

Brookfield
BROOKFIELD PROPERTIES CORPORATION

(Incorporated under the laws of Canada)

PROXY

PROXY, **solicited by Management**, for the Annual and Special Meeting of Shareholders of Brookfield Properties Corporation (the "Corporation") to be held on Wednesday, May 4, 2011 at Three World Financial Center on the 25th floor in New York, New York at 2:00 p.m. (EST).

The undersigned registered shareholder of the Corporation hereby appoints GORDON E. ARNELL, or failing him RICHARD B. CLARK, each being a director of the Corporation (or in lieu thereof.), as proxy of the undersigned, with the power of substitution, to attend and vote on behalf of the undersigned at the Annual and Special Meeting of Shareholders (the "Meeting") of the Corporation to be held on Wednesday, May 4, 2011, and at any adjournments or postponements thereof, on the following matters:

- A. Approval of Special Resolution to Increase the Number of Directors (mark only one of "FOR" or "AGAINST")**
- FOR** the special resolution to increase the number of directors from 10 to 11, as more particularly described in the Corporation's Management Proxy Circular dated March 30, 2011; or
 - AGAINST** the special resolution to increase the number of directors from 10 to 11.

- B. Approval of Special Resolution to Change the Name (mark only one of "FOR" or "AGAINST")**
- FOR** the special resolution to change the name of the Corporation to "Brookfield Office Properties Inc.", as more particularly described in the Corporation's Management Proxy Circular dated March 30, 2011; or
 - AGAINST** the special resolution to change the name of the Corporation to "Brookfield Office Properties Inc."

C. Election of Directors (The Corporation has cumulative voting for director nominees. See note 5 below.)

		FOR	WITHHOLD			FOR	WITHHOLD
1. Mr. Gordon E. Arnell	▷	<input type="checkbox"/>	<input type="checkbox"/>	7. Mr. F. Allan McDonald	▷	<input type="checkbox"/>	<input type="checkbox"/>
2. Mr. William T. Cahill	▷	<input type="checkbox"/>	<input type="checkbox"/>	8. Mr. Allan S. Olson	▷	<input type="checkbox"/>	<input type="checkbox"/>
3. Mr. Richard B. Clark	▷	<input type="checkbox"/>	<input type="checkbox"/>	9. Mr. Robert L. Stelzl	▷	<input type="checkbox"/>	<input type="checkbox"/>
4. Mr. Jack L. Cockwell	▷	<input type="checkbox"/>	<input type="checkbox"/>	10. Ms. Diana L. Taylor	▷	<input type="checkbox"/>	<input type="checkbox"/>
5. Mr. J. Bruce Flatt	▷	<input type="checkbox"/>	<input type="checkbox"/>	11. Mr. John E. Zuccotti	▷	<input type="checkbox"/>	<input type="checkbox"/>
6. Mr. Michael Hegarty	▷	<input type="checkbox"/>	<input type="checkbox"/>				

- D. Appointment of Auditors (mark only one of "FOR" or "WITHHOLD")**
- FOR** the appointment of Deloitte & Touche LLP as auditors and authorizing the directors to fix the auditors' remuneration; or
 - WITHHOLD** from voting on the appointment of Deloitte & Touche LLP as auditors and authorizing the directors to fix the auditors' remuneration.

In addition, the undersigned appoints such person as proxy to vote and act as aforesaid upon any amendments or variations to the matters identified in the accompanying Notice of Annual and Special Meeting of Shareholders and on all other matters that may properly come before the Meeting. The shares represented by this proxy will be voted as directed by the shareholder. In the absence of such directions, shares represented by proxies received by Management will be voted FOR the special resolution to increase the number of directors from 10 to 11, FOR the special resolution to change the name to "Brookfield Office Properties Inc.", FOR each of the director nominees (shared equally among such nominees) and FOR the appointment of Deloitte & Touche LLP as auditors and in favour of Management's proposals generally.

Name of Registered Shareholder: _____

Signature of Registered Shareholder: _____

Number of Common Shares: _____

Number of Class A Redeemable
 Voting Preferred Shares: _____

Date: _____, 2011

NOTES:

1. If this proxy is not dated in the space provided, it will be deemed to bear the date on which it was mailed to the shareholders by Management of the Corporation.
2. 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 section entitled "Q & A on Proxy Voting" in the accompanying Management Proxy Circular and carefully follow the instructions of their securities dealer or other intermediary.

3. To be valid, this proxy must be signed and mailed to CIBC Mellon Trust Company, using the return envelope enclosed, or by mail or facsimile to CIBC Mellon Trust Company, Attention Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1, (or if delivered by facsimile at 416-368-2502) or by courier or hand delivery to CIBC Mellon Trust Company, 320 Bay Street, Banking Hall Level, Toronto, Ontario M5H 4A6 not later than the close of business on Tuesday, May 3, 2011 or, if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment or postponement of the Meeting.
4. **Every shareholder has the right to appoint a person (who need not be a shareholder of the Corporation) to represent him or her at the Meeting other than the Management representatives designated in this proxy.** If you wish to appoint a person other than the Management representatives herein, please insert the name of your chosen proxyholder in the space provided and deliver the completed proxy to CIBC Mellon Trust Company as set out above.
5. All shareholders should refer to the accompanying Notice of Annual and Special Meeting of Shareholders and the accompanying Management Proxy Circular (including the section entitled "Business of the Meeting – Election of Directors") for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

Under cumulative voting, each holder of common shares entitled to vote at an election of directors has the right to cast a number of votes equal to the number of votes attached to the shares held by such shareholder, multiplied by the number of directors to be elected by the holders of common shares, and such shareholder may cast all such votes in favour of one candidate or distribute them among the candidates in any manner. If a shareholder desires to distribute votes otherwise than equally among the nominees for whom such shareholder has directed persons in this proxy to vote, such shareholder must do so personally at the Meeting, or by specifying such distribution in this proxy.

On any ballot that may be called for the election of directors by the holders of common shares, Management intends to cast the votes to which the shares represented by such proxy are entitled equally among all the proposed nominees that the shareholder has authorized Management to vote for in this proxy unless otherwise directed by the shareholder who has given such proxy.

6. If a share is held by two or more persons (for example, joint ownership, trustees, executors, etc.) any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote in respect thereof, but if more than one of them are present or represented by proxy, they shall vote together in respect of each share so held.