

BPO PROPERTIES LTD.

PROXY

**Annual and Special Meeting of the Shareholders of
BPO Properties Ltd.
to be held on June 18, 2003**

**THIS PROXY IS SOLICITED ON BEHALF OF MANAGEMENT
OF BPO PROPERTIES LTD.**

FOR USE BY HOLDERS OF NON-VOTING EQUITY SHARES (the "NVE Shares")

The undersigned shareholder of BPO Properties Ltd. (the "Corporation") hereby appoints Robert J. Harding, Chairman of the Corporation, or failing him, David D. Arthur, President and Chief Executive Officer of the Corporation, or **instead of any of the foregoing**, as proxy of the undersigned, to attend, vote and act for and on behalf of the undersigned **at the annual and special meeting of shareholders of the Corporation (the "Meeting") to be held at Bankers Hall Auditorium, Bankers Hall, 855 2nd Street West, Calgary, Alberta on June 18, 2003 at 1:00 p.m. (local time) and at all adjournments thereof**, upon the following matters:

- (1) VOTE FOR VOTE AGAINST (or, if no specification is made, **VOTE FOR**) the special resolution (the "Special Resolution") approving the amalgamation of the Corporation and 4162897 Canada Limited ("Subco"), a subsidiary of Brookfield Properties Corporation, under the *Business Corporations Act* (Canada) (the "CBCA"), upon the terms and conditions set forth in an amalgamation agreement (the "Amalgamation Agreement") between the Corporation and Subco, and any amendments or variations thereto that may come before the Meeting. The Special Resolution and the Amalgamation Agreement are included as Appendices 1 and 2 to the management proxy circular of the Corporation (the "Circular") dated May 22, 2003; and
- (2) Such other business as may properly come before the Meeting.

Dated: _____, 2003.

Number of NVE Shares _____

Signature of Shareholder _____

Name of Shareholder _____

(Please print clearly)

NOTES:

- (1) **A shareholder has the right to appoint a person to represent him or her at the Meeting other than the management representatives designated in this proxy.** Such right may be exercised by inserting in the space provided the name of the other person the shareholder wishes to appoint. Such other person need not be a shareholder.
- (2) The NVE Shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.
- (3) To be valid, this proxy must be signed and deposited with CIBC Mellon Trust Company, Attn: Proxy Department, at its offices in Toronto at 200 Queens Quay East, Unit 6, Toronto, Ontario, M5A 4K9, or by fax at (416) 368-2502, not less than 48 hours (excluding Saturdays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.
- (4) If the shareholder completing this proxy is an individual, please sign exactly as your shares are registered.

If the shareholder completing this proxy is a corporation, this proxy must be executed by a duly authorized officer or attorney of the shareholder and, if the corporation has a corporate seal, its corporate seal should be affixed.

If the shares are registered in the name of an executor, administrator or trustee, please sign exactly as the shares are registered. If the shares are registered in the name of the deceased or other shareholder, the shareholder's name must be printed in the space provided, the proxy must be signed by the legal representative with his or her name printed below his or her signature and evidence of authority to sign on behalf of the shareholder must be attached to this proxy.

In many cases, shares beneficially owned by a holder (a "Non-Registered Holder") are registered in the name of a securities dealer or broker or other intermediary, or a clearing agency. Non-Registered Holders should, in particular, review the sections entitled "Information Regarding Organization and Conduct of the Meeting — Non-Registered Holders" in the accompanying Circular and carefully follow the instructions of their securities dealer or other intermediary.

- (5) All holders of shares should refer to the accompanying Circular for further information regarding the completion and use of this proxy and other information pertaining to the Meeting.
- (6) If this proxy is not dated in the space provided, it is deemed to bear the date on which it is mailed to shareholders by management of the Corporation.
- (7) Section 190 of the CBCA entitles registered holders of NVE Shares to dissent from the Special Resolution approving the amalgamation. A shareholder may only exercise the right to dissent under section 190 of the CBCA in respect of shares which are registered in that shareholder's name. Shareholders, including Non-Registered Holders, who wish to dissent should carefully review the section entitled **"Information Regarding Proposed Transaction — Right to Dissent" in the Circular, and Appendices 3 and 4 to the Circular**, which accompany this proxy. **The failure to comply strictly with the provisions of the CBCA may result in the loss or unavailability of the right to dissent.**