

ASX Announcement

6 May 2015

Brookfield Capital Management Limited Board Changes

Brookfield Capital Management Limited (BCML) today announces a change to its Board.

Russell Proutt has resigned from the Board of BCML and joining the Board will be Shane Ross, Head of Treasury for Brookfield Australia. Shane was previously appointed as Russell's alternate director of BCML.

The Board of BCML thanks Russell and acknowledges the contribution he has made during his five years with BCML.

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

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For more information please contact:

Brookfield Customer Service

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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	RUSSELL PROUTT
Date of last notice	04/01/2010
Date that director ceased to be director	06/05/2015

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
None

+ 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
	None

Part 3 – Director's interests in contracts

Detail of contract	None
Nature of interest	
Name of registered holder (if issued securities)	
No. and class of securities to which interest relates	

+ See chapter 19 for defined terms.