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DTC #997  
AVENUE INVESTMENT MANAGEMENT  
PAUL HARRIS  
47 COLBORNE STREET, SUITE 300  
TORONTO, ON M5E 1P8  
CANADA

1 OF 1  
508 508 1



**VOTING INSTRUCTION FORM**  
**BROOKFIELD INFRASTRUCTURE PARTNERS L.P. (THE "PARTNERSHIP")**

T2-240406 R14

**VOTE BY INTERNET:** GO TO: **WWW.PROXYVOTE.COM**

**VOTE BY TELEPHONE:** You may enter your voting instructions by telephone at:  
**1-800-454-8683**

**VOTE BY MAIL:** This voting instruction form may be returned by mail in the envelope provided.

WE NEED TO RECEIVE YOUR VOTING INSTRUCTIONS AT LEAST ONE BUSINESS DAY BEFORE THE PROXY DEPOSIT DATE.

SEE VOTING INSTRUCTION NO. 2 ON REVERSE

MEETING TYPE: SPECIAL MEETING  
MEETING DATE: TUESDAY, NOVEMBER 2, 2010 AT 11:00 AM EDT  
RECORD DATE: SEPTEMBER 17, 2010  
PROXY DEPOSIT DATE: NOVEMBER 2, 2010

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A/C 997HRT3  
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→ 858753817426

**EM(S)** (FILL IN ONLY ONE BOX " " PER ITEM IN BLACK OR BLUE INK)  
VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES


RESOLUTION IN THE FORM ANNEXED AS APPENDIX A TO THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR OF THE PARTNERSHIP DATED SEPTEMBER 30, 2010 APPROVING A TRANSACTION PURSUANT TO WHICH (A) THE PARTNERSHIP WILL ISSUE LIMITED PARTNERSHIP UNITS ("UNITS") OF THE PARTNERSHIP TO ELIGIBLE HOLDERS OF STAPLED SECURITIES (EACH A "PRIME SECURITY" AND COLLECTIVELY, "PRIME SECURITIES") OF PRIME INFRASTRUCTURE HOLDINGS LIMITED, IN ITS OWN CAPACITY AND AS RESPONSIBLE ENTITY OF PRIME INFRASTRUCTURE TRUST AND PRIME INFRASTRUCTURE TRUST 2 (COLLECTIVELY, "PRIME") PURSUANT TO AN ACQUISITION OF THE PRIME SECURITIES NOT HELD BY US, TO BE EFFECTED BY WAY OF COURT APPROVED SCHEME OF ARRANGEMENT OR TAKE-OVER BID AND (B) THE PARTNERSHIP (OR BROOKFIELD INFRASTRUCTURE L.P.) WILL ISSUE UNITS (OR DEEMABLE PARTNERSHIP UNITS OF BROOKFIELD INFRASTRUCTURE L.P.) TO BROOKFIELD ASSET MANAGEMENT INC. ("BROOKFIELD ASSET MANAGEMENT") OR ONE OR MORE OF ITS AFFILIATES PURSUANT TO EQUITY COMMITMENTS ENTERED INTO WITH BROOKFIELD ASSET MANAGEMENT.

FOR  AGAINST  WITHHOLD

THIS VOTING INSTRUCTION FORM CONFERS DISCRETIONARY AUTHORITY TO VOTE ON AMENDMENTS OR VARIATIONS TO THE MATTERS IDENTIFIED IN THE NOTICE OF MEETING AND SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.

\*NOTE\* THIS VOTING INSTRUCTION FORM SHOULD BE READ IN CONJUNCTION WITH THE ACCOMPANYING MANAGEMENT PROXY CIRCULAR.

FILL IN THE BOX " " TO THE RIGHT IF YOU PLAN TO ATTEND THE MEETING AND VOTE THESE SHARES IN PERSON. →

  
SIGNATURE(S) [SIGN WITHIN THE BOX] DATE (DD/MM/YY) 29/10/10  
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