

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	Appendix 3C given to ASX on 2 September 2011 and Appendix 3D given to ASX on 18 September 2012.
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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)
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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 2013 1,406,656 units have been bought back and cancelled. Accordingly, the maximum number remaining to be bought back and cancelled is 3,636,924 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	Expected to continue up to 12 months from 19 September 2011 and then from 19 September 2012.
		From 19 September 2013 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: 18/09/2013
(~~Director~~/Company secretary)

Print name: Neil David Olofsson
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⁺ See chapter 19 for defined terms.