

## FORM 51-102F3

### Material Change Report

**Item 1 Name and Address of Company**

Wilmington Capital Management Inc., BCE Place, 181 Bay Street, Suite 300, P.O. Box 762, Toronto, Ontario, M5J 2T3

**Item 2 Date of Material Change**

August 11, 2006

**Item 3 News Release**

A press release was issued through CCNMatthews on August 11, 2006. A copy of the press release is attached.

**Item 4 Summary of Material Change**

Wilmington Capital Management Inc. announced on August 11, 2006 that its directors have declared a special dividend to holders of its Class A non-voting shares and Class B shares. Holders of Class A shares and Class B shares will receive 0.28 Class A Limited Voting Shares ("BAM Class A Shares") of Brookfield Asset Management Inc. and cash of \$1.25 for every Class A or Class B share.

No fractional BAM Class A Shares will be distributed. In lieu thereof, holders will receive cash in an amount equal to the applicable fraction of BAM Class A Share, multiplied by the weighted average trading price of the BAM Class A Shares for the three days up to and including the second day prior to the distribution date.

The dividend will be paid on September 1, 2006 to holders of Wilmington Class A and Class B shares of record as of the close of business on August 23, 2006.

**Item 5 Full Description of Material Change**

See attached press release.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

No significant facts remain confidential in, and no information has been omitted from, this report.

**Item 8 Executive Officer**

For further information please contact Brian D. Lawson, President and Chief Executive Officer, at (416) 867-9370.

**Item 9 Date of Report**

August 14, 2006

### WILMINGTON ANNOUNCES 2006 SECOND QUARTER RESULTS AND SPECIAL DIVIDEND

**TORONTO, August 11, 2006** – Wilmington Capital Management Inc. today announced net income from continuing operations of \$0.4 million for the three months ended June 30, 2006, compared to \$0.9 million in the same period in 2005. Net income per Class A and Class B share for the quarter was \$0.05, compared to \$0.12 per share in the same period last year. The 2005 results include \$0.7 million of income from the company's investment in Parkbridge Lifestyle Communities Inc. The company distributed a significant portion of its investment in Parkbridge to shareholders in the second half of 2005.

Wilmington owns a 7% interest in Parkbridge Lifestyle Communities Inc. (PRK.TO), an owner operator of manufactured home and recreational communities, and 2.3 million Class A shares of Brookfield Asset Management Inc. (BAM – TSX; NYSE), an asset management company. Wilmington also owns land leased to commercial property owners which is located at 370 Third Street in San Francisco, California. Wilmington is considering alternatives to maximize the value for shareholders of its real estate investments, which could include the sale or restructuring of these holdings.

The Board of Directors have declared a special dividend of 0.28 Class A Limited Voting Shares of Brookfield Asset Management Inc. and \$1.25 cash for each Class A non-voting and Class B common shares of Wilmington payable on September 1, 2006 to shareholders of record at the close of business on August 23, 2006. Based on current market prices, the dividend represents a value of approximately \$14.40 per Class A and B share, or \$117 million in aggregate.

The dividend is a continuation of Wilmington initiatives to return capital to its shareholders by way of special distributions which over the past five years total more than \$200 million. The distribution of the Brookfield shares allows shareholders to make their own decision with respect to this investment.

### CONSOLIDATED STATEMENT OF OPERATIONS

	Three months ended		Six months ended	
	June 30		June 30	
	2006	2005 <sup>1</sup>	2006	2005 <sup>1</sup>
<i>thousands, except per share amounts</i>				
<b>Income</b>				
Revenue from income producing properties	\$ 280	\$ 309	\$ 568	\$ 618
Investment and other income	518	352	934	640
Equity accounted income from Parkbridge	—	753	—	730
	<b>798</b>	<b>1,414</b>	<b>1,502</b>	<b>1,988</b>
<b>Expenses</b>				
Operating	104	169	171	327
Interest	299	332	604	657
	<b>403</b>	<b>501</b>	<b>775</b>	<b>984</b>
<b>Net income before income taxes</b>	<b>395</b>	<b>913</b>	<b>727</b>	<b>1,004</b>
Income tax recovery	—	(23)	(948)	(97)
<b>Net income from continuing operations</b>	<b>395</b>	<b>936</b>	<b>1,675</b>	<b>1,101</b>
Discontinued operations	—	130	4,321	253
<b>Net income</b>	<b>\$ 395</b>	<b>\$ 1,066</b>	<b>\$ 5,996</b>	<b>\$ 1,354</b>
<b>Per share</b>				
Net income from continuing operations	\$ 0.05	\$ 0.12	\$ 0.21	\$ 0.14
Net income	\$ 0.05	\$ 0.13	\$ 0.74	\$ 0.17

<sup>1</sup> Certain comparative information has been restated to conform with the current year's presentation

**CONSOLIDATED BALANCE SHEETS**

<i>thousands</i>	<i>(unaudited)</i> <b>June 30</b> <b>2006</b>	December 31 2005
<b>Assets</b>		
Cash and cash equivalents	<b>\$ 9,464</b>	\$ 9,388
Securities	<b>2,652</b>	—
Investments		
Brookfield Asset Management Inc.	<b>32,630</b>	28,500
Parkbridge Lifestyle Communities Inc.	<b>5,664</b>	5,664
Income producing property	<b>20,248</b>	20,977
Assets related to discontinued operations	<b>—</b>	19,533
Other assets	<b>1,889</b>	1,770
	<b>\$ 72,547</b>	\$ 85,832
<b>Liabilities &amp; Shareholders' Equity</b>		
Accounts payable and other liabilities	<b>\$ 278</b>	\$ 375
Secured debt	<b>21,280</b>	22,040
Liabilities related to discontinued operations	<b>—</b>	17,720
Preferred securities	<b>702</b>	714
	<b>22,260</b>	40,849
Shareholders' equity		
Class A and Class B shares	<b>50,287</b>	44,983
	<b>\$ 72,547</b>	\$ 85,832

\* \* \* \* \*

*Brian D. Lawson, President and Chief Executive Officer will be available at (416) 867-9370 to answer any questions on the company's financial results.*

*This news release contains forward-looking statements concerning the company's business and operations. The company cautions that, by their nature, forward-looking statements involve risk and uncertainty and the company's actual results could differ materially from those expressed or implied in such statements. Reference should be made to the most recent Annual Information Form for a description of the major risk factors.*