

MACKENZIE INVESTMENTS EUROPE LIMITED

BROCHURE

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This brochure ("Brochure") provides information about the qualifications and business practices of Mackenzie Investments Europe Limited ("Mackenzie Europe"). If you have any questions about the contents of this Brochure, please contact us by telephone at +353 1-449 4000 or by email at cdeveau@mackenzieinvestments.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Mackenzie Europe is also available on the SEC's website at www.adviserinfo.sec.gov.

Mackenzie Europe is a registered investment adviser with the SEC under the U.S. Investment Advisers Act of 1940, as amended (the "Advisers Act"). Recipients of this Brochure should be aware that registration as an investment adviser does not imply a certain level of skill or training.

Item 2 Material Changes

The following material changes have been made to this Brochure since its last annual update, dated March 29, 2018.

Prior to January 31, 2019, Mackenzie Investments Europe Limited was known as I.G. International Management Limited. Mackenzie Financial Corporation purchased all issued share capital of I.G. International Management Limited from Investors Group Inc. effective January 1, 2019.

Mackenzie Investments Europe Limited commenced providing advisory services to a Private Fund during October 2018.

About this Brochure and Mackenzie Europe's Non-U.S. Clients

This Brochure is not:

- an offer or agreement to provide advisory services to any person
- an offer to sell interests (or a solicitation of an offer to purchase interests) in any securities
- a complete discussion of the features, risks or conflicts associated with any service offered by Mackenzie Europe.

As required by the Advisers Act, Mackenzie Europe provides this Brochure to current and prospective U.S. Clients prior to the commencement of Mackenzie Europe's advisory services and will offer this Brochure to such U.S. Clients on an annual basis thereafter. The Brochure may also, if applicable, be provided to prospective investors in a private fund, in conjunction with the private fund's disclosure and investment documents and other relevant offering materials, such as the private fund's Private Placement Memorandum or other offering document, prior to or in connection with such persons' consideration or execution of an investment in a private fund, and may subsequently be provided, in Mackenzie Europe's discretion, annually or upon request. This Brochure is also available through the SEC's Investment Adviser Public Disclosure website.

Although this publicly available Brochure describes investment advisory services of Mackenzie Europe, persons who receive this Brochure should be aware that it is designed solely to provide information relevant to U.S. persons about Mackenzie Europe as necessary to respond to certain disclosure obligations under the Advisers Act. As such, the information in this Brochure may differ from information provided in disclosure and investment documents and other relevant offering materials. More complete information about each product or service offered by Mackenzie Europe or its affiliates is included in disclosure and investment documents and other relevant offering materials, certain of which may be provided to current and eligible prospective Clients only by Mackenzie Europe or another authorized party such as a placement agent. To the extent there is any conflict between discussions herein and similar or related discussions in any such materials, the relevant disclosure and investment documents and other relevant offering materials shall govern and control.

Moreover, Mackenzie Europe's activities with respect to non-U.S. Clients may differ from those described generally herein and Mackenzie Europe may provide additional or different services to non-U.S. Clients. Mackenzie Europe does not generally hold itself out to non-U.S. Clients as an SEC-registered adviser nor does it generally provide this Brochure to non-U.S. Clients. Since Mackenzie Europe does not maintain a place of business within the U.S., it may rely on SEC Staff guidance to apply local governing law, rather than the substantive provisions of the Advisers Act, to its relationships with such non-U.S. Clients to the extent that activities with respect to those relationships do not constitute "conduct" or have "effects" within the U.S.

The Canadian Mutual Funds are not available to residents of the United States. Investors and other recipients should be aware that while this Brochure may include information about Mackenzie Europe's activities with respect to such services provided outside of the U.S., as necessary or appropriate, it should not be considered to represent a complete discussion of the features, risks or conflicts associated with any investment product advised by Mackenzie Europe. Rather, all discussion of the Canadian Mutual Funds and such accounts contained herein is intended solely to provide recipients a complete understanding of Mackenzie Europe's business, including potential conflicts of interest. It is not intended as an offer, or solicitation of an offer, with respect to any investment nor should it be relied upon in determining to invest. It is also not an offer of, or an agreement to provide advisory services directly to any recipient who is not already a Client.

Glossary:

“1940 Act” means the U.S. Investment Company Act of 1940, as amended.

“1940 Act Fund” means a U.S. investment fund.

“Account” means an account held by a Client.

“Advisers Act” means the U.S. Investment Advisers Act of 1940, as amended.

“Brochure” means this Form ADV Part 2A.

“Canadian Mutual Funds” has the meaning assigned in Item 4.

“Client” means Canadian Mutual Funds, 1940 Act Funds, Private Funds and Separately Managed Accounts.

“Code” means the Code of Business Conduct and Ethics For Directors, Officers and Employees.

“Covered Person” means persons covered by the Code.

“Eligible Account” means accounts that are eligible under FINRA Rule 5130 to participate in profits and losses attributable to new issues.

“Mackenzie Europe” or “we” or “our” or “us” means Mackenzie Investments Europe Limited. We also refer to our business as “we” and “us”.

“Private Fund” has the meaning assigned in Item 4.

“Registration Statement”, for Canadian Mutual Funds, means a prospectus and annual information form and for 1940 Act Funds, means a prospectus and a statement of additional information.

“SEC” means the U.S. Securities and Exchange Commission.

“Separately Managed Accounts” has the meaning assigned in Item 4.

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General and Ownership

Mackenzie Europe was incorporated in 1993 and provides investment advisory and related services. Mackenzie Europe is wholly-owned by Mackenzie Financial Corporation, an indirect subsidiary of IGM Financial Inc. (TSX: IGM). IGM Financial Inc. is one of Canada's premier financial services companies. As of December 31, 2018, Power Financial Corporation beneficially owned, directly and indirectly, 65.23% of IGM Financial Inc. Power Corporation of Canada owned, directly or indirectly, 65.51% of Power Financial Corporation. The Desmarais Family Residuary Trust, a trust for the benefit of the members of the family of the late Mr. Paul G. Desmarais, has voting control, directly or indirectly of Power Corporation of Canada.

Types of Advisory Services We Offer

We provide discretionary investment advisory services to Canadian mutual funds ("**Canadian Mutual Funds**"), each of which is distributed under a prospectus in each of the provinces and territories of Canada.

We provide or intend to provide discretionary investment advisory services to the following Clients in the U.S.:

- Separately Managed Accounts (i.e. private client accounts including pensions) ("**Separately Managed Accounts**");
- U.S. registered investment funds ("**1940 Act Funds**");
- Privately placed pooled investment vehicles ("**Private Funds**"), including Mackenzie Institutional Series, LP, a limited partnership organized in Delaware ("**MIS LP**").

Tailoring Advisory Services to the Individual Need of Clients

Consistent with its fiduciary duty, Mackenzie Europe considers the individual needs of all clients and tailors the advisory services it provides to Clients except that:

(1) **Canadian Mutual Funds, Private Funds and 1940 Act Funds** are managed in accordance with the relevant fund's investment objectives, strategies and restrictions. A fund may impose restrictions on investing in certain securities or types of securities. These funds are not managed in accordance with the individualized needs of any particular interest holder in the fund. Therefore, a fund's investors should consider whether the fund meets their investment objectives and risk tolerance prior to investing.

(2) **Separately Managed Accounts** are managed in accordance with the relevant Client's investment objectives, strategies, restrictions and guidelines, as communicated to Mackenzie Europe by the Client. Clients may impose restrictions on investing in certain securities or types of securities;

Information about funds can be found in their relevant registration, governing and/or offering documents. For the 1940 Act Funds, a Registration Statement can be found on the SEC's EDGAR website. Information about Canadian Mutual Funds can be found in their relevant Canadian simplified prospectus and annual information form on the SEDAR website. For a Private Fund, relevant information is available in the Private Placement Memorandum as well as the Private Fund's governing documents, which will be available to current and prospective investors only through Mackenzie or another authorized party.

What is the Value of the Client Assets We Manage?

As of December 31, 2018, we managed USD \$4,635,540,088 in client assets on a discretionary basis. We did not manage any client assets on a non-discretionary basis as of that date.

How We are Compensated for our Advisory Services

Mackenzie Europe is paid advisory fees, expressed as a percentage of the Account's assets under management.

Our Fee Schedule

For Canadian Mutual Funds and 1940 Act Funds, fees paid by investors are described in the applicable Registration Statement or other applicable disclosure and/or governing documents.

Our fees may change over time and, different fee schedules may apply to different types of Clients or advisory arrangements. However, we reserve the right, in our sole discretion, to negotiate alternative fee arrangements, which may or may not be based on the general fee schedules, when circumstances warrant. We expect fees for Separately Managed Account and Private Fund clients to be negotiable.

In appropriate circumstances, we may waive or reduce all or a portion of the fees we charge to a particular Client in our sole and absolute discretion.

Fees for Certain Accounts may be Negotiable

We may negotiate fees for services with each Client on an individual basis, taking into consideration, among other things, the investment mandate, total market value, regulatory requirements, reporting requirements, customization of the investment or reporting process or other special considerations relevant to a particular Account.

How We Collect Fees

Generally, we invoice Clients for fees incurred as follows:

- advisory fees for 1940 Act funds are accrued and paid monthly.
- advisory fees for the Canadian Mutual Funds are accrued and paid monthly.
- advisory fees for Separately Managed Accounts will be negotiated and invoiced in accordance with such Account's investment management agreement.
- advisory fees for MIS LP will be negotiated and invoiced in accordance with such Account's subscription agreement or a separate fee agreement.

Invoices for advisory fees are payable upon receipt. We do not anticipate debiting a Client's fees from the assets held in their Account. We may group multiple Accounts of a Client (or group of related Clients) together for fee invoicing purposes. Fees are ordinarily based on the level of total assets under management within the relevant Account(s), including allocations to cash, on the appropriate valuation day.

Additional Fees and Expenses

Except as otherwise agreed or as otherwise stipulated in the prospectus of a Canadian Mutual Fund, each Account bears (and the fees described above do not include) the following costs and expenses:

- custodial charges,
- brokerage fees or commissions and related costs and expenses (please see Item 12: Brokerage Practices for more details),
- duties and other governmental charges,
- transfer fees,
- registration fees and other expenses associated with the purchase, holding or sale of assets,
- costs and charges associated with making deposits in connection with foreign exchange transactions,
- taxes, including withholding taxes payable and required to be withheld by issuers, their agents and others,
- audit, administrative and other expenses associated with regulatory or tax compliance or investment

- operations,
- legal fees, and
- such other expenses as may be set forth in the Account's relevant governing documents.

Such fees will reduce the assets held in (and the returns experienced by) an Account.

Item 6 Performance-Based Fees and Side-By-Side Management

Not Applicable.

Item 7 Types of Clients

Types of Clients

We generally provide or, intend to provide, investment advice to:

- Canadian Mutual Funds;
- 1940 Act Funds;
- Private Funds; and
- Separately Managed Accounts for pension funds, collective investment trusts and other clients.

Minimum Initial Investments

Separately Managed Accounts may require a minimum initial market value of \$25,000,000 USD depending upon the investment mandate.

Canadian Mutual Funds may have eligibility requirements including minimum investment requirements, which may be different for each series of the funds offered. Details of the requirements are described in the prospectus of the funds.

1940 Act Funds may have eligibility requirements including minimum investment requirements, which may be different for each series of the funds offered. Details of the requirements are described in the Registration Statement of the funds.

The existing **Private Fund**, MIS LP, has established a minimum investment level, which is described in MIS LP's Private Placement Memorandum and may be changed at the sole and absolute discretion of the general partner. Currently, the minimum investment level for MIS LP is \$1 million USD. Mackenzie U.S. Fund Management Inc., the general partner of MIS LP, in its sole discretion, may require the maintenance of a minimum capital account size in the event of a partial withdrawal from MIS LP and may require an Investor to redeem all or part of its interest in MIS LP.

Other Eligibility Requirements

We expect MIS LP, to which we provide advisory services, to qualify for exemption from the definition of "investment company" under the 1940 Act under either Section 3(c)(1) ("**3(c)(1) Funds**") or Section 3(c)(7) ("**3(c)(7) Funds**"). Compliance with these exceptions (and other applicable law) requires the Private Fund to restrict the classes of persons who may invest. The Private Fund is offered on a private placement basis to "U.S. Persons," as defined by Regulation S under the Securities Act of 1933 ("**1933 Act**").

For 3(c)(1) Funds:

- Interest in 3(c)(1) Funds generally may be offered only to (i) U.S. Persons who are "**accredited investors**", as defined in Regulation D ("Reg D") under the 1933 Act, although, with respect to U.S. Persons, up to 35 persons who are not accredited investors may be allowed to invest, consistent with Rule 506 of Reg D and (ii) non-U.S. Persons.
- Where the fee structure of a 3(c)(1) Fund includes an incentive allocation, each Investor (except those for whom the incentive allocation is waived) must also be a "qualified client" as defined in Rule 205-3 under the Advisers Act.

For 3(c)(7) Funds:

- Interest in 3(c)(7) Funds generally may be offered only to (i) U.S. Persons who are both "**accredited investors**", as described above, and "**qualified purchasers**" as defined by 1940 Act Section 2(a)(51) and (ii) non-U.S. Persons.

Investors in MIS LP may also be subject to additional qualification requirements imposed by MIS LP or applicable

law, as set forth in MIS LP's governing documents.

Consistent with these requirements, MIS LP Investors may include:

- a variety of institutional investors (e.g., trusts, employee benefit plans, endowments, foundations, corporations and other types of entities, including private funds of funds) that wish to invest in accordance with MIS LP's investment objective; and
- Mackenzie Europe and its affiliates (including but not limited to portfolio management personnel responsible for the management of Accounts) who are "knowledgeable employees" (as defined by 1940 Act Rule 3c-5) or otherwise meet MIS LP's eligibility requirements.

In no event should this Brochure be considered to be an offer of interests in MIS LP or any Private Fund or relied upon in determining to invest. It is also not an offer of, or agreement to provide, advisory services directly to any recipient.

Our Investment Strategy and Approach

In general, we employ a comprehensive investment model that features five interconnected components including; idea generation and research, security selection, strategic portfolio construction, regular portfolio monitoring, and a well-defined sell discipline. Securities are evaluated based on top-down macro trends, bottom-up company analysis, and both internal and external research and analysis. We attempt to manage Accounts in adherence to defined benchmarks and targets, and fund portfolio managers operate within a well-defined framework to ensure an Account stays true to its mandate. We conduct ongoing reviews of holdings combined with performance attribution and monitor securities for changes in fundamentals that we believe can trigger sell decisions.

The following is a description of the *significant* investment strategies we may use for our U.S. Clients, and the *material* risks involved in the strategies. These strategies may be offered across different Accounts and types of investment vehicles. The risks are defined further below. We may offer different strategies for non-U.S. Clients.

The investment strategy	Its principal material risks
<p><u>International Small Cap Strategy:</u> Mackenzie Europe carries out the International Small Cap Strategy by generally investing in common stocks of small-capitalization companies, which are companies with market capitalizations within the range of companies in the MSCI EAFE Small Cap Index. The strategy seeks to invest primarily in companies in developed markets outside of the United States and Canada, although the strategy may involve investment in United States and Canadian issuers at Mackenzie Europe's discretion. The strategy may invest in emerging markets companies and in issuers that are not considered "small cap" by conventional market standards. In its stock selection, Mackenzie Europe follows a three-stage process that includes idea generation, fundamental analysis and portfolio construction. Mackenzie Europe begins the stock selection process by utilizing initial filters (i.e., market cap) to narrow the investment universe, followed by a specific set of criteria to filter and rank the universe by sector. Part of this idea generation stage includes considering internal and external research ideas, meeting with company management and developing investment themes (top down view). The fundamental analysis stage consists of identifying stock and sector themes through proprietary and third-party analyst discussion and research, financial statement analysis, valuation modeling and further meetings with company management. Finally, the portfolio construction stage utilizes a well-defined set of portfolio parameters, while seeking to balance the investment thesis of each security in relation to other securities within the portfolio. Generally, in determining whether to sell a security, Mackenzie Europe uses the same type of analysis that it uses in buying securities. Accounts within this strategy may have some degree of variance with regard to how Mackenzie Europe applies the strategy.</p>	<p> <i>Company Risk</i> <i>Depository Receipts Risk</i> <i>Emerging Markets Risk</i> <i>Foreign Currency Risk</i> <i>Foreign Securities Risk</i> <i>Growth Stock Risk</i> <i>Liquidity Risk</i> <i>Management Risk</i> <i>Market Risk</i> <i>Sector Risk</i> <i>Small Company Risk</i> <i>Value Stock Risk</i> </p>

Risk Factors

Securities investments are subject to a variety of risks. These risks may cause investors to lose money on their investments. Investors should be prepared to bear the risk of loss associated with their chosen investment strategy.

While Mackenzie Europe seeks to manage Accounts so that risks are appropriate to the return potential for the strategy, it is often not possible or desirable to fully mitigate risks. Any investment includes the risk of loss and there can be no guarantee that a particular level of return will be achieved. Clients should understand that they could lose

some or all of their investment and should be prepared to bear the risk of such potential losses. Clients should be aware that while Mackenzie Europe does not limit its advice to particular types of investments, mandates may be limited to certain types of securities (e.g., equities) and may not be diversified. The accounts managed by Mackenzie Europe are generally not intended to provide a complete investment program for a Client or investor and Mackenzie Europe expects that the assets it manages do not represent all of the Client's assets. Clients are responsible for appropriately diversifying their assets to guard against the risk of loss.

The *material* risks involved in the strategies are defined below.

Company Risk: Equity investments such as stocks and investments in trusts, and fixed income investments, such as bonds, carry several risks that are specific to the company that issues the investments. A number of factors may cause the price of these investments to fall. These factors include specific developments relating to the company, conditions in the market where these investments are traded, and general economic, financial and political conditions in the countries where the company operates. While these factors impact all securities issued by a company, the values of equity securities generally tend to change more frequently and vary more widely than fixed income securities.

Concentration risk: A strategy that has held a large portion of its net assets in any single issuer may be less diversified and may experience larger fluctuations in value that result from the price volatility of that issuer. In addition, a strategy may not be able to sell its full investment in that issuer at current prices if there is a shortage of buyers willing to purchase those securities. Consequently, it could be more difficult for the strategy to obtain a reasonable price for that issuer's securities. This risk may not necessarily apply where a strategy invests in overnight deposit receipts or notes which are sometimes held by a strategy as a means to enhance the yield on its cash.

Counterparty Risk: Transactions, including certain derivative transactions, entered into directly with a counterparty is subject to the risk that the counterparty will fail to perform its obligations in accordance with the agreed terms and conditions of the transaction. A counterparty may become bankrupt or otherwise fail to perform its obligations due to financial difficulties, resulting in significant delays in obtaining any recovery in a bankruptcy or other reorganization proceeding or no recovery in such circumstances.

Cyber Security Risk: With the increased use of technologies such as the Internet to conduct business, a portfolio is susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events and are not limited to, gaining unauthorized access to digital systems, and misappropriating assets or sensitive information, corrupting data, or causing operational disruption, including the denial-of-service attacks on websites. Cyber security failures or breaches by a third party service provider and the issuers of securities in which the portfolio invests, have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, the inability to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, and/or additional compliance costs, including the cost to prevent cyber incidents.

Depository Receipts Risk: Investments in depository receipts (including American Depositary Receipts, European Depositary Receipts and Global Depositary Receipts) generally are subject to the same risks of investing in the foreign securities that they evidence or into which they may be converted.

Derivatives risk: Generally, all strategies may use derivatives, but only in the ways allowed by regulations. For example, a strategy may use derivatives to:

- protect against losses caused by changes in the prices of securities, stock markets, interest rates, currency exchange rates or other risks;
- serve as an alternative to investing in actual shares and bonds. This can reduce transaction costs, achieve greater Liquidity, increase or decrease exposure to certain financial markets, or make it easier to adjust a strategy's investments;
- reduce risk by accepting a more certain lower return instead of a less certain higher return;
- effectively increase or decrease the maturity of bonds and other fixed income securities, if any, in the strategy's investments;
- position the strategy so that it may profit from declining markets; and
- enhance returns.

There is no guarantee that the use of derivatives will be effective. The most common risks include:

- a derivative may not always produce the same result as it has in the past;
- depending on market conditions or other factors, a strategy may not be able to buy or sell a derivative to make a profit or limit a loss;
- Derivatives don't prevent changes in the market value of the investments in a strategy's portfolio or prevent losses if the market value of the investments falls;
- Derivatives can prevent the strategy from making a gain if there is an unexpected change in currency exchange rates, stock markets, or interest rates;
- Derivatives traded on foreign markets may have a higher risk of default and may be harder to sell than similar Derivatives traded on North American markets;
- there is no guarantee that the other party in a contract will meet its obligations;
- if the other party in a contract or the dealer goes bankrupt, the strategy could lose any deposit and unpaid gains on the contract; and
- the strategy might not be able to purchase derivatives if other investors are expecting the same change, such as changes in interest rates, market prices or currency exchange rates.

Dilution risk: When a strategy is new or is relatively small in size, or has significant cash flows relative to its size, it may be difficult for the portfolio manager to fully invest its assets pursuant to the strategy's investment strategy. This could result in the strategy holding a larger than expected proportion of its assets in cash. This could decrease relative performance of any strategy in a rising market.

Effect of General Economic Conditions: General economic conditions may affect our investment activities. Changing economic, political, regulatory or market conditions, interest rates, general levels of economic activity, the price of securities and debt instruments and participation by other investors in the financial markets may affect the value and number of investments made by the firm or considered for prospective investment. The value of investments may fluctuate in accordance with changes in the financial condition of portfolio companies and other factors that affect the markets in which the firm invests. Economic, political, regulatory or market developments can affect a single obligor, obligors within an industry, economic sector or geographic region, or the market as a whole. Different parts of the market and different types of investments can react differently to these developments. Every investment has some level of market volatility risk. Economic slowdowns or downturns could lead to financial losses in the firm's investments. In addition, many portfolio companies may be similarly subject to the same economic conditions, which could adversely impact investment returns.

Emerging Market Risk: Investments in countries with emerging economies or securities markets may carry greater risk than investments in more developed countries. Political and economic structures in many such countries may be undergoing significant evolution and rapid development, and such countries may lack the social, political and economic stability characteristics of more developed countries. Investments in securities issued in these countries may be more volatile and less liquid than securities issued in more developed countries. Emerging markets are more susceptible to capital controls, governmental interference, local taxes being imposed on international investments, restrictions on gaining access to sales proceeds, and less efficient trading markets.

Equity investment risk: The value of equity securities held by Clients may decrease in value significantly due to changes in a company's financial condition, in response to adverse political, regulatory, market or economic developments affecting the company, its industry or the markets generally, or for other reasons. There is no assurance that the equity securities held by Clients will not lose their value.

Foreign Currency Exchange Transactions and Forward Foreign Currency Contracts Risk: Mackenzie Europe may use foreign currency exchange transactions and forward foreign currency contracts to hedge certain market risks (such as interest rates, currency exchange rates and broad or specific market movement). These investment techniques involve a number of risks, including the possibility of default by the counterparty to the transaction and, to the extent Mackenzie Europe's judgment as to certain market movements is incorrect, the risk of losses that are greater than if the investment technique had not been used.

Foreign Currency Risk: Foreign securities may be denominated in foreign currencies. The value of an Account's investments, as measured in U.S. dollars, may be unfavorably affected by changes in foreign currency exchange rates and exchange control regulations.

Foreign Securities Risk: Investing in foreign securities involves a number of economic, financial, legal, and political considerations that are not associated with the U.S. markets and that could affect an Account's performance unfavorably, depending upon the prevailing conditions at any given time. Among these potential risks are: greater price volatility; comparatively weak supervision and regulation of securities exchanges, brokers and issuers; higher brokerage costs; social, political or economic instability; fluctuations in foreign currency exchange rates and related conversion costs or currency redenomination; nationalization or expropriation of assets; adverse foreign tax consequences; different and/or less stringent financial reporting standards; and settlement, custodial or other operational delays. The risks may be exacerbated in connection with investments in emerging markets. World markets, or those in a particular region, all may react in similar fashion to important economic or political developments. In addition, key information about the issuer, the markets or the local government or economy may be unavailable, incomplete or inaccurate. Securities of issuers traded on exchanges may be suspended, either by the issuers themselves, by an exchange or by governmental authorities. The likelihood of such suspensions may be higher for securities of issuers in emerging markets than in more developed markets. In the event that an Account holds material positions in such suspended securities, its ability to liquidate its positions or provide liquidity to investors may be compromised and the Fund could incur significant losses.

Growth Stock Risk: Prices of growth stocks may be more sensitive to changes in current or expected earnings than the prices of other stocks. Growth stocks may be more volatile or not perform as well as value stocks or the stock market in general.

Initial Public Offering Risk: Any positive effect of investments in Initial Public Offerings ("IPOs") may not be sustainable because of a number of factors. Namely, an Account may not be able to buy shares in some IPOs, or may be able to buy only a small number of shares. Also, the performance of IPOs generally is volatile, and is dependent on market psychology and economic conditions. To the extent that IPOs have a significant positive impact on an Account's performance, this may not be able to be replicated in the future. The relative performance impact of IPOs also is likely to decline as an Account grows.

Large order risk: This is the risk of lower Account performance associated with a possible redemption requested by a large investor. If a large redemption order is placed by an investor, the strategy might have to sell a significant portion of its investments at unfavorable prices, or keep a larger amount of its assets in cash than would otherwise be the case. These conditions could impact the performance of the strategy.

Liquidity Risk: Generally, a security is liquid if the Fund is able to sell the security at a fair price within a reasonable time. Liquidity generally is related to the market trading volume for a particular security. Illiquid securities may trade at a discount from comparable, more liquid investments, and may be subject to wider fluctuations in market value. Less liquid securities are more difficult to dispose of at their recorded values and are subject to increased spreads and volatility. Also, the Fund may not be able to dispose of illiquid securities when that would be beneficial at a favorable time or price.

Management Risk: Account performance is primarily dependent on Mackenzie Europe's skill in evaluating and managing the Account's portfolio. There can be no guarantee that its decisions will produce the desired result.

Market Risk. Markets can be volatile, and the Fund's holdings can decline in response to adverse issuer, political, regulatory, market or economic developments or conditions that may cause a broad market decline. Different parts of the market, including different sectors and different types of securities, can react differently to these developments. Since the financial crisis that started in 2008, the U.S. and many foreign economies continue to experience its after-effects, which have resulted, and may continue to result, in volatility in the financial markets, both U.S. and foreign. Global economies and financial markets are becoming increasingly interconnected, which increases the possibilities that conditions in one country or region may adversely affect issuers in another country or region, which in turn may adversely affect securities held by the Fund. These circumstances also have decreased liquidity in some markets and may continue to do so. In addition, certain events, such as natural disasters, terrorist attacks, war, and other geopolitical events, have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.

Non-Diversification risk: A strategy may not be subject to any comprehensive diversification or asset allocation requirements or be limited to a particular investment strategy. To the extent a strategy concentrates investments in a particular geographic region, security, investment sector or stage of investment, investments may become more susceptible to fluctuations in value resulting from adverse economic or business conditions applicable to such

region, type of security, sector or stage of investment. In addition, a strategy may participate in a limited number of investments in which case the investment returns of the strategy could be substantially adversely affected by the unfavorable performance of a single investment. It is assumed that investors hold assets apart from the Accounts and are responsible for diversifying their assets appropriately.

Operational Risk: An Account may suffer a loss arising from shortcomings or failures in internal processes, people or systems, or from external events. Operational risk can arise from many factors ranging from routine processing errors to potentially costly incidents related to, for example, major systems failures.

Political Uncertainty Risk: Markets in which Clients are invested or to which Clients are exposed may experience political uncertainty (e.g., Brexit), which subjects investments to heightened risks, even when made in established markets. These risks include: greater fluctuations in currency exchange rates; increased risk of default (by both government and private issuers); greater social, economic, and political instability (including the risk of war or natural disaster); increased risk of nationalization, greater governmental involvement in the economy; less governmental supervision and regulation of the securities markets and participants in those markets; controls on foreign investment, capital controls and limitations on repatriation of invested capital and on the Clients' ability to exchange currencies; inability to purchase and sell investments or otherwise settle security or derivative transactions (*i.e.*, a market freeze); unavailability of currency hedging techniques; slower clearance; and difficulties in obtaining and/or enforcing legal judgments. During times of political uncertainty the securities, derivatives and currency markets may become volatile. There also may be a lower level of monitoring and regulation of markets while a country is experiencing political uncertainty, and the activities of investors in such markets and enforcement of existing regulations may be extremely limited. Markets experiencing political uncertainty may have substantial, and in some periods extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates may have negative effects on such countries' economies and securities markets. There can be no assurance that adverse political changes will not cause a client to suffer a loss of any or all of its investments or, in the case of fixed income securities, interest thereon.

Portfolio Turnover Risk: Active and frequent trading of securities and financial instruments may result in increased transaction costs, including potentially substantial brokerage commissions, fees and other transaction costs. In addition, frequent trading is likely to result in short-term capital gains tax treatment. As a result of portfolio turnover, the performance of an Account may be adversely affected.

Sector Risk: At times, an Account may have a significant portion of its assets invested in securities of companies conducting business in a broadly related group of industries within an economic sector. Companies in the same economic sector may be similarly affected by economic or market events, making the Account more vulnerable to unfavorable developments in that economic sector than funds that invest more broadly.

Securities Lending, Repurchase and Reverse Repurchase Transaction Risk: Certain Accounts are eligible to enter into securities lending, repurchase and reverse repurchase transactions. In a securities lending transaction, the Account lends its securities through an authorized agent to another party (often called a "counterparty") in exchange for a fee and a form of acceptable collateral. In a repurchase transaction, the Account sells its securities for cash through an authorized agent while at the same time it assumes an obligation to repurchase the same securities for cash (usually at a lower price) at a later date. In a reverse repurchase transaction, the mutual fund buys securities for cash while at the same time it agrees to resell the same securities for cash (usually at a higher price) at a later date. We have set out below some of the general risks associated with securities lending, repurchase and reverse repurchase transactions:

- When entering into securities lending, repurchase and reverse repurchase transactions, the Account is subject to the credit risk that the counterparty may go bankrupt or may default under the agreement and the Account would be forced to make a claim in order to recover its investment.
- When recovering its investment on a default, an Account could incur a loss if the value of the securities loaned (in a securities lending transaction) or sold (in a repurchase transaction) has increased in value relative to the value of the collateral held by the Account.
- Similarly, an Account could incur a loss if the value of the portfolio securities it has purchased (in a reverse

repurchase transaction) decreases below the amount of cash paid by such Account to the counterparty, plus interest.

Small Company Risk: Securities of small-capitalization companies are subject to greater price volatility, lower trading volume and less liquidity due to, among other things, such companies' small size, limited product lines, limited access to financing sources and limited management depth. In addition, the frequency and volume of trading of such securities may be less than is typical of larger companies, making them subject to wider price fluctuations and such securities may be affected to a greater extent than other types of securities by the underperformance of a sector or during market downturns. In some cases, there could be difficulties in selling securities of small-capitalization companies at the desired time.

Tax policy risk: All strategies may be affected by changes in the tax legislation that affect the entities in which the strategies invest or the taxation of the strategies.

Value Stock Risk: Value stocks are stocks of companies that may have experienced adverse business or industry developments or may be subject to special risks that have caused the stocks to be out of favor and, in the opinion of Mackenzie Europe, undervalued. The value of a security believed by Mackenzie Europe to be undervalued may never reach what is believed to be its full value; such security's value may decrease or such security may be appropriately priced.

Volatility Risk: The prices of an Account's investments can be highly volatile. Price movements of assets are influenced by, among other things, interest rates, general economic conditions, the condition of the financial markets, developments or trends in any particular industry, the financial condition of the issuers of such assets, changing supply and demand relationships, programs and policies of governments, and national and international political and economic events and policies.

Item 9 Disciplinary Information

Not applicable.

Item 10 Other Financial Industry Activities and Affiliations

Other Registrations

Mackenzie Europe is authorised as an Investment Firm under Regulation 11 (1) or deemed authorised under Regulation 6 (2) of the European Communities (Markets in Financial Instruments) Regulations 2007.

Other Financial Industry Activities and Affiliations

Mackenzie Europe directly owned by Mackenzie Financial Corporation and is an indirect, majority-owned subsidiary of Power Corporation of Canada, a diversified international management and holding company with interests in companies that are active in the financial services, communications and other business sectors. As such, Mackenzie Europe is affiliated with a number of entities that are engaged in financial industry-related activities. The following are those related entities with which Mackenzie Europe maintains arrangements that are material to its advisory business or its Clients.

Other Investment Advisers

Mackenzie Europe may employ affiliated sub-advisers to provide investment sub-advisory services to certain Canadian Mutual Funds, 1940 Act Funds, Private Funds and Separately Managed Accounts. Currently, Mackenzie Investments Asia Limited, a wholly owned subsidiary of Mackenzie Europe, provides sub-advisory services to it for certain Canadian Mutual Funds, a Private Fund and a 1940 Act Fund. Mackenzie Investments Asia Limited is registered with the Hong Kong Securities and Futures Commission as well as with the SEC. In addition, Putnam Investments Canada ULC has been retained to provide sub-advisory services to Mackenzie Europe effective October 1, 2016.

Investment Fund Manager

I.G. Investment Management, Ltd., which is an affiliate of Mackenzie Europe, acts as investment fund manager for the Canadian Mutual Funds. I.G. Investment Management, Ltd. is registered with securities regulators in various Canadian provinces. Mackenzie Europe serves as portfolio adviser to the Canadian Mutual Funds.

Mackenzie Financial Corporation

Mackenzie Europe employs Mackenzie Financial Corporation, an affiliate, and wholly owned subsidiary of IGM Financial Inc., to provide marketing support for Mackenzie Europe's services across the world. This work entails population of data bases, responding to requests for proposals, all client prospecting activities and client servicing, including producing reports and invoicing clients.

Mackenzie Investments Corporation

Mackenzie Europe employs Mackenzie Investments Corporation, an affiliate, and wholly owned subsidiary of IGM Financial Inc., to provide marketing support for Mackenzie Europe's services in the United States. This work entails population of data bases, responding to requests for proposals, all client prospecting activities and client servicing.

Material Conflicts of Interest between Mackenzie Europe and Related Parties

Mackenzie Europe has adopted policies and procedures reasonably designed to avoid conflicts of interest with respect to investment in securities issued by its related companies. These policies require that a purchase, sale, or holding of those securities, among other requirements, must: (i) be made free from any influence by a related company; (ii) represent the business judgment of the portfolio manager uninfluenced by considerations other than the best interest of the Account; (iii) achieve a fair and reasonable result for the Account; and (iv) comply with the policy and the procedures supporting the policy.

Interest in Client Transactions

Mackenzie Europe advises numerous Accounts. Mackenzie Europe may give advice and take action with respect to any Account it manages, or for its own account or the account of a supervised or access person (as those terms are defined by the Advisers Act and rules thereunder), that may differ from actions taken by Mackenzie Europe on behalf of other Accounts.

Mackenzie Europe (or a related person) may:

- recommend to Clients securities in which Mackenzie Europe (or a related person) has a material financial interest;
- recommend securities to Clients at the same time that a related person to Mackenzie Europe buys or sells the same securities for its own (or the related person's own) account; and/or
- invest in the same securities that Mackenzie Europe (or a related person) recommends to Clients.

Mackenzie Europe is not obligated to recommend, buy or sell, or to refrain from recommending, buying or selling any security that Mackenzie Europe, its affiliates or their respective supervised and access persons may buy or sell for its or their own account or for any other Account Mackenzie Europe manages. Mackenzie Europe is also not obligated to refrain from investing in securities held in the Accounts that it manages, except to the extent that such investments violate policies and procedures applicable to or adopted by Mackenzie Europe (including the Mackenzie Europe Code, described below). Additionally, Mackenzie Europe investment management personnel may invest in Canadian Mutual Funds which, in turn, may invest in securities held in other discretionary Accounts managed by Mackenzie Europe.

The buy or sell programs of Mackenzie Europe and its personnel may extend over a period of months and securities may be held for long-term investment. From time to time, officers and employees of Mackenzie Europe may have interests in securities held by or recommended to Clients.

As these situations may involve potential conflicts of interest, Mackenzie Europe has implemented policies and procedures relating to personal securities transactions, insider trading and outside activities, which are designed to identify and prevent or mitigate actual conflicts of interest. These policies and procedures, including The Code of Business Code for Employees and the Personal Trading Code of Conduct (collectively, the “**Code**”), are intended to avoid conflicts of interest with Clients and to resolve such conflicts appropriately, if they do occur. Any person covered by the Code (each “**Covered Person**”) who fails to observe the Code and other relevant compliance policies risks serious sanctions, including dismissal and personal liability.

Our Code

A basic tenet of our Code is that Covered Persons must adhere to the highest principles of conduct in the discharge of their duties with respect to managed Accounts. Mackenzie Europe values its adherence to the highest standards of integrity and ethical business conduct in ensuring the fair treatment of Clients. As such, the Code requires Covered Persons to comply with stated standards of business conduct, including compliance with Mackenzie Europe's policies and procedures, relevant fiduciary duties owed by an investment adviser to its Clients and applicable legal standards. Covered Persons are expected to avoid situations in which their personal interests may conflict with their professional duties and to disclose any such conflicts to Mackenzie Europe's Compliance Officer. Covered Persons are also expected to report to the compliance department any violations of the Code which come to their attention.

The Code sets forth Covered Persons' obligations when dealing in covered securities for their own accounts, as well as various requirements designed to ensure that personal trading activity is reported to and approved by relevant personnel within Mackenzie Europe.

As personal trading may involve potential conflicts of interest, Mackenzie Europe has adopted policies and procedures relating to personal securities transactions, insider trading (discussed below) and other ethical

considerations. These policies and procedures are intended to identify and prevent actual conflicts of interest with Clients and to resolve such conflicts appropriately if they do occur. The Personal Trading Conduct Policy which is included in the Code contains provisions regarding Covered Persons' personal trading and, reporting requirements that are designed to address potential conflicts of interest. In particular, the Code restricts Directors (as defined therein) from trading in relevant securities discussed in meetings with respect to the holdings or transactions within the funds, when they have access to material non-public information. After each relevant meeting, the Compliance Officer notifies each Director of the relevant restrictions. This prohibition is lifted once the restriction is removed.

Mackenzie Europe's policies and the Code also include ethical restraints relating to Clients and their Accounts, including restrictions on gifts and provisions intended to prevent violations of laws prohibiting insider trading.

Clients and prospective Clients may obtain a copy of Mackenzie Europe's Code by contacting Mackenzie Europe, in writing at 3 Shelbourne Buildings, Shelbourne Road, Ballsbridge, Dublin 4, Ireland. Each of our relevant affiliates maintain similar Codes of Ethics, which are available to clients and prospects as set forth in the relevant affiliate's Form ADV, Part 2A.

Insider Trading Policies

Mackenzie Europe and its related persons may, from time to time, come into possession of material non-public and other confidential information which, if disclosed, might affect an investor's decision to buy or sell a security ("**Inside Information**"). Inside Information may relate to, among other things, Mackenzie Europe, its affiliates, Accounts which offer publicly traded securities, or other issuers. Under applicable law, Mackenzie Europe and its related persons may be prohibited from improperly disclosing or using Inside Information for their personal benefit or for the benefit of any other person, regardless of whether that person is a Client. Accordingly, should such persons come into possession of Inside Information with respect to any issuer, they may be prohibited from communicating such information to, or using such information for the benefit of, their Clients when following policies and procedures designed to comply with applicable law.

Mackenzie Europe has also adopted policies and procedures to prevent the misuse of Inside Information by Mackenzie Europe and its officers, directors and employees which are designed to comply with applicable law including, but not limited to, Section 204A of the Advisers Act, relevant provisions of the Securities Act (Ontario) and Irish law. These policies and procedures include, among other things, blackout periods and restricted lists that prohibit the trading of a company until the company is removed from the restricted list. As a result of a company being placed on the restricted list, an Account (or the personal accounts of a Covered Person) may be precluded or restricted with respect to purchases or sales of that security.

Other Conflicts of Interest

Inconsistent Investment Positions and Timing of Competing Transactions

From time to time, Mackenzie Europe may take an investment position or action for one or more Accounts that may be different from, or inconsistent with, an action or position taken for one or more other Accounts having similar or differing investment objectives and such actions may be taken at differing, and potentially inopportune, times.

When a position is established or disposed of for one Account ahead of, or contemporaneously with, similar portfolio decisions or strategies for another Account, market impact, liquidity constraints, or other factors could result in one or more Account receiving less favorable trading results, the costs of implementing such portfolio decisions or strategies could be increased, such Accounts could be diluted, the values, prices or investment strategies of another Account could be impaired or such Accounts could otherwise be disadvantaged.

Conflicts may also arise in cases where Accounts invest in different parts of an issuer's capital structure, including circumstances in which one or more Accounts may own private securities or obligations of an issuer and other Accounts may own public securities of the same issuer. For example, an Account may acquire a loan, loan participation or a loan assignment of a particular borrower or fixed income, convertible or preferred securities of an issuer in which one or more other Accounts have an equity (or other more junior) investment. In negotiating the terms and conditions of any such investments, or any subsequent amendments or waivers, Mackenzie Europe may

find that its own interests, the interests of certain Accounts and/or the interests of other Accounts could conflict. If an issuer in which different Accounts hold different classes of securities (or other assets, instruments or obligations issued by such issuer) encounters financial problems, decisions over the terms of any workout will raise conflicts of interests (including, for example, conflicts over proposed waivers and amendments to debt covenants). For example, a debt holder may be better served by a liquidation of the issuer in which it may be paid in full, whereas an equity holder might prefer a reorganization that holds the potential to create value for the equity holders.

Mackenzie Europe may pursue or enforce rights of certain Accounts with respect to an issuer in which other Accounts have invested, and those activities may have an adverse effect on those other Accounts. For example, one Account may hold the debt securities of an issuer which has become financially impaired, and another may hold the equity securities of the same issuer. As a result, prices, availability, liquidity, and terms of the second Account's investment may be negatively impacted by the activities of first Account, and vice versa, and transactions for such Accounts may be effected at less favorable prices or terms or otherwise impaired.

To avoid such conflicts, Mackenzie Europe may refrain from participating or may exercise the rights of all such Accounts to the fullest extent, even though doing so may disadvantage some Accounts.

How We Select Broker-Dealers for Client Transactions

Investment and brokerage decisions for Accounts, to the extent such discretion has been granted to Mackenzie Europe, are made by Mackenzie Europe's portfolio managers and traders. In placing brokerage transactions for Accounts with respect to which Mackenzie Europe has been granted trading discretion, Mackenzie Europe seeks to:

- (1) determine each Client's trading requirements,
- (2) select appropriate trading methods, venues and agents to execute the trades under the circumstances,
- (3) evaluate market liquidity of each security and take appropriate steps to mitigate excessive market impact,
- (4) maintain confidentiality of client and proprietary information related to trading decisions, and
- (5) review the results of executions on a periodic basis.

On a quarterly basis, Mackenzie Europe reviews its trading practices and results including the quality of executions received, and commissions paid, by discretionary accounts. Among the items considered in this review are: a broker-dealer's trading history, administrative quality and responsiveness; examinations of failed trades and the broker-dealer's response thereto; conflicts of interest; commission rates and execution costs. Mackenzie Europe's goal, when evaluating its efforts to seek best execution is to exercise reasonable, good faith judgment to select broker-dealers that will consistently provide quality execution.

The following summarizes Mackenzie Europe's policies with respect to its exercise of investment and brokerage discretion on behalf of its Accounts.

Selection Criteria for Trade Execution

Mackenzie Europe places all orders for the purchase or sale of securities with the primary objective of maximizing the overall value to the Account at the time and under the circumstances. In doing so, Mackenzie Europe seeks to obtain best price and execution from responsible broker-dealers at competitive commission rates (or equivalents). Mackenzie Europe insists on a high standard of quality regarding execution services and deals only with broker-dealers that Mackenzie Europe believes meet this standard. Commissions paid by Mackenzie Europe are reviewed on a regular basis.

Mackenzie Europe's objective in effecting portfolio transactions is to seek to obtain the best combination of price and execution. The best net price, giving effect to brokerage commissions, spreads and other costs, is normally an important factor in execution decisions, but a number of other, judgmental factors may be considered as they are deemed relevant. In applying these factors, Mackenzie Europe recognizes that different broker-dealers may have differing execution capabilities with respect to different types of securities and transactions. The factors that may be considered include, but are not limited to:

- Mackenzie Europe's knowledge of negotiated commission rates and spreads currently available and the competitiveness and reasonableness of rates offered;
- the nature of the security being traded;
- the size and type of transaction;
- the nature and character of the markets for the security to be purchased or sold;
- the desired timing of the trade and the broker-dealer's ability to meet Mackenzie Europe's required or requested speed of execution;
- the activity existing and expected in the market for the particular security;
- the broker-dealer's access to primary markets and quotation sources;
- the broker-dealer's ability to execute orders with minimal market impact;
- the ability of the broker-dealer to locate sources of liquidity and to effect transactions when a large block of securities is involved or where liquidity is limited;
- confidentiality;
- the execution, clearance and settlement capabilities and history as well as the reputation and perceived soundness of considered broker-dealers;

- Mackenzie Europe's knowledge of actual or apparent operational problems of any broker-dealer;
- the broker-dealer's execution services rendered on a continuing basis and in other transactions;
- the broker-dealer's reliability in executing trades, keeping records and accounting for and correcting trade errors and failed trades or settlements to Mackenzie Europe's satisfaction;
- the broker-dealer's ability to accommodate Mackenzie Europe's needs with respect to one or more trades – including its ability and willingness to maintain quality execution in unusual or volatile market conditions;
- the broker-dealer's block trading and arbitrage capabilities; and
- the broker-dealer's access to other markets.

When buying or selling securities in dealer markets, Mackenzie Europe may, subject to its duty to seek best execution, deal directly with market makers either on a commission basis or on a “net” basis, without paying the market maker any commission, commission equivalent or mark-up/mark-down, other than the spread. Net trades mean that the market maker profits from the spread (*i.e.*, the difference between the price paid or received by Mackenzie Europe and the price received or paid by the market maker in trades with other broker-dealers or customers). Most NASDAQ securities are now traded on a commission basis as more and more market makers shift from principal to agency trading.

Mackenzie Europe may execute over-the-counter trades on an agency basis rather than directly through a market maker. In these situations, the broker used by Mackenzie Europe then acquires or disposes of a security through a market maker. The transaction may thus be subject to a mark-up or mark-down in addition to any commission or commission-equivalent paid to the broker. Mackenzie Europe uses a broker in these instances only when consistent with its duty to seek best execution for Client transactions. The use of a broker in this manner may benefit Clients by providing anonymity in connection with a transaction or because the broker may, in certain cases, have greater expertise or capability in connection with both accessing the market and executing a transaction.

In appropriate circumstances, Mackenzie Europe may also use an electronic communication network (“**ECN**”) or alternative trading system (“**ATS**”) to effect over-the-counter trades when, in Mackenzie Europe's judgment, the use of an ECN or ATS may result in equally or more favorable overall execution quality for the transaction. Mackenzie Europe may trade in this manner when it believes that any commissions paid to the ECN or ATS, when added to the price and considering all relevant circumstances, still results in equal or better qualitative execution than might have otherwise been obtained trading “net” with a market maker.

In certain circumstances one or more Account may seek to dispose of securities which would be appropriate or desirable for one or more other Accounts. In these circumstances, Mackenzie Europe may utilize “cross-trading,” consistent with applicable law. When cross-trading, Mackenzie Europe is required to execute through a brokerage firm and/or exchange or registered dealer, consistent with applicable law. When executing a cross-trade, Mackenzie Europe will value the traded securities at the executing price of the trade between each participating Account. Cross-trades involving certain Accounts, including Accounts subject to the Employee Retirement Income Security Act of 1974 and 1940 Act Funds and Canadian Mutual Funds may be subject to additional restrictions.

In some cases, Mackenzie Europe may engage in a transaction not involving a public market or for which only a single avenue for execution is available (*e.g.*, where securities may be purchased or redeemed only through the issuer or the issuer's specified agent). Similarly, certain of the markets in which Mackenzie Europe trades on behalf of Accounts are “emerging markets” where there is limited or no choice of brokers, where commission rates (or commission equivalents) may be fixed or heavily regulated or where there may not be the same level of transparency as to execution costs and quality as is the case in more developed markets such as the U.S., Canada or European Union countries. In those cases, Mackenzie Europe may be limited in its ability to negotiate costs or terms but will seek, as practicable and consistent with relevant market regulations and conventions, to obtain the most favorable terms reasonably available under the circumstances and to minimize costs, consistent with achieving the desired investment objective and seeking an acceptable quality of execution. Where there is a lack of choice or transparency as to execution related costs and expenses, Mackenzie Europe may focus primarily on securities prices and certainty of execution in determining how to execute a trade and in examining its efforts to seek best execution in the relevant market.

Certain exchanges and markets in or through which Mackenzie Europe invests may be highly regulated. Accounts

investing through such markets may be adversely affected by regulations relating to the acquisition and sale of shares, which may limit Mackenzie Europe's effective level of discretion or influence the manner, price or cost of transactions. Legal or regulatory restrictions or reporting requirements related to certain types of investments or investment thresholds may limit Mackenzie Europe's freedom of action or may have an adverse effect on the price or liquidity of a holding. For example, when regulations limit or require reporting of transactions or holdings when certain thresholds (which may apply in the aggregate across all Accounts managed by Mackenzie Europe or its affiliates) are met, the ability of any Account to purchase or sell an investment, exercise rights (including voting rights) or engage in other related transactions may be restricted or impaired or may require that Mackenzie Europe disclose such Accounts' interests in the relevant investment or issuer, which may adversely affect price or liquidity. In such cases, Mackenzie Europe may, in its discretion, limit additional purchases, dispose of existing holdings or refrain from exercising certain rights, as it deems appropriate.

Commission Rates or Equivalents Policy

Mackenzie Europe endeavors to remain aware of current charges of eligible broker-dealers and to minimize the expense incurred for effecting portfolio transactions to the extent consistent with the interests and policies of its Clients. As noted above, Mackenzie Europe periodically reviews the quality of executions received from its brokers and may consider the services of other brokers (or other execution venues) that may be available to execute Client transactions, when evaluating its efforts to seek best execution. Any broker (or execution venue) that has provided (or may be expected to provide) acceptable performance and whose financial condition and commission rates are acceptable to Mackenzie Europe may be selected to execute Account transactions. Where Mackenzie Europe believes that, over time, a particular broker-dealer has consistently and materially engaged in activity that is not in the best interest of Mackenzie Europe's Clients, Mackenzie Europe's chief investment officer may determine to restrict or prohibit future execution of transactions through that broker-dealer.

Mackenzie Europe may set ranges for commission rates and negotiate with broker-dealers, when appropriate. However, Mackenzie Europe will not select broker-dealers solely on the basis of "posted" commission schedules nor always seek in advance competitive bidding for the most favorable rate applicable to a particular transaction. Although Mackenzie Europe generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent. Mackenzie Europe believes that paying fair and reasonable commissions to broker-dealers in return for quality execution services and useful research benefits Clients. Moreover, transactions that involve specialized services on the part of the broker-dealer will usually result in higher commissions or other compensation to the broker-dealer than would be the case absent such services for more routine transactions. In addition, certain Clients of Mackenzie Europe may direct it to use its best efforts to execute a certain percentage of transactions in their account through brokers specified by the Client.

Mackenzie Europe utilizes several different broker dealers and favors those whose execution abilities or other legitimate and appropriate services are particularly helpful to Mackenzie Europe in seeking favorable investment results for Clients. As part of this determination, Mackenzie Europe recognizes that some brokerage firms are better at executing some types of orders than others. Thus, it may be in the best interest of Clients to utilize a broker whose commission rates are not the lowest but whose abilities may result in lower overall transaction costs or more favorable results. The overriding consideration in routing orders for execution is to seek to maximize Client profits (or minimize losses) through a combination of controlling transaction and securities costs and seeking the most effective uses of brokers' execution capabilities.

Thus, in Mackenzie Europe's view, the reasonableness of commissions is based on market conditions and Mackenzie Europe's opinion of the broker's ability to provide professional services, competitive commission rates and other permissible services which will help Mackenzie Europe in providing investment advisory services to its Clients.

Research Payment Account

Mackenzie Europe effects trades on Clients' accounts on an "execution only" basis and does not enter into arrangements where execution costs may be bundled with any brokerage and research products and services provided by the broker-dealer executing a trade. Mackenzie Europe may establish a research payment account arrangement (an "RPA") in respect of a Client through which Mackenzie Europe may pay for eligible research for

the benefit of that Client's account. The RPA will be funded either by way of a direct charge to the Client or through a commission sharing arrangement (CSA) with broker-dealers through which Mackenzie Europe executes trades on behalf of that Client's account. If a CSA is utilized, the broker-dealer executing a trade will assess a separate charge at an agreed upon rate that is separate from the amount charged to execute the trade. That separate charge assessed by the broker-dealer or any direct charge assessed against the Client by Mackenzie Europe will be paid into an account administered by a third party administrator (the "RPA Administrator"). From time to time Mackenzie Europe will direct the RPA Administrator to use funds in the RPA to pay for eligible third party research that benefits the Client's account.

Prior to the beginning of each calendar year Mackenzie Europe will create a written budget for the eligible third party research it anticipates it will use in connection with each Client's account for the forthcoming year. Mackenzie Europe will present that budget to each Client and seek the consent of the Client to the budget. If the Client provides its consent, the RPA will be utilized to pay for eligible third party research used in connection with the Client's account. If the portion of the RPA relating to a Client's account is funded through the use of a CSA, once the funds in the RPA reach the budgeted amount all future trades during that year relating to that Client's account will be carried out on an execution only basis and no separate charge will be assessed by the broker-dealer, unless the Client agrees to an increase in the budget for the year. If at the end of the year the total amount paid for eligible third party research in connection with a Client's account is less than the budgeted amount and funds remain in the RPA, those remaining funds will be carried forward to the next calendar year to be used to pay for eligible third party research for the benefit of the Client's account in that subsequent year.

At the end of each calendar year Mackenzie Europe will provide a written report for each Client summarizing the payments made from the RPA for eligible third party research during the course of the year and how those payments compare to the budget that was approved by the Client.

Mackenzie Europe's Trade Allocation or "Bunching" Policy

Because the size and mandate of Client Accounts often differ, the securities held in such Accounts may not be identical. Mackenzie Europe's portfolio managers make investment decisions for managed Accounts based on suitability factors and other circumstances which may differ from Account to Account and may result in a particular security being requested for some Accounts and not others. In accordance with Mackenzie Europe's Trade Allocation Policy (the "**Policy**"), portfolio managers seek to allocate suitable transactions among eligible accounts in a manner believed to be equitable to each Account, either with respect to a given transaction or considering all transactions over time.

In appropriate circumstances, any Account managed by Mackenzie Europe may purchase or sell a security prior to other Accounts. This could occur, for example, as a result of the specific investment objectives of an Account, different cash resources arising from contributions or withdrawals or specific, client imposed, restrictions. However, Accounts that are managed in similar styles by the same portfolio manager often have similar or identical portfolio composition and weightings. In other circumstances multiple Accounts may seek to acquire or dispose of the same security for other reasons. For this reason, Mackenzie Europe may seek to acquire or dispose of the same securities for multiple Accounts contemporaneously and may aggregate into a single trade order several contemporaneous Client orders for a single security through Mackenzie Europe's trading desk and in accordance with the Policy.

The Policy is intended to promote fairness, to mitigate potential conflicts of interest, and to conform to applicable regulatory principles. The Policy strictly forbids any allocation request or allocation decision that favors one account over another based on the self-interest of the Account's portfolio manager or Mackenzie Europe.

Under the Policy, and to the extent consistent with each participating Client's investment advisory agreement, Mackenzie Europe may bunch orders for more than one Account to facilitate best execution, including negotiating more favorable prices, obtaining more timely or equitable execution or reducing overall commission charges. Mackenzie Europe seeks to aggregate trade orders in a manner that is consistent with its duty to (1) seek best execution of Client orders; (2) treat all Clients fairly and equitably over time; and (3) not systematically advantage any single Client or group of Clients over time. When a decision is made to aggregate transactions on behalf of more than one Account, such transactions will be allocated to all participating Client Accounts in a fair and

equitable manner over time. When such an order is filled in its entirety, each participating Client Account generally participates at the average share price for the aggregated order, and transaction costs are shared *pro rata* based on each Client's participation in the aggregated order. When a bunched order is partially filled, Mackenzie Europe will allocate the order in accordance with the Policy, as described below.

Mackenzie Europe may use *pro rata* allocation when a bunched order cannot be fully executed in a single day. In such cases, the portion of the order filled on a particular day is generally allocated among participating Accounts based on the size of each Account's original order, subject to rounding to achieve "round lots" and Mackenzie Europe's ability to cancel an order for particular Account(s) if, due to the Account potentially receiving a *de minimis* amount of securities or otherwise, Mackenzie Europe believes that, as a result of the incomplete fill, the order is no longer appropriate for the relevant Account(s). Mackenzie Europe may apply a minimum order allocation amount, which may vary depending upon the market convention associated with the particular security. Where remaining positions are too small to satisfy the minimum allocation amount, Mackenzie Europe may decide to allocate the remaining shares to those Accounts seeking large positions which remain unfilled or to allocate remaining shares to those Accounts whose order would be completed as a result of the allocation.

Mackenzie Europe may allocate on a basis other than *pro rata* if, under the circumstances, such other method is reasonable, equitable, does not result in improper or undisclosed advantage or disadvantage to a particular Account or group of Accounts and results in fair access, over time, to trading opportunities for all eligible managed Accounts. For example, Mackenzie Europe may identify investment opportunities that are more appropriate for certain Accounts than others and may determine to allocate a partial fill to such Accounts. Factors which Mackenzie Europe may consider in making allocation decisions include, among others: investment objectives and restrictions; whether the security is currently held; relative size and rate of growth; and cash flow changes (including available cash, redemptions, exchanges, capital additions and capital withdrawals). Other allocation methods that may be used by Mackenzie Europe include random and rotational allocation. Such allocation methods may be particularly appropriate when the transaction size is too limited to be effectively allocated *pro rata* among all eligible Accounts.

Mackenzie Europe generally will not aggregate trades for Clients who have limited Mackenzie Europe's brokerage discretion with trades for other Accounts. Notwithstanding the foregoing, Mackenzie Europe may attempt, when circumstances permit, to include transactions of Clients who have directed the use of a particular broker-dealer in a bunched order. In such transactions, the executing broker-dealer must agree to transfer that portion of the bunched order relating to Clients who have directed the use of a particular broker-dealer to the specified broker-dealer. If the executing broker-dealer does not agree to make this transfer, the order for the same security on behalf of the directing Clients will be effected through the specified broker-dealer and the cost of the transaction may be greater.

Mackenzie Europe generally includes Clients whose Accounts are managed by Mackenzie Europe in bunched orders for other Mackenzie Europe Clients. However, if an Account is managed by a Mackenzie Europe affiliate, then the affiliate's orders may be bunched together, however, the affiliate's orders will not be bunched with the bunched orders of Mackenzie Europe Clients.

Allocation of "New Issues"

Mackenzie Europe generally makes allocations of new issues among Eligible Accounts consistently with its general trade allocation policies, described above. To the extent that Mackenzie Europe may invest Accounts in "new issues," as defined in relevant rules established by the Financial Industry Regulatory Authority ("**FINRA**") such investments will be allocated fairly and consistently with FINRA Rule 5130, which provides that certain "Restricted Persons," as defined by that Rule and including, among others: broker-dealers and their personnel, owners and affiliates; finders and fiduciaries; and portfolio managers; and certain family members thereof, may be restricted in their ability to participate in new issues. Only Eligible Accounts will be permitted to receive allocations of new issues. However, Mackenzie Europe may consider, when allocating new issues, any relevant tax implications for the Client Account and the extent that the Account's custodian is capable of executing same day trades in new issues.

Private funds and other investment funds (except for sub-advised funds) may be unable to participate in new issues if more than a certain percentage of the beneficial interests are held by investors that are, themselves, Restricted Persons, unless the Account is subject to processes which prohibit Restricted Person investors from participating in profits or losses attributable to new issues. In order to ensure that such Accounts may remain Eligible Accounts to

receive new issues, Mackenzie Europe may take appropriate action to ensure compliance with FINRA Rule 5130 by, for example, prohibiting or limiting investment in a private fund or other investment fund by Restricted Person investors or, with respect to private funds, creating multiple class structures pursuant to which a certain class (or classes) may be issued only to Restricted Persons while another class (or classes) will exclude Restricted Persons.

Investments in IPOs or similar issuances in non-U.S. markets are not subject to FINRA Rule 5130 but may be subject to similar or additional limitations. Subject to local regulatory requirements or market considerations, such investments are allocated consistently with the Policy (as described above). In some jurisdictions, significant restrictions apply to investments in IPOs and to an investor's exit from an investment through an IPO. These restrictions may include lock-in of pre-issuance share capital of unlisted companies and securities issued on a firm allotment basis, as well as pricing restrictions on private placements by listed companies, each of which may limit Mackenzie Europe's freedom of action with respect to such investments. Where, under local rules or conventions, IPOs are allocated *pro rata* among all accounts of any person expressing an interest, Mackenzie Europe may enter indications of interest on either an Account-by-Account or an aggregate basis and may allocate the resulting fill among participating Accounts in accordance with the Policy, which will not necessarily result in each Account receiving a *pro rata* share when, in Mackenzie Europe's discretion (subject to the Policy) an alternate means of allocation is determined to be fair and equitable over a reasonable period of time

As noted above, the Code prohibits Covered Persons from investing in initial public offerings, including new issues.

Mackenzie Europe's Internal Cross Trade Policy

In certain circumstances one or more Account may seek to dispose of securities which would be appropriate or desirable for one or more other Accounts. In these circumstances, Mackenzie Europe may utilize "cross-trading," consistent with applicable law. When cross-trading, Mackenzie Europe is required to execute through a brokerage firm and/or exchange or registered dealer, consistent with applicable law. When executing a cross-trade, Mackenzie Europe will value the traded securities at the execution price of the trade between each participating Account. Cross-trades involving certain Accounts, including Accounts subject to the Employee Retirement Income Security Act of 1974 and 1940 Act Funds may be subject to additional restrictions. In addition, cross trades between accounts subject to National Instrument 81-102 and accounts not subject to that regulation, are prohibited.

Item 13 Review of Accounts

Review of Accounts

Mackenzie Europe periodically reviews Accounts. Automated compliance rules ensure the accounts comply with their applicable investment objective, strategies, investment restrictions and applicable regulatory rules. In addition, all accounts are reviewed on a monthly and quarterly basis by the Chief Investment Officer and other members of the management team.

For Accounts managed by Mackenzie Europe, each portfolio manager is responsible for ensuring that each Account he or she manages is in compliance with the Account's investment objectives and strategies and for reviewing the Account's trading activity, if any. These reviews may include consideration and analysis of: current market activity and conditions; individual issuers; portfolio composition and performance of each Account as well as comparisons across multiple Accounts. Compliance with applicable laws, trading restrictions and investment objectives and policies is monitored by Mackenzie Europe's Compliance Officer on an ongoing basis. In addition to the process noted above, for certain Accounts, a team lead may review portfolios with the portfolio managers on a regular basis.

Client Reports

With respect to Separately Managed Accounts, the nature and frequency of reports are agreed upon between the Client and Mackenzie Europe are typically set forth in the relevant investment advisory contract. Mackenzie Europe may make representatives available to discuss investments in a Client's Account with that Client on a periodic basis.

Clients may also receive custodial statements from their Account's custodian and transaction reports from executing brokers.

Investors in MIS LP will receive reports as described in its Private Placement Memorandum. Such reports may include quarterly investment commentary and analysis. As required by law, investors in MIS LP may also be provided with Form K-1 for tax purposes. To comply with the U.S. Custody Rule (as defined below), investors in MIS LP will receive annual audit reports, within 120 days following MIS LP's fiscal year end.

In addition to written reports, Mackenzie Europe may also have verbal discussions with Clients regarding their Account.

Item 14 Client Referrals and Other Compensation

Referral Arrangements

From time to time, Mackenzie Europe may enter into arrangements whereby Mackenzie Europe will engage a solicitor, including an affiliated solicitor, to refer Clients or investors to Mackenzie Europe. To the extent that Mackenzie Europe pays cash referral fees to such solicitors, the referral agreement and related activities will be in compliance with the terms and conditions of Advisers Act Rule 206(4)-3, to the extent applicable. Rule 206(4)-3 specifies certain standards that must be met by an investment adviser prior to the payment of a cash fee, directly or indirectly, for a solicitation or referral.

Prospective Clients and investors introduced to Mackenzie Europe by an unaffiliated solicitor are provided with this Brochure and the solicitor's disclosure statement at the time of solicitation. Clients and investors who are introduced to Mackenzie Europe by such a solicitor are required to provide Mackenzie Europe, either directly or through the solicitor, a signed and dated acknowledgement of their receipt of this Brochure and the solicitor's relevant disclosure document prior to, or at the time of, entering into an advisory relationship with Mackenzie Europe. The solicitor's disclosure statement contains important information with respect to, among other things, the material terms of the solicitor's compensation from Mackenzie Europe, the nature of any relationship or affiliation between Mackenzie Europe and the solicitor and whether the Client or investor bears any costs with respect to the solicitation or whether the fees paid by such a Client or investor would differ from fees paid by other similarly situated Clients or investors who are not so introduced, as a result of the solicitation and these solicitor's disclosure statements should be reviewed carefully by Clients and prospective Clients and prospective investors.

Mackenzie Investments Corporation and Mackenzie Financial Corporation, each, an affiliated investment adviser registered with the SEC, (together, "**Mackenzie**"), currently provide certain marketing and client intake services to Mackenzie Europe. Mackenzie Europe, and not any Client, compensates Mackenzie for its services and the fees paid by Clients are not impacted by the Accounts that have been brought to Mackenzie Europe by Mackenzie. Certain personnel of Mackenzie may also be compensated for successful referrals.

As discussed above, Mackenzie Europe may enter into other similar arrangements in the future with other solicitors. Solicitors that introduce prospective investors to Mackenzie Europe are subject to a conflict of interest to the extent that they will be compensated in connection with their placement activities. Placement agents are required to disclose to prospective investors the placement arrangement and any fees associated with the arrangement prior to investment.

In respect of MIS LP, Mackenzie Financial Corporation, an affiliate of Mackenzie Europe, currently employs a third-party unaffiliated solicitor which has no relationship with any Mackenzie entity, apart from the solicitation arrangement.

Item 15 Custody

Custody of Accounts

Due to certain arrangements, Mackenzie Europe may be deemed to have “custody” of Accounts within the meaning of the **U.S. Custody Rule** because Mackenzie Europe may have access to or authority over Client funds and securities for purposes other than issuing trading instructions. If Mackenzie Europe is deemed to have custody over your Account, your custodian will send you periodic account statements (generally on a quarterly basis) indicating the amounts of any funds or securities in your Account as of the end of the statement period and any transactions in the Account during the statement period. You should review these statements carefully. Additionally, you should contact us immediately if you do not receive account statements from your custodian on at least a quarterly basis. As noted in Item 13, above, Mackenzie Europe may provide you, separately, with reports or account statements providing information about the Account. You should compare these carefully to the account statements you receive from your custodian. If you should discover any discrepancy between the account statements, please contact us immediately.

In addition, an affiliate of Mackenzie Europe serves as general partner of MIS LP, and therefore, Mackenzie Europe is deemed to have “custody” in respect of MIS LP within the meaning of the U.S. Custody Rule. To comply with the U.S. Custody Rule, each investor in MIS LP will receive audited financial statements within 120 days following MIS LP’s fiscal year end and (where applicable) upon liquidation of MIS LP. If you have invested in MIS LP and have not received audited financial statements timely, please contact us immediately.

Item 16 Investment Discretion

Generally, Mackenzie Europe is retained with respect to its Accounts on a discretionary basis and is authorized to make the following determinations in accordance with the Account's specified investment objectives without Client consultation or consent before a transaction is effected:

- which securities to buy or sell;
- the total amount of securities to buy or sell;
- the broker or dealer through which securities are bought or sold;
- the commission rates (or equivalents) at which transactions are effected;
- the prices at which securities are to be bought or sold, including spreads, mark-ups and other transaction costs.

Moreover, Mackenzie Europe may serve as primary adviser to an Account and engage sub-advisers to exercise discretionary authority on behalf of the Account. In those circumstances Mackenzie Europe may have little or no discretion as to the matters described above.

As noted above in Item 4, Clients may impose restrictions on account investments, and such restrictions may include reasonable limits on the types of securities held as well as prohibitions or limitations on particular securities or issuers.

Mackenzie Europe's Voting Policies and Procedures

Except to the extent that a Client, by contract or otherwise, explicitly reserves the power to vote proxies to itself or another party, Mackenzie Europe will vote proxies with respect to each Account for which it has discretionary management and trading authority.

Mackenzie Europe has written proxy voting policies and procedures as required by relevant local law. Under these policies and procedures, Mackenzie Europe votes proxies relating to portfolio securities in accordance with the Mackenzie Europe proxy voting policies and procedures and in the best interests of its Clients, unless the Client has requested, in writing, that alternate procedures (including, but not limited to, a Client's own proxy voting policies and procedures) be applied. Mackenzie Europe considers the "best interests of its Clients" to be the best economic interests over the long term – that is, the common interest that all Clients, as shareholders in the soliciting issuer, share in seeing the value of a common investment increase over time.

Mackenzie Europe's proxy voting policies and procedures vest each Account's portfolio manager with the responsibility for making proxy voting decisions for the Accounts he or she manages and, from time to time, different portfolio managers may come to a different conclusion as to the course of action which he or she deems to be in the best interests of Clients. In those circumstances, Mackenzie Europe may vote proxies for one or more Accounts differently than those proxies are voted for other Accounts. Mackenzie Europe also maintains proxy voting guidelines which inform each portfolio manager's decision making with respect to proxy votes, however, managers retain discretion to vote proxies on a case-by-case basis taking into account all relevant circumstances.

In some circumstances, Mackenzie Europe may determine that it is in the Client's best interest to refrain from voting proxies, including, for example, where such securities are subject to legal or contractual restrictions on voting, where requirements with respect to voting render the expense of voting excessive in relation to the value of casting a vote or where voting would subject Accounts to "share blocking" which would prevent Mackenzie Europe from disposing of the security for a specified amount of time surrounding the shareholder meeting.

How to Learn More About Mackenzie Europe's Voting of Proxies

Clients may obtain a copy of Mackenzie Europe's proxy voting policies and procedures and/or information on how their securities were voted by contacting Mackenzie Europe, in writing at 3 Shelbourne Buildings, Shelbourne Road, Ballsbridge, Dublin 4, Ireland. Mackenzie Europe will not disclose proxy votes for a Client to other Clients or third-parties, unless specifically requested, in writing, by the Client.

Item 18 Financial Information

Not applicable.