

**AMENDMENT NO. 4 DATED JUNE 28, 2024
TO THE PROSPECTUS DATED JULY 27, 2023,
AS AMENDED BY AMENDMENT NO. 1 DATED SEPTEMBER 29, 2023,
AS FURTHER AMENDED BY AMENDMENT NO. 2 DATED FEBRUARY 14, 2024,
AND AS FURTHER AMENDED BY AMENDMENT NO. 3 DATED MARCH 13, 2024**

(the “Prospectus”)

in respect of

**Mackenzie Maximum Diversification All World Developed ex North America Index ETF
Mackenzie Maximum Diversification All World Developed Index ETF
Mackenzie Maximum Diversification Emerging Markets Index ETF
Mackenzie Maximum Diversification Canada Index ETF
Mackenzie Maximum Diversification US Index ETF**

(each a “Merging ETF” and collectively the “Merging ETFs”)

Mackenzie Maximum Diversification Developed Europe Index ETF

(the “Terminating ETF” and, together with the Merging ETFs,
the “Mackenzie Maximum Diversification Index ETFs”)

Introduction

The Prospectus dated July 27, 2023, as amended by Amendment No. 1 dated September 29, 2023, as further amended by Amendment No. 2 dated February 14, 2024, and as further amended by Amendment No. 3 dated March 13, 2024, is hereby amended to be read subject to the additional information set forth below. Corresponding changes reflecting this Amendment No. 4 are also made to the applicable ETF Facts document of the Mackenzie Maximum Diversification Index ETFs incorporated by reference into the Prospectus. In all other respects, the disclosure in the Prospectus is not revised.

All capitalized terms not defined in this Amendment No. 4 have the respective meanings set out in the Prospectus.

Background

On June 20, 2024, Mackenzie Financial Corporation (“Mackenzie”), as trustee and manager of the Mackenzie Maximum Diversification Index ETFs, announced the following:

- (1) that special meetings of unitholders of the Merging ETFs (the “Meetings”) will be held to consider and approve proposals to merge the Merging ETFs into certain exchange-traded funds (collectively, the “Continuing ETFs”, and each a “Continuing ETF”) managed by Mackenzie (as further described below) (each, a “Merger” and collectively, the “Mergers”); and
- (2) that it will terminate the Terminating ETF on or about September 27, 2024 (the “Termination Date”).

AMENDMENTS

Unitholder Meetings and Mergers

Mackenzie has called the Meetings, to be held on or about September 6, 2024, to approve the Merger of each Merging ETF into the applicable Continuing ETF, as set forth in the table below:

Merger	Merging ETF	Continuing ETF
1.	Mackenzie Maximum Diversification All World Developed ex North America Index ETF (“MXU”)	Mackenzie World Low Volatility ETF (“MWLV”)
2.	Mackenzie Maximum Diversification All World Developed Index ETF (“MWD”)	Mackenzie World Low Volatility ETF (“MWLV”)
3.	Mackenzie Maximum Diversification Emerging Markets Index ETF (“MEE”)	Mackenzie Emerging Markets Equity Index ETF (“QEE”)
4.	Mackenzie Maximum Diversification Canada Index ETF (“MKC”)	Mackenzie Canada Low Volatility ETF (“MCLV”)
5.	Mackenzie Maximum Diversification US Index ETF (“MUS”)	Mackenzie US Low Volatility ETF (“MULV”)

Unitholders of record of the Merging ETFs at the close of business on July 16, 2024, will be entitled to receive notice of, and vote at, the applicable Meeting. In accordance with applicable securities laws, a joint management information circular relating to the Mergers (the “**Circular**”) will be made available to unitholders in advance of the Meetings. The Circular will also be made available on www.sedarplus.com and will include additional details regarding the Mergers.

Notice of the Meetings and information outlining the procedures for accessing the Circular online (or requesting a copy thereof), will be mailed on or about August 1, 2024, to unitholders of record as of July 16, 2024. Implementation of the Mergers is subject to applicable stock exchange and unitholder approvals. If the Mergers are approved, Mackenzie expects that the Mergers will be implemented on or about September 27, 2024.

If the Mergers are approved, the Merging ETFs will be wound down following the completion of the Mergers. Unitholders of each Merging ETF will receive units of the corresponding Continuing ETF based on the Continuing ETF’s net asset value per unit.

The Independent Review Committee of the Merging ETFs has reviewed the Mergers with respect to potential conflict of interest matters and provided its positive recommendation, having determined that each Merger achieves a fair and reasonable result for each of the Merging ETFs.

Termination of the Terminating ETF

Mackenzie will terminate Mackenzie Maximum Diversification Developed Europe Index ETF (“MEU”) on the Termination Date. At the request of Mackenzie, Mackenzie Maximum Diversification Developed Europe Index ETF will cease trading and is expected to be delisted from the TSX at the close of business on or about September 26, 2024

(the “**Delisting Date**”). Unitholders of Mackenzie Maximum Diversification Developed Europe Index ETF will be able to sell their Units through the TSX until the Delisting Date.

As of June 20, 2024, no further direct subscriptions for Units of Mackenzie Maximum Diversification Developed Europe Index ETF will be accepted, except in limited circumstances. If you continue to hold Units of Mackenzie Maximum Diversification Developed Europe Index ETF at the close of business on the Termination Date, your Units will be cancelled and you will receive payment for your Units equal to your proportionate share of the net proceeds from the liquidation of the assets of Mackenzie Maximum Diversification Developed Europe Index ETF, less liabilities and expenses, including those incurred in connection with the termination of Mackenzie Maximum Diversification Developed Europe Index ETF. Mackenzie will issue an additional press release on or about the Termination Date confirming final details of the termination, including final distributions, if any.

Technical Amendments to the Prospectus

The technical amendments to the Prospectus are as follows:

1. On page 110, the first paragraph describing the Cut-Off Time is amended by adding two asterisks following the name of Mackenzie Maximum Diversification Developed Europe Index ETF and adding the following disclosure immediately below the first paragraph:

***Except in limited circumstances, no further direct subscriptions for Units of Mackenzie Maximum Diversification Developed Europe Index ETF.*

2. As of the Termination Date, all references to Mackenzie Maximum Diversification Developed Europe Index ETF will be deemed to be removed from the Prospectus.

Index Provider Disclaimer

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The Mackenzie Maximum Diversification Index ETFs are not sponsored, endorsed, sold or promoted by TOBAM. TOBAM makes no representation or warranty, express or implied, to the owners or prospective owners of securities of the Mackenzie Maximum Diversification Index ETFs or any member of the public regarding the advisability of investing in securities generally or in the Mackenzie Maximum Diversification Index ETFs in particular, the ability of the Mackenzie Maximum Diversification Index ETFs to track the price and yield performance of the TOBAM Maximum Diversification Canada Index, the TOBAM Maximum Diversification USA Index, the TOBAM Maximum Diversification Developed Europe Index, the TOBAM Maximum Diversification All World Developed Index, the TOBAM Maximum Diversification Emerging Index or the TOBAM Maximum Diversification All World Developed ex North America Index (collectively, “**TOBAM Indices**”), as the case may be, or the ability of the TOBAM Indices to track the applicable market performance. TOBAM’s only relationship to Mackenzie is the licensing of certain indices, information, data, trademarks and trade names of TOBAM. The TOBAM Indices are determined, composed and calculated by or on behalf of TOBAM without regard to Mackenzie or the Mackenzie Maximum Diversification Index ETFs. TOBAM has no obligation to take the needs of Mackenzie or the owners or prospective owners of the securities of the Mackenzie Maximum Diversification Index ETFs into consideration in determining, composing or calculating the TOBAM Indices. TOBAM is not responsible for, and has not participated in, the determination of the prices and amount of the securities to be issued by the Mackenzie Maximum Diversification Index ETFs or the timing of the issuance or sale of the securities to be issued by the Mackenzie Maximum Diversification Index ETFs. TOBAM has no obligation or liability in connection with the administration, marketing or trading of securities of the Mackenzie Maximum Diversification Index ETFs.

TOBAM DOES NOT GUARANTEE THE ACCURACY OR COMPLETENESS OF THE TOBAM INDICES OR ANY DATA INCLUDED THEREIN AND TOBAM HAS NO LIABILITY FOR ANY ERRORS OR OMISSIONS THEREIN. TOBAM MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY MACKENZIE, OWNERS OR PROSPECTIVE OWNERS OF SECURITIES OF THE MACKENZIE MAXIMUM DIVERSIFICATION INDEX ETFS OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE TOBAM INDICES OR ANY DATA INCLUDED THEREIN. TOBAM MAKES NO EXPRESS OR IMPLIED WARRANTY, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE WITH RESPECT TO THE TOBAM INDICES AND ANY DATA INCLUDED THEREIN.

Purchasers' Statutory Rights of Withdrawal and Rescission

Securities legislation in the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities of exchange-traded funds within 48 hours after the receipt of a confirmation of a purchase of such securities. In several of the provinces and territories of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages, if the prospectus and any amendment contains a misrepresentation or for non-delivery of the ETF Facts, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory.

Notwithstanding the foregoing, purchasers of Units of the Mackenzie Maximum Diversification Index ETFs will not have the right to withdraw from an agreement to purchase the Units after the receipt of a prospectus and any amendment, and will not have remedies for rescission, damages or revision of the price for non-delivery of the prospectus or any amendment, if the dealer receiving the purchase order has obtained an exemption from the prospectus delivery requirement under a decision pursuant to National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* ("NP 11-203"). However, purchasers of Units of the Mackenzie Maximum Diversification Index ETFs will, in the applicable provinces of Canada, retain their right under securities legislation to rescind their purchase within 48 hours (or, if purchasing under a contractual plan, such longer time period as applicable) after the receipt of a confirmation of purchase.

However, Mackenzie has obtained exemptive relief from the requirement in securities legislation to include an underwriter's certificate in the prospectus under a decision pursuant to NP 11-203. As such, purchasers of Units of the Mackenzie Maximum Diversification Index ETFs will not be able to rely on the inclusion of an underwriter's certificate in the prospectus or any amendment for the statutory rights and remedies that would otherwise have been available against an underwriter that would have been required to sign an underwriter's certificate.

The purchaser should refer to the applicable provisions of the securities legislation of the province or territory and the decisions referred to above for the particulars of these rights or should consult with a legal adviser.

**CERTIFICATE OF THE MACKENZIE MAXIMUM DIVERSIFICATION INDEX ETFs, THE TRUSTEE,
MANAGER AND PROMOTER**

**Mackenzie Maximum Diversification All World Developed ex North America Index ETF
Mackenzie Maximum Diversification All World Developed Index ETF
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Mackenzie Maximum Diversification US Index ETF
Mackenzie Maximum Diversification Developed Europe Index ETF**

**(each, a “Mackenzie Maximum Diversification Index ETF” and collectively, the “Mackenzie Maximum
Diversification Index ETFs”)**

The Prospectus dated July 27, 2023, as amended by Amendment No. 1 dated September 29, 2023, further amended by Amendment No. 2 dated February 14, 2024, further amended by Amendment No. 3 dated March 13, 2024 and as further amended by this Amendment No. 4 dated June 28, 2024, together with the documents incorporated by reference herein, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus dated July 27, 2023, as amended by Amendment No. 1 dated September 29, 2023, Amendment No. 2 dated February 14, 2024, Amendment No. 3 dated March 13, 2024 and as amended by this Amendment No. 4 dated June 28, 2024, as required by the securities legislation of all the provinces and territories of Canada.

DATED June 28, 2024

**MACKENZIE FINANCIAL CORPORATION
as Trustee and Manager of the Mackenzie Maximum Diversification Index ETFs**

“Luke Gould”

Luke Gould
Chairman, President and Chief Executive Officer

“Keith Potter”

Keith Potter
Executive Vice-President and
Chief Financial Officer

On behalf of the Board of Directors of Mackenzie Financial Corporation

“Nancy McCuaig”

Nancy McCuaig
Director

“Naomi Andjelic Bartlett”

Naomi Andjelic Bartlett
Director

**MACKENZIE FINANCIAL CORPORATION
as Promoter of the Mackenzie Maximum Diversification Index ETFs**

“Luke Gould”

Luke Gould
Chairman, President and Chief Executive Officer