

FORM 13-502F1
CLASS 1 AND CLASS 3B REPORTING ISSUERS – PARTICIPATION FEE

MANAGEMENT CERTIFICATION

I, Michelle L. Campbell, an officer of the reporting issuer noted below have examined this Form 13-502F1 (the **Form**) being submitted hereunder to the Ontario Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

(s) "Michelle L. Campbell" March 10, 2017
Name: Michelle L. Campbell Date
Title: Senior Vice President & Secretary

Reporting Issuer Name: Brookfield Office Properties Inc.

End date of previous financial year: December 31, 2016

Type of Reporting Issuer: ☒ **Class 1 reporting issuer** ☐ **Class 3B reporting issuer**

Highest Trading Marketplace: Toronto Stock Exchange
(refer to the definition of "highest trading marketplace" under OSC Rule 13-502 Fees)

Market value of listed or quoted equity securities:
(in Canadian Dollars - refer to section 7.1 of OSC Rule 13-502 Fees)

Equity Symbol: BPO.PR.U

1st Specified Trading Period (dd/mm/yy)
(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees) 01/01/16 to 31/03/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$25.00 (i)

Number of securities in the class or series of such
security outstanding at the end of the last trading
day of the specified trading period 4,255,438 (ii)

Market value of class or series (i) x (ii) \$106,385,950.00 (A)

2nd Specified Trading Period (dd/mm/yy)
(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees) 01/04/16 to 30/06/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$25.11 (iii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 4,241,746 (iv)

Market value of class or series (iii) x (iv) \$106,510,242.06 (B)

3rd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/07/16 to 30/09/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$25.20 (v)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 4,239,857 (vi)

Market value of class or series (v) x (vi) \$106,844,396.40 (C)

4th Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/10/16 to 31/12/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$25.24 (vii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 4,239,857 (viii)

Market value of class or series (vii) x (viii) \$107,013,990.68 (D)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class or series of security for each applicable specified trading

period (i.e. A through D above) \$106,688,644.79 (1)

Equity Symbol: BPO.PR.H

1st Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/01/16 to 03/31/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$25.12 (ix)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 7,994,244 (x)

Market value of class or series (xiv) x (x) \$200,815,409.28 (E)

2nd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/04/16 to 30/06/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$25.20816 (xi)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 7,994,244 (xii)

Market value of class or series (xi) x (xii) \$201,520,181.83 (F)

3rd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/07/16 to 30/09/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$0 (xiii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 0 (xiv)

Market value of class or series (xiii) x (xiv) \$0 (G)

4th Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/10/16 to 31/12/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$0 (xv)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 0 (xvi)

Market value of class or series (xv) x (xvi) \$0 (H)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. E through H above))

\$201,167,795.91 (2)

Equity Symbol:

BPO.PR.J

1st Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/01/16 to 03/31/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$25.04 (xvii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

7,617,439 (xviii)

Market value of class or series (xvii) x (xviii)

\$190,740,672.56 (I)

2nd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/04/16 to 30/06/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$25.14 (xix)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

7,594,438 (xx)

Market value of class or series (xix) x (xx)

\$190,924,171.32 (J)

3rd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/07/16 to 30/09/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$25.20 (xxi)

Number of securities in the class or series of such security outstanding at the end of the last trading

day of the specified trading period 7,592,443 (xxii)

Market value of class or series (xxi) x (xxii) \$191,329,563.60 (K)

4th Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/10/16 to 31/12/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$25.20 (xxiii)

Number of securities in the class or series of such
security outstanding at the end of the last trading
day of the specified trading period 7,592,443 (xxiv)

Market value of class or series (xxiii) x (xxiv) \$191,329,563.60 (L)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class

or series of security for each applicable specified trading

period (i.e. I through L above) \$191,080,992.77 (3)

Equity Symbol: BPO.PR.K

1st Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/01/16 to 03/31/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$25.04 (xxv)

Number of securities in the class or series of such
security outstanding at the end of the last trading
day of the specified trading period 6,000,000 (xxvi)

Market value of class or series (xxx) x (xxvi) \$150,240,000.00 (M)

2nd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/04/16 to 30/06/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$25.11 (xxvii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 6,000,000 (xxviii)

Market value of class or series (xxvii) x (xxviii) \$150,660,000.00 (N)

3rd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/07/16 to 30/09/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$25.18 (xxix)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 6,000,000 (xxx)

Market value of class or series (xxix) x (xxx) \$151,080,000.00 (O)

4th Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/10/16 to 31/12/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$25.21 (xxxi)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 6,000,000 (xxxii)

Market value of class or series (xxxi) x (xxxii) \$151,260,000.00 (P)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class

or series of security for each applicable specified trading

period (i.e. M through P above)) \$150,810,000.00 (4)

Equity Symbol: BPO.PR.N

1st Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/01/16 to 03/31/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted

on the highest trading marketplace \$14.60 (xxxi)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 11,000,000 (xxxiv)

Market value of class or series (xxxi) x (xxxiv) \$160,600,000.00 (Q)

2nd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/04/16 to 30/06/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$15.66 (xxxv)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 11,000,000 (xxxvi)

Market value of class or series (xxxv) x (xxxvi) \$172,260,000.00 (R)

3rd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/07/16 to 30/09/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$16.58 (xxxvii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 11,000,000 (xxxviii)

Market value of class or series (xxxvii) x (xxxviii) \$182,380,000.00 (S)

4th Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/10/16 to 31/12/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$18.50 (xxxix)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 11,000,000 (xl)

Market value of class or series (xxxix) x (xxxx) \$203,500,000 (T)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. Q through T above))

\$179,685,000.00 (5)

Equity Symbol:

BPO.PR.P

1st Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/01/16 to 03/31/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$15.65 (xli)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

12,000,000 (xlii)

Market value of class or series (xli) x (xli)

\$187,800,000.00 (U)

2nd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/04/16 to 30/06/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$15.51 (xliii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

12,000,000 (xliv)

Market value of class or series (xliii) x (xliv)

\$186,120,000.00 (V)

3rd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/07/16 to 30/09/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$16.02 (xlv)

Number of securities in the class or series of such security outstanding at the end of the last trading

day of the specified trading period 12,000,000 (xlv)

Market value of class or series (xlv) x (xlv) \$192,240,000.00 (W)

4th Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/10/16 to 31/12/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$19.00 (xlvii)

Number of securities in the class or series of such
security outstanding at the end of the last trading
day of the specified trading period 12,000,000 (xlviii)

Market value of class or series (xlvii) x (xlviii) \$228,000,000.00 (X)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class
or series of security for each applicable specified trading

period (i.e. U through X above)) \$198,540,000.00 (6)

Equity Symbol: BPO.PR.R

1st Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/01/16 to 03/31/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$16.83 (xlix)

Number of securities in the class or series of such
security outstanding at the end of the last trading
day of the specified trading period 10,000,000 (I)

Market value of class or series (xlix) x (I) \$168,300,000.00 (Y)

2nd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/04/16 to 30/06/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$17.03 (li)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 10,000,000 (lii)

Market value of class or series (li) x (lii) \$170,300,000.00 (Z)

3rd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/07/16 to 30/09/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$18.19 (liii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 8,883,425 (liv)

Market value of class or series (liii) x (liv) \$161,589,500.75 (AA)

4th Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/10/16 to 31/12/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$20.81 (lv)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 8,883,425 (lvi)

Market value of class or series (lx) x (lvi) \$184,864,074.25 (BB)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class

or series of security for each applicable specified trading

period (i.e. Y through BB above)) \$171,263,393.75 (7)

Equity Symbol: BPO.PR.T

1st Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/01/16 to 03/31/16

Closing price of the security in the class or series on the last trading day of the specified trading

period in which such security was listed or quoted
on the highest trading marketplace \$16.86 (lvii)

Number of securities in the class or series of such
security outstanding at the end of the last trading
day of the specified trading period 10,000,000 (lviii)

Market value of class or series (lvii) x (lviii) \$168,600,000.00 (CC)

2nd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/04/16 to 30/06/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$17.00 (lix)

Number of securities in the class or series of such
security outstanding at the end of the last trading
day of the specified trading period 10,000,000 (lx)

Market value of class or series (lix) x (lx) \$170,000,000.00 (DD)

3rd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/07/16 to 30/09/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$17.31 (lxi)

Number of securities in the class or series of such
security outstanding at the end of the last trading
day of the specified trading period 10,000,000 (lxii)

Market value of class or series (lxi) x (lxii) \$173,100,000.00 (EE)

4th Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/10/16 to 31/12/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$20.41 (lxiii)

Number of securities in the class or series of such
security outstanding at the end of the last trading
day of the specified trading period 10,000,000 (lxiv)

Market value of class or series (Ixiii) x (Ixiv) \$204,100,000.00 (FF)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. CC through FF above))

\$178,950,000.00 (8)

Equity Symbol:

BPO.PR.X

1st Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/01/16 to 03/31/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$9.50 (Ixv)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

1,805,489 (Ixvi)

Market value of class or series (Ixv) x (Ixvi) \$17,152,145.50 (GG)

2nd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/04/16 to 30/06/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$8.74 (Ixvii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

1,805,489 (Ixviii)

Market value of class or series (Ixvii) x (Ixviii) \$15,779,973.86 (HH)

3rd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/07/16 to 30/09/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$9.45 (Ixxxix)

Number of securities in the class or series of such security outstanding at the end of the last trading

day of the specified trading period 1,805,489 (xc)

Market value of class or series (lxxxix) x (xc) \$17,061,871.05 (II)

4th Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/10/16 to 31/12/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$10.26 (xci)

Number of securities in the class or series of such
security outstanding at the end of the last trading
day of the specified trading period 1,805,489 (xcii)

Market value of class or series (xci) x (xcii) \$18,524,317.14 (JJ)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class
or series of security for each applicable specified trading
period (i.e. GG through JJ above))

\$17,129,576.89 (9)

Equity Symbol: BPO.PR.W

1st Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/01/16 to 03/31/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$9.00 (xciii)

Number of securities in the class or series of such
security outstanding at the end of the last trading
day of the specified trading period 3,816,527 (xciv)

Market value of class or series (xciii) x (xciv) \$34,348,743.00 (KK)

2nd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/04/16 to 30/06/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$9.22 (xcv)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 3,816,527 (xcvi)

Market value of class or series (xcv) x (xcvi) \$35,188,378.94 (LL)

3rd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/07/16 to 30/09/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$8.96 (xcvii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 3,816,527 (xcviii)

Market value of class or series (xcvii) x (xcviii) \$34,196,081.92 (MM)

4th Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/10/16 to 31/12/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$9.70 (xcix)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 3,816,527 (c)

Market value of class or series (xcix) x (c) \$37,020,311.90 (NN)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class

or series of security for each applicable specified trading

period (i.e. KK through NN above) \$35,188,378.94 (10)

Equity Symbol:

BPO.PR.Y

1st Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/01/16 to 03/31/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted

on the highest trading marketplace \$9.00 (ci)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 2,847,711 (cii)

Market value of class or series (ci) x (cii) \$25,629,399.00 (OO)

2nd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/04/16 to 30/06/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$8.85 (ciii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 2,847,711 (cix)

Market value of class or series (ciii) x (civ) \$25,202,242.35 (PP)

3rd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/07/16 to 30/09/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$9.10 (cv)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 2,847,711 (cvi)

Market value of class or series (cv) x (cvi) \$25,914,170.01 (QQ)

4th Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/10/16 to 31/12/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$10.14 (cvii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 2,847,711 (cviii)

Market value of class or series (cvii) x (cviii) \$28,875,789.54 (RR)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. OO through RR above))

\$26,405,400.25 (11)

Equity Symbol:

BPO.PR.A

1st Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/01/16 to 03/31/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$17.54 (cix)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

12,000,000 (cx)

Market value of class or series (cix) x (cx)

\$210,480,000.00 (SS)

2nd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/04/16 to 30/06/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$18.00 (cxi)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

12,000,000 (cxii)

Market value of class or series (cxi) x (cxii)

\$216,000,000.00 (TT)

3rd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/07/16 to 30/09/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$18.04 (cxiii)

Number of securities in the class or series of such security outstanding at the end of the last trading

day of the specified trading period 12,000,000 (cxiv)

Market value of class or series (cxiii) x (cxiv) \$216,480,000.00 (UU)

4th Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/10/16 to 31/12/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$20.80 (cv)

Number of securities in the class or series of such
security outstanding at the end of the last trading
day of the specified trading period 12,000,000 (cvi)

Market value of class or series (cxv) x (cxvi) \$249,600,000.00 (VV)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class
or series of security for each applicable specified trading

period (i.e. SS through VV above) \$223,140,000.00 (12)

Equity Symbol: BPO.PR.S

1st Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/01/16 to 03/31/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$0 (cxvii)

Number of securities in the class or series of such
security outstanding at the end of the last trading
day of the specified trading period 0 (cxviii)

Market value of class or series (cxvii) x (cxviii) \$0 (WW)

2nd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/04/16 to 30/06/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$0 (cxix)

Number of securities in the class or series of such

security outstanding at the end of the last trading
day of the specified trading period 0 (cxx)

Market value of class or series (cxix) x (cxx) \$0 (XX)

3rd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/07/16 to 30/09/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$0 (cxxi)

Number of securities in the class or series of such
security outstanding at the end of the last trading
day of the specified trading period 0 (cxxii)

Market value of class or series (cxi) x (cxi) \$0 (YY)

4th Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/10/16 to 31/12/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$18.50 (cxxiii)

Number of securities in the class or series of such
security outstanding at the end of the last trading
day of the specified trading period 1,116,575 (cxxiv)

Market value of class or series (cxi) x (cxi) \$20,656,637.50 (ZZ)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class
or series of security for each applicable specified trading
period (i.e. WW through ZZ above))

\$20,656,637.50 (13)

Equity Symbol:

BPO.PR.C

1st Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/01/16 to 03/31/16

Closing price of the security in the class or series
on the last trading day of the specified trading
period in which such security was listed or quoted
on the highest trading marketplace \$0.00 (cxxv)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 0 (cxxvi)

Market value of class or series (cxxv) x (cxxvi) \$0 (AAA)

2nd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/04/16 to 30/06/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$26.20 (cxxvii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 8,000,000 (cxxviii)

Market value of class or series (cxxvii) x (cxxviii) \$209,600,000.00 (BBB)

3rd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/07/16 to 30/09/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$26.40 (cxxix)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 8,000,000 (cxxx)

Market value of class or series (cxxix) x (cxxx) \$211,200,000.00 (CCC)

4th Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC

Rule 13-502 Fees) 01/10/16 to 31/12/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$26.35 (cxxxii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 8,000,000 (cxxxii)

Market value of class or series (cxxxii) x (cxxxii) \$210,800,000.00 (DDD)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. AAA through DDD above))

\$210,533,333.33 (14)

Fair value of outstanding debt securities:

(See paragraph 2.8(1)(b), and if applicable, paragraph 2.8(1)(c) of OSC Rule 13-502 *Fees*)

\$0 (15)

(Provide details of how value was determined)

Capitalization for the previous financial year (1) + (2) + (3) + (4) + (5) + (6) + (7) + (8) + (9) + (10) + (11) + (12) + (13) + (14) + (15) =

\$1,911,239,154.13

Participation Fee

(For Class 1 reporting issuers, from Appendix A of OSC Rule 13-502 *Fees*, select the participation fee)

\$59,350

(For Class 3B reporting issuers, from Appendix A.1 of OSC Rule 13-502 *Fees*, select the participation fee)

Late Fee, if applicable

(As determined under section 2.7 of OSC Rule 13-502 *Fees*)

\$ N/A

Total Fee Payable

(Participation Fee plus Late Fee)

\$59,350