

ASX Announcement

24 September 2012

Brookfield Australian Opportunities Fund (ASX: BAO) Results of Unitholder Meeting

Brookfield Capital Management Limited (**BCML**) the Responsible Entity of Brookfield Australian Opportunities Fund (**BAO/Fund**) is pleased to advise that the ordinary resolutions to approve the BAO Proposal and to approve the transfer of 2,521,890 units in Brookfield Prime Property Fund to Brookfield were passed at the Unitholder Meeting of the Fund held in Sydney this morning.

Please find attached a summary of the poll results.

In accordance with the Notice of Meeting and Explanatory Memorandum issued on 22 August 2012, the timetable for implementation of the above resolutions is as follows:

Business Day	Action
25 September to 19 October 2012	<p>The Fund continues to trade on ASX to enable unitholders to sell their units on market if they do not wish to participate in the Proposal.</p> <p>The Fund commences selling its listed and unlisted securities (including transfer to BAO Trust where applicable).</p> <p>The Fund may pay down a portion of its Debt Facility and novate the remainder to BAO Trust.</p>
22 to 26 October 2012	<p>Trading of units in the Fund suspended for 5 Business Days to allow for settlement of trades.</p> <p>The Fund pays the PDP shortfall to MPIF Income Unitholders.</p>
26 October 2012	<p>Record date for payment of in specie distribution. Unitholders on the register at this time will receive the distribution in specie of units in BAO Trust later that day or on the following Business Day.</p>
29 October 2012	<p>Removal of the Fund from the official list of ASX.</p> <p>Announcement of ASX's decision to remove the Fund from the official list.</p>
30 October 2012 until completion of implementation	<p>In the period immediately following de-listing:</p> <ul style="list-style-type: none"> – the sale and transfer to BAO Trust of BAO's listed and unlisted securities is completed;

Brookfield

	<ul style="list-style-type: none">– a portion of the Fund's Debt Facility is paid down and the remainder is novated to BAO Trust, if this has not already occurred; and– the winding up of the Fund is finalised.
Up to 10 Business Days after the last day of trading	BAO Trust pays a distribution of approximately \$12.2 million (1.5 cents per unit) to Unitholders.

For more information please contact:

Boardroom Pty Limited

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BROOKFIELD CAPITAL MANAGEMENT LIMITED

General Meeting

Monday, 24 September 2012

To the Chairman,

POLL DECLARATION

1. Approve the Proposal (Ordinary)

	Number of Votes	% of Votes	No. of Holders	% of Holders
Votes cast FOR the motion	9,735,809.988	98.59	286	94.39
Votes cast AGAINST the motion	138,865.452	1.41	17	5.61
Total Votes cast	9,874,675.44		303	

Total Value of Securities Abstained from voting 79,800



Anita Das
Returning Officer
Boardroom (Victoria) Pty Limited

BROOKFIELD CAPITAL MANAGEMENT LIMITED

General Meeting

Monday, 24 September 2012

To the Chairman,

POLL DECLARATION

2. Approve the transfer of 2,521,890 units in Brookfield Prime Property Fund to Brookfield (Ordinary)

	Number of Votes	% of Votes	No. of Holders	% of Holders
Votes cast FOR the motion	9,727,721.536	98.76	288	95.36
Votes cast AGAINST the motion	122,633.904	1.24	14	4.64
Total Votes cast	9,850,355.44		302	

Total Value of Securities Abstained from voting 104,120



Anita Das
Returning Officer
Boardroom (Victoria) Pty Limited