

ASX Announcement

2 September 2011

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

Brookfield Capital Management Limited as Responsible Entity for Brookfield Prime Property Fund advises that it intends to commence an on-market buy-back of its securities.

It is intended that the buy-back will be up to 10% of the Brookfield Prime Property Fund issued capital and will commence on 19 September 2011 and finish no later than 12 months from that date.

An Appendix 3C "Announcement of buy-back" is attached

-- ends --

Brookfield Customer Service
Ph: 1800 570 000

Appendix 3C

Announcement of 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)	ABN 32 094 936 866 / ARSN 110 096 663

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	On-market buy back
2	+Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Fully paid, ordinary units
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the +class on issue	50,435,806
6	Whether shareholder/unitholder approval is required for buy-back	No
7	Reason for buy-back	To enhance unit holder value

Appendix 3C Announcement of buy-back

- 8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid)
- Pursuant to ASIC Class Order 07/422 the following information is provided:
- (a) related bodies corporate of Brookfield Capital Management Limited, the responsible entity of BPA, own 39,452,437 units in BPA; and
- (b) the buyback will be funded by cash reserves held by BPA.

On-market buy-back

- 9 Name of broker who will act on the company's behalf
- Evans & Partners
- 10 Deleted 30/9/2001.
- 11 If the company/trust intends to buy back a maximum number of shares - that number
- Note: This requires a figure to be included, not a percentage.
- The buy back will be conducted within the 10/12 limit therefore up to 5,043,580 units.
- 12 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.
- 13 If the company/trust intends to buy back shares/units if conditions are met - those conditions
- BPA will only buy back units within expected timeframe and in such circumstances as is considered beneficial to the fund.

Employee share scheme buy-back

- 14 Number of shares proposed to be bought back
- N/A
- 15 Price to be offered for shares
- N/A

⁺ See chapter 19 for defined terms.

Compliance Statement

1. The company is in compliance with all Corporations Act requirements 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:
(~~Director~~/Company Secretary)

2 September 2011
Date:

Neil David Olofsson
Print name:

Appendix 3C Announcement of buy-back

Selective buy-back

- | | | |
|----|--|-----|
| 16 | Name of person or description of class of person whose shares are proposed to be bought back | N/A |
| 17 | Number of shares proposed to be bought back | N/A |
| 18 | Price to be offered for shares | N/A |

Equal access scheme

- | | | |
|----|---|-----|
| 19 | Percentage of shares proposed to be bought back | N/A |
| 20 | Total number of shares proposed to be bought back if all offers are accepted | N/A |
| 21 | Price to be offered for shares | N/A |
| 22 | +Record date for participation in offer
<small>Cross reference: Appendix 7A, clause 9.</small> | N/A |

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.
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2 September 2011

Sign here: Date:
(~~Director~~/Company secretary)

Print name: Neil David Olofsson
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