

**BROOKFIELD SOUNDVEST SPLIT TRUST**

**PROXY**

**TRUST UNITS**

The undersigned holder (the “Unitholder”) of trust units (“Units”) of Brookfield Soundvest Split Trust (the “Trust”), hereby revoking any proxy previously given, hereby appoints Kevin Charlebois, or failing him, Gabrielle Lenz, or instead of either of the foregoing, \_\_\_\_\_, as proxy of the undersigned, to attend, act and vote for and on behalf of the undersigned **at the special meeting (the “Meeting”) of the Unitholders and the holders of Preferred Securities of the Trust, to be held at 1 First Canadian Place, Suite 6300, 100 King Street West, Toronto, Ontario, on March 27, 2015 commencing at 10:00 a.m. (Toronto time), and any adjournment thereof, upon the following matters:**

1. **VOTE FOR**  **or VOTE AGAINST**  the extraordinary resolution relating to Units described in the management information circular (the “Circular”) of the Trust dated February 19, 2015, the full text of which is attached as Schedule C to the Circular; and
2. VOTE on such other business as may properly come before the Meeting or any adjournment thereof.

**If no specification is made regarding voting on the matter, then the Units represented by the proxy will be voted in favour of the extraordinary resolution relating to Units.**

If any amendments or variations to the matters identified in the Notice of Special Meeting of Holders of Preferred Securities and Holders of Trust Units are proposed at the Meeting or any adjournment thereof, or if any further matters properly come before the Meeting or any adjournment thereof, this proxy confers discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the person voting at the Meeting or at any adjournment thereof.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2015

\_\_\_\_\_  
Number of Units held

\_\_\_\_\_  
Signature of Unitholder

\_\_\_\_\_  
Name of Unitholder (Please print clearly)

**NOTES:**

- (1) **A Unitholder has the right to appoint a person to represent him, her or it 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 person the Unitholder wishes to appoint. Such person need not be a securityholder of the Trust.**

- (2) To be valid, this proxy must be signed and deposited with Computershare Trust Company of Canada at the address specified in the Circular, not later than the close of business on March 25, 2015 or, if the Meeting is adjourned, 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting.
- (3) **This proxy is solicited on behalf of the management of the Trust.**
- (4) If the Unitholder is an individual, please sign exactly as your Units are registered.
- (5) If the Unitholder is a corporation, this proxy must be executed by a duly authorized officer or attorney of the Unitholder and, if the corporation has a corporate seal, its corporate seal should be affixed.
- (6) If Units are registered in the name of an executor, administrator or trustee, please sign exactly as Units are registered. If Units are registered in the name of the deceased or other Unitholder, the Unitholder'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 Unitholder must be attached to this proxy.
- (7) Reference is made to the accompanying Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.
- (8) If this proxy is not dated in the space provided, it is deemed to bear the date on which it is mailed by management of the Trust.