

**AMENDMENT NO. 2 DATED JANUARY 28, 2020 TO THE
ANNUAL INFORMATION FORM DATED SEPTEMBER 27, 2019, AS
AMENDED BY AMENDMENT NO. 1 DATED DECEMBER 23, 2019**

(THE “AIF”)

in respect of:

Series F5, PWT5 and T5 securities of Mackenzie US Growth Class*

(collectively, the “Fund”)

*The Fund is a class of Mackenzie Financial Capital Corporation

The AIF is amended to:

- 1) qualify for distribution under the Prospectus, Series F5, PWT5 and T5 securities of Mackenzie US Growth Class;
and
- 2) confirm amendments to the Simplified Prospectus and Fund Facts in respect of Mackenzie US Growth Class.

Additional details can be found in Amendment No. 1 to the Simplified Prospectus of the Funds dated January 28, 2020.

* * *

Accordingly, the AIF is amended as follows:

Creation of Series F5, PWT5 and T5 for Mackenzie US Growth Class

On the front cover of the AIF in respect of Series F5, PWT5 and T5 securities, the footnote indicators ⁽¹²⁾, ⁽²⁵⁾ and ⁽²⁹⁾ are added to Mackenzie US Growth Class.

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

This Amendment No. 2 dated January 28, 2020, together with the annual information form dated September 27, 2019, as amended by Amendment No. 1 dated December 23, 2019, and the simplified prospectus dated September 27, 2019, as amended by Amendment No. 1 dated January 28, 2020, 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 the 28th of January, 2020

Mackenzie US Growth Class

(the “Capitalcorp Fund”)

“Barry McInerney”

Barry McInerney
President and Chief Executive Officer,
Mackenzie Financial Capital Corporation

“Terry Rountes”

Terry Rountes
Chief Financial Officer,
Mackenzie Financial Capital Corporation

“Karen L. Gavan”

Karen L. Gavan
Director,
Mackenzie Financial Capital Corporation

“Brian M. Flood”

Brian M. Flood
Director,
Mackenzie Financial Capital Corporation

ON BEHALF OF THE BOARD OF MACKENZIE FINANCIAL CORPORATION IN ITS CAPACITY AS THE MANAGER AND THE PROMOTER OF THE CAPITALCORP FUNDS

“Barry McInerney”

Barry McInerney
President and Chief Executive Officer,
Mackenzie Financial Corporation

“Luke Gould”

Luke Gould
Executive Vice-President and Chief Financial Officer,
Mackenzie Financial Corporation

“Karen L. Gavan”

Karen L. Gavan
Director,
Mackenzie Financial Corporation

“Brian M. Flood”

Brian M. Flood
Director,
Mackenzie Financial Corporation