

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	290,253	10,000
4	Total consideration paid or payable for the shares/units	\$ 1,045,932.92	\$37,000

+ See chapter 19 for defined terms.

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	Before previous day	Previous day
5 If buy-back is an on-market buy-back	highest price paid: \$3.75 date: 09/11/11; 1/12/2011 and 2/12/2011 lowest price paid: \$3.35 date: 7/10/11	highest price paid: \$3.70 lowest price paid: \$3.70 highest price allowed under rule 7.33: \$3.85

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 4,743,327

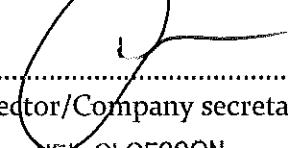
Compliance statement

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: 6/12/11
 (Director/Company secretary)
 Print name: NEIL OLOFSSON
COMPANY SECRETARY.....
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+ See chapter 19 for defined terms.