

**AMENDMENT NO. 3 DATED MAY 28, 2020, TO THE
ANNUAL INFORMATION FORM DATED NOVEMBER 25, 2019, AS
AMENDED BY AMENDMENT NO. 1 DATED DECEMBER 23, 2019, AND AS
AMENDED BY AMENDMENT NO. 2 DATED MAY 22, 2020**

(THE “AIF”)

in respect of Series LB, LF and LW securities of:

Mackenzie US Small-Mid Cap Growth Class* (formerly Mackenzie US Mid Cap Growth Class)

(the “Fund”)

*The Fund is a class of Mackenzie Financial Capital Corporation.

The AIF is amended to reflect that the name of Mackenzie US Mid Cap Growth Class was changed to Mackenzie US Small-Mid Cap Growth Class effective May 27, 2020.

Additional details can be found in Amendment No. 2 to the Simplified Prospectus of the Funds dated May 28, 2020.

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Effective May 27, 2020, the AIF is amended as follows:

- a) By deleting all references to “Mackenzie US Mid Cap Growth Class” and replacing them with “Mackenzie US Small-Mid Cap Growth Class”.
- b) By adding footnote indicator “13” to Mackenzie US Small-Mid Cap Growth Class on the front cover of the AIF
- c) By adding the following next to footnote indicator “13” at the bottom of the front cover of the AIF:
“Prior to May 27, 2020, “Mackenzie US Mid Cap Growth Class”.”
- d) On page 5, by deleting the row corresponding to Mackenzie US Mid Cap Growth Class and inserting the following:

Mackenzie US Small-Mid Cap Growth Class	July 18, 2011	Mackenzie begins to provide investment management services to the Fund
	October 1, 2011	Bluewater no longer provides investment management services to the Fund

June 15, 2012	Merger of Mackenzie Saxon U.S. Equity Fund into the Fund
October 3, 2012	The Hedged Class and the Unhedged Class of Mackenzie Universal American Growth Class reorganized into two mutual funds The portfolio of assets formerly referable to the Unhedged Class became referable to Mackenzie Universal American Growth Class
July 15, 2013	Change of name from Mackenzie Universal American Growth Class
May 27, 2020	Change of name from Mackenzie US Mid Cap Growth Class

CERTIFICATE OF MACKENZIE US SMALL-MID CAP GROWTH CLASS AND THE MANAGER AND PROMOTER OF MACKENZIE US SMALL-MID CAP GROWTH CLASS

This Amendment No. 3 dated May 28, 2020, together with the annual information form dated November 25, 2019, as amended by Amendment No. 1 dated December 23, 2019, and by Amendment No. 2 dated May 22, 2020, and the simplified prospectus dated November 25, 2019, as amended by Amendment No. 1 dated May 22, 2020, and by Amendment No. 2 dated May 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 of Canada and do not contain any misrepresentations.

Dated the 28th day of May 2020

“Barry S. McInerney”

Barry S. 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 MACKENZIE US SMALL-MID CAP GROWTH CLASS

“Barry S. McInerney”

Barry S. 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

CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR

To the best of our knowledge, information and belief, this Amendment No. 3 dated May 28, 2020, together with the annual information form dated November 25, 2019, as amended by Amendment No. 1 dated December 23, 2019, and by Amendment No. 2 dated May 22, 2020, and the simplified prospectus dated November 25, 2019 as amended by Amendment No. 1 dated May 22, 2020, and by Amendment No. 2 dated May 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 of Canada and do not contain any misrepresentations.

Dated the 28th day of May 2020

Mackenzie US Small-Mid Cap Growth Class

**LBC FINANCIAL SERVICES INC.,
as Principal Distributor**

“Diane Pilote”

Diane Pilote
Chief Operations Officer, LBC Financial Services Inc.
Laurentian Bank of Canada