ended March 31, 2023, non-North American equities frequently transferred between Level 1 (unadjusted quoted market prices) and Level 2 (adjusted market prices). As at March 31, 2023, these securities were classified as Level 2 (2022 – Level 2).

MACKENZIE CUNDILL VALUE FUND II

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NOTES TO FINANCIAL STATEMENTS

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

(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, 2023	March 31, 2022
	(\$)	(\$)
The Manager	12	12
Other funds managed by the Manager	–	–
Funds managed by affiliates of the Manager	–	–

(h) Offsetting of Financial Assets and Liabilities

The table below presents financial assets and financial liabilities that are subject to master netting arrangements or other similar agreements and the net impact on the Fund's Statements of Financial Position if all set-off rights were exercised as part of future events such as bankruptcy or termination of contracts. No amounts were offset in the financial statements.

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

	March 31, 2022			
	Gross amount of assets/liabilities (\$)	Amount available for offset (\$)	Margin (\$)	Net amount (\$)
Unrealized gains on derivative contracts	206	–	–	206
Unrealized losses on derivative contracts	–	–	–	–
Liability for options written	–	–	–	–
Total	206	–	–	206

(i) Interest in Unconsolidated Structured Entities

The Fund's investment details in the Underlying Funds as at March 31, 2023 and 2022 are as follows:

March 31, 2023	% of Underlying Fund's Net Assets	Fair Value of Fund's Investment (\$)
SPDR S&P Regional Banking ETF	0.0	1,004
March 31, 2022	% of Underlying Fund's Net Assets	Fair Value of Fund's Investment (\$)
iShares MSCI EAFE ETF	0.0	1,230
iShares MSCI EAFE Value Index Fund ETF	0.0	2,461
SPDR S&P 500 ETF Trust	0.0	1,217