

**No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.**



**AMENDMENT NO. 1 DATED SEPTEMBER 13, 2024 TO THE  
SIMPLIFIED PROSPECTUS DATED AUGUST 1, 2024**

**Manulife Strategic Income Fund**

(the “Fund”)

The simplified prospectus of the Fund dated August 1, 2024 (the “**Simplified Prospectus**”) is hereby amended and is to be read subject to the additional information set forth below. Corresponding changes reflecting this amendment are hereby made to any applicable disclosure throughout the Simplified Prospectus. In all other respects, the disclosure in the Simplified Prospectus is not revised.

All capitalized terms not defined in this Amendment No. 1 have the respective meanings set out in the Simplified Prospectus.

**New Offering of ETF Series securities**

1. On the front cover page, the row referencing the Fund is deleted in its entirety and replaced with the following:

**Manulife Strategic Income Fund<sup>1,5,6,11,12</sup>**

2. On the front cover page, in the footnote referencing the securities offered, the following reference to the ETF series of units is hereby added:

“<sup>12</sup> Offering ETF Series securities”

3. On page 2, under the heading “Introduction”, the following bullet points are added, in alphabetical order, to the list of defined terms:

- “*Basket of Securities* refers to, in relation to ETF Series securities of a particular Fund, a group of securities and/or assets determined by the Manager from time to time representing the constituents of the portfolio of the Fund
- *Cboe* refers to Cboe Canada Inc.
- *CDS* refers to CDS Clearing and Depository Services Inc.
- *CDS Participant* refers to a registered dealer or other financial institution that is a participant in CDS and that holds ETF Series securities on behalf of beneficial owners of ETF Series securities
- *Designated Broker* refers to a registered dealer that has entered into a designated broker agreement with the Manager, on behalf of a Fund, pursuant to which the Designated Broker agrees to perform certain duties in respect of the ETF Series securities in relation to that Fund

- *Distribution Record Date* refers to, in relation to a particular Fund, a date determined by the Manager as a record date for the determination of the securityholders of the Fund entitled to receive a distribution
  - *ETF Dealer* refers to a registered dealer (that may or may not be a Designated Broker) that has entered into a continuous distribution dealer agreement with the Manager, on behalf of a Fund, and that subscribes for and purchases ETF Series securities from that Fund
  - *ETF Series* refers to the exchange-traded series of securities of a Fund
  - *Mutual Fund securities* refers to, collectively, the Advisor Series, Series B, Series C, Series CT, Series F, Series FT, Series H, Series HE, Series HH, Series N and Series T securities of the Funds
  - *PNU or Prescribed Number of Units* refers to, in relation to a particular Fund, the number of ETF Series securities determined by the Manager from time to time for the purpose of subscription orders, exchanges, redemptions or for other purposes
  - *Valuation Date* refers to each Trading Day or any other day designated by the Manager on which the NAV and NAV per security is calculated
  - *Valuation Time* refers to, in relation to a Fund, 4:00 p.m. (Toronto time) on a Valuation Date or such other time that the Manager deems appropriate on each Valuation Date”
4. On page 2, under the heading “Introduction”, the definition of “trading day” is deleted in its entirety and replaced with the following:
- “*Trading Day* refers to any day that the TSX is open for trading or such other time as the Manager deems appropriate, except for each Fund offering ETF Series securities, unless otherwise determined by the Manager, it refers to a day on which a session of Cboe is held”
5. On page 3, under the paragraph reading “*Additional information about MIX Corp. and each Fund is or will be available in the following documents*”, the first bullet point is deleted in its entirety and replaced with the following:
- “The most recently filed fund facts or exchange-traded fund facts, as applicable, of the Funds”
6. On page 4, under the heading “Introduction” but immediately above the heading “Responsibility for Mutual Fund Administration”, the following is added:

**“Additional Considerations**

No Designated Broker or ETF Dealer has been involved in the preparation of this simplified prospectus or has performed any review of the contents of this simplified prospectus and as such, the Designated Broker and ETF Dealers do not perform many of the usual underwriting activities in connection with the distribution by the Funds of their ETF Series securities, as applicable, under this simplified prospectus.

Registration of interests in, and transfer of, the ETF Series securities are made only through CDS Clearing and Depository Services Inc. Beneficial owners do not have the right to receive physical certificates evidencing their ownership of ETF Series securities.”

7. On page 30, under the heading “Responsibility for Mutual Fund Administration” but immediately above the heading “Brokerage Arrangements”, the following is added:

**“Designated Broker (in respect of ETF Series securities)”**

The Manager, on behalf of each Fund offering ETF Series securities, has entered into a designated broker agreement with a Designated Broker pursuant to which the Designated Broker has agreed to perform certain duties relating to that Fund including, without limitation: (i) to subscribe for a sufficient number of ETF Series securities of that Fund to satisfy Cboe’s listing requirements; (ii) to subscribe for ETF Series securities of that Fund on an ongoing basis; and (iii) to post a liquid two-way market for the trading of ETF Series securities of that Fund on Cboe. Payment for ETF Series securities of a Fund must be made by the Designated Broker, and those ETF Series securities will be issued, by no later than the first Trading Day after the subscription notice has been delivered.

ETF Series securities do not represent an interest or an obligation of such Designated Broker or ETF Dealers or any affiliate thereof and a securityholder of a Fund will not have any recourse against any such parties in respect of amounts payable by the Fund to such Designated Broker or ETF Dealers.”

8. On page 33, the heading “Responsibility for Mutual Fund Administration – Registrar” is deleted in its entirety and replaced with “Responsibility for Mutual Fund Administration – Registrar and Record Keeper (in respect of Mutual Fund securities)”.
9. On page 33, under the heading “Responsibility for Mutual Fund Administration – Registrar”, the paragraph is deleted in its entirety and replaced with the following:

**“Manulife Investment Management Limited  
Toronto, Ontario**

We maintain the register of securityholders of the Mutual Fund securities of the Funds.

The registrar makes arrangements to keep track of the owners of Mutual Fund securities of each of the Funds, process purchase, transfer and redemption orders, issue investor account statements and issue annual tax reporting information.”

10. On page 33, under the heading “Responsibility for Mutual Fund Administration” but immediately above the heading “Securities Lending Agent”, the following is added:

**“Registrar and Transfer Agent (in respect of ETF Series securities)”**

**TSX Trust Company  
Toronto, Ontario**

TSX Trust Company, at its principal offices in Toronto, Ontario, is the Registrar and Transfer Agent for the ETF Series securities of each of the Funds with ETF Series pursuant to a registrar and transfer agency agreement entered into as of the date of the initial issuance of ETF Series securities of each Fund.”

11. On page 41, under the heading “Responsibility for Mutual Fund Administration – Material Contracts”, the second row in the table is deleted in its entirety and replaced with the following:

All Manulife Funds other than 2010 Acquisition Trust Funds and 2015 Acquisition Trust Funds	Amended and Restated MMF Declaration of Trust	September 13, 2024
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12. On page 42, under the heading “Responsibility for Mutual Fund Administration – Material Contracts”, the row in the table for Manulife Strategic Income Fund is deleted in its entirety and replaced with the following:

Manulife Strategic Income Fund	Amended and Restated Regulation	September 13, 2024
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13. On page 52, the heading “Purchases, Switches and Redemptions” is deleted in its entirety and replaced with “Purchases, Switches, Redemptions and Exchanges”.
14. On page 52, under the heading “Purchases, Switches and Redemptions” but immediately above the heading “Buying in U.S. Dollars”, the following is added:

**“ETF Series Securities**

The ETF Series are the exchange-traded series of units of the Funds. ETF Series securities of the Funds are sold on a continuous basis. There is no maximum number of ETF Series securities that may be issued.

ETF Series securities are offered by Manulife Strategic Income Fund. The ETF Series securities of the Manulife Strategic Income Fund have been conditionally approved for listing on Cboe. Subject to satisfying Cboe’s listing requirements, the ETF Series securities will be listed on Cboe and investors will be able to buy or sell such ETF Series securities on Cboe through registered brokers and dealers in the province or territory where the investor resides. The following chart sets out the full legal name as well as the Cboe ticker symbol for the ETF Series securities of each of the Funds:

Fund	Ticker Symbol for the ETF Series securities
Manulife Strategic Income Fund	STRT

Investors may incur customary brokerage commissions in buying or selling ETF Series securities. No fees are paid by investors to the Manager or any Fund in connection with buying or selling ETF Series securities on Cboe. Investors may trade ETF Series securities in the same way as other securities listed on Cboe, including by using market orders and limit orders.

**Special Considerations for Holders of ETF Series securities**

The provisions of the so-called “early warning” requirements set out in Canadian securities legislation do not apply in connection with the acquisition of ETF Series securities. In addition, the Funds have obtained exemptive relief from the Canadian securities regulators to permit securityholders to acquire more than 20% of the ETF Series securities of any Fund through purchases on Cboe without regard to the take-over bid requirements of Canadian securities legislation.”

15. On page 53, under the heading “Purchases, Switches and Redemptions – Buying Securities”, the heading is deleted in its entirety and replaced with the following:

**“Buying Mutual Fund Securities”**

16. On pages 53 to 58, under the heading “Purchases, Switches and Redemptions – Buying Securities”, all references to “securities” as a standalone term are deleted in their entirety and replaced with “Mutual Fund securities”.

17. On page 58, under the heading “Purchases, Switches and Redemptions” but immediately above the heading “Switching Securities”, the following is added:

**“Buying ETF Series securities – Designated Brokers**

All orders to purchase ETF Series securities directly from a Fund must be placed by the Designated Broker or ETF Dealers. Each Fund reserves the absolute right to reject any subscription order placed by the Designated Broker and/or an ETF Dealer. No fees will be payable by a Fund to the Designated Broker or an ETF Dealer in connection with the issuance of ETF Series securities of the Fund. On the issuance of ETF Series securities, the Manager may, at its discretion, charge an administrative fee to an ETF Dealer or Designated Broker, on behalf of the Fund, to offset any expenses incurred in issuing the ETF Series securities.

On any Trading Day, a Designated Broker or an ETF Dealer may place a subscription order for the PNU or integral multiple PNU of a Fund. If a subscription order is received by a Fund at or before the applicable cut-off time, or such other time prior to the Valuation Time on such Trading Day as the Manager may permit, and is accepted by the Manager, the Fund will generally issue to the ETF Dealer or Designated Broker the PNU (or an integral multiple thereof) within one Trading Day from the effective date of the subscription order. The Fund must receive payment for the ETF Series securities subscribed for within one Trading Day from the effective date of the subscription order. The effective date of a subscription order is the Trading Day on which the Valuation Time that applies to such subscription order takes place.

Unless the Manager shall otherwise agree or the Declaration of Trust shall otherwise provide, as payment for a PNU of a Fund, an ETF Dealer or Designated Broker must deliver subscription proceeds consisting of a Basket of Securities and cash in an amount sufficient so that the value of the Basket of Securities and cash delivered is equal to the NAV of the applicable PNU of the Fund determined at the Valuation Time on the effective date of the subscription order. The Manager may, in its complete discretion, instead accept subscription proceeds consisting of (i) cash only in an amount equal to the NAV of the applicable PNU of the Fund determined at the Valuation Time on the effective date of the subscription order, plus (ii) if applicable, associated brokerage expenses, commissions, transaction costs and other costs or expenses that the Funds incur or expect to incur in purchasing securities on the market with such cash proceeds.

The Manager may from time to time and, in any event not more than once quarterly, require the Designated Broker to subscribe for ETF Series securities of a Fund for cash in a dollar amount not to exceed 0.30% of the NAV of the Fund, or such other amount as may be agreed to by the Manager and the Designated Broker. The number of ETF Units issued will be the subscription amount divided by the NAV per unit of the ETF Series securities next determined following the delivery by the Manager of a subscription notice to the Designated Broker. Payment for the ETF Series securities must be made by the Designated Broker by no later than the first Trading Day after the subscription notice has been delivered.

The Manager will, except when circumstances prevent it from doing so, disclose the number of ETF Series securities comprising a PNU for a particular Fund to applicable investors, the Designated Broker and ETF Dealers following the close of business on each Trading Day. The Manager may, at its discretion, increase or decrease the applicable PNU from time to time and such changes will be made available to applicable investors, the Designated Broker and ETF Dealers.”

18. On pages 58 to 60, under the heading “Purchases, Switches and Redemptions – Switching Securities”, references to “securities” as a standalone term are deleted in their entirety and replaced with “Mutual Fund securities”.

19. On page 60, under the heading “Purchases, Switches and Redemptions – Switching Securities” but immediately above the heading “Redeeming Securities”, the following paragraph is added:

“ETF Series securities of a Fund cannot be converted into any other series of securities of the same Fund or switched into another Fund. Similarly, Mutual Fund securities of a Fund cannot be converted or switched into ETF Series securities of the same or another Fund.”

20. On page 60, under the heading “Purchases, Switches and Redemptions – Redeeming Securities”, the following heading is added:

**“Redeeming Mutual Fund Securities”**

21. On pages 60 to 62, under the heading “Purchases, Switches and Redemptions – Redeeming Securities”, references to “securities” as a standalone term are deleted in their entirety and replaced with “Mutual Fund securities”.
22. On page 64, under the heading “Purchases, Switches, Redemptions – Redeeming Securities” but immediately above the heading “Short-Term Trading”, the following is added:

**“Exchange of ETF Series securities of a Fund at NAV per Unit for Baskets of Securities and/or Cash**

Securityholders of ETF Series of a Fund may exchange the applicable PNU (or an integral multiple thereof) of the Fund on any Trading Day for Baskets of Securities and cash, subject to the requirement that a minimum PNU be exchanged. To effect an exchange of ETF Series securities of a Fund, a securityholder must submit an exchange request in the form and at the location prescribed by the Fund from time to time at or before the applicable cut-off time, or such other time prior to the Valuation Time on such Trading Day as the Manager may permit. The exchange price will be equal to the NAV of each PNU tendered for exchange determined at the Valuation Time on the effective date of the exchange request, payable by delivery of a Basket of Securities (constituted as most recently published prior to the effective date of the exchange request) and cash. The ETF Series securities will be redeemed in the exchange. The Manager will also make available to ETF Dealers and the Designated Broker the applicable PNU to redeem ETF Series securities of the Funds on each Trading Day. The effective date of an exchange request is the Trading Day on which the Valuation Time that applies to such redemption request takes place.

Upon the request of a securityholder, the Manager may, in its complete discretion, satisfy an exchange request by delivering cash only in an amount equal to the NAV of each PNU tendered for exchange determined at the Valuation Time on the effective date of the exchange request, provided that the securityholder agrees to pay the brokerage expenses, commissions, transaction costs and other costs or expenses that the Funds incur or expect to incur in selling securities on the market to obtain the necessary cash for the exchange.

If an exchange request is not received by the applicable cut-off time, the exchange order will be effective only on the next Trading Day. Settlement of exchanges for Baskets of Securities and/or cash will generally be made by the first Trading Day after the effective day of the exchange request (or such shorter period as may be determined by the Manager in response to changes in applicable law or general changes to settlement procedures in applicable markets). See “Exemptions and Approvals”.

If any securities in which a Fund has invested cease to trade at any time by order of a securities regulatory authority or other relevant regulator or stock exchange, the delivery of Baskets of Securities to a securityholder, ETF Dealer or Designated Broker on an exchange in the PNU may be postponed until such time as the transfer of the Baskets of Securities is permitted by law.

As described under “Book-Entry Only System”, registration of interests in, and transfers of, ETF Series securities will be made only through the book-entry only system of CDS. The redemption rights described below must be exercised through the CDS Participant through which the owner holds ETF Series securities. Beneficial owners of ETF Series securities should ensure that they provide redemption instructions to the CDS Participant through which they hold such ETF Series securities sufficiently in advance of the cut-off times described below to allow such CDS Participant to notify CDS and for CDS to notify the Manager prior to the relevant cut-off time.

### **Redemptions of ETF Series securities for Cash**

On any Trading Day, securityholders of ETF Series of a Fund may redeem (i) ETF Series securities of the Fund for cash at a redemption price per ETF Series security equal to 95% of the closing price for the ETF Series securities on Cboe on the effective day of the redemption, subject to a maximum redemption price per ETF Series security equal to the NAV per security of the ETF Series securities on the effective day of redemption, less any applicable administrative fee determined by the Manager, in its sole discretion, from time to time, or (ii) a PNU of a Fund or a multiple PNU of a Fund for cash equal to the NAV of that number of ETF Series securities of the Fund less any applicable administrative fee determined by the Manager, in its sole discretion from time to time. Because securityholders will generally be able to sell ETF Series securities at the market price on Cboe through a registered broker or dealer subject only to customary brokerage commissions, securityholders of the Funds are advised to consult their brokers, dealers or investment advisors before redeeming such ETF Series securities for cash. No fees or expenses are paid by securityholders to the Manager or any Fund in connection with selling ETF Series securities on Cboe. In order for a cash redemption to be effective on a Trading Day, a cash redemption request with respect to the applicable Fund must be delivered to the Manager in the form and at the location prescribed by the Manager from time to time at or before the applicable cut-off time on such Trading Day. Any cash redemption request received after such time will be effective only on the next Trading Day. Where possible, payment of the redemption price will be made by no later than the first Trading Day after the effective day of the redemption (or such shorter period as may be determined by the Manager in response to changes in applicable law or general changes to settlement procedures in applicable markets). The cash redemption request forms may be obtained from any registered broker or ETF Dealer.

Securityholders that have delivered a redemption request prior to the Distribution Record Date for any distribution will not be entitled to receive that distribution.

In connection with the redemption of ETF Series securities of a Fund, the Fund will generally dispose of securities or other financial instruments.

### **Suspension of Exchanges and Redemptions of ETF Series securities**

The Manager may suspend the exchange or redemption of ETF Series securities of a Fund or payment of redemption proceeds of a Fund: (i) during any period when normal trading is suspended on a stock exchange or other market on which securities owned by the Fund are listed and traded, if these securities represent more than 50% by value or underlying market exposure of the total assets of the Fund, without allowance for liabilities, and if these securities are not traded on any other exchange that represents a reasonably practical alternative for the Fund; or (ii) with the prior permission of the securities regulatory authorities where required, for any period not exceeding 30 days during which the Manager determines that conditions exist which render impractical the sale of assets of the Fund or which impair the ability of the Custodian to determine the value of the assets of the Fund. The suspension may apply to all requests for exchange or redemption received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect. All securityholders making such requests shall be advised by the Manager of the suspension and that the exchange or redemption will be effected at a price determined on the first Valuation Date following the termination of the suspension. All such securityholders shall have and shall be advised that they have the right to withdraw their requests for exchange or redemption. The suspension shall terminate in any event on the first day on which the condition giving rise to the suspension has ceased.

to exist, provided that no other condition under which a suspension is authorized then exists. To the extent not inconsistent with official rules and regulations promulgated by any government body having jurisdiction over a Fund, any declaration of suspension made by the Manager shall be conclusive.

### **Administrative Fee**

An amount as may be agreed to between the Manager and the Designated Broker or an ETF Dealer, of a Fund may be charged by the Manager, on behalf of the Fund, to offset certain transaction costs, including brokerage expenses, commissions and other costs and expenses, associated with an issue, exchange or redemption of ETF Series securities of that Fund. This charge does not apply to securityholders who buy and sell their ETF Series securities through the facilities of Cboe.

### **Allocations of Capital Gains to Redeeming or Exchanging Securityholders**

Pursuant to the Declaration of Trust, a Fund may allocate and designate as payable any capital gains realized by the Fund as a result of any disposition of property of the Fund undertaken to permit or facilitate the redemption of securities or exchange of Mutual Fund securities or ETF Series securities to a securityholder whose securities are being redeemed or exchanged, as applicable. In addition, each Fund has the authority to distribute, allocate and designate any capital gains of the Fund to a securityholder who has redeemed securities or exchanged Mutual Fund securities or ETF Series securities of the Fund during a year in an amount equal to the securityholder's share, at the time of redemption or exchange, as applicable, of the Fund's capital gains for the year. Any such distributions, allocations and designations will reduce the redemption or exchange price otherwise payable to the redeeming securityholder.

Based on certain rules in the Tax Act, where a Fund issues both Mutual Fund securities and ETF Series securities, amounts of taxable capital gains so allocated and designated to redeeming or exchanging securityholders generally will only be deductible to a Fund to the extent of (i) in respect of the portion of the taxable capital gains that is referable to the Mutual Fund securities, and subject to the 2024 Budget Proposals, half of the amount of the gains that would otherwise be realized by the holders of Mutual Fund securities on the redemption or exchange of such securities; and (ii) in respect of the portion of the taxable capital gains that is referable to the ETF Series securities, the redeeming or exchanging securityholders' pro rata share of the net taxable capital gains of the Fund for the year; in each case, as determined under the Tax Act. Any taxable capital gains that are not deductible by a Fund under the rules described above may be made payable to non-redeeming or -exchanging securityholders so that the Fund will not be liable for non-refundable income tax thereon. Accordingly, the amounts and taxable component of distributions to non-redeeming or -exchanging securityholders of a Fund may be greater than would have been the case in the absence of the rules described above.

Where a Fund issues only Mutual Fund securities, taxable capital gains allocated and designated to redeeming securityholders of that Fund generally will only be deductible to the extent of half of the amount of the gains that would otherwise be realized by the securityholders on the redemption of such securities, subject to the 2024 Budget Proposals.

### **Book-Entry Only System**

Registration of interests in, and transfers of, ETF Series securities of a Fund will be made only through the book-entry only system of CDS. ETF Series securities must be purchased, transferred and surrendered for redemption only through a CDS Participant. All rights of an owner of ETF Series securities must be exercised through, and all payments or other property to which such owner is entitled will be made or delivered by, CDS or the CDS Participant through which the owner holds such ETF Series securities. Upon buying ETF Series securities of a Fund, the owner will receive only the customary confirmation. References in this simplified prospectus to a holder of ETF Series securities means, unless the context otherwise requires, the owner of the beneficial interest of such ETF Series securities.



Neither a Fund nor the Manager will have any liability for: (i) records maintained by CDS relating to the beneficial interests in ETF Series securities or the book entry accounts maintained by CDS; (ii) maintaining, supervising or reviewing any records relating to such beneficial ownership interests; or (iii) any advice or representation made or given by CDS and made or given with respect to the rules and regulations of CDS or any action taken by CDS or at the direction of the CDS Participants.

The ability of a beneficial owner of ETF Series securities to pledge such ETF Series securities or otherwise take action with respect to such owner's interest in such ETF Series securities (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

A Fund has the option to terminate registration of ETF Series securities through the book-entry only system in which case certificates for ETF Series securities in fully registered form will be issued to beneficial owners of such ETF Series securities or to their nominees."

23. On page 64, under the heading "Purchases, Switches and Redemptions - Short-Term Trading – Excessive Trading", references to "securities" as a standalone term are replaced with references to "Mutual Fund securities".
24. On page 65, the heading "Optional Services" is deleted and replaced with "Optional Services for Mutual Fund Securities".
25. On page 65 to 68, under the heading "Optional Services", references to "securities" as a standalone term are deleted in their entirety and replaced with "Mutual Fund securities".
26. On page 68, immediately before the heading "Fees and Expenses", the following section is added:

**"Distribution Reinvestment Plan for ETF Series Securities**

At any time, a securityholder may elect to participate in the Funds' distribution reinvestment plan (the "DRIP") by contacting the CDS Participant through which the securityholder holds its ETF Series securities. Under the DRIP, cash distributions will be used to acquire additional ETF Series securities of the same class ("**Plan Units**") by purchasing them at market price on an exchange and will be credited to the account of the securityholder's broker through CDS.

*Fractional Units*

No fractional Plan Units will be delivered under the DRIP. Payment in cash for any remaining uninvested funds will be made in lieu of delivering fractional Plan Units by the plan agent to CDS or a CDS Participant, on a monthly or quarterly basis, as the case may be. Where applicable, CDS will, in turn, credit the account of the securityholder participating in the DRIP via the applicable CDS Participant.

*Amendments, Suspensions or Termination of the DRIP*

A securityholder may withdraw from the DRIP by providing notice to the CDS Participant through which the securityholder holds ETF Series securities. The securityholder must provide such notice to the CDS Participant sufficiently in advance of the applicable distribution record date in respect of the next expected distribution in which the securityholder does not wish to participate. The form of termination notice will be available from CDS Participants and any expenses associated with the preparation and delivery of such termination notice will be for the account of the securityholder exercising its rights to terminate participation in the DRIP.

The Manager is permitted to terminate the DRIP, in its sole discretion, upon not less than 30 days' notice to securityholders participating in the DRIP, via the CDS Participants through which securityholders hold their ETF Series securities, and to the plan agent, subject to any required regulatory approval. The Manager is also permitted to amend, modify or suspend the DRIP at any time

in its sole discretion, provided that it complies with certain requirements, gives notice of that amendment, modification or suspension to securityholders participating in the DRIP and to the plan agent, subject to any required regulatory approval, which notice may be given by issuing a press release containing a summary description of the amendment or in any other manner the Manager determines to be appropriate.

The Manager may from time to time adopt rules and regulations to facilitate the administration of the DRIP. The Manager reserves the right to regulate and interpret the DRIP as it deems necessary or desirable to ensure the efficient and equitable operation of the DRIP.

#### *Other Provisions*

Participation in the DRIP is restricted to securityholders who are residents of Canada for the purposes of the Tax Act. Partnerships (other than “Canadian partnerships” as defined in the Tax Act) are not eligible to participate in the DRIP. Upon becoming a non-resident of Canada or a partnership (other than a Canadian partnership), a participant in the DRIP (a “**Plan Participant**”) shall notify its CDS Participant and terminate participation in the DRIP immediately.

Each Plan Participant will be provided annually, for tax reporting purposes, with information regarding the amounts paid or payable by a Fund to the Plan Participant in the preceding taxation year. The automatic reinvestment of distributions under the DRIP will not relieve Plan Participants of any income tax applicable to such distributions.

27. On page 70, under the heading “Fees and Expenses Payable by the Funds – Management Fees and Administration Fees”, the heading “Series F, Series FT Securities (including Series FT6 Securities) (if offered)” in the chart is deleted and replaced with “Series F, Series FT Securities (including Series FT6 Securities) (if offered), ETF Series Securities (if offered)”. For clarity, the annual management fee for the ETF Series securities of the Fund is 0.60% and the annual administration fee for the ETF Series securities of the Fund is 0.20%.
28. On page 75, under the heading “Fees and Expenses Payable by the Fund – Management Fee Reductions”, the first paragraph is deleted in its entirety and replaced with the following:

“We may offer investors a reduced management fee (for Manulife Funds) or rebate the management fee (for Manulife Corporate Classes) that we would otherwise be entitled to receive with respect to investments in a Fund by securityholders, including related parties or affiliates of the Manager. We may reduce the management fee on consideration of several factors, including, but not limited to, the size of the investment, the expected level of account activity and the assets under administration. Reduced management fees will be available only to beneficial owners of securities and not to the holdings of securities by dealers, brokers or other CDS Participants that hold securities on behalf of beneficial owners.”
29. On page 76, under the heading “Fees and Expenses Payable by the Fund – Management Fee Reductions”, the first sentence of the fourth paragraph is deleted in its entirety and replaced with the following:

“Investors with a minimum investment in eligible Funds, excluding any ETF Series securities, and/or in Manulife private mutual funds offered by the Manager (“Qualifying Investments”) of \$250,000, either in a single account or in the aggregate based on the total assets of a “financial group” (as defined below), are entitled to receive a reduction in the management fees that apply to their Funds.”
30. On page 78, the heading “Fees and Expenses – Fees and Expenses Payable Directly by You – Short-Term Trading Fees” is replaced with the heading “Fees and Expenses – Fees and Expenses Payable Directly by You – Short-Term Trading Fees for Mutual Fund Securities” and references to “securities” as a standalone term are replaced with references to “Mutual Fund securities”.

31. On page 79, immediately above the heading “Fees and Expenses – Fees and Expenses Payable Directly by You – Registered Tax Plan Fees”, the following is added:

**“No short-term trading fees on ETF Series securities**

The Manager does not believe that it is necessary to impose any short-term trading restrictions on the ETF Series securities of the Fund at this time as: (i) the ETF Series are exchange traded funds that are primarily traded in the secondary market; and (ii) the few transactions involving ETF Series securities of the Funds that do not occur on the secondary market involve Designated Brokers and ETF Dealers, who can only purchase or redeem ETF Series securities in a PNU and on whom the Manager may impose an administrative fee. The administrative fee is intended to compensate the Fund for any costs and expenses incurred by the Fund in order to fund the redemption of ETF Series securities.”

32. On page 82, under the heading “Fees and Expenses – Fees and Expenses Payable Directly by You” but immediately above the heading “Dealer Compensation”, the following paragraph is added:

**“Administrative Fee for ETF Series securities**

An amount as may be agreed to between the Manager and the Designated Broker or an ETF Dealer of a Fund may be charged by the Manager, on behalf of the Fund, to offset certain transaction costs, including brokerage expenses, commissions and other costs and expenses, associated with an issue, exchange or redemption of ETF Series securities of that Fund. This charge does not apply to securityholders who buy and sell their ETF Series securities through the facilities of Cboe.”

33. On page 84, under the heading “Dealer Compensation – Trailing Commissions”, the first paragraph on the page is amended to add reference to ETF Series securities to the list of series of securities in respect of which no trailing commission is paid.

34. On page 85, under the heading “Income Tax Considerations”, the first paragraph is deleted in its entirety and replaced with the following:

“The information in this section is a general summary of the Canadian federal income tax rules in effect or proposed for mutual funds and their investors at the time we prepared this simplified prospectus. This summary assumes you are an individual (other than a trust) resident in Canada who deals at arm’s length with the Funds and each Designated Broker or ETF Dealer and is not affiliated with the Funds or any Designated Broker or ETF Dealer, and that you hold your Fund securities as capital property. You should also consult your tax advisor about your personal tax situation.”

35. On page 86, under the heading “Manulife Funds – General”, the last paragraph is deleted in its entirety and replaced with the following:

“This summary assumes that each of the Manulife Funds qualifies as a unit trust and as a mutual fund trust for tax purposes (each as defined in the Tax Act) at all times. However, there can be no assurance that this will be the case. If a Manulife Fund were to fail to qualify as a mutual fund trust for tax purposes, the income tax consequences would in some respects be different from those described in this simplified prospectus. This summary also assumes that none of the Manulife Funds will be a “SIFT trust” for purposes of the Tax Act or a “covered entity” for purposes of the Equity Repurchase Rules.”

36. On page 88, the heading “Manulife Fund – Redemptions” and the first paragraph thereunder are deleted in their entirety and replaced with the following:

**“Redemptions or other Dispositions**

In computing your income, you must take into account any capital gain or capital loss you realized on redeeming or otherwise disposing of a security of the Fund, computed in Canadian dollars.”

37. On page 89, under the heading “Manulife Fund – Redemptions”, the second last paragraph is deleted in its entirety and replaced with the following:

“A Manulife Fund may allocate capital gains realized by the Manulife Fund in a taxation year to a securityholder who has redeemed securities of the Manulife Fund in the taxation year. The amount of such allocation will reduce the redeeming securityholder’s proceeds of disposition of the redeemed securities. However, based on recent amendments to the Tax Act, there are limitations on the ability for a Manulife Fund that is a “mutual fund trust” throughout a taxation year to claim a deduction in respect of capital gains allocated to a redeeming securityholder. Accordingly, a Manulife Fund will be limited in its ability to allocate capital gains to redeeming securityholders in a particular year and any capital gains that cannot be so allocated to redeeming securityholders will be allocated to the remaining securityholders at the end of such taxation year.”

38. On page 90, under the heading “For Funds Held in a Registered Plan”, the third paragraph is deleted in its entirety and replaced with the following:

“Since MIX Corp. qualifies as a “mutual fund corporation” and each Manulife Fund is or is expected to be a mutual fund trust or registered investment for tax purposes or, in the case of a Manulife Fund that has ETF Series securities, such securities are or are expected to be listed on a designated stock exchange (within the meaning of the Tax Act), securities of the Funds are or will be qualified investments under the Tax Act for your Registered Plan.”

39. On page 91, under the heading “What are Your Legal Rights?”, the following heading is added prior to the first paragraph:

**“Mutual Fund Securities”**

40. On page 91, under the heading “What are Your Legal Rights?” the following is added after the final paragraph:

**“ETF Series securities**

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

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

41. On page 91, under the heading “Exemptions and Approvals”, the following paragraphs are added after the final paragraph:

**“Prospectus Relief**

Manulife IM Limited has obtained exemptive relief to relieve the Funds from the requirements to prepare and file a long form prospectus for the ETF Series securities in accordance with National Instrument 41-101 – *General Prospectus Requirements* in the form prescribed by Form 41-101F2 – *Information Required in an Investment Fund Prospectus*, provided that the Funds file a prospectus for the ETF Series securities in accordance with the provisions of National Instrument 81-101 *Mutual Fund*

*Prospectus Disclosure*, as it may be amended from time to time, other than the requirements pertaining to the filing of a fund facts document.

### **NI 81-102 Relief**

Manulife IM Limited has obtained exemptive relief to treat the ETF Series securities and the Mutual Fund securities of a Fund as if such securities were two separate funds in connection with their compliance with the provisions of Parts 9, 10 and 14 of NI 81-102.

### **Takeover Bid Relief**

Manulife IM Limited has obtained exemptive relief to permit a securityholder to acquire more than 20% of the ETF Series securities of a Fund through purchases on Cboe without regard to the takeover bid requirements of applicable Canadian securities legislation. See “Purchases, Switches, Redemptions and Exchanges – Special Considerations for Holders of ETF Series securities.”

42. On page 106, under the heading “What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund? – Specific Risks that Apply to One or More Mutual Funds”, the following risks are added in alphabetical order:

#### **“Absence of a Public Market for the ETF Series securities**

Although the Manager intends to list the ETF Series securities of the Funds on Cboe, there can be no assurance that an active public market for ETF Series securities will exist or be sustained.

#### **Cease Trading of ETF Series securities**

If constituent securities are cease traded at any time by order of a Canadian securities regulatory authority or other relevant regulator or stock exchange, the Manager may suspend the exchange or redemption of ETF Series securities of the applicable Fund until such time as the transfer of the securities is permitted as described under “Suspension of Exchanges and Redemptions of ETF Series securities”. As a result, each Fund that holds securities traded on an exchange or other organized market bears the risk of cease trading orders against any constituent security held by that Fund.

#### **Trading Price of ETF Series securities**

ETF Series securities may trade in the market at a premium or a discount to the NAV per ETF Series security. There can be no assurance that ETF Series securities will trade at prices that reflect their NAV per ETF Series security. The trading price of the ETF Series securities will fluctuate in accordance with changes in the Fund’s NAV, as well as market supply and demand on Cboe.”

43. On page 116, under the heading “Tax Risk -- Canadian Tax Rules” the third paragraph is deleted in its entirety and replaced with the following:

“The Tax Act contains “loss restriction event” (“LRE”) rules that could potentially apply to certain trusts including the Manulife Funds. In general, the Manulife Funds are subject to a LRE if a person (or group of persons) acquires more than 50% of the fair market value of the securities of the Manulife Fund. If a LRE occurs (i) the Manulife Fund will be deemed to have a year end for tax purposes immediately before the LRE occurs, (ii) any net income and net realized capital gains of the Manulife Fund at such year end will be taxed in the Fund to the extent such income is not paid or payable to securityholders of the Fund in such year, and (iii) the Manulife Fund will be restricted in its ability to use tax losses (including any unrealized capital losses) that exist at the time of the LRE on a go-forward basis. However, a Manulife Fund will be exempt from the application of the LRE rules if it satisfies certain investment requirements and qualifies as an “investment fund” under the rules. There is no assurance that the Funds will qualify as investment funds under the rules.

A Manulife Fund could be limited in its ability to claim a deduction in computing its income for amounts of capital gains that are allocated to redeeming securityholders. Accordingly, a Manulife Fund will be limited in its ability to allocate capital gains to redeeming securityholders in a particular year and any capital gains that cannot be so allocated to redeeming securityholders will be allocated to the remaining securityholders at the end of such taxation year.”

44. On page 116, under the heading “Tax Risk -- Canadian Tax Rules” but immediately above the heading “Tax Risk – U.S. Tax Rules”, the following paragraphs are added:

“The Tax Act contains rules (the “SIFT Rules”) concerning the taxation of publicly traded Canadian trusts and partnerships that own certain types of property defined as “non-portfolio property”. A trust that is subject to these rules is subject to trust level taxation, at rates comparable to those that apply to corporations, on the trust’s income earned from “non-portfolio property” to the extent that such income is distributed to its unitholders.

Further, pursuant to recent amendments to the Tax Act (the “Equity Repurchase Rules”), a trust that is a “SIFT trust” or that is otherwise a “covered entity” (which requires equity of the trust to be listed on a designated stock exchange, among other things) as described in the Equity Repurchase Rules is subject to a 2% tax on the value of certain equity repurchases (i.e., redemptions) by the trust in a taxation year (net of cash subscriptions received by the trust in that taxation year). However, provided that certain proposed tax amendments released on August 12, 2024 are enacted as proposed, redemptions of units of a Manulife Fund for an amount that does not exceed the net asset value attributable to such units would generally not be subject to such tax. If the SIFT Rules or the Equity Repurchase Rules apply to a Manulife Fund, the after-tax return to its securityholders could be reduced, particularly in the case of the SIFT Rules for a securityholder who is exempt from tax under the Tax Act or is a non-resident of Canada.”

45. On page 119, under the heading “Information Applicable to One of More Funds – Description of Securities Offered by the Funds”, the first paragraph is deleted in its entirety and replaced with the following:

“We offer Advisor Series securities, Series B securities, Series C securities, Series CT securities, Series F securities, Series FT securities, Series H securities, Series HE securities, Series HH securities, Series N securities, Series T securities and ETF Series securities, however, not all series of securities are offered for all Funds. Please refer to the Fund profiles that follow to determine what series of securities are offered for each Fund.”

46. On page 120, under the heading “Information Applicable to One of More Funds – Description of Securities Offered by the Funds”, the fifth paragraph is deleted in its entirety and replaced with the following:

“On liquidation, all securities are entitled to participate in the Fund’s assets on a series basis. Securities of the Manulife Corporate Classes are issued as fully paid and non-assessable. With respect to the Manulife Funds, as mutual funds structured as trusts, all of their securities will be fully paid, when issued, in accordance with the terms of its declaration of trust. Further, the *Trust Beneficiaries’ Liability Act, 2004* (Ontario) provides that holders of units of a trust are not, as beneficiaries, liable for any default, obligation or liability of the trust if, when the default occurs or the liability arises: (i) the trust is a reporting issuer under the *Securities Act* (Ontario); and (ii) the trust is governed by the laws of Ontario. Each Manulife Fund will be a reporting issuer under the *Securities Act* (Ontario) prior to the initial issuance of securities of each Manulife Fund, and each Manulife Fund will be governed by the laws of Ontario by virtue of the provisions of its declaration of trust. All securities are redeemable at their net asset value. Securityholders of a series of securities have the right to share in any distributions (other than management fee distributions and capital gains allocated and designated to a redeeming securityholder) the Funds make on that series of securities. Securities of all Funds are or are expected to be qualified investments for Registered Plans. Manulife IM Limited Registered Plans may not, however, purchase securities in U.S. dollars.”

47. On page 122, under the heading “Eligibility for Registered Plans – Manulife Funds”, the first paragraph is deleted in its entirety and replaced with the following:

“All Manulife Funds are or are expected to be mutual fund trusts or registered investments for tax purpose; or, in the case of a Manulife Fund that has ETF Series securities, such securities are or are expected to be listed on a designated stock exchange (within the meaning of the Tax Act). On this basis, securities of the Manulife Funds are or are expected to be qualified investments under the Tax Act for trusts governed by Registered Plans.”

48. On page 124, under the heading “Name, Formation and History of the Funds – Manulife Funds”, the following paragraph is added as a new paragraph after the seventh paragraph:

“The MMF Declaration of Trust was amended and restated as of September 13, 2024 to incorporate certain revision applicable to the creation of ETF Series securities.”

49. On page 139, under the heading “Name, Formation and History of the Funds – Manulife Funds”, in the column of the table titled “Changes”, the following is added for Manulife Strategic Income Fund:

“On September 13, 2024, the Fund was authorized to issue ETF Series securities.”

50. On page 437, under the heading “Manulife Strategic Income Fund – Description of Securities Offered by the Fund”, the first sentence is deleted in its entirety and replaced with the following:

“The Fund is offered in Advisor Series securities, Series F securities, Series FT6 securities, Series T6 securities and ETF Series securities.”

51. On page 439, under the heading “Manulife Strategic Income Fund – Distribution Policy” but immediately above the heading “Manulife Strategic Income Fund – What are the risks of investing in the Fund?”, the following paragraph is added:

**“For ETF Series securities:**

We generally distribute income, if any, monthly and capital gains, if any, annually in December. Distributions may increase or decrease from period to period. Distributions may occasionally include returns of capital. You should consult your tax advisor regarding the tax implications of receiving distributions.

The amount of ordinary cash distributions, if any, will be based on the Manager’s assessment of the prevailing market conditions. The amount and date of any ordinary cash distributions of the Fund will be announced in advance by issuance of a press release, at least annually. The Manager may, in its sole discretion, change the frequency of such distributions, which change will be announced by the Manager in a press release.

In December of each year, we will pay or make payable to securityholders sufficient net income and net realized capital gains as one or more special year-end distributions for such year so that the Fund will not be liable for income tax. Such special distributions may be automatically reinvested in additional ETF Series securities of the Fund or paid in cash. Immediately following payment of such a special distribution that is automatically reinvested in ETF Series securities, the number of ETF Series securities held by a securityholder will be automatically consolidated such that the number of ETF Series securities outstanding after such distribution will be equal to the number of ETF Series securities held by such securityholder immediately prior to such distribution, except in the case of a non-resident securityholder to the extent tax is required to be withheld in respect of the distribution.”

52. On page 439, under the heading “Manulife Strategic Income Fund – What are the risks of investing in the Fund?” the following risks are added in alphabetical order:

- “Absence of a Public Market for the ETF Series securities
- Cease Trading of ETF Series securities
- Trading Price of ETF Series securities”.

## **PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

### *Mutual Fund Securities*

Securities legislation in some provinces and territories gives you the right to withdraw from an agreement to buy mutual funds within two business days of receiving the Simplified Prospectus or Fund Facts, or to cancel your purchase within 48 hours of receiving confirmation of your order.

Securities legislation in some provinces and territories also allows you to cancel an agreement to buy mutual fund units and get your money back, or to make a claim for damages, if the Simplified Prospectus, Fund Facts or financial statements misrepresent any facts about the fund. These rights must usually be exercised within certain time limits. For more information, refer to the securities legislation of your province or territory or consult a lawyer.

### *ETF Series Securities*

Securities legislation in some provinces and territories gives you the right to withdraw from an agreement to buy exchange traded mutual fund securities within 48 hours after the receipt of a confirmation of a purchase of such securities.

Securities legislation in some provinces and territories also provides you with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation, or for non-delivery of the ETF Facts. These rights must usually be exercised within certain time limits.



**CERTIFICATE OF THE FUNDS AND  
THE MANAGER AND PROMOTER OF THE FUND**

**Manulife Strategic Income Fund**

**(the “Fund”)**

This Amendment No. 1 dated September 13, 2024 together with the Simplified Prospectus dated August 1, 2024 and the documents incorporated by reference into the Simplified Prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the Simplified Prospectus, as amended, as required by the securities legislation of each province and territory of Canada and do not contain any misrepresentations.

DATED the 13<sup>th</sup> day of September, 2024

**(signed) “Jordy Chilcott”**

JORDY CHILCOTT  
Co-Chief Executive Officer, Retail Division  
Manulife Investment Management Limited

**(signed) “Amish Lakhani”**

AMISH LAHKANI  
Chief Financial Officer  
Manulife Investment Management Limited

On behalf of the Board of Directors of Manulife Investment Management Limited as trustee, manager and promoter of the Fund

**(signed) “Trevor Kreel”**

TREVOR KREEL  
Director  
Manulife Investment Management Limited

**(signed) “Christine Marino”**

CHRISTINE MARINO  
Director  
Manulife Investment Management Limited