

**AMENDMENT NO. 2 DATED MAY 22, 2026
TO THE SIMPLIFIED PROSPECTUS DATED JANUARY 29, 2026 AS AMENDED
BY AMENDMENT NO. 1 DATED FEBRUARY 19, 2026**

(THE “PROSPECTUS”)

in respect of

Mackenzie Northleaf Private Credit Interval Fund (Series A, F)

(the “Fund”)

The Prospectus is amended to reflect a change in the portfolio manager of the Fund.

* * *

The Prospectus is amended as follows:

1. On page 3, in “**Table 3: Portfolio Managers of Mackenzie Financial Corporation**”, by deleting the following row related to Movin Mokbel:

NAME AND TITLE	FUND	ROLE IN INVESTMENT DECISION-MAKING PROCESS
Movin Mokbel, Vice-President, Investment Management, Portfolio Manager	Mackenzie Northleaf Private Credit Interval Fund	Member of the Fixed Income Team, responsible for the research, selection, and management of floating rate loans and high yield bonds. Participates in individual security decisions across the Fund.

Purchasers' Statutory Rights

Securities legislation in some provinces and territories gives securityholders the right to withdraw from an agreement to buy securities of a mutual fund within two business days of receiving the simplified prospectus or Fund Facts, or to cancel a purchase within forty-eight hours of receiving confirmation of an order.

Securities legislation in some provinces and territories also allows securityholders to cancel an agreement to buy securities of a mutual fund or to get their money back, or to make a claim for damages, if the simplified prospectus, Fund Facts or financial statements misrepresent any facts about the Fund. These rights must usually be exercised within certain time limits.

For more information, securityholders should refer to the securities legislation of their provinces or territory or consult a lawyer.



CERTIFICATE OF THE FUND AND THE MANAGER AND PROMOTER OF THE FUND

This Amendment No. 2 dated May 22, 2026, together with the simplified prospectus dated January 29, 2026, as amended by Amendment 1 dated February 19, 2026, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of all of the provinces and territories of Canada and do not contain any misrepresentations.

Dated May 22, 2026.

Mackenzie Northleaf Private Credit Interval Fund
(the “Fund”)

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

“Luke Gould”

Luke Gould
President and Chief Executive Officer
Mackenzie Financial Corporation

“Keith Potter”

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

ON BEHALF OF THE BOARD OF DIRECTORS OF MACKENZIE FINANCIAL CORPORATION

“Nancy McCuaig”

Nancy McCuaig
Director
Mackenzie Financial Corporation

“Naomi Andjelic Bartlett”

Naomi Andjelic Bartlett
Director
Mackenzie Financial Corporation