

MACKENZIE BLUEWATER US GROWTH FUND

Interim Unaudited Financial Statements

For the Six-Month Period Ended September 30, 2023

These Interim Unaudited Financial Statements do not contain the Interim Management Report of Fund Performance (“MRFP”) of the investment fund. You may obtain a copy of the Interim MRFP, at no cost, by contacting us using one of the methods noted under Fund Formation and Series Information or by visiting the SEDAR+ website at www.sedarplus.ca. Copies of the Annual Financial Statements or Annual MRFP may also be obtained, at no cost, using any of the methods outlined above.

Securityholders may also contact us using one of these methods to request a copy of the investment fund’s proxy voting policies and procedures, proxy voting disclosure record or quarterly portfolio disclosure.

NOTICE OF NO AUDITOR REVIEW OF THE INTERIM FINANCIAL STATEMENTS

Mackenzie Financial Corporation, the Manager of the Mackenzie Bluewater US Growth Fund (the “Fund”), appoints independent auditors to audit the Fund’s Annual Financial Statements. Under Canadian securities laws (National Instrument 81-106), if an auditor has not reviewed the Interim Financial Statements, this must be disclosed in an accompanying notice.

The Fund’s independent auditors have not performed a review of these Interim Financial Statements in accordance with standards established by the Chartered Professional Accountants of Canada.



MACKENZIE
Investments

MACKENZIE BLUEWATER US GROWTH FUND

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

STATEMENTS OF FINANCIAL POSITION

at (in \$ 000 except per security amounts)

	Sep. 30 2023	Mar. 31 2023 (Audited)	Net assets attributable to securityholders (note 3)				
			per security		per series		
	\$	\$	Sep. 30 2023	Mar. 31 2023 (Audited)	Sep. 30 2023	Mar. 31 2023 (Audited)	
ASSETS							
Current assets							
Investments at fair value	645,606	669,919	Series A	30.58	30.40	193,213	205,902
Cash and cash equivalents	30,400	16,744	Series AR	16.19	16.09	11,997	10,874
Dividends receivable	76	130	Series D	21.29	21.04	24,970	19,059
Accounts receivable for investments sold	20,154	695	Series DZ	13.33	13.23	1,705	1,775
Accounts receivable for securities issued	86	120	Series F	55.79	55.06	68,347	67,682
Due from manager	32	32	Series F5	13.48	13.63	200	2
Derivative assets	24	16	Series F8	13.20	13.55	2,564	4,535
Taxes recoverable	392	392	Series FB	16.11	15.93	191	226
Total assets	696,770	688,048	Series FB5	15.51	15.71	3	3
			Series G	33.90	33.60	331	347
			Series GF	11.52	11.37	883	953
			Series GPW	11.35	11.26	4,047	4,428
LIABILITIES			Series GPWFB	11.52	11.37	4	13
Current liabilities			Series GPWT5	15.55	15.80	683	694
Accounts payable for investments purchased	15,855	–	Series GPWX	11.68	11.47	124	123
Accounts payable for securities redeemed	314	473	Series GW	11.34	11.25	454	781
Due to manager	35	37	Series I	35.27	34.94	1,389	1,780
Derivative liabilities	2,528	1,167	Series J	13.30	13.21	50	50
Total liabilities	18,732	1,677	Series O	45.98	45.14	33,210	33,554
Net assets attributable to securityholders	678,038	686,371	Series PW	22.10	21.94	263,430	274,452
			Series PWFB	15.94	15.74	3,319	3,179
			Series PWFB5	15.60	15.77	113	115
			Series PWR	12.67	12.58	4,385	3,736
			Series PWT5	13.39	13.61	136	140
			Series PWT8	13.81	14.25	19,933	20,780
			Series PWX	20.74	20.36	1,163	1,245
			Series PWX8	13.30	13.58	32	44
			Series R	16.68	16.38	25,113	12,256
			Series S	14.82	14.55	3,435	3,881
			Series T5	13.30	13.55	116	111
			Series T8	12.86	13.30	9,104	10,497
			Series GLF	11.52	11.36	1,838	2,173
			Series GLF5	15.78	15.95	174	172
			Series LB	11.27	11.21	288	215
			Series LF	11.51	11.36	877	453
			Series LF5	15.84	16.00	1	1
			Series LW	11.32	11.24	214	138
			Series LW5	15.62	15.85	1	1
			Series LX	15.48	15.75	1	1
						678,038	686,371

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

MACKENZIE BLUEWATER US GROWTH FUND

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

STATEMENTS OF COMPREHENSIVE INCOME

for the periods ended September 30 (in \$ 000 except per security amounts)

	2023 \$	2022 \$	Increase (decrease) in net assets attributable to securityholders from operations (note 3)			
			per security		per series	
	2023	2022	2023	2022	2023	2022
Income						
Dividends	3,238	3,768				
Interest income for distribution purposes	583	202				
Other changes in fair value of investments and other net assets						
Net realized gain (loss)	(1,993)	(66,089)				
Net unrealized gain (loss)	11,449	(33,606)				
Securities lending income	–	25				
Total income (loss)	13,277	(95,700)				
Expenses (note 6)						
Management fees	5,961	5,946				
Management fee rebates	(64)	(34)				
Administration fees	692	692				
Commissions and other portfolio transaction costs	153	95				
Independent Review Committee fees	1	1				
Other	1	1				
Expenses before amounts absorbed by Manager	6,744	6,701				
Expenses absorbed by Manager	–	–				
Net expenses	6,744	6,701				
Increase (decrease) in net assets attributable to securityholders from operations before tax	6,533	(102,401)				
Foreign withholding tax expense (recovery)	537	489				
Foreign income tax expense (recovery)	–	–				
Increase (decrease) in net assets attributable to securityholders from operations	5,996	(102,890)				
Series A			0.20	(4.48)	1,327	(33,580)
Series AR			0.08	(2.23)	58	(1,300)
Series D			0.04	(2.44)	40	(1,944)
Series DZ			0.12	(1.92)	15	(270)
Series F			0.72	(7.61)	885	(9,490)
Series F5			0.55	(1.93)	5	–
Series F8			0.14	(2.00)	34	(972)
Series FB			0.22	(2.20)	3	(31)
Series FB5			0.17	(2.26)	–	–
Series G			0.33	(4.89)	4	(53)
Series GF			0.16	0.03	12	4
Series GPW			0.08	(0.10)	30	(44)
Series GPWFB			0.27	(0.07)	–	–
Series GPWT5			0.12	(0.20)	6	(9)
Series GPWX			0.21	(0.04)	3	(1)
Series GW			(0.01)	(0.12)	(1)	(9)
Series I			0.02	(4.83)	1	(256)
Series J			0.09	(1.89)	–	(7)
Series O			0.86	(6.03)	631	(4,826)
Series PW			0.19	(3.15)	2,305	(40,947)
Series PWFB			0.16	(2.11)	35	(429)
Series PWFB5			0.21	(2.27)	2	(16)
Series PWR			0.07	(1.76)	23	(437)
Series PWT5			0.11	(2.04)	2	(28)
Series PWT8			0.12	(2.22)	181	(3,080)
Series PWX			0.40	(2.71)	24	(168)
Series PWX8			0.20	(1.91)	–	(6)
Series R			0.17	(5.15)	183	(2,472)
Series S			0.30	(1.81)	73	(568)
Series T5			0.08	(2.05)	1	(23)
Series T8			0.10	(2.09)	76	(1,906)
Series GLF			0.14	(0.01)	24	(3)
Series GLF5			0.21	(0.11)	2	(1)
Series LB			0.07	(1.51)	2	(3)
Series LF			0.13	(2.31)	9	(13)
Series LF5			0.23	(0.09)	–	–
Series LW			–	(0.59)	1	(2)
Series LW5			0.14	(0.14)	–	–
Series LX			0.11	(0.19)	–	–
					5,996	(102,890)

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

MACKENZIE BLUEWATER US GROWTH FUND

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

STATEMENTS OF CHANGES IN FINANCIAL POSITION

for the periods ended September 30 (in \$ 000 except per security amounts)

	Total		Series A		Series AR		Series D		Series DZ						
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022					
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS															
Beginning of period	686,371	752,350	205,902	254,039	10,874	8,895	19,059	1,769	1,775	2,068					
Increase (decrease) in net assets from operations	5,996	(102,890)	1,327	(33,580)	58	(1,300)	40	(1,944)	15	(270)					
Distributions paid to securityholders:															
Investment income	–	(1,632)	–	–	–	–	–	(81)	–	(2)					
Capital gains	–	–	–	–	–	–	–	–	–	–					
Return of capital	(1,349)	(1,858)	–	–	–	–	–	–	–	–					
Management fee rebates	(64)	(34)	(5)	(3)	–	–	–	–	–	–					
Total distributions paid to securityholders	(1,413)	(3,524)	(5)	(3)	–	–	–	(81)	–	(2)					
Security transactions:															
Proceeds from securities issued	45,937	50,468	6,780	9,778	1,708	1,669	6,584	17,412	–	–					
Proceeds from securities issued on merger	–	9,430	–	–	–	–	–	–	–	–					
Reinvested distributions	888	2,491	5	3	–	–	–	80	–	2					
Payments on redemption of securities	(59,741)	(88,899)	(20,796)	(35,753)	(643)	(621)	(713)	(749)	(85)	(214)					
Total security transactions	(12,916)	(26,510)	(14,011)	(25,972)	1,065	1,048	5,871	16,743	(85)	(212)					
Increase (decrease) in net assets attributable to securityholders	(8,333)	(132,924)	(12,689)	(59,555)	1,123	(252)	5,911	14,718	(70)	(484)					
End of period	678,038	619,426	193,213	194,484	11,997	8,643	24,970	16,487	1,705	1,584					
Increase (decrease) in fund securities (in thousands) (note 7):															
Securities outstanding – beginning of period			Securities	6,773	8,162	Securities	676	540	Securities	906	83	Securities	134	153	
Issued				220	344		104	111		300	849		–		
Issued on merger				–	–		–	–		–	–		–		
Reinvested distributions				–	–		–	–		–	4		–		
Redeemed				(674)	(1,235)		(39)	(41)		(33)	(40)		(6)	(17)	
Securities outstanding – end of period				6,319	7,271		741	610		1,173	896		128	136	
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS															
Beginning of period	67,682	71,642	2	2	4,535	7,516	226	265	3	3					
Increase (decrease) in net assets from operations	885	(9,490)	5	–	34	(972)	3	(31)	–	–					
Distributions paid to securityholders:															
Investment income	–	(417)	–	–	–	(58)	–	(1)	–	–					
Capital gains	–	–	–	–	–	–	–	–	–	–					
Return of capital	–	–	(4)	–	(125)	(285)	–	–	–	–					
Management fee rebates	–	–	–	–	–	–	–	–	–	–					
Total distributions paid to securityholders	–	(417)	(4)	–	(125)	(343)	–	(1)	–	–					
Security transactions:															
Proceeds from securities issued	7,049	4,342	197	–	12	179	9	13	–	–					
Proceeds from securities issued on merger	–	–	–	–	–	–	–	–	–	–					
Reinvested distributions	–	343	–	–	40	124	–	1	–	–					
Payments on redemption of securities	(7,269)	(6,928)	–	–	(1,932)	(639)	(47)	(56)	–	–					
Total security transactions	(220)	(2,243)	197	–	(1,880)	(336)	(38)	(42)	–	–					
Increase (decrease) in net assets attributable to securityholders	665	(12,150)	198	–	(1,971)	(1,651)	(35)	(74)	–	–					
End of period	68,347	59,492	200	2	2,564	5,865	191	191	3	3					
Increase (decrease) in fund securities (in thousands) (note 7):															
Securities outstanding – beginning of period	Securities	1,229	1,281	Securities	–	–	Securities	335	497	Securities	14	16	Securities	–	–
Issued				126	85		15	–	14		1	2		–	
Issued on merger				–	–		–	–	–		–	–		–	
Reinvested distributions				–	7		–	–	–		–	–		–	
Redeemed				(130)	(136)		–	–	(144)	(47)	(3)	(4)		–	
Securities outstanding – end of period				1,225	1,237		15	–	194	473	12	14		–	

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

MACKENZIE BLUEWATER US GROWTH FUND

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

STATEMENTS OF CHANGES IN FINANCIAL POSITION (cont'd)

for the periods ended September 30 (in \$ 000 except per security amounts)

	Series G		Series GF		Series GPW		Series GPWFB		Series GPWT5	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	347	387	953	–	4,428	–	13	–	694	–
Increase (decrease) in net assets from operations	4	(53)	12	4	30	(44)	–	–	6	(9)
Distributions paid to securityholders:										
Investment income	–	(1)	–	–	–	–	–	–	–	–
Capital gains	–	–	–	–	–	–	–	–	–	–
Return of capital	–	–	–	–	–	–	–	–	(17)	(33)
Management fee rebates	–	–	–	–	–	–	–	–	–	–
Total distributions paid to securityholders	–	(1)	–	–	–	–	–	–	(17)	(33)
Security transactions:										
Proceeds from securities issued	–	2	–	–	–	–	–	–	–	–
Proceeds from securities issued on merger	–	–	–	1,053	–	4,457	–	11	–	659
Reinvested distributions	–	1	–	–	–	–	–	–	–	–
Payments on redemption of securities	(20)	(26)	(82)	(212)	(411)	(284)	(9)	–	–	–
Total security transactions	(20)	(23)	(82)	841	(411)	4,173	(9)	11	–	659
Increase (decrease) in net assets attributable to securityholders	(16)	(77)	(70)	845	(381)	4,129	(9)	11	(11)	617
End of period	331	310	883	845	4,047	4,129	4	11	683	617
Increase (decrease) in fund securities (in thousands) (note 7):										
Securities outstanding – beginning of period	10	11	84	–	393	–	1	–	44	–
Issued	–	–	–	–	–	–	–	–	–	–
Issued on merger	–	–	–	105	–	446	–	1	–	44
Reinvested distributions	–	–	–	–	–	–	–	–	–	–
Redeemed	–	–	(7)	(20)	(36)	(28)	(1)	–	–	–
Securities outstanding – end of period	10	11	77	85	357	418	–	1	44	44
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	123	–	781	–	1,780	1,867	50	51	33,554	37,681
Increase (decrease) in net assets from operations	3	(1)	(1)	(9)	1	(256)	–	(7)	631	(4,826)
Distributions paid to securityholders:										
Investment income	–	–	–	–	–	(8)	–	–	–	(394)
Capital gains	–	–	–	–	–	–	–	–	–	–
Return of capital	–	–	–	–	–	–	–	–	–	–
Management fee rebates	–	–	–	–	–	–	–	–	–	–
Total distributions paid to securityholders	–	–	–	–	–	(8)	–	–	–	(394)
Security transactions:										
Proceeds from securities issued	–	–	–	–	92	88	–	–	1,015	399
Proceeds from securities issued on merger	–	109	–	740	–	–	–	–	–	–
Reinvested distributions	–	–	–	–	–	8	–	–	–	257
Payments on redemption of securities	(2)	–	(326)	(3)	(484)	(67)	–	–	(1,990)	(2,391)
Total security transactions	(2)	109	(326)	737	(392)	29	–	–	(975)	(1,735)
Increase (decrease) in net assets attributable to securityholders	1	108	(327)	728	(391)	(235)	–	(7)	(344)	(6,955)
End of period	124	108	454	728	1,389	1,632	50	44	33,210	30,726
Increase (decrease) in fund securities (in thousands) (note 7):										
Securities outstanding – beginning of period	11	–	69	–	51	52	4	4	743	826
Issued	–	–	–	–	2	3	–	–	22	9
Issued on merger	–	11	–	74	–	–	–	–	–	–
Reinvested distributions	–	–	–	–	–	–	–	–	–	7
Redeemed	–	–	(29)	–	(14)	(2)	–	–	(43)	(59)
Securities outstanding – end of period	11	11	40	74	39	53	4	4	722	783

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

MACKENZIE BLUEWATER US GROWTH FUND

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

STATEMENTS OF CHANGES IN FINANCIAL POSITION (cont'd)

for the periods ended September 30 (in \$ 000 except per security amounts)

	Series T5		Series T8		Series GLF		Series GLF5		Series LB	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	111	154	10,497	14,125	2,173	–	172	–	215	–
Increase (decrease) in net assets from operations	1	(23)	76	(1,906)	24	(3)	2	(1)	2	(3)
Distributions paid to securityholders:										
Investment income	–	–	–	–	–	–	–	–	–	–
Capital gains	–	–	–	–	–	–	–	–	–	–
Return of capital	(3)	(4)	(384)	(644)	–	–	(4)	(8)	–	–
Management fee rebates	–	–	(2)	(1)	–	–	–	–	–	–
Total distributions paid to securityholders	(3)	(4)	(386)	(645)	–	–	(4)	(8)	–	–
Security transactions:										
Proceeds from securities issued	6	–	92	474	–	–	–	1	95	83
Proceeds from securities issued on merger	–	–	–	–	–	2,251	–	150	–	–
Reinvested distributions	1	2	288	447	–	–	4	8	–	–
Payments on redemption of securities	–	–	(1,463)	(1,556)	(359)	(171)	–	–	(24)	(21)
Total security transactions	7	2	(1,083)	(635)	(359)	2,080	4	159	71	62
Increase (decrease) in net assets attributable to securityholders	5	(25)	(1,393)	(3,186)	(335)	2,077	2	150	73	59
End of period	116	129	9,104	10,939	1,838	2,077	174	150	288	59
Increase (decrease) in fund securities (in thousands) (note 7):										
Securities outstanding – beginning of period	8	10	789	938	191	–	11	–	19	–
Issued	1	1	7	34	–	–	–	–	9	8
Issued on merger	–	–	–	–	–	225	–	10	–	–
Reinvested distributions	–	–	22	35	–	–	–	1	–	–
Redeemed	–	–	(110)	(115)	(31)	(16)	–	–	(2)	(2)
Securities outstanding – end of period	9	11	708	892	160	209	11	11	26	6

	Series LF		Series LF5		Series LW		Series LW5		Series LX	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	453	–	1	–	138	–	1	–	1	–
Increase (decrease) in net assets from operations	9	(13)	–	–	1	(2)	–	–	–	–
Distributions paid to securityholders:										
Investment income	–	–	–	–	–	–	–	–	–	–
Capital gains	–	–	–	–	–	–	–	–	–	–
Return of capital	–	–	–	–	–	–	–	–	–	–
Management fee rebates	–	–	–	–	–	–	–	–	–	–
Total distributions paid to securityholders	–	–	–	–	–	–	–	–	–	–
Security transactions:										
Proceeds from securities issued	451	192	–	1	119	39	–	1	–	1
Proceeds from securities issued on merger	–	–	–	–	–	–	–	–	–	–
Reinvested distributions	–	–	–	–	–	–	–	–	–	–
Payments on redemption of securities	(36)	–	–	–	(44)	–	–	–	–	–
Total security transactions	415	192	–	1	75	39	–	1	–	1
Increase (decrease) in net assets attributable to securityholders	424	179	–	1	76	37	–	1	–	1
End of period	877	179	1	1	214	37	1	1	1	1
Increase (decrease) in fund securities (in thousands) (note 7):										
Securities outstanding – beginning of period	40	–	–	–	12	–	–	–	–	–
Issued	39	18	–	–	11	4	–	–	–	–
Issued on merger	–	–	–	–	–	–	–	–	–	–
Reinvested distributions	–	–	–	–	–	–	–	–	–	–
Redeemed	(3)	–	–	–	(4)	–	–	–	–	–
Securities outstanding – end of period	76	18	–	–	19	4	–	–	–	–

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

MACKENZIE BLUEWATER US GROWTH FUND

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

STATEMENTS OF CASH FLOWS

for the periods ended September 30 (in \$ 000)

	2023	2022
	\$	\$
Cash flows from operating activities		
Net increase (decrease) in net assets attributable to securityholders from operations	5,996	(102,890)
Adjustments for:		
Net realized loss (gain) on investments	2,886	63,107
Change in net unrealized loss (gain) on investments	(11,449)	33,606
Purchase of investments	(90,615)	(186,831)
Proceeds from sale and maturity of investments	121,282	226,311
(Increase) decrease in accounts receivable and other assets	54	20
Increase (decrease) in accounts payable and other liabilities	(2)	(7)
Net cash provided by (used in) operating activities	28,152	33,316
Cash flows from financing activities		
Proceeds from securities issued	39,940	43,207
Payments on redemption of securities	(53,869)	(81,569)
Distributions paid net of reinvestments	(525)	(1,029)
Net cash provided by (used in) financing activities	(14,454)	(39,391)
Net increase (decrease) in cash and cash equivalents	13,698	(6,075)
Cash and cash equivalents at beginning of period	16,744	24,601
Effect of exchange rate fluctuations on cash and cash equivalents	(42)	578
Cash and cash equivalents at end of period	30,400	19,104
Cash	30,400	19,104
Cash equivalents	—	—
Cash and cash equivalents at end of period	30,400	19,104
Supplementary disclosures on cash flow from operating activities:		
Dividends received	3,292	3,821
Foreign taxes paid	537	489
Interest received	583	202
Interest paid	—	—

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

MACKENZIE BLUEWATER US GROWTH FUND

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

SCHEDULE OF INVESTMENTS

as at September 30, 2023

	Country	Sector	Par Value/ Number of Shares/Units	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES					
Accenture PLC Class A	United States	Information Technology	70,929	28,109	29,570
Alcon Inc. ADR	Switzerland	Health Care	149,258	14,390	15,614
Alphabet Inc. Class A	United States	Communication Services	53,179	9,016	9,447
Amphenol Corp. Class A	United States	Information Technology	245,492	22,285	27,990
Aon PLC	United States	Financials	69,035	22,436	30,385
Apple Inc.	United States	Information Technology	82,857	20,779	19,257
Becton, Dickinson and Co.	United States	Health Care	69,789	23,308	24,493
Copart Inc.	United States	Industrials	57,790	3,400	3,380
Costco Wholesale Corp.	United States	Consumer Staples	33,710	21,255	25,853
Danaher Corp.	United States	Health Care	52,979	19,568	17,843
Fastenal Co.	United States	Industrials	175,362	12,701	13,007
Gartner Inc.	United States	Information Technology	45,270	18,499	21,116
Intuitive Surgical Inc.	United States	Health Care	15,297	4,159	6,070
Keysight Technologies Inc.	United States	Information Technology	123,663	25,304	22,211
Linde PLC (New York Stock Exchange)	United Kingdom	Materials	52,730	21,549	26,653
LVMH Moët Hennessy Louis Vuitton SE	France	Consumer Discretionary	11,789	12,292	12,074
McDonald's Corp.	United States	Consumer Discretionary	61,799	23,795	22,100
Microsoft Corp.	United States	Information Technology	76,702	27,362	32,878
ON Semiconductor Corp.	United States	Information Technology	206,748	16,155	26,087
PepsiCo Inc.	United States	Consumer Staples	96,172	20,216	22,121
The Progressive Corp.	United States	Financials	99,215	16,598	18,761
Roper Technologies Inc.	United States	Information Technology	50,470	28,793	33,180
S&P Global Inc.	United States	Financials	45,058	22,215	22,351
Schneider Electric SE	United States	Industrials	113,122	24,905	25,317
Starbucks Corp.	United States	Consumer Discretionary	108,920	13,973	13,495
Steris PLC	United States	Health Care	37,260	10,165	11,098
Synopsys Inc.	United States	Information Technology	43,239	16,369	26,940
Thermo Fisher Scientific Inc.	United States	Health Care	40,638	28,805	27,923
Trane Technologies PLC	United States	Industrials	101,296	23,801	27,902
Verisk Analytics Inc.	United States	Industrials	39,864	9,877	12,784
Visa Inc. Class A	United States	Financials	56,708	17,183	17,706
Total equities				579,262	645,606
Transaction costs				(274)	–
Total investments				578,988	645,606
Derivative instruments (see schedule of derivative instruments)					(2,504)
Cash and cash equivalents					30,400
Other assets less liabilities					4,536
Net assets attributable to securityholders					678,038

MACKENZIE BLUEWATER US GROWTH FUND

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

SUMMARY OF INVESTMENT PORTFOLIO

SEPTEMBER 30, 2023

PORTFOLIO ALLOCATION	% OF NAV
Equities	95.2
Cash and cash equivalents	4.5
Other assets (liabilities)	0.3

REGIONAL ALLOCATION	% OF NAV
United States	79.0
Ireland	8.4
France	5.5
Cash and cash equivalents	4.5
Switzerland	2.3
Other assets (liabilities)	0.3

SECTOR ALLOCATION	% OF NAV
Information technology	35.2
Health care	15.2
Financials	13.2
Industrials	12.2
Consumer staples	7.1
Consumer discretionary	7.0
Cash and cash equivalents	4.5
Materials	3.9
Communication services	1.4
Other assets (liabilities)	0.3

MARCH 31, 2023

PORTFOLIO ALLOCATION	% OF NAV
Equities	97.6
Cash and short-term investments	2.4

REGIONAL ALLOCATION	% OF NAV
United States	82.4
Ireland	9.2
France	3.5
Cash and short-term investments	2.4
Switzerland	1.3
Hong Kong	1.2

SECTOR ALLOCATION	% OF NAV
Information technology	33.4
Health care	17.2
Industrials	14.4
Financials	12.1
Consumer staples	9.9
Consumer discretionary	5.8
Materials	3.7
Cash and short-term investments	2.4
Communication services	1.1

MACKENZIE BLUEWATER US GROWTH FUND

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

SCHEDULE OF DERIVATIVE INSTRUMENTS

as at September 30, 2023

Schedule of Forward Currency Contracts

Counterparty Credit Rating	Currency to be Received (\$ 000)		Currency to be Delivered (\$ 000)		Settlement Date	Contract Cost (\$ 000)	Current Fair Value (\$ 000)	Unrealized Gains (\$ 000)	Unrealized Losses (\$ 000)
AA	980	CAD	(745)	USD	Oct. 6, 2023	(980)	(1,012)	–	(32)
A	45,695	CAD	(34,747)	USD	Oct. 6, 2023	(45,695)	(47,168)	–	(1,473)
AA	435	USD	(584)	CAD	Oct. 6, 2023	584	591	7	–
AA	1,220	USD	(1,654)	CAD	Oct. 6, 2023	1,654	1,656	2	–
A	15,260	CAD	(11,496)	USD	Oct. 13, 2023	(15,260)	(15,606)	–	(346)
AA	10,052	CAD	(7,620)	USD	Oct. 13, 2023	(10,052)	(10,344)	–	(292)
AA	2,845	CAD	(2,090)	USD	Oct. 20, 2023	(2,845)	(2,838)	7	–
AA	41,470	CAD	(30,815)	USD	Nov. 3, 2023	(41,470)	(41,830)	–	(360)
AA	1,130	USD	(1,526)	CAD	Nov. 3, 2023	1,526	1,534	8	–
A	9,477	CAD	(7,000)	USD	Nov. 9, 2023	(9,477)	(9,502)	–	(25)
Total forward currency contracts								24	(2,528)
Total Derivative assets									24
Total Derivative liabilities									(2,528)

MACKENZIE BLUEWATER US GROWTH FUND

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

NOTES TO FINANCIAL STATEMENTS

1. Fiscal Periods and General Information

The information provided in these financial statements and notes thereto is for the six-month periods ended or as at September 30, 2023 and 2022, except for the comparative information presented in the Statements of Financial Position and notes thereto, which is as at March 31, 2023, as applicable. In the year a Fund or series is established or reinstated, 'period' represents the period from inception or reinstatement. Where a series of a Fund was terminated during either period, the information for the series is provided up to close of business on the termination date. Refer to Note 10 for the formation date of the Fund and the inception date of each series.

The Fund is organized as an open-ended mutual fund trust established under the laws of the Province of Ontario pursuant to a Declaration of Trust as amended and restated from time to time. The address of the Fund's registered office is 180 Queen Street West, Toronto, Ontario, Canada. The Fund is authorized to issue an unlimited number of units (referred to as "security" or "securities") of multiple series. Series of the Fund are available for sale under Simplified Prospectus or exempt distribution options.

Mackenzie Financial Corporation ("Mackenzie") is the manager of the Fund and is wholly owned by IGM Financial Inc., a subsidiary of Power Corporation of Canada. Canada Life Investment Management Ltd. ("CLIML") is wholly owned by The Canada Life Assurance Company ("Canada Life"), a subsidiary of Power Corporation of Canada. Investments in companies within the Power Group of companies held by the Fund are identified in the Schedule of Investments.

2. Basis of Preparation and Presentation

These unaudited interim financial statements ("financial statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS"), including international Accounting Standard ("IAS") 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board ("IASB"). These financial statements were prepared using the same accounting policies, critical accounting judgements and estimates as applied in the Fund's most recent audited annual financial statements for the year ended March 31, 2023. A summary of the Fund's significant accounting policies under IFRS is presented in Note 3.

These financial statements are presented in Canadian dollars, which is the Fund's functional and presentation currency, and rounded to the nearest thousand unless otherwise indicated. These financial statements are prepared on a going concern basis using the historical cost basis, except for financial instruments that have been measured at fair value.

These financial statements were authorized for issue by the Board of Directors of Mackenzie Financial Corporation on November 13, 2023.

3. Significant Accounting Policies

(a) Financial instruments

Financial instruments include financial assets and liabilities such as debt and equity securities, open-ended investment funds and derivatives. The Fund classifies and measures financial instruments in accordance with IFRS 9, *Financial Instruments* ("IFRS 9"). Upon initial recognition, financial instruments are classified as fair value through profit or loss ("FVTPL"). All financial instruments are recognized in the Statement of Financial Position when the Fund becomes a party to the contractual requirements of the instrument. Financial assets are derecognized when the right to receive cash flows from the instrument has expired or the Fund has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognized when the obligation is discharged, cancelled or expires. Investment purchase and sale transactions are recorded as of the trade date.

Financial instruments are subsequently measured at FVTPL with changes in fair value recognized in the Statement of Comprehensive Income – Other changes in fair value of investments and other net assets – Net unrealized gain (loss).

The cost of investments is determined on a weighted average cost basis.

Realized and unrealized gains and losses on investments are calculated based on the weighted average cost of investments and exclude commissions and other portfolio transaction costs, which are separately reported in the Statement of Comprehensive Income – Commissions and other portfolio transaction costs.

Gains and losses arising from changes in the fair value of the investments are included in the Statement of Comprehensive Income for the period in which they arise.

The Fund accounts for its holdings in unlisted open-ended investment funds, private funds ("Underlying Funds") and Exchange-Traded Funds ("ETFs"), if any, at FVTPL. For private funds, the Manager will rely on the valuations provided by the managers of the private funds, which represents the Fund's proportionate share of the net assets of these private funds. The Fund's investment in Underlying Funds and ETFs, if any, is presented in the Schedule of Investments at fair value which represents the Fund's maximum exposure on these investments.

The Fund's redeemable securities entitle securityholders the right to redeem their interest in the Fund for cash equal to their proportionate share of the net asset value of the Fund, amongst other contractual rights. The Fund's redeemable securities meet the criteria for classification as financial liabilities under IAS 32, *Financial Instruments: Presentation*. The Fund's obligation for net assets attributable to securityholders is presented at the redemption amount.

IAS 7, *Statement of Cash Flows*, requires disclosures related to changes in liabilities and assets, such as the securities of the Fund, arising from financing activities. Changes in securities of the Fund, including both changes from cash flows and non-cash changes, are included in the Statement of Changes in Financial Position.

Any changes in the securities not settled in cash as at the end of the period are presented as either Accounts receivable for securities issued or Accounts payable for securities redeemed in the Statement of Financial Position. These accounts receivable and accounts payable amounts typically settle shortly after period-end.

(b) Fair value measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

MACKENZIE BLUEWATER US GROWTH FUND

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

NOTES TO FINANCIAL STATEMENTS

3. Significant Accounting Policies (cont'd)

(b) Fair value measurement (cont'd)

Investments listed on a public securities exchange or traded on an over-the-counter market are valued on the basis of the last traded market price or close price recorded by the security exchange on which the security is principally traded, where this price falls within the quoted bid-ask spread for the investment. In circumstances where this price is not within the bid-ask spread, Mackenzie determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. Mutual fund securities of an underlying fund are valued on a business day at the price calculated by the manager of such underlying fund in accordance with the constating documents of such underlying fund. Unlisted or non-exchange traded investments, or investments where a last sale or close price is unavailable or investments for which market quotations are, in Mackenzie's opinion, inaccurate, unreliable, or not reflective of all available material information, are valued at their fair value as determined by Mackenzie using appropriate and accepted industry valuation techniques including valuation models. The fair value determined using valuation models requires the use of inputs and assumptions based on observable market data including volatility and other applicable rates or prices. In limited circumstances, the fair value may be determined using valuation techniques that are not supported by observable market data.

Cash and cash equivalents which includes cash on deposit with financial institutions and short-term investments that are readily convertible to cash, are subject to an insignificant risk of changes in value, and are used by the Fund in the management of short-term commitments. Cash and cash equivalents are reported at fair value which closely approximates their amortized cost due to their nature of being highly liquid and having short terms to maturity. Bank overdraft positions are presented under current liabilities as bank indebtedness in the Statement of Financial Position.

The Fund may use derivatives (such as written options, futures, forward contracts, swaps or customized derivatives) to hedge against losses caused by changes in securities prices, interest rates or exchange rates. The Fund may also use derivatives for non-hedging purposes in order to invest indirectly in securities or financial markets, to gain exposure to other currencies, to seek to generate additional income, and/or for any other purpose considered appropriate by the Fund's portfolio manager(s), provided that the use of the derivative is consistent with the Fund's investment objectives. Any use of derivatives will comply with Canadian mutual fund laws, subject to the regulatory exemptions granted to the Fund, as applicable.

Valuations of derivative instruments are carried out daily, using normal exchange reporting sources for exchange-traded derivatives and specific broker enquiry for over-the-counter derivatives.

The value of forward contracts is the gain or loss that would be realized if, on the valuation date, the positions were to be closed out. The change in value of forward contracts is included in the Statement of Comprehensive Income – Other changes in fair value of investments and other net assets – Net unrealized gain (loss).

The value of futures contracts or swaps fluctuates daily, and cash settlements made daily, where applicable, by the Fund are equal to the change in unrealized gains or losses that are best determined at the settlement price. These unrealized gains or losses are recorded and reported as such until the Fund closes out the contract or the contract expires. Margin paid or deposited in respect of futures contracts or swaps is reflected as a receivable in the Statement of Financial Position – Margin on derivatives. Any change in the variation margin requirement is settled daily.

Premiums paid for purchasing an option are recorded in the Statement of Financial Position – Investments at fair value.

Premiums received from writing options are included in the Statement of Financial Position as a liability and subsequently adjusted daily to fair value. If a written option expires unexercised, the premium received is recognized as a realized gain. If a written call option is exercised, the difference between the proceeds of the sale plus the value of the premium, and the cost of the security is recognized as a realized gain or loss. If a written put option is exercised, the cost of the security acquired is the exercise price of the option less the premium received.

Refer to the Schedule of Derivative Instruments and Schedule of Options Purchased/Written, as applicable, included in the Schedule of Investments for a listing of derivative and options positions as at September 30, 2023.

The Fund categorizes the fair value of its assets and liabilities into three categories, which are differentiated based on the observable nature of the inputs and extent of estimation required.

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly. Examples of Level 2 valuations include quoted prices for similar securities, quoted prices on inactive markets and from recognized investment dealers, and the application of factors derived from observable data to non-North American quoted prices in order to estimate the impact of differences in market closing times.

Financial instruments classified as Level 2 investments are valued based on the prices provided by an independent reputable pricing services company who prices the securities based on recent transactions and quotes received from market participants and through incorporating observable market data and using standard market convention practices. Short-term investments classified as Level 2 investments are valued based on amortized cost plus accrued interest which closely approximates fair value.

The estimated fair values for these securities may be different from the values that would have been used had a ready market for the investment existed; and

Level 3 – Inputs that are not based on observable market data.

The inputs are considered observable if they are developed using market data, such as publicly available information about actual events or transactions, and that reflect the assumption that market participants would use when pricing the asset or liability.

See Note 10 for the fair value classifications of the Fund.

(c) Income recognition

Interest income for distribution purposes represents the coupon interest received by the Fund which is accounted for on an accrual basis. The Fund does not amortize premiums paid or discounts received on the purchase of fixed income securities except for zero coupon bonds, which are amortized on a straight-line basis. Dividends are accrued as of the ex-dividend date. Unrealized gains or losses on investments, realized gains or losses on the sale of investments, including foreign exchange gains or losses on such investments, are calculated on an average cost basis. Distributions received from an underlying fund are included in interest income, dividend income, realized gains (losses) on sale of investments or fee rebate income, as appropriate, on the ex-dividend or distribution date.

MACKENZIE BLUEWATER US GROWTH FUND

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

NOTES TO FINANCIAL STATEMENTS

3. Significant Accounting Policies (cont'd)

(c) Income recognition (cont'd)

Income, realized gains (losses) and unrealized gains (losses) are allocated daily among the series on a pro-rata basis.

(d) Commissions and other portfolio transaction costs

Commissions and other portfolio transaction costs are costs incurred to acquire, issue or dispose of financial assets or liabilities. They include fees and commissions paid to agents, exchanges, brokers, dealers and other intermediaries. The total brokerage commissions incurred by the Fund in connection with portfolio transactions for the periods, together with other transaction charges, is disclosed in the Statements of Comprehensive Income. Brokerage business is allocated to brokers based on the best net result for the Fund. Subject to this criteria, commissions may be paid to brokerage firms which provide (or pay for) certain services, other than order execution, which may include investment research, analysis and reports, and databases or software in support of these services. Where applicable and ascertainable, the value of these services generated during the periods is disclosed in Note 10. The value of certain proprietary services provided by brokers cannot be reasonably estimated.

(e) Securities lending, repurchase and reverse repurchase transactions

The Fund is permitted to enter into securities lending, repurchase and reverse repurchase transactions as set out in the Fund's Simplified Prospectus. These transactions involve the temporary exchange of securities for collateral with a commitment to redeliver the same securities on a future date.

Income is earned from these transactions in the form of fees paid by the counterparty and, in certain circumstances, interest paid on cash or securities held as collateral. Income earned from these transactions is included in the Statement of Comprehensive Income and recognized when earned. Securities lending transactions are administered by The Bank of New York Mellon (the "Securities Lending Agent"). The value of cash or securities held as collateral must be at least 102% of the fair value of the securities loaned, sold or purchased.

Note 10 summarizes the details of securities loaned and collateral received as at the end of period, as well as a reconciliation of securities lending income during the period, if applicable. Collateral received is comprised of debt obligations of the Government of Canada and other countries, Canadian provincial and municipal governments, and financial institutions.

(f) Offsetting

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position only when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. In the normal course of business, the Fund enters into various master netting agreements or similar agreements that do not meet the criteria for offsetting in the Statement of Financial Position but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or termination of the contracts. Note 10 summarizes the details of such offsetting, if applicable, subject to master netting arrangements or other similar agreements and the net impact to the Statements of Financial Position if all such rights were exercised.

Income and expenses are not offset in the Statement of Comprehensive Income unless required or permitted to by an accounting standard, as specifically disclosed in the IFRS policies of the Fund.

(g) Currency

The functional and presentation currency of the Fund is Canadian dollars. Foreign currency purchases and sales of investments and foreign currency dividend and interest income and expenses are translated to Canadian dollars at the rate of exchange prevailing at the time of the transactions.

Foreign exchange gains (losses) on purchases and sales of foreign currencies are included in the Statement of Comprehensive Income – Other changes in fair value of investments and other net assets – Net realized gain (loss).

The fair value of investments and other assets and liabilities, denominated in foreign currencies, are translated to Canadian dollars at the rate of exchange prevailing on each business day.

(h) Net assets attributable to securityholders per security

Net assets attributable to securityholders per security is computed by dividing the net assets attributable to securityholders of a series of securities on a business day by the total number of securities of the series outstanding on that day.

(i) Net asset value per security

The daily Net Asset Value ("NAV") of an investment fund may be calculated without reference to IFRS as per the Canadian Securities Administrators' ("CSA") regulations. The difference between NAV and Net assets attributable to securityholders (as reported in the financial statements), if any, is mainly due to differences in fair value of investments and other financial assets and liabilities and is disclosed in Note 10.

(j) Increase (decrease) in net assets attributable to securityholders from operations per security

Increase (decrease) in net assets attributable to securityholders from operations per security in the Statement of Comprehensive Income represents the increase (decrease) in net assets attributable to securityholders from operations for the period, divided by the weighted average number of securities outstanding during the period.

(k) Mergers

In a fund merger, the Fund acquires all of the assets and assumes all of the liabilities of the terminating fund at fair value in exchange for securities of the Fund on the effective date of the merger.

(l) Future accounting changes

The Fund has determined there are no material implications to the Fund's financial statements arising from IFRS issued but not yet effective.

MACKENZIE BLUEWATER US GROWTH FUND

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

NOTES TO FINANCIAL STATEMENTS

4. Critical Accounting Estimates and Judgments

The preparation of these financial statements requires management to make estimates and assumptions that primarily affect the valuation of investments. Estimates and assumptions are reviewed on an ongoing basis. Actual results may differ from these estimates.

The following discusses the most significant accounting judgments and estimates made in preparing the financial statements:

Use of Estimates

Fair value of securities not quoted in an active market

The Fund may hold financial instruments that are not quoted in active markets and are valued using valuation techniques that make use of observable data, to the extent practicable. Various valuation techniques are utilized, depending on a number of factors, including comparison with similar instruments for which observable market prices exist and recent arm's length market transactions. Key inputs and assumptions used are company specific and may include estimated discount rates and expected price volatilities. Changes in key inputs, could affect the reported fair value of these financial instruments held by the Fund.

Use of Judgments

Classification and measurement of investments

In classifying and measuring financial instruments held by the Fund, Mackenzie is required to make significant judgments in order to determine the most appropriate classification in accordance with IFRS 9. Mackenzie has assessed the Fund's business model, the manner in which all financial instruments are managed and performance evaluated as a group on a fair value basis, and concluded that FVTPL in accordance with IFRS 9 provides the most appropriate measurement and presentation of the Fund's financial instruments.

Functional currency

The Fund's functional and presentation currency is the Canadian dollar, which is the currency considered to best represent the economic effects of the Fund's underlying transactions, events and conditions taking into consideration the manner in which securities are issued and redeemed and how returns and performance by the Fund are measured.

Interest in unconsolidated structured entities

In determining whether an Underlying Fund or an ETF in which the Fund invests, but that it does not consolidate, meets the definition of a structured entity, Mackenzie is required to make significant judgments about whether these underlying funds have the typical characteristics of a structured entity. These Underlying Funds do meet the definition of a structured entity because:

- I. The voting rights in the Underlying Funds are not dominant factors in deciding who controls them;
- II. the activities of the Underlying Funds are restricted by their offering documents; and
- III. the Underlying Funds have narrow and well-defined investment objectives to provide investment opportunities for investors while passing on the associated risks and rewards.

As a result, such investments are accounted for at FVTPL. Note 10 summarizes the details of the Funds' interest in these Underlying Funds, if applicable.

5. Income Taxes

The Fund qualifies as a mutual fund trust under the provisions of the Income Tax Act (Canada) and, accordingly, is subject to tax on its income including net realized capital gains in the taxation year, which is not paid or payable to its securityholders as at the end of the taxation year. The Fund maintains a December year-end for tax purposes. The Fund may be subject to withholding taxes on foreign income. In general, the Fund treats withholding tax as a charge against income for tax purposes. The Fund will distribute sufficient amounts from net income for tax purposes, as required, so that the Fund will not pay income taxes other than refundable tax on capital gains, if applicable.

Losses of the Fund cannot be allocated to investors and are retained in the Fund for use in future years. Non-capital losses may be carried forward up to 20 years to reduce taxable income and realized capital gains of future years. Capital losses may be carried forward indefinitely to reduce future realized capital gains. Refer to Note 10 for the Fund's loss carryforwards.

6. Management Fees and Operating Expenses

Mackenzie is paid a management fee for managing the investment portfolio, providing investment analysis and recommendations, making investment decisions, making brokerage arrangements relating to the purchase and sale of the investment portfolio and making arrangements with registered dealers for the purchase and sale of securities of the Fund by investors. The management fee is calculated on each series of securities of the Fund as a fixed annual percentage of the daily net asset value of the series.

Each series of the Fund, except B-Series, is charged a fixed rate annual administration fee ("Administration Fee") and in return, Mackenzie bears all of the operating expenses of the Fund, other than certain specified fund costs. The Administration Fee is calculated on each series of securities of the Fund as a fixed annual percentage of the daily net asset value of the series.

Other fund costs include taxes (including, but not limited to GST/HST and income tax), interest and borrowing costs, all fees and expenses of the Mackenzie Funds' Independent Review Committee (IRC), costs of complying with the regulatory requirement to produce Fund Facts, fees paid to external service providers associated with tax reclaims, refunds or the preparation of foreign tax reports on behalf of the Funds, new fees related to external services that were not commonly charged in the Canadian mutual fund industry and introduced after the date of the most recently filed simplified prospectus, and the costs of complying with any new regulatory requirements, including, without limitation, any new fees introduced after the date of the most recently filed simplified prospectus.

All expenses relating to the operation of the Fund attributable to B-Series securities will be charged to that particular series. Operating expenses include legal, audit, transfer agent, custodian, administration and trustee services, cost of financial reporting and Simplified Prospectus printing, regulatory filing fees and other miscellaneous expenses specifically attributable to the B-Series securities and any applicable taxes.

MACKENZIE BLUEWATER US GROWTH FUND

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

NOTES TO FINANCIAL STATEMENTS

6. Management Fees and Operating Expenses (cont'd)

Mackenzie may waive or absorb management fees and/or Administration Fees at its discretion and stop waiving or absorbing such fees at any time without notice. Refer to Note 10 for the management fee and Administration Fee rates charged to each series of securities.

7. Fund's Capital

The capital of the Fund, which is comprised of the net assets attributable to securityholders, is divided into different series with each series having an unlimited number of securities. The securities outstanding for the Fund as at September 30, 2023 and 2022 and securities issued, reinvested and redeemed for the periods are presented in the Statement of Changes in Financial Position. Mackenzie manages the capital of the Fund in accordance with the investment objectives as discussed in Note 10.

8. Financial Instruments Risk

i. Risk exposure and management

The Fund's investment activities expose it to a variety of financial risks, as defined in IFRS 7, *Financial Instruments: Disclosures* ("IFRS 7"). The Fund's exposure to financial risks is concentrated in its investments, which are presented in the Schedule of Investments, as at September 30, 2023, grouped by asset type, with geographic and sector information.

Mackenzie seeks to minimize potential adverse effects of financial risks on the Fund's performance by employing professional, experienced portfolio advisors, by monitoring the Fund's positions and market events daily, by diversifying the investment portfolio within the constraints of the Fund's investment objectives, and where applicable, by using derivatives to hedge certain risk exposures. To assist in managing risks, Mackenzie also maintains a governance structure that oversees the Fund's investment activities and monitors compliance with the Fund's stated investment strategy, internal guidelines, and securities regulations.

ii. Liquidity risk

Liquidity risk arises when the Fund encounters difficulty in meeting its financial obligations as they become due. The Fund is exposed to liquidity risk due to potential daily cash redemptions of redeemable securities. In order to monitor the liquidity of its assets, the Fund utilizes a liquidity risk management program that calculates the number of days to convert the investments held by the Fund into cash using a multi-day liquidation approach. This liquidity risk analysis assesses the Fund's liquidity against predetermined minimum liquidity percentages established for different time periods and is monitored quarterly. In addition, the Fund has the ability to borrow up to 5% of its net assets for the purposes of funding redemptions.

In order to comply with securities regulations, the Fund must maintain at least 85% of its assets in liquid investments (i.e., investments that can be readily sold).

iii. Currency risk

Currency risk is the risk that financial instruments which are denominated or exchanged in a currency other than the Canadian dollar, which is the Fund's functional currency, will fluctuate due to changes in exchange rates. Generally, foreign denominated investments increase in value when the value of the Canadian dollar (relative to foreign currencies) falls. Conversely, when the value of the Canadian dollar rises relative to foreign currencies, the values of foreign denominated investments fall.

Note 10 indicates the foreign currencies, if applicable, to which the Fund had significant exposure, including both monetary and non-monetary financial instruments, and illustrates the potential impact, in Canadian dollar terms, to the Fund's net assets had the Canadian dollar strengthened or weakened by 5% relative to all foreign currencies, all other variables held constant. In practice, the actual trading results may differ and the difference could be material.

The Fund's sensitivity to currency risk illustrated in Note 10 includes potential indirect impacts from underlying funds and ETFs in which the Fund invests, and/or derivative contracts including forward currency contracts. Other financial assets and liabilities (including dividends and interest receivable, and receivables/payables for investments sold/purchased) that are denominated in foreign currencies do not expose the Fund to significant currency risk.

iv. Interest rate risk

Interest rate risk arises on interest-bearing financial instruments. The Fund is exposed to the risk that the value of interest-bearing financial instruments will fluctuate due to changes in the prevailing levels of market interest rates. Generally, these securities increase in value when interest rates fall and decrease in value when interest rates rise.

If significant, Note 10 summarizes the Fund's interest-bearing financial instruments by remaining term to maturity and illustrates the potential impact to the Fund's net assets had prevailing interest rates increased or decreased by 1%, assuming a parallel shift in the yield curve, all other variables held constant. The Fund's sensitivity to interest rate changes was estimated using weighted average duration. In practice, the actual trading results may differ and the difference could be material.

The Fund's sensitivity to interest rate risk illustrated in Note 10 includes potential indirect impacts from underlying funds and ETFs in which the Fund invests, and/or derivative contracts. Cash and cash equivalents and other money market instruments are short term in nature and are not generally subject to significant amounts of interest rate risk.

v. Other price risk

Other price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment. All investments present a risk of loss of capital. This risk is managed through a careful selection of investments and other financial instruments within the parameters of the investment strategies. Except for certain derivative contracts, the maximum risk resulting from financial instruments is equivalent to their fair value. The maximum risk of loss on certain derivative contracts such as forwards, swaps, and futures contracts is equal to their notional values. In the case of written call (put) options and short futures contracts, the loss to the Fund continues to increase, theoretically without limit, as the fair value of the underlying interest increases (decreases). However, these instruments are generally used within the overall investment management process to manage the risk from the underlying investments and do not typically increase the overall risk of loss to the Fund. This risk is mitigated by ensuring that the Fund holds a combination of the underlying interest, cash cover and/or margin that is equal to or greater than the value of the derivative contract.

MACKENZIE BLUEWATER US GROWTH FUND

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NOTES TO FINANCIAL STATEMENTS

8. Financial Instruments Risk (cont'd)

v. Other price risk (cont'd)

Other price risk typically arises from exposure to equity and commodity securities. If significant, Note 10 illustrates the potential increase or decrease in the Fund's net assets, had the prices on the respective exchanges for these securities increased or decreased by 10%, all other variables held constant. In practice, the actual trading results may differ and the difference could be material.

The Fund's sensitivity to other price risk illustrated in Note 10 includes potential indirect impacts from underlying funds and ETFs in which the Fund invests, and/or derivative contracts.

vi. Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Fund. Note 10 summarizes the Fund's exposure, if applicable and significant, to credit risk.

If presented, credit ratings and rating categories are based on ratings issued by a designated rating organization. Indirect exposure to credit risk may arise from fixed-income securities, such as bonds, held by underlying funds and ETFs, if any. The fair value of debt securities includes consideration of the creditworthiness of the debt issuer.

To minimize the possibility of settlement default, securities are exchanged for payment simultaneously, where market practices permit, through the facilities of a central depository and/or clearing agency where customary.

The carrying amount of investments and other assets represents the maximum credit risk exposure as at the date of the Statement of Financial Position. The Fund may enter into securities lending transactions with counterparties and it may also be exposed to credit risk from the counterparties to the derivative instruments it may use. Credit risk associated with these transactions is considered minimal as all counterparties have a rating equivalent to a designated rating organization's credit rating of not less than A-1 (low) on their short-term debt and of A on their long-term debt, as applicable.

vii. Underlying funds

The Fund may invest in underlying funds and may be indirectly exposed to currency risk, interest rate risk, other price risk and credit risk from fluctuations in the value of financial instruments held by the underlying funds. Note 10 summarizes the Fund's exposure, if applicable and significant, to these risks from underlying funds.

9. Other Information

Abbreviations

Foreign currencies, if any, are presented in these financial statements using the following abbreviated currency codes:

Currency Code	Description	Currency Code	Description	Currency Code	Description
AUD	Australian dollars	HUF	Hungarian forint	PLN	Polish zloty
AED	United Arab Emirates Dirham	IDR	Indonesian rupiah	QAR	Qatar Rial
BRL	Brazilian real	ILS	Israeli shekel	RON	Romanian leu
CAD	Canadian dollars	INR	Indian rupee	RUB	Russian ruble
CHF	Swiss franc	JPY	Japanese yen	SAR	Saudi riyal
CKZ	Czech koruna	KOR	South Korean won	SEK	Swedish krona
CLP	Chilean peso	MXN	Mexican peso	SGD	Singapore dollars
CNY	Chinese yuan	MYR	Malaysian ringgit	THB	Thailand baht
COP	Colombian peso	NGN	Nigerian naira	TRL	Turkish lira
DKK	Danish krone	NOK	Norwegian krona	USD	United States dollars
EGP	Egyptian pound	NTD	New Taiwan dollar	VND	Vietnamese dong
EUR	Euro	NZD	New Zealand dollars	ZAR	South African rand
GBP	United Kingdom pounds	PEN	Peruvian nuevo sol	ZMW	Zambian kwacha
GHS	Ghana Cedi	PHP	Philippine peso		
HKD	Hong Kong dollars	PKR	Pakistani rupee		

MACKENZIE BLUEWATER US GROWTH FUND

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NOTES TO FINANCIAL STATEMENTS

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

(a) Fund Formation and Series Information

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

Date of Formation of the Predecessor Fund is the start date of the applicable series of the Predecessor Fund, Mackenzie US Growth Class, which was merged into the corresponding series of the Fund on July 30, 2021.

The Fund may issue an unlimited number of securities of each series. The number of issued and outstanding securities of each series is disclosed in the Statements of Changes in Financial Position.

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

Series A, Series T5 and Series T8 securities are offered to retail investors investing a minimum of \$500 (\$5,000 for Series T5 and Series T8). Investors in Series T5 and Series T8 securities also want to receive a monthly cash flow of 5% or 8% per year, respectively.

Series AR securities are offered to retail investors in a Registered Disability Savings Plan offered by Mackenzie.

Series D securities are offered to retail investors investing a minimum of \$500 through a discount brokerage or other account approved by Mackenzie.

Series F, Series F5 and Series F8 securities are offered to retail investors who are enrolled in a dealer-sponsored fee-for-service or wrap program, who are subject to an asset-based fee rather than commissions on each transaction and who invest at least \$500 (\$5,000 for Series F5 and Series F8); they are also available to employees of Mackenzie and its subsidiaries, and directors of Mackenzie. Investors in Series F5 and Series F8 securities also want to receive a monthly cash flow of 5% or 8% per year, respectively.

Series FB and Series FB5 securities are offered to retail investors investing a minimum of \$500. Investors are required to negotiate their advisor service fee, which cannot exceed 1.50%, with their financial advisor. Investors in Series FB5 securities also want to receive a monthly cash flow of 5% per year.

Series I securities are offered to retail investors investing a minimum of \$500 in a qualified group plan with a minimum of \$10,000,000 in assets.

Series O securities are offered only to investors investing a minimum of \$500,000 who are enrolled in Mackenzie Portfolio Architecture Service or Open Architecture Service; certain institutional investors; investors in a qualified group plan, and certain qualifying employees of Mackenzie and its subsidiaries.

Series PW, Series PWT5 and Series PWT8 securities are offered through our Private Wealth Solutions to certain high net worth investors who invest a minimum of \$100,000. Investors in Series PWT5 and Series PWT8 securities also want to receive a monthly cash flow of 5% or 8% per year, respectively.

Series PWFB and Series PWFB5 securities are offered through our Private Wealth Solutions to certain high net worth investors who invest a minimum of \$100,000. Investors are required to negotiate their advisor service fee, which cannot exceed 1.50%, with their financial advisor. Investors in Series PWFB5 securities also want to receive a monthly cash flow of 5% per year.

Series PWR securities are offered through our Private Wealth Solutions to certain high net worth investors who invest a minimum of \$100,000 in a Registered Disability Savings Plan offered by Mackenzie.

Series PWX and Series PWX8 securities are offered through our Private Wealth Solutions to certain high net worth investors who invest a minimum of \$100,000. Investors are required to negotiate their advisor service fee, which cannot exceed 1.50%, with their financial advisor. Investors in Series PWX8 securities also want to receive a monthly cash flow of 8% per year.

Series R securities are offered only to other funds managed by Mackenzie on a non-prospectus basis in connection with fund-of-fund arrangements.

Series S securities are offered to The Canada Life Assurance Company and certain other mutual funds, but may be sold to other investors as determined by Mackenzie.

Series DZ and Series J securities were created specifically for the purpose of implementing mergers affecting the Fund and are not available for sale.

Series G securities are no longer available for sale, except for additional purchases by investors who have held these securities since December 11, 2017.

Series GF, Series GPW, Series GPWFB, Series GPWT5, Series GPWX and Series GW securities were created specifically for the purpose of implementing mergers affecting the Fund and are not available for sale.

Series Distributed by LBC Financial Services Inc. (1360 René-Lévesque Blvd. West, 13th Floor, Montréal, Québec H3G 0A9; 1-800-522-1846; www.laurentianbank.ca/mackenzie)

Series LB and Series LX securities are offered to retail investors investing a minimum of \$500 (\$5,000 for Series LX). Investors in Series LX securities also want to receive a monthly cash flow of 5% per year.

Series LF and Series LF5 securities are offered to retail investors investing a minimum of \$500 (\$5,000 for Series LF5), who are enrolled in the LBC Private Banking sponsored fee-for-service program. Investors in Series LF5 securities also want to receive a monthly cash flow of 5% per year.

Series LW and Series LW5 securities are offered through our Preferred Pricing Program to certain high net worth investors who invest a minimum of \$100,000. Investors in Series LW5 securities also want to receive a monthly cash flow of 5% per year.

Series GLF and Series GLF5 securities were created specifically for the purpose of implementing mergers affecting the Fund and are not available for sale.

Effective June 1, 2022, an investor may purchase the Fund under a sales charge purchase option and a no-load purchase option. Not all purchase options are available under each series of the Fund. The sales charge under the sales charge purchase option is negotiated by the investor with their dealer. Securities purchased before June 1, 2022, under the redemption charge purchase option, low-load 3 purchase option and low-load 2 purchase option (collectively the "deferred sales charge purchase options") may continue to be held in investor accounts. Investors may switch from securities of a Mackenzie fund previously purchased under these deferred sales charge purchase options to securities of other Mackenzie funds, under the same purchase option, until such time as the redemption schedule has expired. For further details, please refer to the Fund's Simplified Prospectus and Fund Facts.

MACKENZIE BLUEWATER US GROWTH FUND

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NOTES TO FINANCIAL STATEMENTS

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

(a) Fund Formation and Series Information (cont'd)

Series	Inception/ Reinstatement Date ⁽¹⁾	Management Fee	Administration Fee
Series A	October 26, 2000	2.00%	0.28%
Series AR	January 18, 2017	2.00%	0.31%
Series D	January 2, 2014	1.00% ⁽⁴⁾	0.20%
Series DZ	July 6, 2018	1.65%	0.28%
Series F	October 31, 2002	0.80%	0.15%
Series F5	February 4, 2020	0.80%	0.15%
Series F8	July 6, 2018	0.80%	0.15%
Series FB	October 26, 2015	1.00%	0.28%
Series FB5	July 6, 2018	1.00%	0.28%
Series G	November 10, 2006	1.50%	0.28%
Series GF	May 20, 2022	0.75%	0.15%
Series GPW	May 20, 2022	1.75%	0.15%
Series GPWFB	May 20, 2022	0.75%	0.15%
Series GPWT5	May 20, 2022	1.75%	0.15%
Series GPWX	May 20, 2022	— ⁽³⁾	— ⁽³⁾
Series GW	May 20, 2022	1.75%	0.15%
Series I	December 11, 2000	1.35%	0.28%
Series J	July 6, 2018	1.75%	0.25%
Series O	June 16, 2004	— ⁽²⁾	n/a
Series PW	October 22, 2013	1.80%	0.15%
Series PWFB	April 3, 2017	0.80%	0.15%
Series PWFB5	July 6, 2018	0.80%	0.15%
Series PWR	April 1, 2019	1.80%	0.15%
Series PWT5	February 4, 2020	1.80%	0.15%
Series PWT8	April 3, 2017	1.80%	0.15%
Series PWX	April 19, 2014	— ⁽³⁾	— ⁽³⁾
Series PWX8	July 6, 2018	— ⁽³⁾	— ⁽³⁾
Series R	July 7, 2022 ⁽⁵⁾	n/a	n/a
Series S	November 16, 2017	— ⁽²⁾	0.03%
Series T5	February 4, 2020	2.00%	0.28%
Series T8	March 5, 2008	2.00%	0.28%
Series GLF	May 20, 2022	0.75%	0.15%
Series GLF5	May 20, 2022	0.75%	0.15%
Series LB	May 20, 2022	2.00%	0.28%
Series LF	May 20, 2022	0.80%	0.15%
Series LF5	May 20, 2022	0.80%	0.15%
Series LW	May 20, 2022	1.80%	0.15%
Series LW5	May 20, 2022	1.80%	0.15%
Series LX	May 20, 2022	2.00%	0.28%

(1) This is the inception date of the applicable series of Mackenzie US Growth Class.

(2) This fee is negotiable and payable directly to Mackenzie by investors in this series.

(3) This fee is payable directly to Mackenzie by investors in this series through redemptions of their securities.

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

(5) The series' original start date was December 16, 2015. All securities in the series were redeemed on May 25, 2022. The series was reinstated at a price of \$10.00 per security on July 7, 2022.

MACKENZIE BLUEWATER US GROWTH FUND

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NOTES TO FINANCIAL STATEMENTS

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

(b) Tax Loss Carryforwards

Total Capital Loss \$	Total Non-Capital Loss \$	Expiration Date of Non-Capital Losses													
		2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	2041	2042
376	4,212	-	-	-	-	-	-	-	-	-	-	-	-	-	4,212

(c) Securities Lending

	September 30, 2023		March 31, 2023	
	(\$)	(%)	(\$)	(%)
Value of securities loaned	17,732		-	
Value of collateral received	18,678		-	

	September 30, 2023		September 30, 2022	
	(\$)	(%)	(\$)	(%)
Gross securities lending income	-	-	30	100.0
Tax withheld	-	-	-	-
	-	-	30	100.0
Payments to Securities Lending Agent	-	-	(5)	(16.7)
Securities lending income	-	-	25	83.3

(d) Commissions

	(\$)
September 30, 2023	29
September 30, 2022	45

(e) Risks Associated with Financial Instruments

i. Risk exposure and management

The Fund seeks long-term capital growth by investing primarily in U.S. equities. The Fund uses a growth style of investing.

ii. Currency risk

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

Currency	September 30, 2023				Impact on net assets			
	Investments (\$)	Cash and Short-Term Investments (\$)	Derivative Instruments (\$)	Net Exposure* (\$)	Strengthened by 5%		Weakened by 5%	
					(\$)	%	(\$)	%
USD	608,215	27,221	(124,519)	510,917				
EUR	37,391	2,909	-	40,300				
DKK	-	8	-	8				
Total	645,606	30,138	(124,519)	551,225				
% of Net Assets	95.2	4.4	(18.4)	81.2				
Total currency rate sensitivity					(27,561)	(4.1)	27,561	4.1

MACKENZIE BLUEWATER US GROWTH FUND

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

NOTES TO FINANCIAL STATEMENTS

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

- (e) Risks Associated with Financial Instruments (cont'd)
 ii. Currency risk (cont'd)

Currency	March 31, 2023				Impact on net assets			
	Investments	Cash and Short-Term Investments	Derivative Instruments	Net Exposure*	Strengthened by 5%		Weakened by 5%	
	(\$)	(\$)	(\$)	(\$)	(\$)	%	(\$)	%
USD	637,309	16,705	(124,870)	529,144				
EUR	24,458	–	–	24,458				
HKD	8,152	–	–	8,152				
Total	669,919	16,705	(124,870)	561,754				
% of Net Assets	97.6	2.4	(18.2)	81.8				
Total currency rate sensitivity					(28,088)	(4.1)	28,088	4.1

* Includes both monetary and non-monetary financial instruments

iii. Interest rate risk

As at September 30, 2023 and March 31, 2023, the Fund did not have a significant exposure to interest rate risk.

iv. Other price risk

The table below summarizes the Fund's exposure to other price risk.

Impact on net assets	Increased by 10%		Decreased by 10%	
	(\$)	(%)	(\$)	(%)
September 30, 2023	64,561	9.5	(64,561)	(9.5)
March 31, 2023	66,992	9.8	(66,992)	(9.8)

v. Credit risk

As at September 30, 2023 and March 31, 2023, the Fund did not have a significant exposure to credit risk.

- (f) Fair Value Classification

The table below summarizes the fair value of the Fund's financial instruments using the fair value hierarchy described in note 3.

	September 30, 2023				March 31, 2023			
	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	Total (\$)	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	Total (\$)
Equities	608,215	37,391	–	645,606	637,309	32,610	–	669,919
Derivative assets	–	24	–	24	–	16	–	16
Derivative liabilities	–	(2,528)	–	(2,528)	–	(1,167)	–	(1,167)
Total	608,215	34,887	–	643,102	637,309	31,459	–	668,768

The Fund's policy is to recognize transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

During the period ended September 30, 2023, non-North American equities frequently transferred between Level 1 (unadjusted quoted market prices) and Level 2 (adjusted market prices). As at September 30, 2023, these securities were classified as Level 2 (March 31, 2023 – Level 2).

- (g) Investments by the Manager and Affiliates

The investments held by the Manager, other funds managed by the Manager, and funds managed by affiliates of the Manager, investing in series CL, IG or S of the Fund, as applicable (as described in *Fund Formation and Series Information* in note 10), were as follows:

	September 30, 2023	March 31, 2023
	(\$)	(\$)
The Manager	403	396
Other funds managed by the Manager	25,113	12,256
Funds managed by affiliates of the Manager	3,435	3,881

MACKENZIE BLUEWATER US GROWTH FUND

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NOTES TO FINANCIAL STATEMENTS

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

(h) Offsetting of Financial Assets and Liabilities

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

	September 30, 2023			
	Gross amount of assets/liabilities (\$)	Amount available for offset (\$)	Margin (\$)	Net amount (\$)
Unrealized gains on derivative contracts	–	–	–	–
Unrealized losses on derivative contracts	(1,790)	–	–	(1,790)
Liability for options written	–	–	–	–
Total	(1,790)	–	–	(1,790)

	March 31, 2023			
	Gross amount of assets/liabilities (\$)	Amount available for offset (\$)	Margin (\$)	Net amount (\$)
Unrealized gains on derivative contracts	4	(4)	–	–
Unrealized losses on derivative contracts	(152)	4	–	(148)
Liability for options written	–	–	–	–
Total	(148)	–	–	(148)

(i) Interest in Unconsolidated Structured Entities

As at September 30, 2023 and March 31, 2023, the Fund had no investments in Underlying Funds.

(j) Fund Merger

Following the approval of the Mackenzie Funds' Independent Review Committee, Mackenzie Private US Equity Pool (the "Terminating Fund") merged into the Fund on May 20, 2022. The merger was effected by transferring the net assets of the Terminating Fund of \$9,430, which was the fair value on May 20, 2022, in exchange for the securities of the Fund at fair market value, as follows:

Terminating Fund's Series	Fund's Series	Securities Issued
Series LF	Series GLF	225
Series LF5	Series GLF5	10
Series LW	Series GW	74
Series PW	Series GPW	446
Series PWT5	Series GPWT5	44
Series PWX	Series GPWX	11
Series PWF	Series GF	105
Series PWFB	Series GPWFB	1

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

(k) Name Change

Effective September 29, 2022, the Fund was renamed Mackenzie Bluewater US Growth Fund.