

# FORM 7

## MONTHLY PROGRESS REPORT

Name of CNSX Issuer: Brookfield New Horizons Income Fund (the "Issuer").

Trading Symbol: BIF-U

Number of Outstanding Listed Securities: 13 million

Date: May 31, 2012

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNSX Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the CNSX.ca website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the CNSX Policies. The discussion in this report must be factual, balanced and non-promotional.

### General Instructions

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

### Report on Business

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

**The Brookfield New Horizons Income Fund (the "Fund") is an investment fund. There were no new developments to the Issuer's business or operations in the month of May.**

2. Provide a general overview and discussion of the activities of management.

**The Fund is an investment fund that is focused on meeting its investment objectives that were outlined in its initial public offering prospectus dated March 1, 2011.**

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

**Not applicable. The Issuer is an investment fund and does not directly develop new products and services.**

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

**Not applicable. The Issuer is an investment fund and does not directly develop new products and services.**

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

**None.**

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

**None.**

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship..

**Not applicable. The Issuer is an investment fund.**

8. Describe the acquisition of new customers or loss of customers.

**Not applicable. The Issuer is an investment fund.**

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

**Not applicable. The Issuer is an investment fund.**

- 10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.  
**None. The Issuer does not employ any staff.**
- 11. Report on any labour disputes and resolutions of those disputes if applicable.  
**None. The Issuer does not employ any staff.**
- 12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.  
**None.**
- 13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.  
**None.**
- 14. Provide details of any securities issued and options or warrants granted.  
**None.**

Security	Number Issued	Details of Issuance	Use of Proceeds <sup>(1)</sup>

*(1) State aggregate proceeds and intended allocation of proceeds.*

- 15. Provide details of any loans to or by Related Persons.  
**None.**
- 16. Provide details of any changes in directors, officers or committee members.  
**None.**
- 17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.  
**None.**

## Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated June 5, 2012

Gail Cecil  
Name of Director or Senior  
Officer

"Gail Cecil"  
Signature  
Director, Brookfield Investment  
Management (Canada) Inc., the  
Manager of the Fund  
Official Capacity

<b>Issuer Details</b>	For Month End	Date of Report
Name of Issuer		YY/MM/D
Brookfield New Horizons Income Fund	May 31, 2012	June 5, 2012
Issuer Address		
181 Bay Street, Suite 300		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.
Toronto, Ontario, M5J 2T3	(416)365-9642	(416) 956-5135
Contact Name	Contact Position	Contact Telephone No.
Gail Cecil	Director	(416) 956-5135
Contact Email Address	Web Site Address	
gail.cecil@brookfield.com	www.brookfieldim.com	