

# Brookfield REIT

Private Real Estate for the Income-Seeking Investor

**Brookfield Real Estate Income Trust Inc.** (“Brookfield REIT”) is a diversified portfolio of income-producing real estate property and real estate-related debt seeking to provide these potential benefits.



Sustainable,  
stable income



Long-term  
capital appreciation



Diversification



A hedge  
against inflation

## The Brookfield Advantage\*

### Unparalleled Scale

One of the world's largest real estate investors, with

**\$219 billion**

in assets, providing access to opportunities that others can't match.

### Differentiated Insights

A network of more than

**500**

on-the-ground sector experts committed to sourcing income-generating assets.

### Operational Excellence

Guided by an “owner-operator” mentality, with more than

**24,400**

operating employees focused on increasing income and creating long-term value.

### Powerful Partnership

World-renowned investor Oaktree, backed by

**\$156 billion**

in total AUM, brings three decades of credit expertise to the partnership.

\*Brookfield, refers to Brookfield Asset Management Inc. and its consolidated subsidiaries. Assets under management for Brookfield Asset Management Inc. and its affiliates. Number of operating employees includes investment and operating professionals across all of Brookfield's real estate platform. As of June 30, 2021. Diversification does not ensure a profit nor protect against loss in a declining market.

## Terms of an Investment in Brookfield REIT<sup>1</sup>

<b>Structure</b>	Public, non-listed, perpetual life real estate investment trust (REIT)
<b>Investment Portfolio</b>	Target ~80% (potentially ranging between 65% and 90%) in real estate property investments and ~20% (potentially ranging between 10% and 35%) private loans and publicly traded securities
<b>Minimum Investment</b>	\$2,500
<b>Suitability</b>	Either (1) a net worth of at least \$250,000 or (2) a gross annual income of at least \$70,000 and a net worth of at least \$70,000. Certain states have additional suitability standards described in the prospectus
<b>NAV Frequency<sup>2</sup></b>	Monthly
<b>Subscriptions</b>	Monthly
<b>Distributions<sup>3</sup></b>	Monthly (not guaranteed, subject to board approval) <sup>3</sup>
<b>Liquidity<sup>4</sup></b>	Monthly, subject to monthly cap of 2% of NAV cap and quarterly cap of 5% of NAV
<b>Brookfield Management Fee</b>	1.25% per annum on NAV
<b>Performance Participation Interest</b>	12.5% of total return, subject to 5% hurdle and 100% catch-up; also subject to a high-water mark
<b>Leverage</b>	Target of ~60% of gross real estate assets
<b>Tax Reporting</b>	Form 1099-DIV

## Share Classes & Fee Structures

	Class T Shares	Class S Shares	Class D Shares	Class I Shares
Availability	Through transactional brokerage accounts	Through transactional brokerage accounts	Through fee-based (wrap) programs, broker-dealers, registered investment advisers, and bank trust departments	Through fee-based (wrap) programs, endowments, foundations, pension funds and other institutional investors, broker-dealers, and executive officers
Selling Commissions <sup>5</sup> (up front) as a percentage of transaction price	Up to 3.0%	Up to 3.5%	Up to 1.5%	N/A
Dealer Manager Fee <sup>5</sup> (up front) as a percentage of transaction price	Up to 0.5%	N/A	N/A	N/A
Stockholder Servicing Fees <sup>5</sup> (per annum, payable monthly, as a percentage of NAV) (ongoing)	0.65% advisor stockholder servicing 0.20% dealer stockholder servicing	0.85%	0.25%	N/A
Minimum Initial Investment <sup>5</sup>	\$2,500	\$2,500	\$2,500	\$1 million

<sup>1</sup> Terms summarized herein are for informational purposes and qualified in their entirety by the more detailed information set forth in Brookfield REIT's prospectus. You should read the prospectus carefully prior to making an investment.

<sup>2</sup> Brookfield REIT may offer shares at a price that Brookfield REIT believes reflects the NAV per share of such common stock more appropriately than the prior month's NAV per share, including by updating a previously disclosed offering price, in cases where Brookfield REIT believes there has been a material change (positive or negative) to the Brookfield REIT NAV per share since the end of the prior month.

<sup>3</sup> There is no assurance Brookfield REIT will pay distributions in any particular amount, if at all. Any distributions Brookfield REIT make will be at the discretion of the Brookfield REIT board of directors. Brookfield REIT may fund any distributions from sources other than cash flow from operations, including, without limitation, the sale of assets, borrowings, return of capital or offering proceeds, and Brookfield REIT has no limits on the amounts Brookfield REIT may pay from such sources. Brookfield REIT believes that the likelihood that it pays distributions from sources other than cash flow from operations will be higher in the early stages of the offering.

<sup>4</sup> Liquidity is provided through Brookfield REIT's share repurchase plan, which has monthly and quarterly limits and may be suspended.

<sup>5</sup> Select broker-dealers may have higher suitability standards, may not offer all share classes, or may offer shares at a higher minimum initial investment. With respect to Class T shares, the amount of up front selling commissions and dealer manager fees may vary at select broker-dealers, provided that the sum will not exceed 3.5% of the transaction price. The advisor and dealer stockholder servicing fees for Class T shares may also vary at select broker-dealers, provided that the sum of such fees will always equal 0.85% per annum of NAV.

### Disclosures

A copy of the Brookfield Real Estate Income Trust Inc. prospectus is available at [www.brookfieldREIT.com](http://www.brookfieldREIT.com). This sales and advertising literature is neither an offer to sell nor a solicitation of an offer to buy securities. An offering is made only by the prospectus. **This literature must be read in conjunction with the prospectus in order to fully understand all of the implications and risks of the offering of securities to which the prospectus relates. A copy of the prospectus must be made available to you in connection with any offering.** No offering is made except by a prospectus filed with the Department of Law of the State of New York. Neither the Securities and Exchange Commission, the Attorney General of the State of New York nor any other state securities regulator has approved or disapproved of our common stock, determined if the prospectus is truthful or complete or passed on or endorsed the merits of the offering. Any representation to the contrary is a criminal offense.

### Summary of Risk Factors

An investment in shares of common stock of "Brookfield REIT" involves a high degree of risk. These securities should only be purchased if you can afford to lose your complete investment. Please read the prospectus for a description of the material risks associated with an investment in Brookfield REIT. These risks include but are not limited to the following:

- Brookfield REIT has a limited operating history, and its operating history should not be relied upon due to the changes to its business resulting from the adviser transition, including the engagement of Brookfield REIT Adviser LLC (the "Adviser") and Brookfield Oaktree Wealth Solutions LLC and the changes to Brookfield REIT's board of directors, executive officers and investment portfolio. There is no assurance that Brookfield REIT will be able to successfully achieve its investment objectives.
- Brookfield REIT has only made limited investments to date and you will not have the opportunity to evaluate its future investments before Brookfield REIT makes them.
- Since there is no public trading market for shares of Brookfield REIT's common stock, repurchase of shares by it will likely be the only way to dispose of your shares. Brookfield REIT's share repurchase plan will provide stockholders with the opportunity to request that it repurchase their shares on a monthly basis, but Brookfield REIT is not obligated to repurchase any shares and may choose to repurchase only some, or even none, of the shares that have been requested to be repurchased in any particular month in its discretion. In addition, repurchases will be subject to available liquidity and other significant restrictions. Further, Brookfield REIT's board of directors may modify or suspend the share repurchase plan if it deems such action to be in our best interest and the best interest of stockholders. As a result, the shares should be considered as having only limited liquidity and at times may be illiquid.
- Brookfield REIT cannot guarantee that it will make distributions, and if it does, it may fund such distributions from sources other than cash flow from operations, and there are no limits on the amounts Brookfield REIT may pay from such sources. Brookfield REIT believes that the likelihood that it pays distributions from sources other than cash flow from operations, will be higher in the early stages of the offering.
- The purchase and repurchase price for shares of Brookfield REIT common stock will generally be based on its prior month's net asset value (NAV) (subject to material changes as described in the prospectus) and will not be based on any public trading market. While there will be independent annual appraisals of Brookfield REIT's properties, the appraisal of properties is inherently subjective, and its NAV may not accurately reflect the actual price at which its assets could be liquidated on any given day.
- Brookfield REIT has no employees and is dependent on the Adviser to conduct its operations. The Adviser will face conflicts of interest as a result of, among other things, the allocation of investment opportunities among Brookfield REIT and other Brookfield funds and accounts, the allocation of time of its investment professionals and the substantial fees that Brookfield REIT will pay to the Adviser.
- This is a "best efforts" offering. If Brookfield REIT is not able to raise a substantial amount of capital in the near term, its ability to achieve its investment objectives could be adversely affected.
- Principal and interest payments on any borrowings will reduce the amount of funds available for distribution or investment in additional real estate assets. Borrowing also increases the risk of loss and exposure to negative economic effects.
- There are limits on the ownership and transferability of Brookfield REIT's shares.
- If Brookfield REIT fails to maintain its qualification as a REIT and no relief provisions apply, its NAV and cash available for distribution to stockholders could materially decrease

as a result of being subject to corporate income tax.


- Investing in commercial real estate assets involves certain risks, including but not limited to Brookfield REIT's tenants' inability to pay rent; increases in interest rates and lack of availability of financing; tenant turnover and vacancies; and changes in supply of or demand for similar properties in a given market.
- Brookfield REIT's operating results will be affected by global and national economic and market conditions generally and by the local economic conditions where its properties are located, including changes with respect to rising vacancy rates or decreasing market rental rates; fluctuations in the average occupancy; inability to lease space on favorable terms; bankruptcies, financial difficulties or lease defaults by its tenants; and changes in government rules, regulations and policies, such as property taxes, zoning laws, limitations on rental rates, and compliance costs with respect to environmental and other laws.
- The novel coronavirus ("COVID-19") may have an adverse impact on Brookfield REIT's NAV, results of operations, cash flows and fundraising, ability to source new investments, obtain financing, pay distributions to stockholders and satisfy repurchase requests, among other factors.

**Forward-Looking Statements:**

Statements contained in this sales material that are not historical facts are based on our current expectations, estimates, projections, opinions or beliefs. Such statements are not facts and involve known and unknown risks, uncertainties, and other factors. Prospective investors should not rely on these statements as if they were fact. Certain information contained in this sales material constitutes "forward-looking statements," which can be identified by the use of forward-looking terminology such as "may," "will," "should," "expect," "anticipate," "project," "target," "estimate," "intend," "continue," "forecast," or "believe" or the negatives thereof or other variations thereon or other comparable terminology. Due to various risks and uncertainties, including those described in the prospectus, actual events or results or our actual performance may differ materially from those reflected or contemplated in such forward-looking statements. No representation or warranty is made as to future performance or such forward-looking statements. In light of the significant uncertainties inherent in these forward-looking statements, the inclusion of this information should not be regarded as a representation by us or any other person that our objectives and plans, which Brookfield REIT considers to be reasonable, will be achieved.

You should carefully review the "Risk Factors" section of the prospectus for a discussion of the risks and uncertainties that Brookfield REIT believes are material to its business, operating results, prospects and financial condition. Except as otherwise required by federal securities laws, Brookfield REIT does not undertake to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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If you are a Financial Professional interested in offering Brookfield REIT to your clients, download the prospectus at [www.BrookfieldREIT.com](http://www.BrookfieldREIT.com) and contact Brookfield Oaktree Wealth Solutions.