

Class A Preference Shares, Series 28 – BN.PR.X

CUSIP: 11271J842 (formerly 112585690)

Share Provisions

The Cumulative Class A Preference Shares, Series 28 (the “Series 28 Preferred Shares”) are listed on the Toronto Stock Exchange under the symbol BN.PR.X (formerly BAM.PR.X).

Date Issued	February 8, 2011
Issue Price	C\$25.00
Number Issued	9,400,000
Prior Designation	Class A Preference Shares, Series 28 of Brookfield Asset Management Inc. (name change to Brookfield Corporation and ticker change from BAM to BN)

The following is a summary of certain provisions of the Series 28 Preferred Shares. Please also refer to the Disclaimer and General Terms.

Dividends

The holders of the Series 28 Preferred Shares are entitled to receive quarterly fixed cumulative preferential cash dividends, as and when declared by the board of directors payable quarterly on the last business day of March, June, September and December in each year at an annual rate of \$1.150 per share until June 30, 2017. The initial dividend will be payable on March 31, 2011 and will be \$0.1607 per share. The annual fixed dividend rate (the “Annual Fixed Dividend Rate”) for each subsequent 5-year fixed rate period will be equal to the sum of the 5-year Government of Canada bond yield on the 30th day prior to the first day of such subsequent fixed rate period plus 1.80%. The annual fixed dividend for each such period will be equal to the applicable Annual Fixed Dividend Rate multiplied by \$25.00.

For the five-year period from July 1, 2017 until June 30, 2022, the Series 28 Preferred Shares paid, on a quarterly basis, a fixed cash dividend in an amount equal to 2.727% per annum applied to the price of C\$25.00 per share.

For the five-year period from July 1, 2022 until June 30, 2027, the Series 28 Preferred Shares paid, on a quarterly basis, a fixed cash dividend in an amount equal to 4.606% per annum applied to the price of C\$25.00 per share. The annual rate for the next five-year period was set in June 2022.

Redemption

Brookfield Corporation may not redeem the Series 28 Preferred Shares prior to June 30, 2017. On June 30, 2017 and on June 30 every five years thereafter (each, a “Conversion Date”), the company may, subject to applicable law, at its option without the consent of the holders, redeem all or any part of the then outstanding Series 28 Preferred Shares by the payment of \$25.00 per share together with all accrued and unpaid dividends thereon up to but excluding the date of payment or distribution (less any tax required to be deducted and withheld). 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 28 Preferred Shares in the open market or by private agreement or otherwise, at the lowest price obtainable in the opinion of the board of directors.

Conversion

Subject to certain restrictions, the holders of the Series 28 Preferred Shares have the right on any Conversion Date to convert any or all of the Series 28 Preferred Shares held by them for Cumulative Class A Preference Shares, Series 29 of the company (the “Series 29 Preferred Shares”), on a one-for-one basis. Such a conversion of Series 28 Preferred Shares for Series 29 Preferred Shares must be initiated not less than 15 days and not more than 30 days

prior to a Conversion Date. Under certain circumstances, the Series 28 Preferred Shares automatically convert into Series 29 Preferred Shares, on a one-for-one basis.

Voting

At any time that eight quarterly dividends, whether or not consecutive, on the Series 28 Preferred Shares are not paid and thereafter until such time as all arrears of dividends on the Series 28 Preferred Shares are paid, the holders of Series 28 Preferred Shares shall be entitled to receive notice of and to attend each meeting of shareholders and to one vote in respect of each Series 28 Preferred Share held, provided that in respect of the election of directors, the holders of Series 28 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 Class A Preference Shares, Series 2 may be entitled to elect). Except as aforesaid or as permitted by law, the holders of Series 28 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 28 Preferred Shares:

1. declare, pay or set apart for payment any dividends (other than stock dividends in shares of the company ranking junior to the Series 28 Preferred Shares) on shares of the company ranking junior to the Series 28 Preferred Shares;
2. except out of the net cash proceeds of a substantially concurrent issue of shares ranking junior to the Series 28 Preferred Shares, redeem, purchase or otherwise retire or make any capital distribution on or in respect of shares of the company ranking junior to the Series 28 Preferred Shares;
3. redeem, purchase or otherwise retire less than all of the Series 28 Preferred Shares then outstanding; or
4. except pursuant to any retraction privilege, sinking fund, mandatory redemption or purchase obligation attaching thereto, redeem, purchase or otherwise retire any shares of any class or series ranking on a parity with the Series 28 Preferred Shares;

unless, in each such case, all dividends on outstanding Series 28 Preferred Shares accrued up to and including the dividend payable for the last completed period for which dividends were payable shall have been declared and paid.

Shareholder Approvals

In addition to any other approvals required by law, the approval of all amendments to the rights, privileges, restrictions and conditions attaching to the Series 28 Preferred Shares as a series and any other approval to be given by the holders of the Series 28 Preferred Shares may be given by a resolution carried by an affirmative vote of at least 66 2/3% of the votes cast at a meeting at which the holders of a majority of the outstanding Series 28 Preferred Shares are present or represented by proxy or, if no quorum is present at such meeting, at an adjourned meeting at which the holders of Series 28 Preferred Shares then present would form the necessary quorum. At any meeting of holders of Series 28 Preferred Shares as a series, each such holder shall be entitled to one vote in respect of each Series 28 Preferred Share held.

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 28 Preferred Shares will be entitled to payment of an amount equal to C\$25.00 per share plus accrued and unpaid dividends up to but excluding the date of payment or distribution (less any tax required to be deducted or withheld) before any amount can be paid to the holders of shares ranking junior to the Series 28 Preferred Shares. Upon such payment, the holders of the Series 28 Preferred Shares will not be entitled to share in any future distribution of assets of the company.

Tax on Dividends

Brookfield Corporation will elect, in the manner and within the time provided under Part VI.1 of the *Income Tax Act* (Canada) (the "Tax Act"), to pay or cause payment of the tax, under Part VI.1 at a rate such that the corporate holders of Series 28 Preferred Shares will not be required to pay tax under Part IV.1 of the Tax Act on dividends received on such shares.