

Annual Report

December 31, 2023

A NOTE ON FORWARD-LOOKING STATEMENTS

This report may contain forward-looking statements which reflect our current expectations or forecasts of future events. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as “expects”, “anticipates”, “intends”, “plans”, “believes”, “estimates”, “preliminary”, “typical”, and other similar expressions. In addition, these statements may relate to future corporate actions, future financial performance of a fund or a security and their future investment strategies and prospects. Forward-looking statements are inherently subject to, among other things, risks, uncertainties and assumptions which could cause actual events, results, performance or prospects to differ materially from those expressed in, or implied by, these forward-looking statements. These risks, uncertainties and assumptions include, without limitation, general economic, political and market factors in North America and internationally, interest and foreign exchange rates, the volatility of global equity and capital markets, business competition, technological change, changes in government regulations, changes in tax laws, unexpected judicial or regulatory proceedings, catastrophic events and the ability of Mackenzie to attract or retain key employees. The foregoing list of important risks, uncertainties and assumptions is not exhaustive. Please consider these and other factors carefully and not place undue reliance on forward-looking statements.

The forward-looking information contained on this report is current only as of the date the statement was made. There should not be an expectation that such information will in all circumstances be updated, supplemented or revised whether as a result of new information, changing circumstances, future events or otherwise.



MACKENZIE MASTER LIMITED PARTNERSHIP

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General Partner	MMLP GP Inc.
Registrar and Transfer Agent	Mackenzie Financial Corporation 180 Queen Street West, Toronto, Ontario M5V 3K1 Tel: (416) 922-5322 or toll free 1-800-387-0614
Year-End	December 31
Toronto Stock Exchange Listing Symbol	MKZ.UN

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MACKENZIE
Investments

MACKENZIE MASTER LIMITED PARTNERSHIP

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ANNUAL REPORT

TO THE LIMITED PARTNERS OF MACKENZIE MASTER LIMITED PARTNERSHIP (THE “MASTER LP”)

BUSINESS OF THE MASTER LP

The Master LP was formed by the consolidation of eight Mackenzie Financial Corporation (“Mackenzie”) retail limited partnerships: Industrial Horizon Partnerships 1987, 1988, 1989, 1990, 1992, 1992-II, 1993 and Mackenzie Limited Partnership 1994 (collectively the “Partnerships”). The Partnerships were formed to pay selling commissions to financial advisors who sold redemption charge securities of Mackenzie mutual funds (the “Funds”) for specified periods between 1987 and 1994. “Redemption Charge Securities” are securities of a fund for which investors are, under certain circumstances, required to pay a charge on redemption. Throughout this report, the securities for which the Partnerships paid selling commissions are referred to as “Distributed Securities”.

In return for paying selling commissions, the Partnerships received Distributor fees income and Redemption fees income. As a result of the consolidation of the Partnerships into the Master LP, that income is now earned by the Master LP. The redemption charge periods for all of the Partnerships expired on December 31, 2001 and therefore, the Distributed Securities financed by these Partnerships no longer earn Redemption fees income.

Distributed Securities

Distributed Securities are the underlying assets of the Master LP. Distributed Securities include the original Redemption Charge Securities of the Funds purchased by an investor and any securities issued upon the automatic reinvestment of distributions from the Funds or transferred to another Fund or series of a Fund under the redemption charge purchase option, which are deemed to have the same purchase date as the original securities purchased.

Owners of Distributed Securities may transfer their investment among the Funds without incurring a redemption charge. If they are transferred to a series of a Fund under a redemption charge purchase option the investment continues to be included in Distributed Securities, and therefore the Master LP continues to receive the applicable Distributor fees income on these transferred Distributed Securities.

Changes in the total value of the Distributed Securities impacts the Distributor fees income. Increases in the total value of Distributed Securities caused by market appreciation of the Funds will increase Distributor fees income. Conversely, decreases in the total value of Distributed Securities due to market depreciation of or redemptions in the Funds will reduce Distributor fees income.

The market value of the Funds will change based on the performance of the underlying securities within the Funds, general market conditions and the ability of investors to transfer between Funds or redeem their Distributed Securities. Redemptions in the Funds are a function of Fund performance, expectation of investors about market conditions and the availability and competitiveness of alternative investments.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Value of Distributed Securities

Results for the twelve-month period ended December 31, 2023

The Canadian market, represented by the S&P/TSX Composite Total Return Index, returned 11.8% for the twelve-month period ended December 31, 2023.

In Canada, with interest rates stabilised and prospects of cuts in 2024, markets rallied as the economy performed better than expected and future rate cuts are priced in. Financials and Information Technology were the largest contributors over the year, a reversal from 2022 when they were the largest detractors. Worries over how they would handle higher interest rates ebbed, while excitement in AI's potential grew. Communication Services and Materials were the largest detractors to performance (though only marginally), where pessimism over long term growth rates caused them to lag behind other sectors.

The price of gold has come down from its peak in April 2023 due to increased bond yields, a strong US Dollar and recession fears fading.

In terms of market capitalizations, small-cap equities (S&P/TSX Small Cap Total Return Index) returned 4.8%. In comparison, mid-cap equities (S&P/TSX Completion Total Return Index) returned 10.5% and large-cap equities (S&P/TSX 60 Total Return Index) returned 12.1%.

Global equities (MSCI World Total Return Index) returned 21.1% and US equities (S&P 500 Total Return Index) returned 23.6%, all in Canadian Dollar terms, for the same period. The Information Technology sector was the largest contributor, driven by the "Magnificent 7" while Consumer Discretionary, and Communication Services sectors also rallied after a tough 2022 as the end of the rate hike cycle was priced in and recession fears eased. Utilities, Healthcare, and Energy detracted from performance but again, only marginally as recession fears eased, and energy prices stabilised after a tumultuous 2022.

During this period, Mackenzie's broad lineup of funds achieved mixed performance, ranging from underperforming to outperforming their benchmarks. Generally, Emerging Markets Equity Funds and Global Alternative funds outperformed other Global Funds and Large/All cap funds outperformed Small Cap Funds.

The total value of distributed securities as at December 31, 2023 was \$134 million (2022: \$139 million), a decrease of \$5 million or 3.8% from December 2022 (2022: decrease of \$44 million or 23.7%). Of this change, an increase of \$15 million or 10.6% (2022: decrease of \$15 million or 8.1%) was attributable to investment performance, and a decrease of \$20 million or 14.4% in redemptions (2022: decrease of \$29 million or 15.6%).

For a detailed breakdown of the value of Distributed Securities and the changes during the period, see pages 12 through 13.

2024 Outlook

The Bank of Canada (BoC) has likely finished raising its policy rate for this cycle. The effects of the cumulative rate hikes are beginning to be felt in the Canadian economy. While inflation is now well below its peak level, it remains above the BoC's target. It appears, however, that interest rates are at high enough levels to restrain interest-rate sensitive areas of the Canadian economy like real estate. Our central bank is likely to keep interest rates at this level until more material signs of lower inflation appear. As a result, a slower economic growth trajectory for Canada is most likely in the cards for 2024. Should Canada show signs of a mild recession, the BoC could modestly lower rates during the year, irrespective of policy rate movements by the U.S. Federal Reserve.

The resilient U.S. economy has withstood the tightening of financial conditions well. The U.S. housing market is less interest rate sensitive than Canada's due to the prevalence of long-dated, fixed-rate mortgages. A very low percentage of U.S. residential mortgages are scheduled to reset to higher mortgage rates in 2024. Household consumption has held up well, in part, due to wage growth and a drawdown of savings. There are some signs that economic momentum is slowing, but without a sufficient weakening of inflation or GDP, the Fed is unlikely to lower its policy rate from 5.5%. The market is currently pricing in expectations of approximately 100 basis points of Fed Funds Rate cuts in 2024, but if the U.S. economy only slows slightly it is more likely that the Fed will keep the policy rate steady through the year.

We believe that most developed economies have moved past peak inflation, which is allowing other major central banks to pause or end rate-hike cycles while their inflation rates normalize, although this may take some time. Elevated geopolitical tensions will remain a constraint on energy pricing for some regions and, more generally, will inhibit trade in some critical goods. A slower global growth outlook, combined with higher interest costs on debt, will increase fiscal pressures gradually for many countries in 2024.

With slowing economies and tight monetary policies in place, Canadian and U.S. yield curves should remain flat or inverted but then stabilize after almost two years of volatility. Stability at these yield levels makes bonds an attractive asset for income-oriented investors for the first time in over a decade. Interest rates being at a 16-year high will eventually have a dampening effect on just about every large expenditure for businesses and consumers. Inflation, and specifically wage inflation, will temper earnings growth in 2024. The higher prevalence of labour strike activity portends

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future upward pressure on wage growth. There is also a bounty of less obvious headwinds to earnings growth, such as the drawdown in pandemic savings (a post-pandemic phenomenon with a limited shelf life), resumption of payment of student loans in the U.S. and declining or diverted fiscal expenditures, are just a few examples. We are skeptical of the 8% to 10% consensus earnings growth expectations for next year. The picture is more mixed when we consider the second driver of stock prices: the price paid for earnings. The two primary factors that impact multiples are interest rates (due to the usage of a discount rate to value future cash flows) and sentiment (the level of optimism or perceived risk level).

If we've learned anything from this past year, it is to never under-estimate the role of sentiment in determining market outcomes. Although we saw a persistent increase in interest rates and weak earnings momentum, bullish sentiment towards high beta, high price momentum stocks pulled markets higher resulting in a multiple expansion led rally at precisely the time that multiples should have been contracting. Sentiment is also a mixed picture as it can be easily swayed, based on the geopolitical events of major conflicts in Europe and the Middle East. There is also an election in the U.S. in 2024, and the uncertainty around the outcome may add to further risk aversion for equity investors.

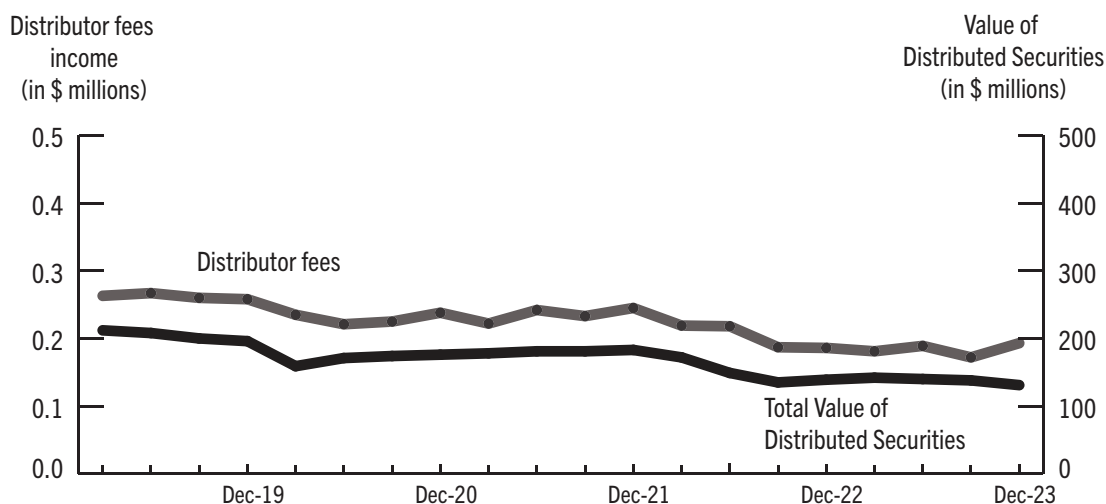
Distributor Fees Income

As the Master LP no longer earns Redemption fees income, its main source of income is Distributor fees earned on Distributed Securities.

Currently, the Master LP earns Distributor fees income equal to an average annual rate of 0.51% of the market value of the outstanding Distributed Securities (\$5.10 annually for every \$1,000 of Distributed Securities outstanding). The Distributor fees income is calculated each day the Toronto Stock Exchange is open for business and is paid monthly to the Master LP by Mackenzie.

Distributor fees income for the year ended December 31, 2023 was \$738 (2022: \$812), a decrease of 9.0% from the previous year. Distributor fees income is dependent upon the average net asset value of the Distributed Securities during the year and is not based on the ending value of the Distributed Securities. The monthly average net asset value of the Distributed Securities for the year ended December 31, 2023 was \$138 million (2022: \$156 million), a decrease of 11.54% from the monthly average net asset value of the Distributed Securities of the prior year.

The following chart shows the decline in the value of the Distributed Securities and the impact of this decline on Distributor fees income over the last five years.



We expect the number and value of Distributed Securities to continue to decline due to ongoing redemptions (as the redemption charge period has ended) and as a result we expect Distributor fees income to continue to decline perpetually until there are no remaining Distributed Securities or until the Master LP is terminated because it is no longer economically viable (when the expenses exceed the revenue). As the Distributor fees income declines, the general partner of the Master LP will continue to review the economic viability of continuing the Master LP.

Interest Income

Interest income for the year ended December 31, 2023 was \$94 (2022: \$33). Interest income is earned by investing excess cash generated during the year in units of Mackenzie Canadian Money Market Fund, a money market fund managed by Mackenzie. The increase in interest income during 2023 is attributed to interest rate hikes from the Bank of Canada.

Operating Expenses

Operating expenses for the year ended December 31, 2023 were \$115 (2022: \$104).

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Financial Results (actual dollars)

Summary of Financial Results

Financial results for the years ended December 31, 2023, 2022 and 2021 are as follows:

	Financial Results		
	2023	2022	2021
Value of Distributed Securities	\$133,989,960	\$139,349,467	\$182,652,301
Distributor fees income	\$738,202	\$811,657	\$941,827
Interest income	\$93,956	\$32,800	\$2,589
Expenses	\$129,427	\$119,332	\$126,364
Increase in net assets	\$516,508	\$532,967	\$601,268
Total assets	\$767,032	\$787,553	\$872,722

Financial results on a per unit basis for the years ended December 31, 2023, 2022 and 2021 are as follows:

	Per Unit Financial Results		
	2023	2022	2021
Value of Distributed Securities	\$21.39	\$22.24	\$29.16
Distributor fees income	\$0.12	\$0.13	\$0.15
Interest income	\$0.01	\$0.01	\$0.00
Expenses	\$0.02	\$0.02	\$0.02
Increase in net assets	\$0.08	\$0.09	\$0.10

Per unit information is calculated based on the number of Master LP units outstanding at the end of the period.

Liquidity and Market Performance of Units

The units of the Master LP are listed on the Toronto Stock Exchange. Since inception, the number of units issued and outstanding is 6,264,511 units and the Master LP does not participate in any buy-back program or have any trading restrictions on its units. During the year ended December 31, 2023, the average daily trading volume was approximately 6,414 units and the market price ranged from \$0.31 to \$0.68.

Market financials for the years ended December 31, 2023, 2022 and 2021 are as follows:

	Market Financials		
	2023	2022	2021
Daily average trading volume (units)	6,414	4,840	8,835
High market price	\$0.68	\$0.81	\$0.91
Low market price	\$0.31	\$0.59	\$0.75
Close market price	\$0.35	\$0.59	\$0.82
Return on investment ¹	(26.3%)	(17.7%)	10.4%

¹ The return on investment represents the total return of the units during the year and is calculated based on the opening and closing market price for the year, assuming the annual distribution paid by the Master LP was instead retained by the Master LP. The past performance of the Master LP is not necessarily an indication of how it will perform in the future.

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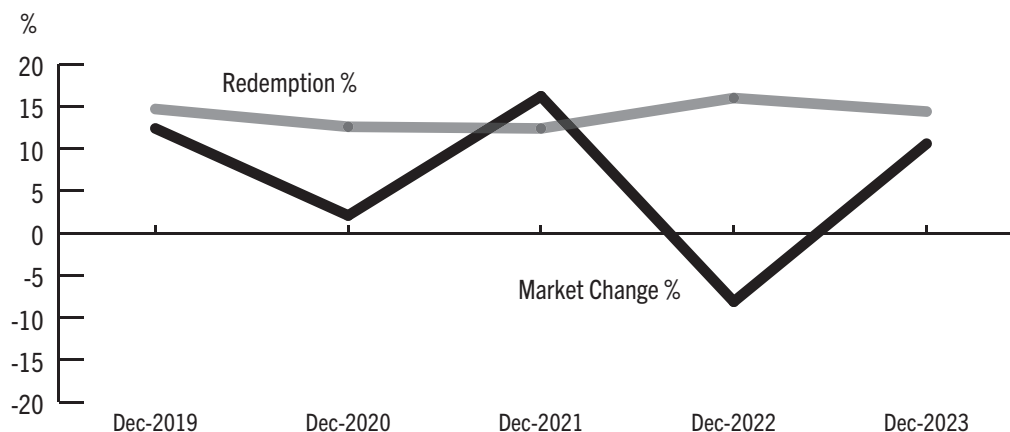
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FUTURE PROSPECTS

The Master LP's income is dependent upon the level of redemptions and market value of the Distributed Securities. The level of redemptions in the Distributed Securities is a function of Fund performance, expectations of investors and the availability and competitiveness of alternative investments. Total market value of the Distributed Securities will change based on various factors including the mix of the Distributed Securities, the performance of the Funds and general market conditions.

The following chart shows the trend in redemptions and market performance of Distributed Securities over the last five years.



Redemptions

The level of redemptions of the Distributed Securities were 12%, 16% and 14% in 2021, 2022 and 2023, respectively. Since January 2002, all Distributed Securities have been eligible for redemption without incurring a redemption charge. Because there is no longer a redemption fee associated with the Distributed Securities, there is less disincentive for an investor to redeem Distributed Securities. Historically, as redemption charge schedules expire, fund companies have experienced an increase in redemptions of securities previously subject to those schedules. Accordingly, we would expect redemption rates for the Distributed Securities to remain at or above current levels. A significant and prolonged market correction and/or underperformance of the Distributed Securities may also increase the redemption rate from its current level.

Market Change

The value of Distributed Securities appreciated 10.6% (2022: depreciated 8.1%) over the past year. Market change of the Distributed Securities is affected by many factors including the various strategies utilized by the Funds, the geographic allocation of the Funds, specific investment selection by the fund managers and general market conditions. Although future market movements cannot be predicted, the fund managers are committed to adding value over the long term.

Distributor Fees Income

Redemption rates (even when Distributed Securities were subject to redemption charges) have historically exceeded market appreciation of the Distributed Securities and we would expect the value of Distributed Securities and, therefore, Distributor fees income to continue to decline. While Mackenzie anticipates that the Master LP will continue to make its regular distributions, it does expect the amount of those distributions to continue to decline.

Provision for Income Taxes

The Master LP is considered a specified investment flow-through entity ("SIFT") and is subject to entity level taxation on its taxable non-portfolio earnings. Most of the income earned by the Master LP is taxable non-portfolio earnings. The tax payable by the Master LP is the combined provincial and federal tax rate applicable to income earned by Canadian public corporations. As all the income earned by the Master LP is attributable to Ontario, the applicable rate for 2023 is 26.5% (2022 – 26.5%).

The amount of the Master LP's income that is subject to tax, less the amount of such tax, is treated as taxable dividends when allocated to Limited Partners. These dividends are eligible dividends and taxable Limited Partners are entitled to the enhanced gross-up and dividend tax credit if they are individuals resident in Canada.

The provision for income taxes for the Master LP for the year ended December 31, 2023 was \$186 (2022: \$192).

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GENERAL PARTNER'S REPORT TO THE LIMITED PARTNERS

The accompanying financial statements and information in the Annual Report have been prepared by MMLP GP Inc., the General Partner of Mackenzie Master Limited Partnership (the "Master LP"). The General Partner 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 IFRS Accounting Standards. The General Partner 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 of the General Partner is responsible for reviewing and approving the financial statements, overseeing the General Partner's performance of its financial reporting responsibilities, reviewing the adequacy of internal controls over the financial reporting process and reviewing the audit process and financial reporting issues with the General Partner and external auditors.

KPMG LLP is the external auditor of the Master LP. They are appointed by the General Partner. The external auditor has audited the financial statements in accordance with Canadian generally accepted auditing standards to enable them to express to the partners their opinion on the financial statements. Their report is set out below.

On behalf of MMLP GP Inc.,
General Partner



Luke Gould
President and Chief Executive Officer
Mackenzie Financial Corporation
March 8, 2024



Herman Facchinelli
Vice President, Finance
Mackenzie Financial Corporation

INDEPENDENT AUDITOR'S REPORT

To the Partners of Mackenzie Master Limited Partnership

Opinion

We have audited the financial statements of Mackenzie Master Limited Partnership (the "Master LP"), which comprise:

- the statements of financial position as at December 31, 2023 and 2022;
- the statements of comprehensive income for the years then ended;
- the statements of changes in net assets for the years then ended;
- the statements of cash flows for the years then ended;
- and notes to the financial statements, including a summary of material accounting policy information.

(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 Master LP as at December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards.

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

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

Other Information

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

- the information included in Management's Discussion and Analysis of Financial Condition and Results of Operations filed with the relevant Canadian Securities Commissions; and
- Unaudited schedules titled Value of Distributed Securities as at December 31, 2023, Movement in Value of Distributed Securities For the Period from January 1, 2021 to December 31, 2023, and Percentage of Change in Value of Distributed Securities for the year ended December 31, 2023.



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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 audits, or otherwise appears to be materially misstated.

We obtained the information included in the Management's Discussion and Analysis of Financial Condition and Results of Operations filed with the relevant Canadian Securities Commissions. 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 IFRS Accounting Standards, 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 Master LP'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 Master LP or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Master LP's financial reporting process.

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 Master LP's 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 Master LP'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 Master LP 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.
- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



Chartered Professional Accountants, Licensed Public Accountants

The engagement partner on the audit resulting in this Auditor's report is Irene Chiu.

Toronto, Canada

March 8, 2024



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STATEMENTS OF FINANCIAL POSITION

As at December 31

	2023	2022
	\$	\$
ASSETS		
Current		
Cash and investments (note 4)	715,677	729,824
Distributor fees receivable	51,355	57,729
Total assets	767,032	787,553
LIABILITIES		
Current		
Accrued expenses (note 5)	64,300	62,428
Income taxes payable (note 6)	186,224	192,158
Total liabilities (excluding net assets attributable to holders of limited partnership units)	250,524	254,586
Net assets attributable to holders of limited partnership units	516,508	532,967

STATEMENTS OF CHANGES IN NET ASSETS

For the years ended December 31

	2023	2022
	\$	\$
Net assets – beginning of year	532,967	601,268
Increase in net assets for the year	516,508	532,967
Distributions of income to partners	(532,967)	(601,268)
Net assets – end of year	516,508	532,967
Limited partnership units issued and outstanding (note 8)	6,264,511	6,264,511
Net assets per unit	0.08	0.09

STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31

	2023	2022
	\$	\$
Income		
Distributor fees	738,202	811,657
Interest	93,956	32,800
Total income	832,158	844,457
Expenses		
Management fees (note 5)	14,480	15,529
Operating expenses		
Administration	19,146	17,355
Audit fees	34,000	30,400
Securityholder reporting costs and other	61,800	56,048
	114,946	103,803
Total expenses	129,426	119,332
Increase in net assets before income taxes	702,732	725,125
Provision for income taxes (note 6)	186,224	192,158
Increase in net assets for the year	516,508	532,967
Increase in net assets per unit	0.08	0.09

STATEMENTS OF CASH FLOWS

For the years ended December 31

	2023	2022
	\$	\$
Operating Activities		
Increase in net assets for the year	516,508	532,967
Net change in non-cash items:		
Distributor fees receivable	6,374	19,106
Accrued expenses	1,872	7,758
Income taxes payable	(5,934)	(24,626)
Net cash provided by operating activities	518,820	535,205
Financing Activities		
Distributions of income to partners	(532,967)	(601,268)
Cash used in financing activities	(532,967)	(601,268)
Net decrease in cash during the year	(14,147)	(66,063)
Cash – beginning of year	729,824	795,887
Cash – end of year	715,677	729,824

Note: Cash is defined to include cash and investments.



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NOTES TO FINANCIAL STATEMENTS

Numbers are in thousands of Canadian dollars, except unit amounts or otherwise indicated

1. Organization of the Partnership

Mackenzie Master Limited Partnership (the “Master LP”) was formed under the laws of Ontario by registration under the *Limited Partnership Act* (Ontario) of a declaration of partnership on February 15, 1995 and is governed by a partnership agreement (the “Partnership Agreement”) also dated February 15, 1995. The general partner of the Master LP is MMLP GP Inc. (the “General Partner”), a wholly owned subsidiary of Mackenzie Financial Corporation (“Mackenzie”). The Master LP was formed to pay selling commissions to financial advisors who sold redemption charge securities of Mackenzie mutual funds for specified periods between 1987 and 1994. In return for paying selling commissions, the Master LP receives Distributor fees income from Mackenzie.

2. Basis of presentation

These financial statements have been prepared in accordance with IFRS Accounting Standards (“IFRS”). These financial statements were authorized for issue by the General Partner’s Board of Directors on March 4, 2024.

These financial statements are presented in Canadian dollars, which is the Master LP’s functional currency. These financial statements are prepared on a going concern basis using the historical cost basis, except for the financial assets and financial liabilities that have been measured at fair value. The Master LP’s accounting policies used in preparing the financial statements are explained in Note 3 and have been applied consistently to all periods presented in the financial statements.

3. Material Accounting Policy Information

The material accounting policies used in the preparation of these financial statements are summarized below.

a) *Financial Instruments*

Financial Instruments include financial assets and liabilities. The Master LP classifies and measures financial instruments in accordance with IFRS 9 Financial Instruments. Upon initial recognition, financial instruments are measured at amortized cost or fair value through profit or loss (“FVTPL”). All financial instruments are recognized in the Statements of Financial Position when the Master LP becomes a party to the contractual requirements of the instrument. Financial instruments are derecognized when the right to receive cash flows from the instrument has expired or the Master LP has transferred substantially all risks and rewards of ownership. As such, investment purchase and sale transactions are recorded as of the trade date.

b) *Fair Value Measurement*

All financial instruments are measured at amortized cost with the exception of investments measured at FVTPL. Financial instruments measured at amortized cost include cash, receivables and payables. The carrying value of these financial instruments approximate their fair values due to their short-term nature and the high credit quality of counterparties. Financial instruments measured at FVTPL are classified into one of three levels that distinguish fair value measurements by the inputs used for valuation. 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. These classifications have been disclosed in Note 7.

c) *Use of estimates*

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the amounts reported in the financial statements. Actual results may differ from such estimates.

d) *Income recognition*

Distributor fees income is calculated and recognized daily and paid to the Master LP monthly by Mackenzie.

Interest income is recognized on an accrual basis.

e) *Taxation*

Master LP follows the liability method of tax allocation in accounting for income taxes. Current income tax liabilities are measured at the amount expected to be paid to tax authorities, net of recoveries based on the tax rates and laws enacted or substantively enacted at the balance sheet date.

f) *Increase in net assets per unit*

Increase in net assets per unit in the Statements of Comprehensive Income represents the increase in net assets for the period, divided by the weighted average number of units outstanding during the period.

g) *Net assets per unit*

Net assets per unit is computed by dividing the net assets attributable to holders of limited partnership units by the total number of units outstanding, as at the end of the period.

MACKENZIE MASTER LIMITED PARTNERSHIP

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NOTES TO FINANCIAL STATEMENTS

Numbers are in thousands of Canadian dollars, except unit amounts or otherwise indicated

4. Investments

At December 31, 2023, the Master LP had invested \$177 (December 31, 2022 – \$169) of cash in units of Mackenzie Canadian Money Market Fund (the “Money Market Fund”), a fund managed by Mackenzie.

5. Related Party Transactions

Pursuant to the Partnership Agreement, the General Partner is responsible for the management of the Master LP.

The General Partner will be reimbursed by the Master LP for expenses incurred on behalf of the Master LP. In addition, the General Partner receives a management fee equal to 15% of such amounts reimbursed. The General Partner has arranged with Mackenzie to provide transfer agent and administration services. During the period, the Master LP reimbursed the General Partner \$124 (December 31, 2022 – \$108). The balance payable to the General Partner as at December 31, 2023 is \$64 (December 31, 2022 – \$62).

6. Taxation

These financial statements include only the assets and liabilities of the Master LP and do not include other assets and liabilities, including income taxes, of the partners.

The Master LP is considered a specified investment flow-through entity (“SIFT”) and is subject to entity level taxation on its taxable non-portfolio earnings. Most of the income earned by the Master LP is taxable non-portfolio earnings. The tax payable by the Master LP is the combined provincial and federal tax rate applicable to income earned by Canadian public corporations. As all the income earned by the Master LP is attributable to Ontario, the applicable rate for 2023 is 26.5% (2022 – 26.5%).

The amount of the Master LP’s income that is subject to tax, less the amount of such tax, is treated as taxable dividends when allocated to Limited Partners. These dividends are eligible dividends and taxable Limited Partners are entitled to the enhanced gross-up and dividend tax credit if they are individuals resident in Canada.

The provision for income taxes for the Master LP for the year ended December 31, 2023 is \$186 (2022 – \$192).

7. Risk Associated with Financial Instruments

i. Risk exposure and management

The investment portfolio is comprised of the Money Market Fund, which pursues a steady flow of income with reasonable safety of capital and liquidity. It achieves these objectives by investing mainly in money market securities and bonds that are issued by Canadian governments and corporations with maturities of up to one year. It also invests in floating rate notes and asset-backed securities. The Money Market Fund intends to maintain a portfolio with a high credit quality.

Mackenzie, as manager of the Money Market fund, seeks to minimize potential adverse effects of risks on the Money Market Fund’s performance by employing professional, experienced portfolio advisors, by daily monitoring of the Money Market Fund’s positions and market events, and by diversifying the investment portfolio within the constraints of the investment objective. To assist in managing risks, Mackenzie also maintains a governance structure that oversees the Money Market Fund’s investment activities and monitors compliance with the Money Market Fund’s stated investment strategy, internal guidelines, and securities regulations.

ii. Liquidity risk

Liquidity risk is the risk the Master LP will encounter difficulty in paying annual distributions and meeting its financial obligations as they come due. The Master LP invests all excess cash in redeemable units of the Money Market Fund, which must maintain at least 95% of its assets in liquid investments (i.e., cash and cash equivalents). The Money Market Fund also has the ability to borrow up to 5% of its net assets for the purposes of funding redemptions.

iii. Interest rate risk

The Master LP is indirectly exposed to the risk that the value of interest-bearing financial instruments held by the Money Market Fund will fluctuate due to changes in the prevailing levels of market interest rates. The Money Market Fund had minimal sensitivity to changes in interest rates due to the short-term nature of instruments held.

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7. Risk Associated with Financial Instruments (cont'd)

iv. 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 Master LP. The Master LP has credit risk exposure through its investment in the Money Market Fund. The maximum exposure of the Money Market Fund to any one debt issuer was 8.4% (December 31, 2022 – 9.8%) of its net assets, representing 2.9% (December 31, 2022 – 3.1%) of the Master LP's net assets.

As of December 31, 2023 and December 31, 2022, debt securities by credit rating of the Money Market Fund are as follows:

Bond Rating*	December 31, 2023	December 31, 2022
	% of Total Bonds	% of Total Bonds
AAA	0.0	1.9
AA	1.9	39.8
A	50.0	31.0
BBB	0.0	0.0
Unrated	48.1	27.3
Total	100.0	100.0

Short-Term Note Rating*	December 31, 2023	December 31, 2022
	% of Total Short-Term Notes	% of Total Short-Term Notes
R1 (High)	19.7	32.4
R1 (Mid)	32.0	25.9
R1 (Low)	48.3	41.7
Total	100.0	100.0

* Credit ratings and rating categories are based on ratings issued by a designated rating organization

v. Fair Value Measurement

The following fair value hierarchy is used to classify the Master LP's financial instruments:

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 assets or liability either directly or indirectly; and

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

The Money Market Fund is classified as Level 1 (December 31, 2022 – Level 1) under the fair value hierarchy.

8. Limited Partnership Units

The capital of the Master LP is divided into limited partnership units and as at December 31, 2023, 6,264,511 units are issued and outstanding (December 31, 2022 – 6,264,511). All units are of the same class with equal rights and privileges, including equal participation in any distribution made by the Master LP, and the right to one vote at any meeting of the limited partners. No additional units of the Master LP can be issued and the units are non-redeemable. The General Partner manages the capital of the Master LP in accordance with the Partnership Agreement.

The Limited Partnership Units are classified as financial liabilities as there is a requirement to distribute the income earned by the partnership in cash.

MACKENZIE MASTER LIMITED PARTNERSHIP

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VALUE OF DISTRIBUTED SECURITIES

As at December 31, 2023
(Unaudited)

	Net Asset Value	
	\$000's	%
Canadian Equity Funds		
Mackenzie Cundill Canadian Security Fund	35,220	26.3
Mackenzie Ivy Canadian Fund	19,324	14.4
Mackenzie Canadian Growth Fund	16,201	12.0
Mackenzie Growth Fund	831	0.6
Other Canadian Equity Funds	1,159	0.9
	72,735	54.2
Foreign Equity Funds		
Mackenzie US Growth Fund	10,299	7.7
Mackenzie Ivy Foreign Equity Fund	8,045	6.0
Mackenzie Global Equity Fund	2,840	2.1
Mackenzie Cundill Value Fund	2,226	1.7
Other Foreign Equity Funds	6,830	5.1
	30,240	22.6
Balanced Funds		
Mackenzie Income Fund	6,594	4.9
Mackenzie Canadian Growth Balanced Fund	6,881	5.1
Mackenzie Ivy Canadian Balanced Fund	6,986	5.2
Mackenzie Ivy Global Balanced Fund	2,261	1.7
Other Balanced Funds	2,617	2.0
	25,339	18.9
Income Funds		
Mackenzie Canadian Bond Fund	2,942	2.2
Mackenzie Corporate Bond Fund	1,480	1.1
Mackenzie Strategic Income Fund	501	0.4
Mackenzie Global Tactical Bond Fund	190	0.1
Other Income Funds	226	0.2
	5,339	4.0
Money Market Funds		
Mackenzie Canadian Money Market Fund	338	0.3
	338	0.3
Total	133,990	100.0

MACKENZIE MASTER LIMITED PARTNERSHIP

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MOVEMENT IN VALUE OF DISTRIBUTED SECURITIES

For the period from January 1, 2021, to December 31, 2023

(Unaudited)

Period ending	Transfers \$000's	Redemptions \$000's	Market Change \$000's	Total \$000's	Per Unit \$
Canadian Equity Funds					
Dec/20	–	–	–	85,484	14
Dec/21	(29)	(9,763)	18,438	94,130	15
Dec/22	(39)	(14,722)	(4,367)	75,002	12
Dec/23	(17)	(10,936)	8,684	72,735	12
Foreign Equity Funds					
Dec/20	–	–	–	41,820	7
Dec/21	29	(4,884)	6,541	43,506	7
Dec/22	(24)	(6,344)	(6,225)	30,913	5
Dec/23	(20)	(4,257)	3,604	30,240	5
Balanced Funds					
Dec/20	–	–	–	39,311	6
Dec/21	(4)	(5,812)	3,506	37,001	6
Dec/22	37	(6,461)	(3,343)	27,234	4
Dec/23	37	(4,062)	2,130	25,339	4
Income Funds					
Dec/20	–	–	–	8,835	1
Dec/21	1	(1,184)	(13)	7,639	1
Dec/22	(8)	(1,024)	(794)	5,813	1
Dec/23	–	(797)	323	5,339	1
Money Market Funds					
Dec/20	–	–	–	460	–
Dec/21	4	(88)	0	376	–
Dec/22	34	(27)	4	387	–
Dec/23	–	(63)	14	338	–
Total					
Dec/20	–	–	–	175,910	28
Dec/21	–	(21,731)	28,472	182,652	29
Dec/22	–	(28,578)	(14,725)	139,349	22
Dec/23	–	(20,115)	14,756	133,990	21

PERCENTAGE CHANGE IN VALUE OF DISTRIBUTED SECURITIES

For the year ended December 31, 2023

(Unaudited)

The percentage change in the value of the Distributed Securities is calculated based on the movement in the year as a percentage of the opening balance for each category.

Category	Transfers (%)	Redemptions (%)	Market Change (%)	Total Change (%)
Canadian Equity Funds	–	(14.6)	11.6	(3.0)
Foreign Equity Funds	(0.1)	(13.8)	11.7	(2.2)
Balanced Funds	0.1	(14.9)	7.8	(7.0)
Income Funds	–	(13.7)	5.6	(8.2)
Money Market Funds	–	(16.3)	3.6	(12.7)
Total Movement	–	(14.4)	10.6	(3.8)