

ASX Announcement

3 March 2014

Brookfield Capital Management Limited Board Changes

Brookfield Capital Management Limited (**BCML**) today announces changes to its Board.

Independent director, Brian Motteram, has announced his retirement from the Board of BCML. Since Brian's appointment to the Board in February 2007, Brian has made significant contributions to this Board.

In addition, Shane Ross, an executive director, has announced his resignation as a director of the Board. However, Shane will continue his contribution to the BCML Board as an alternate director to Russell Proutt, the remaining executive director of the Board.

These board changes took effect from Friday, 28 February 2014.

The Board of BCML expresses its great appreciation for the commitment and efforts made by Brian and Shane.

Please find attached Appendix 3X (Initial Directors' Interest Notice) and Appendix 3Z (Final Director's Interest Notice) for release to the market in accordance with Listing Rule 3.19A.

Henceforth, the Risk and Compliance Committee and the Audit Committee now comprise:

Barbara Ward (Chairperson); and
Allan McDonald (Independent Director).

Allan McDonald will remain Chairman of the BCML Board.

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Brookfield Customer Service
Ph: 1800 570 000

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	Brookfield Capital Management Limited (ABN 32 094 936 866) As responsible entity of Brookfield Prime Property Fund (ARSN 110 096 663) (BPA)
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We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Shane Ross (Alternate Director to Russell Proutt)
Date of appointment	28 February 2014

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
Nil, BPA Ordinary Fully Paid

+ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest.	Number & class of Securities
N/A	Nil, BPA Ordinary Fully Paid

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	Nil, BPA Ordinary Fully Paid

+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	Brookfield Capital Management Limited (ABN 32 094 936 866) As responsible entity of Brookfield Prime Property Fund (ARSN 110 096 663) (BPA)
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We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	Brian Motteram
Date of last notice	21 February 2007
Date that director ceased to be director	28 February 2014

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
Nil, BPA Ordinary Fully Paid

+ See chapter 19 for defined terms.

Appendix 3Z Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest	Number & class of securities
N/A	Nil, BPA Fully Paid

Part 3 – Director's interests in contracts

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	Nil, BPA Fully Paid

+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	Brookfield Capital Management Limited (ABN 32 094 936 866) As responsible entity of Brookfield Prime Property Fund (ARSN 110 096 663) (BPA)
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We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	Shane Ross
Date of last notice	18 May 2011
Date that director ceased to be director	28 February 2014

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
Nil, BPA Ordinary Fully Paid

+ See chapter 19 for defined terms.

Appendix 3Z Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest	Number & class of securities
N/A	Nil, BPA Fully Paid

Part 3 – Director's interests in contracts

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	Nil, BPA Fully Paid

+ See chapter 19 for defined terms.