

Class A Preference Shares, Series 2 – BN.PR.B

CUSIP: 11271J206 (formerly 112585203)

Share Provisions

The Floating Rate Cumulative Redeemable Class A Preference Shares, Series 2 (the "Series 2 Preferred Shares") are listed on the Toronto Stock Exchange under the symbol BN.PR.B (formerly BAM.PR.B).

Date Issued	November 9, 1984
Issue Price	C\$25.00
Number Issued	11,122,685
Prior Designations	Class A Preference Shares, Series 2 of Brookfield Asset Management Inc. (name change to Brookfield Corporation and ticker change from BAM to BN) Class A Preference Shares, Series E of Hees International Bancorp Inc., a predecessor of Brookfield Asset Management Inc.

The following is a summary of certain provisions of the Series 2 Preferred Shares. Please also refer to the Disclaimer and General Terms.

Dividends

The holders of the Series 2 Preferred Shares are entitled to receive cumulative preferential cash dividends, accruing daily, as and when declared by the board of directors, payable quarterly on the last day of March, June, September and December in each year in an amount per share equal to C\$25.00 multiplied by one-quarter of 70% of the average "Prime Rate" (as defined in the share conditions).

Redemption

Each of the Series 2 Preferred Shares is redeemable at any time in whole or in part from time to time at the option of the company at a redemption price of C\$25.00 per share together with all accrued and unpaid dividends thereon up to but excluding the date fixed for redemption. Notice of any redemption must be given by the company at least 30 days and not more than 60 days prior to the date fixed for redemption.

Purchase for Cancellation

Brookfield Corporation may purchase (if obtainable) for cancellation the whole or any part of the Series 2 Preferred Shares in the open market or by invitation for tenders at a price not exceeding C\$25.00 per share plus accrued and unpaid dividends and costs of purchase.

Voting

At any time dividends have not been paid for two years on the Class A Preference Shares, Series 1 (the "Series 1 Preferred Shares"), Series 2 Preferred Shares or Class A Preference Shares, Series 3 (the "Series 3 Preferred Shares") and thereafter until such time as all arrears of dividends on the Series 1 Preferred Shares, Series 2 Preferred Shares and Series 3 Preferred Shares are paid, the holders of Series 1 Preferred Shares, Series 2 Preferred Shares and Series 3 Preferred Shares shall be entitled to receive notice of and to attend all meetings of shareholders and to one vote in respect of each Series 1 Preferred Share, Series 2 Preferred Share and Series 3 Preferred Share held and in addition shall be entitled to elect two members of the board of directors of the company if the board consists of seven or fewer directors or three members of the board of directors if the board consists of more than seven directors; subject to the foregoing, when entitled to vote in the election of directors, the holders of Series 1 Preferred Shares, Series 2 Preferred Shares and Series 3 Preferred Shares will vote with the holders of Class A Limited Voting Shares and, in certain circumstances, with the holders of certain other series of the Class A Preference Shares in the election of one-half of the board of directors (less the number of directors which the holders of the Series 1 Preferred Shares, Series 2 Preferred Shares and Series 3 Preferred Shares may be entitled to elect). Except as aforesaid or as permitted by law, the holders of Series 2 Preferred Shares are not entitled to notice of or to attend any meeting of the shareholders of the company or to vote at any such meeting.

Restrictions on Dividends and Retirement of Shares

Brookfield Corporation will not without the approval of the holders of the Series 2 Preferred Shares:

1. declare, pay or set apart for payment any dividends (other than stock dividends in shares of the company ranking as to capital and dividends junior to the Series 2 Preferred Shares) on shares of the company ranking as to dividends junior to the Series 2 Preferred Shares;
2. except out of the net cash proceeds of a substantially concurrent issue of shares ranking as to capital and dividends junior to the Series 2 Preferred Shares, redeem or call for redemption, purchase or otherwise pay off or retire for value any shares of the company ranking as to capital junior to the Series 2 Preferred Shares;
3. except pursuant to any purchase obligation, sinking fund, retraction privilege or mandatory redemption provisions attaching to any series of preferred shares of the company from time to time issued, redeem or call for redemption, purchase or otherwise pay off or retire for value any shares of the company ranking as to capital on a parity with the Series 2 Preferred Shares; or
4. redeem or call for redemption, purchase or otherwise pay off or retire for value less than all of the Series 2 Preferred Shares;

unless, in each such case, all dividends then payable on the Series 2 Preferred Shares then outstanding and on all other shares of the company ranking as to dividends on a parity with the Series 2 Preferred Shares accrued up to and including the dividends payable on the immediately preceding respective date or dates for the payment of dividends thereon, shall have been declared and paid or set apart for payment.

Liquidation, Dissolution and Winding Up

In the event of the liquidation, dissolution or winding up of Brookfield Corporation or any other distribution of assets of the company among its shareholders for the purpose of winding up its affairs, the holders of the Series 2 Preferred Shares will be entitled to payment of an amount equal to C\$25.00 per share plus accrued and unpaid dividends before any amount can be paid to the holders of shares ranking junior as to capital to the Series 2 Preferred Shares. Upon such payment, the holders of Series 2 Preferred Shares will not be entitled to share in any future distribution of assets of the company.