

**Brookfield**

**DISCLOSURE POLICY**

**March 2018**

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**APPENDIX A – Contact Information for Policy**

**GENERAL*****Who is Subject to this Policy?***

This Disclosure Policy (this “Policy”) applies to all directors, officers and employees (collectively “personnel”) of Brookfield Asset Management Inc. and its wholly-owned subsidiaries (collectively, “we,” “us,” “our,” “Brookfield” or the “company”). Brookfield expects that its public-traded controlled affiliates will implement a disclosure policy consistent with this Policy.

All personnel are required to comply with securities laws and the disclosure, confidentiality and insider trading rules set out in the company’s Code of Business Conduct and Ethics. This Policy supplements those provisions and is intended to raise awareness of our approach to disclosure among our personnel.

***Purpose of this Policy***

The objectives of this Policy are to:

- ensure that material information about the company is disclosed in a timely, consistent and appropriate manner, in accordance with applicable law; and
- protect against and prevent the improper use or disclosure of material information or confidential information about the company.

This Policy relates, in relevant part, to all types of disclosure by the company, including to regulators, investors, lenders, the investment community, the media, industry counterparts, partners, governments and other stakeholders.

***Role of the Disclosure Committee***

At Brookfield, the Chief Executive Officer (“CEO”) and the Chief Financial Officer (“CFO”) are ultimately responsible for the design and effectiveness of disclosure controls and procedures. To assist the CEO and CFO in fulfilling this mandate, a Disclosure Committee<sup>1</sup> has been established with responsibility for: (i) determining whether information is material information; (ii) ensuring the timely disclosure of material information in accordance with applicable law; (iii) overseeing the disclosure procedures and practices of the company; and (iv) monitoring the effectiveness of and compliance with this Policy.

**MATERIAL INFORMATION*****What is Material Information?***

Information relating to Brookfield is material if: (i) such information results in or would reasonably be expected to result in, a significant change in the market price or value of Brookfield's securities; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision. Put another way, there must be a substantial likelihood that the information would

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<sup>1</sup> Consists of the CEO, CFO and representatives from Brookfield’s finance, legal, communications and investors relations functions, as determined from time to time.

be viewed by the reasonable investor as having significantly altered the total mix of information available in the market concerning Brookfield.

Information about the following matters could be material, depending on scale and magnitude:

- earnings, results or projections;
- unexpected operational developments;
- acquisitions, divestitures, amalgamations, or mergers;
- changes in the value of assets;
- significant borrowing, lending or financings;
- defaults under key agreements or entering into key agreements;
- failure or alleged failure to comply with terms of licenses or relevant law or regulation;
- the occurrence of high risk safety events or fatalities;
- litigation or regulatory enforcement action, actual, pending or threatened;
- labor disputes, actual, pending or threatened;
- changes to distribution policies or payments;
- public or private sales of securities;
- plans to repurchase or redeem securities;
- changes in capital or corporate structure;
- changes to accounting policies or disagreements with auditors;
- a change of control;
- changes in management or in the Board of Directors; or
- a credit rating downgrade or upgrade.

Note that these are only examples, not a comprehensive list of all types of material information. Note also that material information cannot be made immaterial by breaking it down into smaller pieces.

***Your Responsibility Regarding Events and Developments that Could Be Material***

It is important that the Disclosure Committee be informed about events and developments that may be material. If you become aware of events or developments that may constitute material information about Brookfield, you must promptly contact the CFO or internal legal counsel who will coordinate with members of the Disclosure Committee. Please see Appendix “A” to this Policy for contact information for the CFO and internal legal counsel you should contact about this Policy.

For clarity, employees, officers and directors are not responsible for making a determination as to whether an event or development constitutes material information. Their responsibility is to recognize events or developments that might constitute material information and report such information promptly. The Disclosure Committee, or a designated member thereof in accordance with the company’s Disclosure Controls and Procedures Statement<sup>2</sup> (the “DCP Statement”) is responsible for making the determination of whether or not the reported events or developments, considered together with the totality of the other information in the possession of the Disclosure Committee, is material information.

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<sup>2</sup> Brookfield has a Disclosure Controls and Procedures Statement (the “DCP Statement”) which it uses as guide for disclosure decisions and to document its processes. If you have questions about this DCP Statement, please contact the internal legal counsel listed on Appendix “A”.

Also, if you become aware of an error or omission in any of the company's publicly disclosed documents, you must promptly contact the CFO or internal legal counsel who will follow up accordingly.

***Disclosure of Material Information***

Material information about Brookfield will be promptly disclosed in a news release, regulatory filing, or other permitted electronic means (to the extent permitted under applicable law), unless it is determined by the Disclosure Committee, or a designated member thereof in accordance with the DCP Statement, that the information must remain confidential.

***News Releases***

No news release will be publicly disseminated by Brookfield until it has been reviewed and approved by the Disclosure Committee, or a designated member thereof in accordance with the DCP Statement. News releases will be disseminated through an approved news wire service and will be posted on Brookfield's website promptly after release over the newswire.

***Website***

Brookfield may disseminate non-material, but nonetheless important information exclusively via its website (to the extent permitted under applicable law) at <https://bam.brookfield.com> and investors should consult the website to access this information regarding the company.

Brookfield will post on its website, among other meaningful shareholder information, recent versions of the following documents:

- Securities filings such as financial statements;
- Annual Information Forms;
- Annual Reports;
- Prospectuses;
- News releases;
- Investor presentations; and
- Transcripts of investor relations conferences and webcasts.

***Forward-looking Information***

Brookfield may, from time to time, provide certain forward-looking information, including guidance as to its expectations regarding performance. This forward-looking information may be communicated orally, in news releases and/or in Brookfield's other disclosure documents, such as its annual report. Any forward-looking information will be clearly identified as such and will be accompanied by appropriate cautionary language, and if applicable, will be updated in light of subsequent developments.

All new public disclosures of material forward-looking information must be approved, in advance, by the Disclosure Committee or a designated member thereof in accordance with the DCP Statement.

## IMPORTANT SECURITIES LAW CONSIDERATIONS

### *Relevance of Securities Laws*

In addition to restrictions imposed by this Policy, there are also important legal restrictions on your conduct when in possession of material information that has not yet been the subject of public disclosure, such as a news release. There are significant legal consequences for violating these laws you need to be aware of.

If you have material information about Brookfield you are not permitted to buy or sell securities (or related financial instruments) of Brookfield until after the information has been generally disclosed to the public by way of a news release or other disclosure document filed with a securities regulator such as the Ontario Securities Commission or the U.S. Securities and Exchange Commission, and sufficient time has passed so the information may be considered to be broadly disseminated. These obligations also apply if you have material information regarding any other entity, regardless of whether it is a Brookfield-related entity and whether you obtained the information through Brookfield. If you are not sure whether information is undisclosed material information, consult internal legal counsel before engaging in a transaction.

You are also prohibited by law from communicating undisclosed material information about Brookfield or an entity with which the company does business or that the company has invested in to other people (except in the necessary course of business), such as relatives or friends, who may trade on the basis of the information or disclose this information to others. Securities laws prohibit trades made on the basis of these “tips”.

The company imposes trading blackout periods on those people who have access to material information which has not been disclosed and during periods when financial statements are being prepared but results have not yet been publicly released.

The company’s *Personal Trading Policy* has more information about these matters.

## CONFIDENTIALITY

### *Confidential Information*

If you are privy to confidential information (regardless of whether such information is also material information), you are prohibited from communicating that information to anyone other than authorized personnel who have a legitimate need to know such information in connection with their duties and who have been advised of the confidential nature of such information.

No one in possession of confidential information should disclose that information to any outside party, unless required to do so in the necessary course of business.

Here are examples of circumstances that could require disclosure of confidential information with outside parties in the normal course of business:

- communications with vendors, suppliers, or strategic partners on the company’s needs or preferences;

- communications with lenders, legal counsel, auditors, underwriters, and financial and other professional advisors to the company;
- communications during negotiations with counterparties;
- communications with labour unions, industry associations, government agencies, regulators and stakeholders about the company's interests or business; and
- communications with credit rating agencies (provided that the information is disclosed for the purpose of assisting the agency to formulate a credit rating and the agency's ratings generally are or will be publicly available).

Where practical, outside parties who are given confidential information about the company will be asked to confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

If you are unsure about whether information you have is confidential or whether you are permitted to disclose it to an outside party, please consult internal legal counsel.

### ***Guidelines for Treatment of Confidential Information***

In order to prevent the misuse or inadvertent disclosure of confidential information, please use the following guidelines:

- do not discuss confidential matters in public places or in a manner where the discussion may be overheard;
- do not read confidential documents in public places or discard them where others may retrieve them;
- keep confidential documents in a safe place (inside as well as outside the office) with access restricted to individuals who "need to know";
- only transmit confidential documents by electronic means if you reasonably believe that transmission can be made and received securely; and
- use passwords to protect confidential electronic data/code names within confidential documents as appropriate in the circumstances.

## **BROOKFIELD COMMUNICATIONS**

### ***Authorized Spokespersons***

Brookfield designates a limited number of persons who are authorized to communicate with the media or the investment community (which includes investors, potential investors, analysts and brokers) on the company's behalf. The company's authorized spokespersons are the: (i) CEO; (ii) CFO; (iii) Heads of Brookfield's four principal business groups; (iv) Senior Vice President, Finance; (v) Senior Vice President, Branding and Communications (vi) Vice President, Communications and Media; and (vii) Head of Investor Relations. The authorized spokespersons may, from time to time, designate others to speak on behalf of the company as back-ups or to respond to specific inquiries from the investment community or the media.

If you are not an authorized spokesperson, you must not respond under any circumstances to inquiries about the company from the investment community or the media, whether regarding material information or otherwise. Instead, please promptly refer the request to an authorized spokesperson.

### ***Board Approval***

The Brookfield Board of Directors (or a Committee thereof) will review and approve the following disclosures in advance of their public release by the company: (i) earnings guidance; and (ii) news releases containing material financial information based on the company's financial statements prior to the release of such statements. When the Brookfield Board of Directors (or a Committee thereof) has reviewed and approved disclosures, such disclosures will include a reference to this review.

#### ***Communication with Analysts and Institutional Investors***

The company recognizes that meetings with analysts and institutional investors are an element of its investor relations program. The company will meet with analysts and institutional investors on an individual or small group basis as needed and initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this Policy.

In addition to otherwise publicly disclosed information, the company will only provide, through its authorized spokespersons, non-material information in any meetings or communications with the investment community and the media. Acceptable topics of discussion may, depending on the circumstances, include the company's general prospects, the business environment, management's philosophy and long-term strategy. The company will, upon request, provide the same sort of information that is not material information to individual investors or reporters that it has provided to analysts and institutional investors.

#### ***Inadvertent Disclosure and Errors in Disclosure***

If inadvertent disclosure of material information is made in a selective forum, Brookfield will promptly issue a news release in order to ensure that such information is broadly disseminated. If inadvertent disclosure or an error in disclosure occurs, Brookfield shall take appropriate remedial action which may include notification of the appropriate regulator of the inadvertent error, the making of broad public disclosure of the information or correction of the information through a press release or a filing with the securities regulators.

#### ***External Speeches and Presentations***

Invitations to give external speeches or other presentations relating to the company's business or operations at conferences or other public venues at which investors, stakeholders, industry counterparts, business partners, government representatives or media may be present must be pre-approved by an authorized spokesperson before acceptance and the content of any such speeches or presentations must also be pre-approved by an authorized spokesperson.

#### ***Reviewing Analyst Draft Reports and Models***

It is the company's policy to review, upon request, analysts' draft research reports or models. The company will review the report or model for the purpose of pointing out errors in fact based on publicly disclosed information. It is the company's policy, when an analyst inquires about his or her estimates, to question an analyst's assumptions if the estimate is a significant outlier among the range of estimates and/or the company's published guidance. The company will limit its comments in responding to these types of inquiries to the correction of factual errors based on publicly disclosed information. The company will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with the analyst's model and earnings estimates.

In order to avoid appearing to “endorse” an analyst’s report or model, the company must provide its comments orally or will attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy.

### ***Distributing Analyst Reports***

The company regards an analyst’s report as proprietary information belonging to the analyst’s firm. In addition, re-circulating a report by an analyst may be viewed as an endorsement by the company of the report. For these reasons, analysts’ reports must not be circulated to persons outside of the company, other than in response to requests from regulatory authorities or to outside advisors or consultants to the company. The company may post on its website a complete list, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on the company. If provided, such a list will not include links to the analysts’ or any other third party web sites or publications.

### ***Conference Calls***

Conference calls will be held for quarterly earnings and, to the extent practicable, for material corporate developments. Such calls will be accessible simultaneously by all interested parties, although some participants may be in a listen-only mode by phone or by webcast on the website and will be preceded by a news release containing all relevant material information. At the beginning of the call, an authorized spokesperson will provide or refer to the cautionary language with respect to any forward-looking information in accordance with this Policy.

Brookfield will provide advance notice of the conference call and webcast by issuing a news release announcing the date and time of the call, the means for accessing the conference call and posting on the website for other persons to access the call. A recording of the conference call or an archived audio web cast on the Internet will be made available following the call for a minimum of 30 days and a transcript will be posted on Brookfield’s website.

### ***Quiet Periods***

Generally, the company observes a quarterly quiet period, during which the company will not initiate any meetings or telephone contacts with analysts or investors and no discussion on earnings or the financial results of the company for the fiscal year or the quarter will take place, except to respond to unsolicited inquiries and requests for meetings. The quiet period will commence at the close of business on the last day of a quarter and will end following the issuance of the news release disclosing quarterly results. During a quiet period, the company will generally not make presentations at any analyst or investor conferences at which matters related to earnings, operating performance or financial results will be discussed.

### ***Internet Chat Rooms and Electronic Media***

You are prohibited from participating in discussions on Internet chat rooms or on other electronic media such as Facebook and Twitter on matters pertaining to the company’s activities or its securities. For further detail on this, you should refer to the company’s *Internet & Social Media Policy*.

If you encounter a discussion or posting on electronic media pertaining to the company that you think is significant or troubling, please advise the Senior Vice President, Communications and Media promptly.

### ***Brookfield’s Response to Rumours***

Generally, the company's policy is to neither confirm nor deny rumours (whether in the media, on the internet or otherwise) when asked to comment. Authorized spokespersons will respond by stating: "It is our policy not to comment on market rumours or speculation." However, when authorized by the Disclosure Committee, authorized spokespersons may make exceptions and respond in accordance with the DCP Statement.

## **MATTERS RELATING TO THIS POLICY**

### ***Distribution of this Policy***

Upon commencement of employment, each employee, officer and director of the company will be provided with a copy of this Policy. This Policy is also posted on the company's intranet site. The version of this Policy on the intranet may be more current and up-to-date and supersedes any paper copies, should there be any discrepancy between paper copies and what is posted online.

### ***Consequences of Non-Compliance with this Policy***

Anyone subject to this Policy who violates it may face disciplinary actions up to and including termination of his or her employment for cause and without notice. A violation of this Policy may also constitute a violation of certain securities laws. If the company discovers a violation of any securities laws, it may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment and other liability.

### ***Changes to this Policy***

This Policy has been prepared under the supervision of the CEO and CFO and has been approved by the Board of Directors of Brookfield. Any future revisions to this Policy will be approved by the Board of Directors of Brookfield.

**APPENDIX A**  
**CONTACT INFORMATION FOR POLICY**

**Chief Financial Officer:**

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**Chief Legal Counsel:**

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[jbeber@brookfield.com](mailto:jbeber@brookfield.com)

**Branding and Communications:**

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