



March 29, 2019

Dear Securityholder,

The Independent Review Committee (IRC) of Mackenzie Master Limited Partnership (MMLP) is pleased to provide its annual report for the period ended December 31, 2018 as required by National Instrument 81 – 107 *Independent Review Committee for Investment Funds*.

Your IRC has a mandate to review conflict of interest matters identified and referred to the IRC by MMLP GP Inc. (the Manager), a wholly-owned subsidiary of Mackenzie Financial Corporation (Mackenzie), in respect of MMLP (the Fund) and to give its approval or recommendation, depending on the nature of the conflict of interest matter. A "conflict of interest matter" is a situation where a reasonable person would consider the Manager or an entity related to the Manager to have an interest that may conflict with the Manager's ability to act in good faith and in the best interests of the Fund. In each instance where a conflict of interest matter is identified and referred to the IRC, the focus of the IRC is to determine if the Manager's proposed action achieves a fair and reasonable result for the Fund.

At least annually the IRC also reviews and assesses the adequacy and effectiveness of Mackenzie's policies as they apply to the Manager and in respect of the Fund and conducts a self-assessment of the IRC's independence, compensation and effectiveness.

The IRC's duties and functions are distinct from those of the Manager's and Mackenzie's Boards. The latter are described within the report.

The members of the IRC, whose identities are listed in the report, bring to their duties a wide range of business experience.

The IRC continues to be well satisfied with the open and cooperative attitude the Manager and Mackenzie have brought to interaction with IRC members. They look forward to maintaining that level of cooperation and to continue to consider whether conflict issues are resolved in a manner that achieves a fair and reasonable result for the Fund.

A handwritten signature in black ink, appearing to read "R. Hines".

Robert Hines  
Chair of the Independent Review Committee

# Report of the Independent Review Committee of Mackenzie Master Limited Partnership for the Year Ended December 31, 2018

## Structure of Mackenzie Master Limited Partnership and Its Governance

The general partner of Mackenzie Master Limited Partnership (the Fund) is MMLP GP Inc. (the General Partner). The General Partner is the manager of the Fund (the Manager). The Manager is a wholly-owned subsidiary of Mackenzie Financial Corporation (Mackenzie). Mackenzie directs the affairs of the Fund, including transfer agency and administrative services, overseeing compliance with securities and corporate legislation and reviewing internal conflicts of interest and any ethical issues.

## Scope of Report

This report relates to MMLP which has a financial year that ends on December 31.

## The IRC and Its Membership

The IRC became operational on November 1, 2007. The names of the members of the IRC are listed below. Mr. Robert Hines, Mr. Martin Taylor and Mr. George Hucal were first appointed effective May 1, 2007, and Mr. Scott Edmonds was first appointed effective February 24, 2012. Each member has been subsequently reappointed with agreement of the Manager. Mr. Robert Hines was appointed as Chair on February 1, 2013.

Name	Residence
Robert Hines (Chair)	Toronto, Ontario
Martin Taylor	Toronto, Ontario
George Hucal	Montreal, Quebec
Scott Edmonds	Vancouver, British Columbia

All IRC members are independent of the Manager and Mackenzie and maintain transparency in relation to their personal holdings of the Fund and securities of the Manager and Mackenzie. As at December 31, 2018 the members of the IRC did not beneficially own, directly or indirectly, any outstanding units of the Fund. As at December 31, 2018, the members of the IRC did not beneficially own directly or indirectly, in the aggregate, more than 0.1% of any class or series of voting or equity securities of the Manager or its indirect parent companies, IGM Financial Inc., Power Financial Corporation or Power Corporation of Canada. As at December 31, 2018, the members of the IRC did not beneficially own, in the aggregate, directly or indirectly, more than 0.1% of any class or series of voting or equity securities of any material service provider to the Fund or the Manager. The IRC of the Fund also acts as the IRC for all mutual funds sponsored by Mackenzie. The members of the IRC also serve, in a separate capacity, as members of the IRC for mutual funds sponsored by Counsel Portfolio Services Inc., an affiliate of Mackenzie.

## Compensation and Indemnities

The members of the IRC are entitled to be compensated by the Fund and to be indemnified by the Fund in appropriate circumstances. The aggregate compensation paid by the Fund to the IRC for the period from January 1, 2018 to December 31, 2018 was \$48.47 (an allocated portion of the compensation paid by all Mackenzie Funds to the IRC during the period).

The members of the IRC were not paid any amounts under the indemnities provided to them by the Fund during the period.

The IRC reviews and determines its own compensation on an annual basis as required by National Instrument 81-107. In deciding the appropriate level of compensation, the IRC:

- considers the Manager's recommendations on reasonable compensation for the IRC
- considers the work-load of the IRC and the contribution made by each of its members
- considers the benefit accruing to the Fund as a result of the IRC activity
- considers the complexity and difficulty of the tasks undertaken by the IRC, and
- conducts a review of the compensation and expenses that other Canadian mutual fund governance agency members receive in comparable circumstances at the applicable time period, if that information is publicly available and accessible by the IRC.

## Summary of Conflict of Interest Matters

### *Positive Recommendations and Standing Instructions*

The IRC reviews existing standing instructions each year and the Manager's proposals to continue or terminate those standing instructions. The IRC also reviews, from time to time, the Manager's requests for new standing instructions. As a result of the IRC's reviews during the year ended December 31, 2018 the Manager received positive recommendations and standing instructions in respect of the conflict of interest matters addressed by the following policies:

- Code of Business Conduct and Ethics for Directors, Officers and Employees
- Access Persons' Personal Trading
- Mackenzie Fund Insiders' Personal Trading
- Gift and Entertainment
- Gain/Loss Accounting

### Additional Information

Securityholders who would like additional details regarding the activities of the IRC may contact Mackenzie at [service@mackenzieinvestments.com](mailto:service@mackenzieinvestments.com). Questions for members of the IRC will be appropriately directed to our attention.