

ASX Announcement

18 September 2012

Brookfield Prime Property Fund (ASX: BPA) On-Market Unit Buy-Back

Brookfield Capital Management Limited (BCML) as Responsible Entity for Brookfield Prime Property Fund (Fund) advises that it intends to extend the on-market buy-back of its securities.

It is intended that the buy-back will be extended for a period of 12 months from 18 September 2012. As at 18 September 2012 1,266,216 securities have been acquired under the buyback for total consideration of \$5,019,030.74 or an average price of \$3.96 per unit. The maximum number of securities that can be bought back will remain at 10% of the Fund issued capital.

BCML holds no securities in the Fund. Associates of BCML hold a relevant interest in the Fund of approximately 80.2%.

An Appendix 3D is attached.

-- ends --

For more information please contact:

Brookfield Customer Service

Phone: 1800 570 000

Email: clientenquiries@au.brookfield.com

Appendix 3D

Changes relating to buy-back (*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Brookfield Capital Management Limited (ABN 32 094 936 866) as responsible entity of Brookfield Prime Property Fund (ARSN 110 096 663) BPA ("Fund")	ABN 32 094 936 866 / ARSN 110 096 663

We (the entity) give ASX the following information.

1 Date that an Appendix 3C or the last Appendix 3D was given to ASX	2 September 2011
---	------------------

Information about the change

Complete each item for which there has been a change and items 9 and 10.

	Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
On-market buy-back		
2 Name of broker who will act on the company's behalf	Evans & Partners	No change
3 Deleted 30/9/2001.		
4 If the company/trust intends to buy back a maximum number of shares/units – that number <small>Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.</small>	N/A	N/A

⁺ See chapter 19 for defined terms.

Appendix 3D
Changes relating to buy-back

	Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
5	If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back	The Fund has elected to exercise its right to buy-back up to a maximum of 10 percent of the issued capital at the commencement of the buy-back (being 5,043,580 units) as per the Appendix 3C lodged on 2 September 2011.
		As at 18 September 2012 1,266,216 units have been bought back and cancelled. Accordingly, the maximum number remaining to be bought back and cancelled is 3,777,364 units.
6	If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	From 19 September 2011 and expected to continue up to 12 months.
		From 19 September 2012 and expected to continue up to 12 months.
7	If the company/trust intends to buy back shares/units if conditions are met – those conditions	N/A
		N/A

All buy-backs

8	Any other change	N/A
		N/A
9	Reason for change	To extend the term of the Fund's current buy back for a further 12 months.
10	Any other information material to a shareholder's/unitholder's decision whether to accept the offer (<i>eg, details of any proposed takeover bid</i>)	N/A

⁺ See chapter 19 for defined terms.

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.

2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.



Sign here:

Date: 18/09/2012

(~~Director~~/Company secretary)

Print name: Neil David Olofsson
.....

== == == == ==

⁺ See chapter 19 for defined terms.