

# Appendix 3E

## Daily share buy-back notice (except minimum holding buy-back and selective buy-back)

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

Introduced 1/9/99. Origin: rule 3.6, Appendix 7C. Amended 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)	

We (the entity) give ASX the following information.

### Information about buy-back

1	Type of buy-back	On Market
2	Date Appendix 3C was given to ASX	2 September 2011

**Total of all shares/units bought back, or in relation to which acceptances have been received, before, and on, previous day**

		Before previous day	Previous day
3	Number of shares/units bought back or if buy-back is an equal access scheme, in relation to which acceptances have been received	165,792	13,547
4	Total consideration paid or payable for the shares/units	\$584,090.79	\$49,485.78

+ See chapter 19 for defined terms.

Appendix 3E  
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	Before previous day	Previous day
5 If buy-back is an on-market buy-back	highest price paid: \$3.65 date: 21/10/11  lowest price paid: \$3.35 date: 7/10/11	highest price paid: \$3.66  lowest price paid: \$3.64  highest price allowed under rule 7.33: \$3.84

Participation by directors

6 Deleted 30/9/2001.

How many shares/units may still be bought back?

7 If the company/trust has disclosed an intention to buy back a maximum number of shares/units - the remaining number of shares/units to be bought back

10/12 limit applies therefore up to 4,864,241

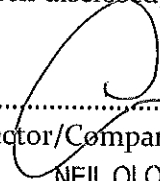
Compliance statement

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: 04/11/2011  
(Director/Company secretary)

Print name: ..... NEIL OLOFSSON  
..... COMPANY SECRETARY.....

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+ See chapter 19 for defined terms.