

BROOKFIELD ASSET MANAGEMENT INC.
Form SUPPL
January 12, 2018

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File Nos. 333-220746 and 333-220746-01

PROSPECTUS SUPPLEMENT

(To a Short Form Base Shelf Prospectus Dated February 17, 2017, as Amended by Amendment No. 1 Dated September 29, 2017)

New Issue

January 11, 2018

BROOKFIELD FINANCE INC.

US\$650,000,000 3.900% Notes due January 25, 2028

US\$350,000,000 4.700% Notes due September 20, 2047

Fully and unconditionally guaranteed by Brookfield Asset Management Inc.

Brookfield Finance Inc. ("**BFI**") is offering US\$650,000,000 aggregate principal amount of 3.900% notes due January 25, 2028 (the "**2028 notes**") and US\$350,000,000 aggregate principal amount of 4.700% notes due September 20, 2047 (the "**2047 notes**" and, together with the 2028 notes, the "**notes**"). BFI will pay interest on the 2028 notes each January 25 and July 25. BFI will pay interest on the 2047 notes each March 20 and September 20. BFI will make the first interest payment on the 2028 notes on July 25, 2018. BFI will make the first interest payment on the 2047 notes on March 20, 2018. Unless BFI redeems the notes earlier, the 2028 notes will mature on January 25, 2028 and the 2047 notes will mature on September 20, 2047. BFI may redeem some or all of the notes of a series at any time at the applicable Redemption Price (as defined herein). BFI will be required to make an offer to purchase the notes of a series at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase upon the occurrence of a Change of Control Triggering Event (as defined herein) in respect of the notes of such series. BFI may also redeem all of the notes of a series at any time in the event that certain changes affecting Canadian income taxation occur. The notes will be fully and unconditionally guaranteed as to payment of principal, premium (if any) and interest and certain other amounts by Brookfield Asset Management Inc. (the "**Company**").

BFI currently has outstanding US\$550,000,000 aggregate principal amount of its 4.700% notes due September 20, 2047 (the "**Original 2047 Notes**"). The 2047 notes offered hereby have the same terms as the Original 2047 Notes, except for the issue date and the price to the public. The 2047 notes offered under this prospectus supplement will have the same CUSIP number as the Original 2047 Notes and will trade interchangeably with such notes immediately upon settlement. Upon closing of this offering, the aggregate principal amount of the 2047 notes, together with the Original 2047 Notes, and assuming all 2047 notes offered hereby are sold, will be US\$900,000,000.

The 2028 notes are a new series of securities with no established trading market. The notes are not and will not be listed on a securities exchange or quotation system and consequently, there is no market through which the notes may be sold and purchasers may not be able to resell the notes purchased under this prospectus supplement. This may affect the pricing of the notes in the secondary market, the transparency and availability of trading prices, the liquidity of the notes and the extent of issuer regulation. See "Risk Factors".

Investing in the notes involves risks. See "Risk Factors" beginning on page S-10.

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	Per 2028 Note	Total 2028 Notes	Per 2047 Note	Total 2047 Notes
Public Offering Price ⁽¹⁾	99.654%	US\$647,751,000	101.963% ⁽²⁾	US\$356,870,500 ⁽²⁾
Underwriting Fees	0.650%	US\$4,225,000	0.875%	US\$3,062,500
Proceeds to BFI (before expenses)	99.004%	US\$643,526,000	101.088%	US\$353,808,000

(1) **The effective yield of the 2028 notes, if held to January 25, 2028, will be 3.942%, and the effective yield of the 2047 notes, if held to September 20, 2047 will be 4.577%.**

(2) Plus accrued interest from and including September 14, 2017 to, but excluding, the date of delivery, in the amount of US\$5,620,416.67. Accrued interest must be paid by the purchasers of the 2047 notes.

Interest on the 2028 notes will accrue from January 17, 2018. Interest on the 2047 notes will accrue from September 14, 2017. **The offering prices of the notes will be payable in U.S. dollars.**

This offering is made by a Canadian issuer that is permitted, under a multijurisdictional disclosure system adopted by the United States and Canada, to prepare this prospectus supplement and the accompanying base shelf prospectus in accordance with Canadian disclosure requirements. Prospective investors should be aware that such requirements are different from those of the United States. The financial statements incorporated herein have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS") and are subject to Canadian auditing and auditor independence standards, and thus may not be comparable to financial statements of U.S. companies.

Prospective investors should be aware that the acquisition of the notes may have tax consequences both in the United States and in Canada. Such consequences for investors who are residents in, or citizens of, the United States may not be described fully in this prospectus supplement and the accompanying base shelf prospectus. Prospective investors should consult their own tax advisors with respect to their particular circumstances. Prospective investors should read the risk factors and tax discussion beginning on pages S-10 and S-26, respectively.

The enforcement by investors of civil liabilities under the U.S. federal securities laws may be affected adversely by the fact that BFI and the Company are incorporated under the laws of the Province of Ontario, that some or all of BFI's and the Company's officers and directors may be residents of Canada, that some or all of the underwriters or experts named in this prospectus supplement and the accompanying base shelf prospectus may be residents of Canada and that all or a substantial portion of BFI's and the Company's assets and such persons may be located outside the United States.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION (THE "SEC"), ANY U.S. STATE SECURITIES COMMISSION OR ANY CANADIAN SECURITIES REGULATORY AUTHORITY, NOR HAS THE SEC, ANY U.S. STATE SECURITIES COMMISSION OR ANY CANADIAN SECURITIES REGULATORY AUTHORITY PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Banco Bradesco BBI S.A., BNP Paribas Securities Corp., Itau BBA USA Securities, Inc., Mizuho Securities USA LLC, MUFG Securities Americas Inc., Natixis Securities Americas LLC, Santander Investment Securities Inc., SG Americas Securities, LLC and SMBC Nikko Securities America, Inc. (the "**underwriters**") as principals, conditionally offer the notes, subject to prior sale, if, as and when issued by us and accepted by the underwriters in accordance with the conditions contained in the underwriting agreement referred to under "Underwriting". This offering will be made in Canada by Merrill Lynch Canada Inc., a broker-dealer affiliate of Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Bank Securities Inc., Banco Bradesco BBI S.A., BNP Paribas Securities Corp., Itau BBA USA Securities, Inc., Mizuho Securities USA LLC, MUFG Securities Americas Inc., Natixis Securities Americas LLC, Santander Investment Securities Inc., SG Americas Securities, LLC and SMBC Nikko Securities America, Inc., whom we refer to in this prospectus supplement as underwriters, will not offer the notes offered hereby in Canada. In connection with this offering, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the notes at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time. In certain circumstances, the underwriters may offer the notes at a price lower than stated above. See "Underwriting".

Delivery of the notes, in book-entry form only, will be made through The Depository Trust Company on or about January 17, 2018.

BFI's head and registered office is at Brookfield Place, 181 Bay Street, Suite 300, P.O. Box 762, Toronto, Ontario M5J 2T3.

Joint Book-Running Managers

Deutsche Bank Securities

BofA Merrill Lynch

Co-Managers

Bradesco BBI

BNP PARIBAS

Itaú BBA

Mizuho Securities

MUFG

Natixis

Santander

SOCIETE GENERALE

SMBC Nikko

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Base Shelf Prospectus dated February 17, 2017

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You should rely only on the information contained in or incorporated by reference in this prospectus supplement (the "prospectus supplement"), together with the accompanying base shelf prospectus dated February 17, 2017, as amended by Amendment No. 1 dated September 29, 2017 (the "base shelf prospectus"). We have not authorized anyone to provide you with information that is different. You should not assume that the information contained in this prospectus supplement or the accompanying base shelf prospectus is accurate as of any date other than the date on the front of this prospectus supplement. This document may only be used where it is legal to sell the notes.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This prospectus supplement together with the short form base shelf prospectus to which it relates dated February 17, 2017, as amended by Amendment No. 1 dated September 29, 2017, as further amended or supplemented, and each document incorporated by reference in the short form base shelf prospectus, as amended or supplemented, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

Information has been incorporated by reference in this prospectus supplement and the accompanying short form base shelf prospectus to which it relates, as amended or supplemented, from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the office of the Corporate Secretary of the Company at Suite 300, Brookfield Place, 181 Bay Street, Toronto, Ontario, Canada, M5J 2T3, Telephone: (416) 363 9491, and are also available electronically at www.sedar.com.

**IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND
THE ACCOMPANYING BASE SHELF PROSPECTUS**

This document is in two parts. The first is this prospectus supplement, which describes the specific terms of the notes. The second part, the accompanying base shelf prospectus, gives more general information, some of which may not apply to the notes. Generally, the term "**Prospectus**" refers to both parts combined.

As used in this prospectus supplement, unless the context otherwise indicates, references to the "**Company**" refer to Brookfield Asset Management Inc. and references to "**we**", "**us**", "**our**" and "**Brookfield**" refer to the Company and its direct and indirect subsidiaries, including BFI.

If the description of the notes varies between this prospectus supplement and the accompanying base shelf prospectus, you should rely on the information in this prospectus supplement.

DOCUMENTS INCORPORATED BY REFERENCE

This prospectus supplement is deemed to be incorporated by reference in the accompanying base shelf prospectus solely for the purpose of the notes offered hereunder.

The following documents, filed with the securities regulatory authorities in each of the provinces and territories of Canada and filed with, or furnished to, the SEC, are specifically incorporated by reference in, and form an integral part of, this Prospectus:

- (a) the Company's annual information form for the financial year ended December 31, 2016, dated March 31, 2017 (the "**AIF**");
- (b) the Company's audited comparative consolidated financial statements and the notes thereto for the fiscal years ended December 31, 2016 and 2015, together with the accompanying auditor's report thereon;
- (c)

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the management's discussion and analysis for the audited comparative consolidated financial statements referred to in paragraph (b) above (the "**MD&A**");

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- (d) the Company's unaudited comparative interim consolidated financial statements for the three and nine months ended September 30, 2017 and 2016;
- (e) the management's discussion and analysis for the unaudited comparative interim consolidated financial statements referred to in paragraph (d) above;
- (f) the Company's management information circular, dated May 1, 2017;
- (g) the template version (as defined in National Instrument 41-101 *General Prospectus Requirements* ("**NI 41-101**")) of the preliminary term sheet for the notes dated January 11, 2018, filed on SEDAR on January 11, 2018 and filed with the SEC as Exhibit 99.1 to the Form 6-K filed by the Company on January 11, 2018 in connection with the issuance of the notes (the "**Preliminary Term Sheet**"); and
- (h) the template version of the final term sheet for the notes dated January 11, 2018, filed on SEDAR on January 11, 2018 and filed with the SEC as Exhibit 99.1 to the Form 6-K filed by the Company on January 11, 2018 in connection with the issuance of the notes (the "**Final Term Sheet**" and, together with the Preliminary Term Sheet, the "**Marketing Materials**").

The Marketing Materials are not part of this Prospectus to the extent that the contents of the Marketing Materials have been modified or superseded by a statement contained in this prospectus supplement.

All of the Company's documents of the type described in Item 11.1 of Form 44-101F1 *Short Form Prospectus* (as defined in NI 41-101), and any "template version" of "marketing materials" (each as defined in NI 41-101), which are required to be filed by the Company or BFI with the securities regulatory authorities in Canada, and filed with the SEC pursuant to Section 13(a), 13(c) or 15(d) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), after the date of this prospectus supplement and prior to the termination of this offering shall be deemed to be incorporated by reference in this prospectus supplement.

We will provide to each person to whom this Prospectus is delivered, a copy of any or all of the information that has been incorporated by reference in this Prospectus, upon written or oral request, without charge, at the office of the Corporate Secretary of the Company at Suite 300, Brookfield Place, 181 Bay Street, Toronto, Ontario, Canada, M5J 2T3, Telephone: (416) 363-9491.

Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference in this Prospectus shall be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained in this Prospectus or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this Prospectus modifies or supersedes that statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This Prospectus and the documents incorporated by reference in this Prospectus contain forward-looking information and other "forward-looking statements" within the meaning of Canadian and United States securities laws, including the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, include statements regarding the operations, business, financial condition, expected financial results, performance, prospects, opportunities, priorities, targets, goals, ongoing objectives, strategies and outlook of Brookfield, as well as the outlook for North American and international economies for the current fiscal year and subsequent periods.

The words "expects," "anticipates," "plans," "believes," "estimates," "seeks," "intends," "targets," "projects," "forecasts" or negative versions thereof and other similar expressions, or future or conditional verbs such as "may," "will," "should," "would" and "could", which are predictions of or indicate future events, trends

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or prospects, and which do not relate to historical matters, identify forward-looking statements. Although Brookfield believes that the anticipated future results, performance or achievements expressed or implied by the forward-looking statements and information are based upon reasonable assumptions and expectations, the reader should not place undue reliance on forward-looking statements and information because they involve known and unknown risks, uncertainties and other factors, many of which are beyond Brookfield's control, which may cause the actual results, performance or achievements of Brookfield to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements and information.

Factors that could cause actual results to differ materially from those contemplated or implied by forward-looking statements include, but are not limited to: the impact or unanticipated impact of general economic, political and market factors in the countries in which we do business; the behaviour of financial markets, including fluctuations in interest and foreign exchange rates; global equity and capital markets and the availability of equity and debt financing and refinancing within these markets; strategic actions including dispositions; the ability to complete and effectively integrate acquisitions into existing operations and the ability to attain expected benefits; changes in accounting policies and methods used to report financial condition (including uncertainties associated with critical accounting assumptions and estimates); the ability to appropriately manage human capital; the effect of applying future accounting changes; business competition; operational and reputational risks; technological change; changes in government regulation and legislation within the countries in which we operate; governmental investigations; litigation; changes in tax laws; ability to collect amounts owed; catastrophic events, such as earthquakes and hurricanes; the possible impact of international conflicts and other developments including terrorist acts and cyberterrorism; and other risks and factors detailed in this prospectus supplement and the accompanying base shelf prospectus under the heading "Risk Factors" as well as in the AIF under the heading "Business Environment and Risks" and the MD&A under the heading "Part 5 Operating Capabilities, Environment and Risks Business Environment and Risks", each incorporated by reference in this prospectus supplement, as well as in other documents filed by Brookfield from time to time with the securities regulators in Canada and the United States.

We caution that the foregoing list of important factors that may affect future results is not exhaustive. Nonetheless, all of the forward-looking statements contained in this Prospectus or in documents incorporated by reference herein are qualified by these cautionary statements. When relying on our forward-looking statements, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Except as required by law, Brookfield undertakes no obligation to publicly update or revise any forward-looking statements or information, whether written or oral, that may need to be updated as a result of new information, future events or otherwise.

CAUTIONARY STATEMENT REGARDING THE USE OF NON-IFRS MEASURES

We include and incorporate by reference funds from operations ("**FFO**"), which is a non-IFRS financial measure. We define FFO as net income excluding the impact of depreciation and amortization, deferred taxes and other non-cash items. FFO is a measure of operating performance that is not calculated in accordance with, and does not have any standardized meaning prescribed by, IFRS. FFO is therefore unlikely to be comparable to similar measures presented by other issuers. FFO has limitations as an analytical tool. See "Part 3 Operating Segment Results" of the MD&A, incorporated by reference herein, for more information on this measure.

PRESENTATION OF FINANCIAL INFORMATION

The Company publishes its consolidated financial statements in United States dollars. In this prospectus supplement, unless otherwise specified or the context otherwise requires, all dollar amounts are expressed in United States dollars and references to "US\$" and "\$" are to United States dollars and references to "Cdn\$" are to Canadian dollars.

The Company presents its financial statements in accordance with IFRS.

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SUMMARY

The Company

Brookfield is a global alternative asset manager with over US\$265 billion in assets under management. Brookfield has more than a 100-year history of owning and operating assets with a focus on real estate, renewable power, infrastructure and private equity. Brookfield offers a range of public and private investment products and services. The Company's Class A Limited Voting Shares are co-listed on the New York Stock Exchange ("NYSE"), the Toronto Stock Exchange ("TSX") and the NYSE Euronext under the symbols "BAM", "BAM.A" and "BAMA", respectively.

Brookfield Finance Inc.

BFI was incorporated on March 31, 2015 under the *Business Corporations Act* (Ontario) and is an indirect wholly-owned subsidiary of the Company. On June 2, 2016, BFI issued US\$500 million principal amount of 4.250% notes due June 2, 2026 (the "**2026 notes**") at a price of 99.036% of their principal amount. On September 14, 2017, BFI issued the Original 2047 Notes (together with the 2026 notes, the "**existing notes**") at a price of 99.219% of their principal amount. BFI has not issued any other debt securities since its inception.

BFI has no significant assets or liabilities, no subsidiaries and no ongoing business operations of its own, other than the issuance of debt securities (including the existing notes and the notes offered hereby) and the investments it makes with the net proceeds of such debt securities.

Recent Developments

On November 14, 2017, the Company held the final close on Brookfield Real Estate Finance Fund V ("**BREF V**") with aggregate equity commitments of approximately US\$3 billion. BREF V is the Company's fifth commercial real estate finance fund targeting mezzanine debt investments through the origination of financing for high-quality properties predominantly in major markets across the United States. The Company committed US\$400 million to BREF V.

On January 2, 2018, the Company held the final close on the Brookfield Infrastructure Debt Fund ("**BID**") with aggregate equity commitments of approximately US\$885 million. BID is the Company's first investment vehicle focused on infrastructure debt, targeting mezzanine debt investments in high-quality core infrastructure assets primarily in North America, as well as in South America, Australia, and Europe.

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The Offering

The following is a brief summary of the terms of this offering. For a more complete description of the terms of the notes, see "Description of the Notes" in this prospectus supplement and "Description of Debt Securities" in the accompanying base shelf prospectus.

Issuer	Brookfield Finance Inc.
Guarantor	Brookfield Asset Management Inc.
Guarantee	The notes will be fully and unconditionally guaranteed as to payment of principal, premium (if any) and interest and certain other amounts by Brookfield Asset Management Inc.
Guarantor's Ticker	BAMACN
Securities Offered	US\$650,000,000 principal amount of 3.900% notes due January 25, 2028 and US\$350,000,000 principal amount of 4.700% notes due September 20, 2047 (US\$900,000,000 total outstanding 2047 notes, including the Original 2047 Notes).
Format	SEC registered.
Issue and Delivery Date	January 17, 2018.
Maturity Date	The 2028 notes will mature on January 25, 2028 and the 2047 notes will mature on September 20, 2047.
Interest Rate	The 2028 notes will bear interest at a rate of 3.900% per annum and the 2047 notes will bear interest at a rate of 4.700% per annum.
Yield	The effective yield of the 2028 notes will be 3.942% per annum if held to maturity, and the effective yield of the 2047 notes will be 4.577% per annum if held to maturity.
Interest Payment Dates	Interest on the 2028 notes will be payable on January 25 and July 25 of each year, beginning on July 25, 2018. Interest on the 2047 notes will be payable on March 20 and September 20 of each year, beginning on March 20, 2018.
CUSIP/ISIN	11271L AC6 / US11271LAC63 for the 2028 notes. 11271L AB8 / US11271LAB80 for the 2047 notes.
Rank	The notes will rank equally with any existing and any future unsecured, unsubordinated obligations of BFI. BFI has not issued any debt securities since its inception other than the existing notes. The notes will be fully and unconditionally guaranteed by the Company and such guarantee will rank equally with the Company's other unsecured, unsubordinated obligations and will effectively be subordinated to all existing and future liabilities of the Company's subsidiaries (other than BFI).
Redemption	The notes are redeemable, at any time at BFI's option, at the redemption prices set forth under the heading "Description of the Notes – Redemption and Repurchase". The notes are also redeemable in the event of certain changes affecting Canadian withholding tax, as more fully described under "Description of the Notes – Redemption for Changes in Canadian Withholding Taxes".

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Further Issues

BFI may from time to time, without the consent of the holders of the 2028 notes but with the consent of the Company, create and issue further notes having the same terms and conditions in all respects as the 2028 notes being offered hereby, except for the issue date, the issue price and the first payment of interest thereon. Additional notes issued in this manner will be consolidated with and will form a single series with the 2028 notes being offered hereby; *provided* that if such additional notes are not fungible with the original 2028 notes offered hereby for U.S. federal income tax purposes, then such additional notes will be issued with a separate CUSIP or ISIN number so that they are distinguishable from the original 2028 notes.

BFI may from time to time, without the consent of the holders of the 2047 notes but with the consent of the Company, create and issue further notes having the same terms and conditions in all respects as the 2047 notes, except for the issue date, the issue price and the first payment of interest thereon. Additional notes issued in this manner will be consolidated with and will form a single series with the 2047 notes and the Original 2047 Notes; *provided* that if such additional notes are not fungible with the 2047 notes and the Original 2047 Notes for U.S. federal income tax purposes, then such additional notes will be issued with a separate CUSIP or ISIN number so that they are distinguishable from the 2047 notes and the Original 2047 Notes.

Use of Proceeds

The net proceeds from the sale of the notes will be used for general corporate purposes. We expect that the sales of the 2028 notes and the 2047 notes will take place concurrently. However, the sales of the 2028 notes and the 2047 notes are not conditional upon each other, and we may consummate the sale of notes of one series and not the other.

Form and Denominations

The notes will be represented by one or more fully-registered global securities registered in the name of a nominee of The Depository Trust Company. Beneficial interests in those fully-registered global securities will be in initial denominations of US\$2,000 and subsequent multiples of US\$1,000. Except as described under "Description of the Notes" in this prospectus supplement and "Description of Debt Securities" in the accompanying base shelf prospectus, notes in definitive form will not be issued.

Change of Control

BFI will be required to make an offer to purchase the notes of a series at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase upon the occurrence of a Change of Control Triggering Event (as defined herein) in respect of the notes of such series. See "Description of the Notes - Change of Control".

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Certain Covenants

The Indenture (as defined herein) governing the notes contains covenants that, among other things, restrict the ability of the Company and/or BFI to:

create certain liens; and

consolidate, merge with a third party or transfer all or substantially all of its assets.

These covenants are subject to important exceptions and qualifications which are described under "Description of Debt Securities" in the accompanying base shelf prospectus and "Description of Notes" in this prospectus supplement.

Risk Factors

Investment in the notes involves certain risks. You should carefully consider the information in the "Risk Factors" section of this prospectus supplement and all other information included in this

Governing Law

Prospectus and the documents incorporated by reference in this Prospectus before investing in the notes.
New York

Table of Contents**Summary Financial Data**

The following table sets forth summary financial data. The condensed statement of operations for the years ended December 31, 2016 and 2015 and the balance sheet information as at December 31, 2016 and 2015 presented below have been derived from the Company's audited comparative consolidated financial statements incorporated by reference into this Prospectus. The financial data for the year ended December 31, 2014 has been derived from the Company's audited comparative consolidated financial statements not included or incorporated by reference in this Prospectus. The condensed statement of operations for the nine months ended September 30, 2017 and 2016 and the balance sheet information as at September 30, 2017 presented below have been derived from the Company's unaudited comparative interim consolidated financial statements.

This information should be read in conjunction with the following documents, which are incorporated by reference into this Prospectus: (i) the Company's audited comparative consolidated financial statements and the notes thereto for the fiscal year ended December 31, 2016, together with the accompanying auditor's report thereon; (ii) the MD&A; (iii) the Company's unaudited comparative interim consolidated financial statements for the three and nine months ended September 30, 2017; and (iv) the management's discussion and analysis for the unaudited comparative interim consolidated financial statements referred to in clause (iii) above.

Condensed Statement of Operations

	Nine months ended September 30,		Year ended December 31,		
	2017	2016	2016	2015	2014
	(US\$ amounts in millions)				
Revenues	\$ 27,721	\$ 17,476	\$ 24,411	\$ 19,913	\$ 18,364
Direct costs	(21,753)	(12,568)	(17,718)	(14,433)	(13,118)
Other income and gains	236	391	482	145	190
Equity accounted income	1,090	1,041	1,293	1,695	1,594
Expenses					
Interest	(2,640)	(2,407)	(3,233)	(2,820)	(2,579)
Corporate costs	(69)	(68)	(92)	(106)	(123)
Fair value changes	141	358	(130)	2,166	3,674
Depreciation and amortization	(1,755)	(1,538)	(2,020)	(1,695)	(1,470)
Income taxes	(503)	556	345	(196)	(1,323)
Net income	2,468				