

Class A Preference Shares, Series 8 - BAM.PR.E

CUSIP: 112585 50 0

Share Provisions

The Cumulative Exchangeable Redeemable Class A Preference Shares, Series 8 (the "Series 8 Preferred Shares") are listed on the Toronto Stock Exchange under the symbol BAM.PR.E.

Date Issued	November 21, 1996
Issue Price	C\$25.00
Number Outstanding	1,049,792
Prior Designation	1981 Preference Shares, Series J of Brascan Limited, a predecessor of Brookfield Asset Management Inc.

The following is a summary of certain provisions of the Series 8 Preferred Shares. Please also refer to the Disclaimer and General Terms.

Dividends

The holders of the Series 8 Preferred Shares are entitled to receive monthly floating cumulative preferential cash dividends, accruing daily, as and when declared by the board of directors on the 12th day of each month in an amount per share equal to the product of C\$25.00 per share and one-twelfth of the annual floating dividend rate applicable to the month being the average Prime Rate for the month multiplied by a Designated Percentage as provided in the share conditions. The Designated Percentage established for November 2001 was 85%. Thereafter, the Designated Percentage has been adjusted each month based on the average trading price of the Series 8 Preferred Shares, to a maximum of 100% and a minimum of 50%.

The adjustment factor applied to the Designated Percentage is calculated as follows:

If the Calculated Trading Price for the preceding month is	The Adjustment Factor as a percentage of Prime shall be
\$25.50 or more	-4.00%
\$25.375 and less than \$25.50	-3.00%
\$25.25 and less than \$25.375	-2.00%
\$25.125 and less than \$25.25	-1.00%
Greater than \$24.875 and less than \$25.125	nil
Greater than \$24.75 to \$24.875	1.00%
Greater than \$24.625 to \$24.75	2.00%
Greater than \$24.50 to \$24.625	3.00%
\$24.50 or less	4.00%

The maximum Adjustment Factor for any month will be +/- 4.00%.



Redemption

Subject to applicable law and certain restrictions and to the rights, privileges, restrictions and conditions attaching to other shares of Brookfield Asset Management, all, but not less than all, of the Series 8 Preferred Shares are redeemable at the option of the company and after November 1, 2001 at a redemption price of C\$25.50 together with all accrued and unpaid dividends thereon up to but excluding the date of redemption. Notice of any redemption must be given by the company at least 45 days and not more than 60 days prior to the date fixed for redemption.

Purchase for Cancellation

Brookfield Asset Management may purchase (if obtainable) for cancellation the whole or any part of the Series 8 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, plus accrued and unpaid dividends and costs of purchase.

Exchange

Subject to certain restrictions, the holders of the Series 8 Preferred Shares have the right, on November 1, 2006, and on November 1 in every fifth year thereafter, to exchange any or all of the Series 8 Preferred Shares held by them for Series 9 Preferred Shares of the company, on a one-for-one basis. An exchange of Series 8 Preferred Shares for Series 9 Preferred Shares must be initiated not less than 14 days and not more than 45 days prior to an exchange date. Under certain circumstances, the Series 8 Preferred Shares automatically convert into Series 9 Preferred Shares, on a one-for-one basis.

Voting

At any time that twenty-four monthly dividends, whether or not consecutive, on the Series 8 Preferred Shares are not paid and thereafter until such time as all arrears of dividends on the Series 8 Preferred Shares are paid, the holders of Series 8 Preferred Shares shall be entitled to receive notice of and to attend each meeting of shareholders which takes place more than 60 days after the date such failure first occurs and to one vote in respect of each Class A Preference Share, Series 8 held, voting, with respect to directors, with 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 1, Class A Preference Shares, Series 2 and Class A Preference Shares, Series 3 may be entitled to elect). Except as aforesaid or as permitted by law, the holders of Series 8 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 Asset Management will not without the approval of the holders of the Series 8 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 8 Preferred Shares) on shares of the company ranking junior to the Series 8 Preferred Shares;
2. except out of the net cash proceeds of a substantially concurrent issue of shares ranking junior to the Series 8 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 8 Preferred Shares;
3. purchase or otherwise retire less than all of the Series 8 Preferred Shares then outstanding;
4. except pursuant to any retraction privilege, 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 8 Preferred Shares; or
5. issue any additional Class A Preference Shares or any shares ranking as to dividends or capital on a parity with the Series 8 Preferred Shares;

unless, in each such case, all dividends on outstanding Series 8 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.



Liquidation, Dissolution and Winding Up

In the event of the liquidation, dissolution or winding up of Brookfield Asset Management 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 8 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 to the Series 8 Preferred Shares. Upon such payment, the holders of Series 8 Preferred Shares will not be entitled to share in any future distribution of assets of the company.

Tax on Dividends

Brookfield Asset Management 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 8 Preferred Shares will not be required to pay tax under Part IV.1 of the Tax Act on dividends received on such shares.

