

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

MANAGEMENT REPORT

Management's Responsibility for Financial Reporting

The accompanying financial statements have been prepared by Mackenzie Financial Corporation, as Manager of Mackenzie Bluewater Canadian Growth Fund (the "Fund"). The Manager is responsible for the integrity, objectivity and reliability of the data presented. This responsibility includes selecting appropriate accounting principles and making judgments and estimates consistent with International Financial Reporting Standards. The Manager is also responsible for the development of internal controls over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors (the "Board") of Mackenzie Financial Corporation is responsible for reviewing and approving the financial statements and overseeing the Manager's performance of its financial reporting responsibilities. The Board meets regularly with the Manager, internal auditors and external auditors to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues.

Effective March 31, 2023, KPMG LLP was appointed as the external auditor of the Fund. It is appointed by the Board. The external auditor has audited the financial statements in accordance with Canadian generally accepted auditing standards to enable it to express to the securityholders its opinion on the financial statements. Its report is set out below.

On behalf of Mackenzie Financial Corporation,
Manager of the Fund



Luke Gould
President and Chief Executive Officer



Terry Rountes
Chief Financial Officer, Funds

June 5, 2023

INDEPENDENT AUDITOR'S REPORT

To the Securityholders of Mackenzie Bluewater Canadian Growth Fund (the "Fund")

Opinion

We have audited the financial statements of the Fund, which comprise:

- the statement of financial position as at March 31, 2023
- the statement of comprehensive income for the period then ended as indicated in note 1
- the statement of changes in financial position for the period then ended as indicated in note 1
- the statement of cash flows for the period then ended as indicated in note 1 and
- notes to the financial statements, including a summary of significant accounting policies (Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as at March 31, 2023, and its financial performance and cash flows for the period then ended as indicated in note 1 in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our auditor's report.

We are independent of the Fund in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter – Comparative Information

The financial statements for the period ended March 31, 2022 were audited by another auditor who expressed an unmodified opinion on those financial statements on June 15, 2022.



MACKENZIE
Investments

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

INDEPENDENT AUDITOR'S REPORT (cont'd)

Other Information

Management is responsible for the other information. Other information comprises:

– the information included in the Annual Management Report of Fund Performance of the Fund.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in the Annual Management Report of Fund Performance of the Fund filed with the relevant Canadian Securities Commissions as at the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditor's report.

We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Fund's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the financial reporting process of the Fund.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Chartered Professional Accountants, Licensed Public Accountants
Toronto, Ontario
June 5, 2023

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

STATEMENTS OF FINANCIAL POSITION

at March 31 (in \$ 000 except per security amounts)

	2023 \$	2022 \$	Net assets attributable to securityholders (note 3)				
			per security		per series		
			2023	2022	2023	2022	
ASSETS							
Current assets							
Investments at fair value	4,900,440	4,747,337					
Cash and cash equivalents	295,877	346,406					
Dividends receivable	7,224	4,898					
Accounts receivable for investments sold	1,892	32,817					
Accounts receivable for securities issued	2,855	4,246					
Due from manager	104	2					
Derivative assets	28	12,909					
Taxes recoverable	43	43					
Total assets	5,208,463	5,148,658					
LIABILITIES							
Current liabilities							
Accounts payable for investments purchased	16,110	16,221					
Accounts payable for securities redeemed	3,517	2,756					
Due to manager	213	210					
Derivative liabilities	6,228	566					
Total liabilities	26,068	19,753					
Net assets attributable to securityholders	5,182,395	5,128,905					
			Series A	43.23	43.14	1,104,646	1,142,524
			Series AR	14.55	14.52	42,883	34,152
			Series B	14.72	14.61	2,173	2,124
			Series C	12.54	12.49	103,024	116,415
			Series C5	14.78	15.59	586	663
			Series D	19.28	19.04	43,275	17,991
			Series DZ	12.90	12.76	368	380
			Series F	16.33	16.08	1,261,602	1,181,852
			Series F5	17.01	17.72	22,754	20,894
			Series F8	14.85	16.02	6,994	3,568
			Series FB	14.57	14.40	2,529	2,031
			Series FB5	16.87	17.63	3	3
			Series G	23.35	23.19	2,528	2,536
			Series GG	12.82	12.70	2,345	2,461
			Series GV	13.01	12.82	3	3
			Series I	15.95	15.80	10,708	11,076
			Series IG	14.33	13.98	501,043	488,189
			Series J	28.64	28.49	1,550	1,562
			Series M	14.89	14.72	37,077	38,000
			Series O	36.21	35.33	396,489	470,827
			Series PW	20.49	20.38	1,419,252	1,360,132
			Series PWFB	14.75	14.52	32,097	30,747
			Series PWFB5	17.05	17.75	225	346
			Series PWR	12.48	12.41	19,378	13,501
			Series PWT5	14.92	15.70	5,931	5,484
			Series PWT8	14.38	15.69	5,081	3,336
			Series PWX	18.81	18.35	19,254	24,612
			Series PWX8	15.16	16.20	3	2
			Series R	30.04	29.33	48,697	67,287
			Series T5	14.69	15.52	2,061	2,458
			Series T8	14.13	15.46	3,233	3,464
			QFW5 Series	-	-	-	-
			Series LB	12.40	12.39	12,106	11,261
			Series LF	14.18	13.97	18,471	17,957
			Series LW	12.60	12.54	54,026	51,067
						5,182,395	5,128,905

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

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

STATEMENTS OF COMPREHENSIVE INCOME

for the periods ended March 31 (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	
Income							
Dividends	70,946	61,028					
Interest income for distribution purposes	8,985	1,552					
Other changes in fair value of investments and other net assets							
Net realized gain (loss)	157,332	450,137					
Net unrealized gain (loss)	41,583	(55,421)					
Securities lending income	132	40					
Total income (loss)	278,978	457,336					
Expenses (note 6)							
Management fees	65,657	65,871					
Management fee rebates	(333)	(78)					
Administration fees	7,634	7,572					
Administration fees rebates	–	(1)					
Interest charges	2	–					
Commissions and other portfolio transaction costs	2,595	2,296					
Independent Review Committee fees	16	15					
Other	12	2					
Expenses before amounts absorbed by Manager	75,583	75,677					
Expenses absorbed by Manager	–	–					
Net expenses	75,583	75,677					
Increase (decrease) in net assets attributable to securityholders from operations before tax	203,395	381,659					
Foreign withholding tax expense (recovery)	2,218	2,168					
Foreign income tax expense (recovery)	–	–					
Increase (decrease) in net assets attributable to securityholders from operations	201,177	379,491					
Series A			1.23	2.94	31,634	76,787	
Series AR			0.58	0.82	1,529	1,658	
Series B			0.55	1.13	81	168	
Series C			0.34	1.00	2,972	10,282	
Series C5			0.43	1.65	17	93	
Series D			1.04	1.25	2,100	1,105	
Series DZ			0.51	0.98	15	28	
Series F			0.75	0.99	55,832	62,218	
Series F5			0.75	(0.06)	894	(43)	
Series F8			0.90	0.97	282	173	
Series FB			0.76	1.19	121	160	
Series FB5			0.73	3.28	–	1	
Series G			0.83	1.71	90	184	
Series GG			0.44	0.99	82	207	
Series GV			0.58	1.03	1	–	
Series I			0.63	1.30	430	972	
Series IG			0.77	1.32	27,014	46,524	
Series J			0.94	2.50	51	174	
Series M			0.61	1.19	1,558	3,139	
Series O			1.63	3.34	19,619	44,520	
Series PW			0.72	1.22	48,514	74,103	
Series PWFB			0.65	0.76	1,383	1,264	
Series PWFB5			0.60	(0.31)	8	(3)	
Series PWR			0.62	0.60	810	508	
Series PWT5			0.52	0.46	190	130	
Series PWT8			0.81	0.41	221	58	
Series PWX			0.65	1.61	791	2,060	
Series PWX8			1.24	1.53	–	1	
Series R			1.04	5.82	1,911	32,277	
Series S			–	0.60	–	8,448	
Series T5			0.34	0.63	50	69	
Series T8			0.34	0.62	77	113	
Q Series			–	0.64	–	4,599	
H Series			–	0.59	–	130	
H5 Series			–	0.72	–	2	
HW Series			–	0.51	–	95	
HW5 Series			–	0.67	–	1	
L Series			–	0.60	–	1,412	
L5 Series			–	0.69	–	9	
L8 Series			–	0.53	–	21	
N Series			–	0.60	–	1,248	
N5 Series			–	0.75	–	24	
D5 Series			–	0.68	–	7	
D8 Series			–	0.62	–	9	
QF Series			–	0.59	–	514	
QF5 Series			–	0.65	–	8	
QFW Series			–	0.47	–	97	
QFW5 Series			–	0.66	–	–	
Series LB			0.40	0.82	370	707	
Series LF			0.61	0.60	776	590	
Series LW			0.42	0.71	1,754	2,640	
					201,177	379,491	

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

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

STATEMENTS OF CHANGES IN FINANCIAL POSITION

for the periods ended March 31 (in \$ 000 except per security amounts)

	Total		Series A		Series AR		Series B		Series C		
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS											
Beginning of period	5,128,905	4,810,274	1,142,524	1,070,605	34,152	24,349	2,124	2,154	116,415	136,648	
Increase (decrease) in net assets from operations	201,177	379,491	31,634	76,787	1,529	1,658	81	168	2,972	10,282	
Distributions paid to securityholders:											
Investment income	(4,549)	(16,535)	(932)	(3,984)	(34)	(103)	(1)	(8)	(91)	(459)	
Capital gains	(139,104)	(189,644)	(29,102)	(40,155)	(1,050)	(993)	(58)	(80)	(2,826)	(4,819)	
Return of capital	(2,577)	(1,633)	–	–	–	–	–	–	–	–	
Management fee rebates	(333)	(78)	(9)	–	–	–	(2)	–	(25)	–	
Administration fee rebates	–	(1)	–	–	–	–	–	–	–	–	
Total distributions paid to securityholders	(146,563)	(207,891)	(30,043)	(44,139)	(1,084)	(1,096)	(61)	(88)	(2,942)	(5,278)	
Security transactions:											
Proceeds from securities issued	747,629	1,332,539	213,164	367,976	13,340	15,253	–	36	1,950	2,923	
Securities issued and redeemed on merger (note 10)	–	–	–	30,564	–	–	–	–	–	–	
Reinvested distributions	136,749	187,402	29,563	43,552	1,083	1,096	60	86	2,907	5,210	
Payments on redemption of securities	(885,502)	(946,589)	(282,196)	(402,821)	(6,137)	(7,108)	(31)	(232)	(18,278)	(33,370)	
Value of securities transferred on reorganization	–	(426,321)	–	–	–	–	–	–	–	–	
Total security transactions	(1,124)	147,031	(39,469)	39,271	8,286	9,241	29	(110)	(13,421)	(25,237)	
Increase (decrease) in net assets attributable to securityholders	53,490	318,631	(37,878)	71,919	8,731	9,803	49	(30)	(13,391)	(20,233)	
End of period	5,182,395	5,128,905	1,104,646	1,142,524	42,883	34,152	2,173	2,124	103,024	116,415	
Increase (decrease) in fund securities (in thousands) (note 7):											
Securities outstanding – beginning of period			Securities	26,487	25,571	Securities	2,352	1,727	Securities	145	153
Issued			5,134	8,356	957	1,029	–	1	162	229	
Issued and redeemed on merger (note 10)			–	691	–	–	–	–	–	–	
Reinvested distributions			729	989	79	74	4	6	247	410	
Redeemed			(6,796)	(9,120)	(440)	(478)	(1)	(15)	(1,512)	(2,607)	
Transferred on reorganization			–	–	–	–	–	–	–	–	
Securities outstanding – end of period			25,554	26,487	2,948	2,352	148	145	8,218	9,321	
			Series C5	Series D	Series DZ	Series F	Series F5				
			2023	2022	2023	2022	2023	2022	2023	2022	
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS											
Beginning of period	663	1,049	17,991	13,626	380	376	1,181,852	720,818	20,894	2,164	
Increase (decrease) in net assets from operations	17	93	2,100	1,105	15	28	55,832	62,218	894	(43)	
Distributions paid to securityholders:											
Investment income	(3)	(3)	(35)	(63)	–	(1)	(1,082)	(3,831)	(21)	(51)	
Capital gains	(16)	(36)	(1,105)	(597)	(10)	(14)	(33,797)	(34,331)	(570)	(332)	
Return of capital	(30)	(43)	–	–	–	–	–	–	(1,110)	(601)	
Management fee rebates	–	–	–	–	(1)	–	(2)	(2)	–	–	
Administration fee rebates	–	–	–	–	–	–	–	–	–	–	
Total distributions paid to securityholders	(49)	(82)	(1,140)	(660)	(11)	(15)	(34,881)	(38,164)	(1,701)	(984)	
Security transactions:											
Proceeds from securities issued	12	6	27,386	5,573	–	–	238,621	399,580	5,320	16,831	
Securities issued and redeemed on merger (note 10)	–	–	–	662	–	–	–	174,546	–	3,397	
Reinvested distributions	31	56	1,105	619	11	15	28,436	31,300	643	496	
Payments on redemption of securities	(88)	(459)	(4,167)	(2,934)	(27)	(24)	(208,258)	(168,446)	(3,296)	(967)	
Value of securities transferred on reorganization	–	–	–	–	–	–	–	–	–	–	
Total security transactions	(45)	(397)	24,324	3,920	(16)	(9)	58,799	436,980	2,667	19,757	
Increase (decrease) in net assets attributable to securityholders	(77)	(386)	25,284	4,365	(12)	4	79,750	461,034	1,860	18,730	
End of period	586	663	43,275	17,991	368	380	1,261,602	1,181,852	22,754	20,894	
Increase (decrease) in fund securities (in thousands) (note 7):											
Securities outstanding – beginning of period	43	66	945	742	30	31	73,498	46,738	1,179	121	
Issued	1	–	1,465	288	–	–	15,273	24,441	318	904	
Issued and redeemed on merger (note 10)	–	–	–	34	–	–	–	10,672	–	182	
Reinvested distributions	2	3	61	32	1	1	1,863	1,911	40	26	
Redeemed	(6)	(26)	(227)	(151)	(2)	(2)	(13,371)	(10,264)	(199)	(54)	
Transferred on reorganization	–	–	–	–	–	–	–	–	–	–	
Securities outstanding – end of period	40	43	2,244	945	29	30	77,263	73,498	1,338	1,179	

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

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

STATEMENTS OF CHANGES IN FINANCIAL POSITION (cont'd)

for the periods ended March 31 (in \$ 000 except per security amounts)

	Series F8		Series FB		Series FB5		Series G		Series GG	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	3,568	1,844	2,031	1,902	3	1	2,536	2,445	2,461	2,670
Increase (decrease) in net assets from operations	282	173	121	160	–	1	90	184	82	207
Distributions paid to securityholders:										
Investment income	(5)	(11)	(2)	(7)	–	–	(2)	(9)	(2)	(10)
Capital gains	(137)	(95)	(66)	(73)	–	–	(67)	(92)	(64)	(100)
Return of capital	(425)	(236)	–	–	–	–	–	–	–	–
Management fee rebates	–	–	–	–	–	–	–	–	(1)	–
Administration fee rebates	–	–	–	–	–	–	–	–	–	–
Total distributions paid to securityholders	(567)	(342)	(68)	(80)	–	–	(69)	(101)	(67)	(110)
Security transactions:										
Proceeds from securities issued	4,588	1,258	1,512	1,549	–	35	48	41	–	–
Securities issued and redeemed on merger (note 10)	–	1,179	–	3	–	2	–	–	–	–
Reinvested distributions	237	157	68	80	–	–	68	100	64	104
Payments on redemption of securities	(1,114)	(701)	(1,135)	(1,583)	–	(36)	(145)	(133)	(195)	(410)
Value of securities transferred on reorganization	–	–	–	–	–	–	–	–	–	–
Total security transactions	3,711	1,893	445	49	–	1	(29)	8	(131)	(306)
Increase (decrease) in net assets attributable to securityholders	3,426	1,724	498	129	–	2	(8)	91	(116)	(209)
End of period	6,994	3,568	2,529	2,031	3	3	2,528	2,536	2,345	2,461
Increase (decrease) in fund securities (in thousands) (note 7):										
Securities outstanding – beginning of period	223	111	141	137	–	–	109	109	194	218
Issued	307	75	109	105	–	2	2	2	–	–
Issued and redeemed on merger (note 10)	–	69	–	–	–	–	–	–	–	–
Reinvested distributions	17	9	5	6	–	–	3	4	5	8
Redeemed	(76)	(41)	(81)	(107)	–	(2)	(6)	(6)	(16)	(32)
Transferred on reorganization	–	–	–	–	–	–	–	–	–	–
Securities outstanding – end of period	471	223	174	141	–	–	108	109	183	194

	Series GV		Series I		Series IG		Series J		Series M	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	3	3	11,076	11,843	488,189	476,342	1,562	2,035	38,000	37,714
Increase (decrease) in net assets from operations	1	–	430	972	27,014	46,524	51	174	1,558	3,139
Distributions paid to securityholders:										
Investment income	–	–	(10)	(44)	(452)	–	(1)	(7)	(33)	(147)
Capital gains	–	–	(294)	(453)	(14,143)	(21,649)	(42)	(74)	(1,038)	(1,466)
Return of capital	–	–	–	–	–	–	–	–	–	–
Management fee rebates	–	–	(34)	(39)	–	–	–	–	(60)	–
Administration fee rebates	–	–	–	(1)	–	–	–	–	–	–
Total distributions paid to securityholders	–	–	(338)	(537)	(14,595)	(21,649)	(43)	(81)	(1,131)	(1,613)
Security transactions:										
Proceeds from securities issued	–	–	190	643	7,930	11,603	–	–	3	–
Securities issued and redeemed on merger (note 10)	–	–	–	–	–	–	–	–	–	–
Reinvested distributions	–	–	338	537	14,595	21,648	39	78	1,130	1,611
Payments on redemption of securities	(1)	–	(988)	(2,382)	(22,090)	(46,279)	(59)	(644)	(2,483)	(2,851)
Value of securities transferred on reorganization	–	–	–	–	–	–	–	–	–	–
Total security transactions	(1)	–	(460)	(1,202)	435	(13,028)	(20)	(566)	(1,350)	(1,240)
Increase (decrease) in net assets attributable to securityholders	–	–	(368)	(767)	12,854	11,847	(12)	(473)	(923)	286
End of period	3	3	10,708	11,076	501,043	488,189	1,550	1,562	37,077	38,000
Increase (decrease) in fund securities (in thousands) (note 7):										
Securities outstanding – beginning of period	–	–	701	776	34,921	35,815	55	74	2,582	2,664
Issued	–	–	16	43	586	812	–	–	–	–
Issued and redeemed on merger (note 10)	–	–	–	–	–	–	–	–	–	–
Reinvested distributions	–	–	20	31	1,093	1,537	1	3	81	108
Redeemed	–	–	(65)	(149)	(1,624)	(3,243)	(2)	(22)	(174)	(190)
Transferred on reorganization	–	–	–	–	–	–	–	–	–	–
Securities outstanding – end of period	–	–	672	701	34,976	34,921	54	55	2,489	2,582

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

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

STATEMENTS OF CHANGES IN FINANCIAL POSITION (cont'd)

for the periods ended March 31 (in \$ 000 except per security amounts)

	Series O		Series PW		Series PWFB		Series PWFB5		Series PWR	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	470,827	452,213	1,360,132	1,019,299	30,747	15,604	346	1	13,501	6,935
Increase (decrease) in net assets from operations	19,619	44,520	48,514	74,103	1,383	1,264	8	(3)	810	508
Distributions paid to securityholders:										
Investment income	(374)	(1,926)	(1,185)	(4,467)	(28)	(89)	–	(1)	(15)	(39)
Capital gains	(11,666)	(18,717)	(37,068)	(42,569)	(869)	(776)	(6)	(4)	(453)	(347)
Return of capital	–	–	–	–	–	–	(13)	(11)	–	–
Management fee rebates	–	–	(199)	(22)	–	–	–	–	–	–
Administration fee rebates	–	–	–	–	–	–	–	–	–	–
Total distributions paid to securityholders	(12,040)	(20,643)	(38,452)	(47,058)	(897)	(865)	(19)	(16)	(468)	(386)
Security transactions:										
Proceeds from securities issued	16,959	36,463	179,627	360,589	5,904	9,446	128	60	5,970	6,874
Securities issued and redeemed on merger (note 10)	–	–	–	69,028	–	6,602	–	313	–	–
Reinvested distributions	11,886	20,425	37,903	46,465	886	857	7	7	468	386
Payments on redemption of securities	(110,762)	(62,151)	(168,472)	(162,294)	(5,926)	(2,161)	(245)	(16)	(903)	(816)
Value of securities transferred on reorganization	–	–	–	–	–	–	–	–	–	–
Total security transactions	(81,917)	(5,263)	49,058	313,788	864	14,744	(110)	364	5,535	6,444
Increase (decrease) in net assets attributable to securityholders	(74,338)	18,614	59,120	340,833	1,350	15,143	(121)	345	5,877	6,566
End of period	396,489	470,827	1,419,252	1,360,132	32,097	30,747	225	346	19,378	13,501
Increase (decrease) in fund securities (in thousands) (note 7):										
Securities outstanding – beginning of period	13,325	13,453	66,748	51,686	2,117	1,121	19	–	1,087	577
Issued	501	1,007	9,147	17,299	416	637	8	3	500	544
Issued and redeemed on merger (note 10)	–	–	–	3,309	–	447	–	17	–	–
Reinvested distributions	352	574	1,973	2,233	64	58	–	–	40	30
Redeemed	(3,227)	(1,709)	(8,590)	(7,779)	(420)	(146)	(14)	(1)	(75)	(64)
Transferred on reorganization	–	–	–	–	–	–	–	–	–	–
Securities outstanding – end of period	10,951	13,325	69,278	66,748	2,177	2,117	13	19	1,552	1,087

	Series PWT5		Series PWT8		Series PWX		Series PWX8		Series R	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	5,484	2,431	3,336	1,109	24,612	21,067	2	1	67,287	320,744
Increase (decrease) in net assets from operations	190	130	221	58	791	2,060	–	1	1,911	32,277
Distributions paid to securityholders:										
Investment income	(28)	(15)	(19)	(8)	(19)	(98)	–	–	(63)	(884)
Capital gains	(150)	(121)	(121)	(61)	(593)	(925)	–	–	(1,462)	(10,884)
Return of capital	(279)	(224)	(347)	(184)	–	–	–	–	–	–
Management fee rebates	–	–	–	–	–	–	–	–	–	–
Administration fee rebates	–	–	–	–	–	–	–	–	–	–
Total distributions paid to securityholders	(457)	(360)	(487)	(253)	(612)	(1,023)	–	–	(1,525)	(11,768)
Security transactions:										
Proceeds from securities issued	1,389	1,430	2,142	1,576	2,203	5,015	1	–	1,045	42,523
Securities issued and redeemed on merger (note 10)	–	2,315	–	808	–	–	–	–	–	(302,152)
Reinvested distributions	268	217	282	154	603	990	–	–	1,509	879
Payments on redemption of securities	(943)	(679)	(413)	(116)	(8,343)	(3,497)	–	–	(21,530)	(15,216)
Value of securities transferred on reorganization	–	–	–	–	–	–	–	–	–	–
Total security transactions	714	3,283	2,011	2,422	(5,537)	2,508	1	–	(18,976)	(273,966)
Increase (decrease) in net assets attributable to securityholders	447	3,053	1,745	2,227	(5,358)	3,545	1	1	(18,590)	(253,457)
End of period	5,931	5,484	5,081	3,336	19,254	24,612	3	2	48,697	67,287
Increase (decrease) in fund securities (in thousands) (note 7):										
Securities outstanding – beginning of period	349	152	213	68	1,341	1,207	–	–	2,294	11,494
Issued	93	87	148	95	124	269	–	–	37	1,476
Issued and redeemed on merger (note 10)	–	139	–	48	–	–	–	–	–	(10,187)
Reinvested distributions	19	13	20	9	34	53	–	–	54	28
Redeemed	(64)	(42)	(28)	(7)	(475)	(188)	–	–	(764)	(517)
Transferred on reorganization	–	–	–	–	–	–	–	–	–	–
Securities outstanding – end of period	397	349	353	213	1,024	1,341	–	–	1,621	2,294

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

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

STATEMENTS OF CHANGES IN FINANCIAL POSITION (cont'd)

for the periods ended March 31 (in \$ 000 except per security amounts)

	Series S		Series T5		Series T8		Q Series		H Series	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	–	200,816	2,458	1,064	3,464	1,926	–	116,586	–	3,147
Increase (decrease) in net assets from operations	–	8,448	50	69	77	113	–	4,599	–	130
Distributions paid to securityholders:										
Investment income	–	–	(13)	(6)	(28)	(10)	–	–	–	–
Capital gains	–	(3,782)	(58)	(50)	(87)	(87)	–	(2,025)	–	(57)
Return of capital	–	–	(109)	(89)	(264)	(235)	–	–	–	–
Management fee rebates	–	–	–	–	–	–	–	(13)	–	–
Administration fee rebates	–	–	–	–	–	–	–	–	–	–
Total distributions paid to securityholders	–	(3,782)	(180)	(145)	(379)	(332)	–	(2,038)	–	(57)
Security transactions:										
Proceeds from securities issued	–	5,378	687	1,862	1,322	1,627	–	3,803	–	247
Securities issued and redeemed on merger (note 10)	–	–	–	584	–	833	–	–	–	–
Reinvested distributions	–	3,782	96	86	206	176	–	2,038	–	57
Payments on redemption of securities	–	(1,083)	(1,050)	(1,062)	(1,457)	(879)	–	(4,133)	–	(270)
Value of securities transferred on reorganization	–	(213,559)	–	–	–	–	–	(120,855)	–	(3,254)
Total security transactions	–	(205,482)	(267)	1,470	71	1,757	–	(119,147)	–	(3,220)
Increase (decrease) in net assets attributable to securityholders	–	(200,816)	(397)	1,394	(231)	1,538	–	(116,586)	–	(3,147)
End of period	–	–	2,061	2,458	3,233	3,464	–	–	–	–
Increase (decrease) in fund securities (in thousands) (note 7):										
Securities outstanding – beginning of period	–	13,862	158	67	224	119	–	8,217	–	218
Issued	–	359	48	116	93	98	–	260	–	16
Issued and redeemed on merger (note 10)	–	–	–	35	–	50	–	–	–	–
Reinvested distributions	–	256	7	5	15	11	–	141	–	4
Redeemed	–	(72)	(73)	(65)	(103)	(54)	–	(284)	–	(17)
Transferred on reorganization	–	(14,405)	–	–	–	–	–	(8,334)	–	(221)
Securities outstanding – end of period	–	–	140	158	229	224	–	–	–	–
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	–	55	–	2,332	–	1	–	35,376	–	212
Increase (decrease) in net assets from operations	–	2	–	95	–	1	–	1,412	–	9
Distributions paid to securityholders:										
Investment income	–	–	–	–	–	–	–	–	–	–
Capital gains	–	(1)	–	(41)	–	–	–	(625)	–	(4)
Return of capital	–	–	–	–	–	–	–	–	–	(1)
Management fee rebates	–	–	–	–	–	–	–	–	–	–
Administration fee rebates	–	–	–	–	–	–	–	–	–	–
Total distributions paid to securityholders	–	(1)	–	(41)	–	–	–	(625)	–	(5)
Security transactions:										
Proceeds from securities issued	–	–	–	2	–	–	–	1,271	–	13
Securities issued and redeemed on merger (note 10)	–	–	–	–	–	–	–	–	–	–
Reinvested distributions	–	1	–	41	–	–	–	625	–	5
Payments on redemption of securities	–	–	–	(81)	–	(1)	–	(987)	–	(1)
Value of securities transferred on reorganization	–	(57)	–	(2,348)	–	(1)	–	(37,072)	–	(233)
Total security transactions	–	(56)	–	(2,386)	–	(2)	–	(36,163)	–	(216)
Increase (decrease) in net assets attributable to securityholders	–	(55)	–	(2,332)	–	(1)	–	(35,376)	–	(212)
End of period	–	–	–	–	–	–	–	–	–	–
Increase (decrease) in fund securities (in thousands) (note 7):										
Securities outstanding – beginning of period	–	3	–	189	–	–	–	2,465	–	12
Issued	–	–	–	–	–	–	–	86	–	1
Issued and redeemed on merger (note 10)	–	–	–	–	–	–	–	–	–	–
Reinvested distributions	–	–	–	3	–	–	–	43	–	–
Redeemed	–	–	–	(6)	–	–	–	(70)	–	–
Transferred on reorganization	–	(3)	–	(186)	–	–	–	(2,524)	–	(13)
Securities outstanding – end of period	–	–	–	–	–	–	–	–	–	–

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

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

STATEMENTS OF CHANGES IN FINANCIAL POSITION (cont'd)

for the periods ended March 31 (in \$ 000 except per security amounts)

	L8 Series		N Series		N5 Series		D5 Series		D8 Series	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	–	474	–	29,997	–	566	–	146	–	243
Increase (decrease) in net assets from operations	–	21	–	1,248	–	24	–	7	–	9
Distributions paid to securityholders:										
Investment income	–	–	–	–	–	–	–	–	–	–
Capital gains	–	(12)	–	(555)	–	(10)	–	(3)	–	(4)
Return of capital	–	(4)	–	–	–	(2)	–	(1)	–	(1)
Management fee rebates	–	–	–	–	–	–	–	–	–	–
Administration fee rebates	–	–	–	–	–	–	–	–	–	–
Total distributions paid to securityholders	–	(16)	–	(555)	–	(12)	–	(4)	–	(5)
Security transactions:										
Proceeds from securities issued	–	200	–	869	–	–	–	–	–	25
Securities issued and redeemed on merger (note 10)	–	–	–	–	–	–	–	–	–	–
Reinvested distributions	–	12	–	554	–	10	–	3	–	5
Payments on redemption of securities	–	(6)	–	(842)	–	(17)	–	–	–	(43)
Value of securities transferred on reorganization	–	(685)	–	(31,271)	–	(571)	–	(152)	–	(234)
Total security transactions	–	(479)	–	(30,690)	–	(578)	–	(149)	–	(247)
Increase (decrease) in net assets attributable to securityholders	–	(474)	–	(29,997)	–	(566)	–	(146)	–	(243)
End of period	–	–	–	–	–	–	–	–	–	–
Increase (decrease) in fund securities (in thousands) (note 7):	Securities		Securities		Securities		Securities		Securities	
Securities outstanding – beginning of period	–	31	–	2,072	–	32	–	8	–	16
Issued	–	12	–	57	–	–	–	–	–	2
Issued and redeemed on merger (note 10)	–	–	–	–	–	–	–	–	–	–
Reinvested distributions	–	1	–	38	–	1	–	–	–	–
Redeemed	–	–	–	(53)	–	(1)	–	–	–	(3)
Transferred on reorganization	–	(44)	–	(2,114)	–	(32)	–	(8)	–	(15)
Securities outstanding – end of period	–	–	–	–	–	–	–	–	–	–

	QF Series		QF5 Series		QFW Series		QFW5 Series		Series LB	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	–	12,468	–	179	–	2,317	–	1	11,261	9,961
Increase (decrease) in net assets from operations	–	514	–	8	–	97	–	–	370	707
Distributions paid to securityholders:										
Investment income	–	–	–	–	–	–	–	–	(10)	(38)
Capital gains	–	(223)	–	(4)	–	(48)	–	–	(305)	(375)
Return of capital	–	–	–	(1)	–	–	–	–	–	–
Management fee rebates	–	(2)	–	–	–	–	–	–	–	–
Administration fee rebates	–	–	–	–	–	–	–	–	–	–
Total distributions paid to securityholders	–	(225)	–	(5)	–	(48)	–	–	(315)	(413)
Security transactions:										
Proceeds from securities issued	–	665	–	52	–	520	–	–	4,344	6,894
Securities issued and redeemed on merger (note 10)	–	–	–	–	–	–	–	–	–	1,056
Reinvested distributions	–	225	–	5	–	48	–	–	315	413
Payments on redemption of securities	–	(705)	–	(1)	–	(86)	–	–	(3,869)	(7,357)
Value of securities transferred on reorganization	–	(12,942)	–	(238)	–	(2,848)	–	(1)	–	–
Total security transactions	–	(12,757)	–	(182)	–	(2,366)	–	(1)	790	1,006
Increase (decrease) in net assets attributable to securityholders	–	(12,468)	–	(179)	–	(2,317)	–	(1)	845	1,300
End of period	–	–	–	–	–	–	–	–	12,106	11,261
Increase (decrease) in fund securities (in thousands) (note 7):	Securities		Securities		Securities		Securities		Securities	
Securities outstanding – beginning of period	–	866	–	10	–	187	–	–	909	828
Issued	–	45	–	3	–	41	–	–	363	547
Issued and redeemed on merger (note 10)	–	–	–	–	–	–	–	–	–	83
Reinvested distributions	–	15	–	–	–	4	–	–	27	33
Redeemed	–	(48)	–	–	–	(7)	–	–	(323)	(582)
Transferred on reorganization	–	(878)	–	(13)	–	(225)	–	–	–	–
Securities outstanding – end of period	–	–	–	–	–	–	–	–	976	909

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

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

STATEMENTS OF CHANGES IN FINANCIAL POSITION (cont'd)

for the periods ended March 31 (in \$ 000 except per security amounts)

	Series LF		Series LW	
	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS				
Beginning of period	17,957	7,379	51,067	37,036
Increase (decrease) in net assets from operations	776	590	1,754	2,640
Distributions paid to securityholders:				
Investment income	(16)	(49)	(45)	(167)
Capital gains	(489)	(405)	(1,392)	(1,570)
Return of capital	–	–	–	–
Management fee rebates	–	–	–	–
Administration fee rebates	–	–	–	–
Total distributions paid to securityholders	(505)	(454)	(1,437)	(1,737)
Security transactions:				
Proceeds from securities issued	3,375	5,931	8,469	15,897
Securities issued and redeemed on merger (note 10)	–	5,218	–	5,042
Reinvested distributions	505	454	1,437	1,737
Payments on redemption of securities	(3,637)	(1,161)	(7,264)	(9,548)
Value of securities transferred on reorganization	–	–	–	–
Total security transactions	243	10,442	2,642	13,128
Increase (decrease) in net assets attributable to securityholders	514	10,578	2,959	14,031
End of period	18,471	17,957	54,026	51,067
Increase (decrease) in fund securities (in thousands) (note 7):				
Securities outstanding – beginning of period	1,285	551	4,071	3,049
Issued	247	418	696	1,241
Issued and redeemed on merger (note 10)	–	367	–	392
Reinvested distributions	38	32	122	135
Redeemed	(268)	(83)	(602)	(746)
Transferred on reorganization	–	–	–	–
Securities outstanding – end of period	1,302	1,285	4,287	4,071

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

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

STATEMENTS OF CASH FLOWS

for the periods ended March 31 (in \$ 000)

	2023	2022
	\$	\$
Cash flows from operating activities		
Net increase (decrease) in net assets attributable to securityholders from operations	201,177	379,491
Adjustments for:		
Net realized loss (gain) on investments	(185,267)	(470,731)
Change in net unrealized loss (gain) on investments	(41,583)	55,421
Purchase of investments	(2,382,216)	(2,890,475)
Proceeds from sale and maturity of investments	2,505,332	3,334,668
(Increase) decrease in accounts receivable and other assets	(2,428)	(1,616)
Increase (decrease) in accounts payable and other liabilities	3	30
Net cash provided by (used in) operating activities	95,018	406,788
Cash flows from financing activities		
Proceeds from securities issued	608,925	1,043,729
Payments on redemption of securities	(744,646)	(1,084,266)
Distributions paid net of reinvestments	(9,814)	(20,489)
Net cash provided by (used in) financing activities	(145,535)	(61,026)
Net increase (decrease) in cash and cash equivalents	(50,517)	345,762
Cash and cash equivalents at beginning of period	346,406	642
Effect of exchange rate fluctuations on cash and cash equivalents	(12)	2
Cash and cash equivalents at end of period	295,877	346,406
Cash	543	248
Cash equivalents	295,334	346,158
Cash and cash equivalents at end of period	295,877	346,406
Supplementary disclosures on cash flow from operating activities:		
Dividends received	68,620	59,454
Foreign taxes paid	2,218	2,168
Interest received	8,985	1,552
Interest paid	2	–

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

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

SCHEDULE OF INVESTMENTS

as at March 31, 2023

	Country	Sector	Par Value/ No. of Shares/Units	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES					
Accenture PLC Class A	United States	Information Technology	526,903	164,390	203,704
Alcon Inc. ADR	Switzerland	Health Care	7,510	649	717
Altus Group Ltd.	Canada	Real Estate	2,029,990	96,250	116,501
Amphenol Corp. Class A	United States	Information Technology	1,236,171	103,405	136,646
Aon PLC	United States	Financials	529,368	144,784	225,766
Becton, Dickinson and Co.	United States	Health Care	447,895	150,359	149,973
Boyd Group Services Inc.	Canada	Industrials	773,299	142,467	167,064
BRP Inc.	United States	Consumer Discretionary	773,198	72,364	81,773
CAE Inc.	Canada	Industrials	6,127,753	199,984	187,264
Canadian National Railway Co.	Canada	Industrials	1,041,358	162,138	166,065
Costco Wholesale Corp.	United States	Consumer Staples	96,924	63,793	65,143
Danaher Corp.	United States	Health Care	503,658	131,342	171,710
Dollarama Inc.	Canada	Consumer Discretionary	3,063,572	220,552	247,445
FirstService Corp.	Canada	Real Estate	534,132	88,541	101,715
Intact Financial Corp.	Canada	Financials	1,242,138	221,329	240,254
Jacobs Solutions Inc.	United States	Industrials	1,043,916	171,431	165,932
Keysight Technologies Inc.	United States	Information Technology	805,431	124,419	175,929
Linde PLC	United Kingdom	Materials	262,764	103,367	126,335
LVMH Moët Hennessy Louis Vuitton SE	France	Consumer Discretionary	116,000	122,716	143,811
Nutrien Ltd.	Canada	Materials	1,331,158	161,701	132,863
ON Semiconductor Corp.	United States	Information Technology	1,870,035	144,686	208,231
Pet Valu Holdings Ltd.	Canada	Consumer Discretionary	961,119	37,035	36,177
Premium Brands Holdings Corp.	Canada	Consumer Staples	1,667,899	166,429	166,773
Royal Bank of Canada	Canada	Financials	1,518,871	150,567	196,314
S&P Global Inc.	United States	Financials	71,000	32,514	33,112
Schneider Electric SE	United States	Industrials	372,934	71,511	84,335
Stantec Inc.	Canada	Industrials	3,245,379	172,127	256,418
Synopsys Inc.	United States	Information Technology	253,608	108,629	132,502
TELUS Corp.	Canada	Communication Services	8,544,442	266,615	229,247
TELUS International CDA Inc.	Philippines	Industrials	1,310,238	47,723	35,783
Thermo Fisher Scientific Inc.	United States	Health Care	221,058	144,309	172,345
Thomson Reuters Corp.	Canada	Industrials	1,123,904	137,322	197,627
TMX Group Ltd.	Canada	Financials	370,239	46,445	50,538
Trane Technologies PLC	United States	Industrials	220,000	52,713	54,750
Waste Connections Inc.	United States	Industrials	210,943	37,177	39,678
Total equities				4,261,783	4,900,440
Transaction costs				(2,423)	–
Total investments				4,259,360	4,900,440
Derivative instruments (see schedule of derivative instruments)					(6,200)
Cash and cash equivalents					295,877
Other assets less liabilities					(7,722)
Net assets attributable to securityholders					5,182,395

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

SUMMARY OF INVESTMENT PORTFOLIO

MARCH 31, 2023

PORTFOLIO ALLOCATION	% OF NAV
Equities	94.5
Cash and short-term investments	5.7
Other assets (liabilities)	(0.2)

REGIONAL ALLOCATION	% OF NAV
Canada	51.0
United States	32.3
Ireland	6.8
Cash and short-term investments	5.7
France	4.4
Other assets (liabilities)	(0.2)

SECTOR ALLOCATION	% OF NAV
Industrials	26.2
Information technology	16.5
Financials	14.4
Consumer discretionary	9.8
Health care	9.5
Cash and short-term investments	5.7
Materials	5.0
Consumer staples	4.5
Communication services	4.4
Real estate	4.2
Other assets (liabilities)	(0.2)

MARCH 31, 2022

PORTFOLIO ALLOCATION	% OF NAV
Equities	92.6
Cash and short-term investments	6.8
Other assets (liabilities)	0.6

REGIONAL ALLOCATION	% OF NAV
Canada	50.8
United States	30.8
Cash and short-term investments	6.8
Ireland	4.6
France	3.7
Switzerland	2.7
Other assets (liabilities)	0.6

SECTOR ALLOCATION	% OF NAV
Financials	19.9
Information technology	15.1
Health care	14.0
Consumer discretionary	8.2
Cash and short-term investments	6.8
Consumer staples	5.5
Materials	4.0
Communication services	2.2
Other assets (liabilities)	0.6

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

SCHEDULE OF DERIVATIVE INSTRUMENTS

as at March 31, 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)
A	2,813 USD	(3,877) CAD	Apr. 14, 2023	3,877	3,802	–	(75)
AA	149,558 CAD	(111,877) USD	Apr. 21, 2023	(149,558)	(151,197)	–	(1,639)
A	185,165 CAD	(138,293) USD	Apr. 21, 2023	(185,165)	(186,897)	–	(1,732)
AA	3,312 CAD	(2,474) USD	Apr. 21, 2023	(3,312)	(3,343)	–	(31)
A	3,038 CAD	(2,270) USD	Apr. 21, 2023	(3,038)	(3,068)	–	(30)
AA	9,677 CAD	(7,200) USD	Apr. 21, 2023	(9,677)	(9,731)	–	(54)
A	17,819 CAD	(13,340) USD	Apr. 21, 2023	(17,819)	(18,028)	–	(209)
AA	3,165 USD	(4,336) CAD	Apr. 21, 2023	4,336	4,278	–	(58)
AA	8,760 USD	(12,023) CAD	Apr. 21, 2023	12,023	11,839	–	(184)
AA	19,420 CAD	(14,430) USD	Apr. 28, 2023	(19,420)	(19,496)	–	(76)
AA	4,940 USD	(6,723) CAD	Apr. 28, 2023	6,723	6,675	–	(48)
AA	5,870 USD	(8,095) CAD	Apr. 28, 2023	8,095	7,931	–	(164)
AA	20,294 CAD	(15,000) USD	Apr. 28, 2023	(20,294)	(20,266)	28	–
AA	212,204 CAD	(158,560) USD	May 19, 2023	(212,204)	(214,132)	–	(1,928)
Total forward currency contracts						28	(6,228)
Total Derivative assets							28
Total Derivative liabilities							(6,228)

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

NOTES TO FINANCIAL STATEMENTS

1. Fiscal Periods and General Information

The information provided in these financial statements and notes thereto is for the periods ended or as at March 31, 2023 and 2022, 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 audited annual financial statements ("financial statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). 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 June 5, 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 and exchange-traded funds, if any, at FVTPL. For private funds, Mackenzie 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 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 CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 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 March 31, 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 CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 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 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 CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 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 unlisted open-ended investment fund or an exchange-traded fund in which the Fund invests ("Underlying Funds"), 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 objective 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 CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 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 March 31, 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 March 31, 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 Exchange Traded Funds ("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 CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

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 CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

NOTES TO FINANCIAL STATEMENTS

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

(a) Fund Formation and Series Information

Date of Formation: April 15, 1965

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 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 IG securities are offered exclusively to mutual funds managed by I.G. Investment Management, Ltd.

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 B, Series C, Series C5, Series DZ, Series GG, Series GV and Series M 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 J securities are no longer available for sale.

Series Distributed by Quadrus Investment Services Ltd. (255 Dufferin Ave., London, Ontario, N6A 4K1; 1-888-532-3322; www.canadalifeinvest.ca)

Effective May 7, 2021, Series S, Q Series, H Series, H5 Series, HW Series, HW5 Series, L Series, L5 Series, L8 Series, N Series, N5 Series, D5 Series, D8 Series, QF Series, QF5 Series, QFW Series and QFW5 Series securities were transitioned to Canada Life Canadian Focused Growth Fund, and are no longer offered by the Fund.

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 securities are offered to retail investors investing a minimum of \$500.

Series LF securities are offered to retail investors investing a minimum of \$500, who are enrolled in the LBC Private Banking sponsored fee-for-service program.

Series LW securities are offered through our Preferred Pricing Program to certain high net worth investors who invest a minimum of \$100,000.

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 CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

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	Management Fee	Administration Fee
Series A	January 27, 1998	2.00%	0.22%
Series AR	January 18, 2017	2.00%	0.27%
Series B	November 25, 2016	1.50%	0.24%
Series C	July 6, 2018	1.85%	0.22%
Series C5	July 6, 2018	1.85%	0.24%
Series D	January 10, 2014	1.00% ⁽³⁾	0.19%
Series DZ	July 6, 2018	1.10%	0.19%
Series F	December 6, 1999	0.75%	0.15%
Series F5	October 24, 2018	0.75%	0.15%
Series F8	October 24, 2018	0.75%	0.15%
Series FB	October 26, 2015	1.00%	0.24%
Series FB5	October 24, 2018	1.00%	0.24%
Series G	April 5, 2005	1.50%	0.22%
Series GG	July 6, 2018	1.35%	0.22%
Series GV	July 6, 2018	0.85%	0.24%
Series I	October 25, 1999	1.35%	0.24%
Series IG	May 5, 2017	n/a	n/a
Series J	December 22, 2008	1.70%	0.20%
Series M	November 25, 2016	1.00%	0.24%
Series O	January 2, 2001	— ⁽¹⁾	n/a
Series PW	October 15, 2013	1.75%	0.15%
Series PWFB	April 3, 2017	0.75%	0.15%
Series PWFB5	October 24, 2018	0.75%	0.15%
Series PWR	April 1, 2019	1.75%	0.15%
Series PWT5	July 6, 2018	1.75%	0.15%
Series PWT8	October 24, 2018	1.75%	0.15%
Series PWX	April 22, 2014	— ⁽²⁾	— ⁽²⁾
Series PWX8	October 24, 2018	— ⁽²⁾	— ⁽²⁾
Series R	December 8, 2008	n/a	n/a
Series T5	July 6, 2018	2.00%	0.24%
Series T8	October 24, 2018	2.00%	0.24%
Series LB	July 6, 2018	2.00%	0.22%
Series LF	December 7, 2018	0.75%	0.15%
Series LW	July 6, 2018	1.75%	0.15%

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

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

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

(b) Tax Loss Carryforwards

As at the last taxation year-end, there were no capital and non-capital losses available to carry forward for tax purposes.

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

NOTES TO FINANCIAL STATEMENTS

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

(c) Securities Lending

	March 31, 2023		March 31, 2022	
	(\$)		(\$)	
Value of securities loaned	903		345	
Value of collateral received	952		362	
	March 31, 2023		March 31, 2022	
	(\$)	(%)	(\$)	(%)
Gross securities lending income	149	100.0	49	100.0
Tax withheld	–	–	–	–
	149	100.0	49	100.0
Payments to Securities Lending Agent	(17)	(11.4)	(9)	(18.4)
Securities lending income	132	88.6	40	81.6

(d) Commissions

	(\$)
March 31, 2023	678
March 31, 2022	581

(e) Risks Associated with Financial Instruments

i. Risk exposure and management

The Fund seeks long-term capital growth by investing mainly in Canadian equities. The Fund uses a growth at a reasonable price style of investing and may hold up to 49% of its assets in foreign investments.

ii. Currency risk

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

March 31, 2023									
Currency	Investments (\$)	Cash and Short-Term Investments (\$)	Derivative Instruments (\$)	Net Exposure* (\$)	Impact on net assets				
					Strengthened by 5% (\$)	%	Weakened by 5% (\$)	%	
USD	2,022,795	51	(591,633)	1,431,213					
EUR	228,146	6,766	–	234,912					
Total	2,250,941	6,817	(591,633)	1,666,125					
% of Net Assets	43.4	0.1	(11.4)	32.1					
					(83,306)	(1.6)	83,306	1.6	

March 31, 2022									
Currency	Investments (\$)	Cash and Short-Term Investments (\$)	Derivative Instruments (\$)	Net Exposure* (\$)	Impact on net assets				
					Strengthened by 5% (\$)	%	Weakened by 5% (\$)	%	
USD	1,955,891	(248)	(581,983)	1,373,660					
EUR	187,278	(4,213)	–	183,065					
Total	2,143,169	(4,461)	(581,983)	1,556,725					
% of Net Assets	41.8	(0.1)	(11.3)	30.4					
Total currency rate sensitivity					(77,836)	(1.5)	77,836	1.5	

* Includes both monetary and non-monetary financial instruments

iii. Interest rate risk

As at March 31, 2023 and 2022, the Fund did not have a significant exposure to interest rate risk.

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

NOTES TO FINANCIAL STATEMENTS

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

(e) Risks Associated with Financial Instruments (cont'd)

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%	
	(\$)	(%)	(\$)	(%)
March 31, 2023	490,044	9.5	(490,044)	(9.5)
March 31, 2022	474,734	9.3	(474,734)	(9.3)

v. Credit risk

As at March 31, 2023 and 2022, 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.

	March 31, 2023				March 31, 2022			
	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	Total (\$)	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	Total (\$)
Equities	4,672,294	228,146	–	4,900,440	4,560,059	187,278	–	4,747,337
Derivative assets	–	28	–	28	–	12,909	–	12,909
Derivative liabilities	–	(6,228)	–	(6,228)	–	(566)	–	(566)
Short-term investments	–	295,334	–	295,334	–	346,158	–	346,158
Total	4,672,294	517,280	–	5,189,574	4,560,059	545,779	–	5,105,838

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 March 31, 2023, non-North American equities frequently transferred between Level 1 (unadjusted quoted market prices) and Level 2 (adjusted market prices). As at March 31, 2023, these securities were classified as Level 2 (2022 – 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:

	March 31, 2023	March 31, 2022
	(\$)	(\$)
The Manager	725	858
Other funds managed by the Manager	48,697	67,287
Funds managed by affiliates of the Manager	501,043	488,189

(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.

	March 31, 2023			
	Gross amount of assets/liabilities (\$)	Amount available for offset (\$)	Margin (\$)	Net amount (\$)
Unrealized gains on derivative contracts	–	–	–	–
Unrealized losses on derivative contracts	(3,899)	–	–	(3,899)
Liability for options written	–	–	–	–
Total	(3,899)	–	–	(3,899)

MACKENZIE BLUEWATER CANADIAN GROWTH FUND

(Formerly Mackenzie Canadian Growth Fund)

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

NOTES TO FINANCIAL STATEMENTS

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

(h) Offsetting of Financial Assets and Liabilities (cont'd)

	March 31, 2022			
	Gross amount of assets/liabilities (\$)	Amount available for offset (\$)	Margin (\$)	Net amount (\$)
Unrealized gains on derivative contracts	7,409	–	–	7,409
Unrealized losses on derivative contracts	–	–	–	–
Liability for options written	–	–	–	–
Total	7,409	–	–	7,409

(i) Interest in Unconsolidated Structured Entities

As at March 31, 2023 and 2022, the Fund had no investments in Underlying Funds.

(j) Fund Merger

On May 20, 2021, the Mackenzie Funds' Independent Review Committee approved a proposal to wind up Mackenzie Financial Capital Corporation because it was in a taxable position. As a result of this wind-up, the Mackenzie Canadian Growth Class (the "Terminating Fund") merged into the Fund on July 30, 2021. This merger took place on a tax deferred basis. As the Terminating Fund invested all of its net assets in Series R of the Fund prior to the merger, the merger was effected by exchanging 10,187 Series R securities for other securities of the Fund at fair market value, resulting in no transfer of net assets to the Fund on July 30, 2021.

Terminating Fund's Series	Fund's Series	Securities Issued
Series A	Series A	691
Series D	Series D	34
Series F	Series F	10,672
Series F5	Series F5	182
Series F8	Series F8	69
Series LB	Series LB	83
Series LF	Series LF	367
Series LW	Series LW	392
Series PWFB5	Series PWFB5	17
Series PWFB	Series PWFB	447
Series T5	Series T5	35
Series T8	Series T8	50
Series FB	Series FB	0.2
Series FB5	Series FB5	0.1
Series PW	Series PW	3,309
Series PWT5	Series PWT5	139
Series PWT8	Series PWT8	48

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

(k) Reorganization

On May 7, 2021, the series of the Fund distributed by Quadrus Investment Services Ltd. (see *Fund Formation and Series Information*) were transitioned on a tax-deferred basis to corresponding series of Canada Life Canadian Focused Growth Fund, a fund managed by Canada Life Investment Management Limited, an affiliate of Mackenzie, with the same investment objectives, strategies and fees as the Fund. This reorganization received a positive recommendation from the Mackenzie Funds' Independent Review Committee and was approved by the investors in the affected series and the securities regulators. Investors in the series offered by Mackenzie and the series distributed by LBC Financial Services Inc. were not affected.

On May 7, 2021, \$426,321 transitioned out of the Fund as a result of the reorganization.

(l) Name Change

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