BAM INVESTMENTS CORP.

2011 THIRD QUARTER
INTERIM REPORT TO SHAREHOLDERS
FOR THE PERIOD ENDED SEPTEMBER 30, 2011

To The Shareholders:

BAM Investments Corp. recorded income from operations of $2.5 million for the three months ended September 30, 2011 compared to $4.4 million in the comparative period in the prior year. The decrease in income from operations compared to the prior year was primarily the result of dividends paid on preferred shares issued in late 2010. Net income, which includes income from operations as well as certain other items, was a loss of $2.8 million ($0.04 per common share) for the current quarter compared to income of $2.1 million ($0.03 per common share) for the same period in the prior year. The company's net book value was $15.42 per share at September 30, 2011 compared to $17.27 per share at June 30, 2011 and $17.78 per share at the beginning of the year. The changes in net book value are primarily the result of changes in the market value of the company's investment portfolio.

Outlook and Net Asset Value

BAM Investments Corp. owns 56.2 million Class A Limited Voting Shares ("Class A Shares") of Brookfield Asset Management Inc. ("Brookfield") with a market value at September 30, 2011 of $1,629.4 million based on quoted market values. The company's capitalization consists primarily of $492.4 million of retractable preferred shares and common equity with a book value of $1,144.1 million as at September 30, 2011.

The company's objective is to provide its common shareholders with capital appreciation as opposed to income returns. Operating cash flows are dedicated principally to paying dividends on its preferred share financing obligations. The company holds approximately 7.6 Brookfield Class A Shares for every 10 common shares of BAM Investments.

On behalf of the Board,

Edward C. Kress
President
November 23, 2011

Statement of Financial Position

The information in the following table has been extracted from the consolidated financial statements of the company as at September 30, 2011.

As at September 30, 2011 (thousands, except per share amounts)		
Assets		
Cash and equivalents	$	28,060
Investments		
Brookfield Asset Management Inc.[1]		1,629,437
Other securities		110,709
Accounts receivable and other		1,280
	$	1,769,486
Liabilities and Shareholders' Equity		
Accounts payable and other	$	329
Retractable preferred shares[2]		486,107
Deferred taxes[3]		138,908
		625,344
Shareholders' Equity		
Common equity		1,144,142
	$	1,769,486
Net Book Value Per Common Share[4,5]	$	15.42

Notes:
1 The investment in Brookfield Asset Management Inc. consists of 56.2 million Class A Shares at a bid price of $28.98 per Class A Share as at September 30, 2011.
2 Represents $492.4 million of retractable preferred shares less $6.2 million of unamortized issue costs.
3 The deferred tax liability represents the potential future income tax liability of the company recorded for accounting purposes based on the difference between the carrying values of the company's assets and liabilities and their respective tax values, as well as giving effect to estimated capital and non-capital losses.
4 As at September 30, 2011, there were 74,206,510 voting and non-voting common shares of the company issued and outstanding.
5 Net book value per common share is a non-IFRS measure.

Change in Net Book Value

For the period ended September 30, 2011 (thousands, except per share amounts)	Three months ended		Nine months ended	
	Total	Per Share	Total	Per Share
Net book value, beginning of period[1]	$ 1,281,809	$ 17.27	$ 1,408,311	$ 17.78
Net income[2]	(2,786)	(0.04)	(1,190)	(0.02)
Other comprehensive (loss) income[2]	(134,881)	(1.81)	(178,921)	(2.36)
Common shares repurchased	—	—	(84,058)	0.02
Net book value, end of period[1,3]	$ 1,144,142	$ 15.42	$ 1,144,142	$ 15.42

Notes:
1 Net book value per common share is non-IFRS measure.
2 The weighted average number of common shares outstanding during the three months ended September 30, 2011 was 74,206,510 (nine months ended - 76,984,299).
3 As of September 30, 2011 there were 74,206,510 common shares of the company issued and outstanding.

Overview

BAM Investments Corp., (the "company") is a leveraged investment company whose principal investment is a direct and indirect ownership interest in 56.2 million Class A Limited Voting Shares ("Class A Shares") of Brookfield Asset Management Inc. ("Brookfield").

The company's objective is to provide its common shareholders with capital appreciation as opposed to income returns. Investment income, which consists principally of dividends from its investment in Brookfield Class A Shares, is dedicated to paying dividends on its financing obligations.

The company's investment in Brookfield is owned directly and indirectly through BAM Split Corp. ("BAM Split"), a public subsidiary in which BAM Investments owns 100% of the common equity. BAM Split has publicly listed retractable preferred shares of which $492.4 million were outstanding at September 30, 2011.

Additional information on the company and BAM Split, including the company's annual information form, is available on SEDAR's web site at www.sedar.com.

Results of Operations

Overview

BAM Investments Corp. recorded income from operations of $2.5 million for the three months ended September 30, 2011 compared to $4.4 million in the comparative period in the prior year. The decrease in income from operations compared to the prior year was primarily the result of dividends paid on preferred shares issued in late 2010. Net income, which includes income from operations as well as certain other items, was a loss of $2.8 million ($0.04 per common share) for the current quarter compared to income of $2.1 million ($0.03 per common share) for the same period in the prior year. The company's net book value was $15.42 per share at September 30, 2011 compared to $17.27 per share at June 30, 2011 and $17.78 per share at the beginning of the year. The changes in net book value are primarily the result of changes in the market value of the company's investment portfolio.

The following table reconciles the company's income from operations and net income for the three and nine months ended September 30:

	Three months ended September 30		Nine months ended September 30	
thousands	**2011**	2010	**2011**	2010
Investment Income				
Dividend and interest income	**$ 9,172**	$ 9,123	**$ 27,794**	$ 27,553
Gain on sale of investments	**—**	388	**859**	432
	9,172	9,511	**28,653**	27,985
Less: Operating costs	**6,645**	5,078	**19,878**	15,402
Income from operations[1]	**2,527**	4,433	**8,775**	12,583
Adjust for other items:				
Unrealized loss on equity accounted investments	**(4,697)**	—	**(7,015)**	—
Foreign currency revaluation	**—**	(1,726)	**(1,202)**	(578)
Amortization of deferred financing costs	**(613)**	(463)	**(1,835)**	(1,390)
Income tax (expense) recovery	**(3)**	(128)	**87**	(1,052)
Net (loss) income	**$ (2,786)**	$ 2,116	**$ (1,190)**	$ 9,563

Notes:
1 Income from operations is a non-IFRS measure.

Investment Income

Investment income for the three and nine months ended September 30, 2011 consists of the following:

thousands	Three months ended September 30 2011	Three months ended September 30 2010	Nine months ended September 30 2011	Nine months ended September 30 2010
Dividends:				
Brookfield	**$ 7,003**	$ 7,374	**$ 21,095**	$ 22,362
Equity accounted investments	**1,220**	—	**2,440**	—
Other	**809**	642	**2,139**	1,938
Interest income	**140**	1,107	**2,120**	3,253
Gain on sale of investments	**—**	388	**859**	432
	$ 9,172	$ 9,511	**$ 28,653**	$ 27,985

The company received dividend income of $7.0 million (2010 – $7.4 million) from its investment in Brookfield. Brookfield declares dividends in U.S. dollars, and as a result the Canadian dollar equivalent recorded by the company decreased due to a weaker U.S. dollar relative to the Canadian dollar compared to the prior year. This was partially offset by the higher number of shares held during the period following the acquisition of an additional 760,000 shares in the first quarter of 2011.

In April 2011, the company sold its portfolio of U.S. dollar bonds and invested the proceeds to acquire units of a mutual fund that owns an economic interest in a similar portfolio. The company uses the equity method of accounting for its investment in the mutual fund. The company's proportionate share of the mutual fund's net loss was $3.5 million during the current period. This consisted of $1.2 million of distributions received and a $4.7 million unrealized loss on the mark-to-market of the mutual fund's investment portfolio.

Interest income in the prior year included interest earned on the U.S. dollar bond portfolio which was disposed of in April 2011.

Operating Costs

The company paid $6.5 million (2010 – $5.0 million) of dividends on the retractable preferred shares during the three months ended September 30, 2011. The increase in preferred dividends is the result of dividends paid on the $125 million Class AA, Series V Preferred Shares, which were issued on December 10, 2010.

Unrealized loss on Equity Accounted Investments

The company recorded a $4.7 million (2010 - $nil) mark-to-market loss on its investment in a publicly listed mutual fund which was acquired in April 2011.

Foreign Currency Revaluation

The company's previously held U.S. dollar bonds revalued from changes in the U.S. dollar relative to the Canadian dollar in net income. As a result, the company recorded a foreign currency revaluation loss of $1.7 million in the prior year. The U.S. dollar bonds were sold in April 2011 and as such the company's exposure to U.S. currency revaluation has reduced.

Amortization of Financing Costs

The amortization of deferred financing costs associated with preferred shares issued by BAM Split resulted in a charge against income of $0.6 million (2010 – $0.5 million). The increase in deferred financing fees is a result of the amortization of fees incurred on the Class AA, Series V Preferred Shares, which were issued in December 2010, as noted above.

Income Taxes

The company recorded a net income tax expense of $nil million (2010 – expense of $0.1 million) during the period ended September 30, 2011.

Financial Position

The company's total assets decreased to $1,769.5 million at September 30, 2011 from $2,076.3 million at December 31, 2010. The decrease in total assets is primarily a result of a decrease in the fair value of the Brookfield Class A Shares, the price of which decreased from $33.15 per share at December 31, 2010 to $28.98 at September 30, 2011.

Investment Portfolio

Investment in Brookfield Asset Management Inc.

In February 2011, the company acquired an additional 760,000 Brookfield Shares for $25.0 million, increasing its investment to 56.2 million (December 31, 2010 – 55.5 million) Class A Shares, representing a 9.0% (December 31, 2010 – 9.6%) fully diluted equity interest. The quoted market value, based on the bid price of this investment as at September 30, 2011 of $28.98 per share, was $1,629.4 million.

The company has classified the Brookfield shares as available-for-sale financial instruments, and accordingly recognizes changes in the market value of these shares through Other Comprehensive Income.

Brookfield is a global alternative asset manager focused on real estate, infrastructure, power and private equity with approximately $150 billion of assets under management and is inter-listed on the New York, Toronto and NYSE Euronext stock exchanges. Further information on Brookfield can be found on Brookfield's web site at www.brookfield.com.

Other Securities

The company holds an investment in Brookfield Infrastructure Partners which consists of 2.2 million (December 31, 2010 – 2.2 million) Limited Partnership Units with a quoted market value at $56.7 million as at September 30, 2011. This investment is classified as an available-for-sale financial instrument and accordingly changes in the market value are recorded in Other Comprehensive Income.

The company disposed of its portfolio of U.S. bonds to acquire units of a publicly listed mutual fund that owns an economic interest in a similar portfolio. The market value of the investment was $54.0 million as at September 30, 2011. The company exercises significant influence over the mutual fund as its ownership interest is 47%. As a result, the company accounts for the mutual fund using the equity method, and as such records its proportionate share of the investee's income as equity accounted income in the consolidated statement of operations.

Deferred Taxes

The deferred tax liability represents the potential tax liability based on the excess of the carrying value of net assets over the respective tax values, less available loss carry forwards. The liability decreased during the period primarily due to the decrease in the market value of the Brookfield Class A Shares.

Liquidity and Capital Resources

The company holds cash and equivalents totalling $28 million and marketable securities of $112 million as at September 30, 2011. The company does not have any maturing debt or mandatory preferred share redemptions prior to July 2014. The operating cash requirements for 2011 include $26 million of scheduled dividend payments on the $492 million preferred shares issued by BAM Split which are less than the expected regular distributions on the Brookfield securities held by the company. Accordingly, the company believes it has sufficient liquid assets, operating cash flow and financing alternatives to meet its obligations.

On June 13, 2011, the company completed its offer to acquire 5 million of its common shares at a price per share of $16.75 for total consideration, including transaction costs, of $84.0 million.

Retractable Preferred Shares

Retractable preferred shares issued by BAM Split are comprised of the following:

thousands, except shares outstanding		Latest Redemption Date	**Sept. 30, 2011**	Dec. 31, 2010	Jan. 1, 2010
2,057,200	4.95% Class AA, Series I	March 25, 2016	**$ 51,430**	$ 51,430	$ 51,430
7,636,800	4.35% Class AA, Series III	January 10, 2019	**190,920**	190,920	190,920
5,000,000	7.25% Class AA, Series IV	July 9, 2014	**125,000**	125,000	125,000
5,000,000	4.85% Class AA, Series V	December 10, 2017	**125,000**	125,000	—
Deferred financing costs[1]			**(6,243)**	(8,038)	(5,773)
			$ 486,107	$ 484,312	$ 361,577

Notes:

1 Deferred financing costs are amortized over the term of the borrowing following the effective interest method.

On December 10, 2010, BAM Split issued $125 million Class AA Preferred Shares, Series V.

Shareholders' equity

As at September 30, 2011 shareholders' equity consisted of 74,206,510 common shares and had a book value of $1,144.1 million compared to $1,406.7 million at the end of 2010. The decrease is the result of a lower market value of the Class A Shares of Brookfield, whose share price decreased from $33.15 at December 31, 2010 to $28.98 at September 30, 2011.

Business Environment and Risks

The company's activities expose it to a variety of financial risks, including market risk (i.e. currency risk, interest rate risk, and other price risk), credit risk and liquidity risk. The following are risk factors relating to an investment in the common shares of the company.

Fluctuations in Value of Investments

The value of common shares may vary according to the value of the Class A Shares and other securities owned by the company. The value of these investments may be influenced by factors not within the control of the company, including the financial performance of Brookfield and other investees, interest rates and other financial market conditions. As a result, the net asset value of the company may vary from time to time.

The future value of the common shares will be largely dependent on the value of the Class A Shares. A material adverse change in the business, financial conditions or results of operations of Brookfield and other investees of the company will have a material adverse effect on the common shares of the company. In addition, the company may incur additional financial leverage in order to acquire, directly or indirectly, additional securities issued by Brookfield, which would increase both the financial leverage of the company and the dependency of the future value of the common shares on the value of the Class A Shares.

Foreign Currency Exposure

Brookfield and other investments held by the company are functionally United States dollar investments. Accordingly, the value of the these assets may vary from time to time with fluctuations in the exchange rate between Canadian and United States dollars. Also, Brookfield and other investments held by the company pay distributions and interest in United States dollars. Strengthening of the Canadian dollar relative to the United States dollar could decrease the amount of cash available to the company.

Leverage

The company's assets are financed in part with the retractable preferred shares issued by BAM Split. This results in financial leverage that will increase the sensitivity of the value of the common shares to changes in the values of the assets owned by the company. A decrease in the value of the company's investments may have a material adverse effect on the company's business and financial conditions.

Liquidity

The company's liquidity requirements are typically limited to funding interest and dividend obligations on outstanding financial obligations.

Holders of the company's retractable preferred shares have the ability to retract the shares to the company. The Class AA, Series I Preferred shares are retractable for cash, whereas the company has the right to issue debentures due 2019, 2014 and 2017 to settle retractions of the Class AA, Series III; Class AA, Series IV and Class AA, Series V preferred shares, respectively.

The company maintains financial assets and credit facilities to fund liquidity requirements in the normal course, in addition to its investment in Brookfield. The company's policy is to hold the Class A Shares and not engage in trading, however shares are available to be sold to fund retractions and redemptions of preferred shares or common shares. The company's ability to sell a substantial portion of the Class A Shares may be limited by resale restrictions under applicable securities laws that will affect when or to whom the Class A Shares may be sold. Accordingly, if and when the company is required to sell Class A Shares, the liquidity of such shares may be limited. This could affect the time it takes to sell the Class A Shares and the price obtained by the company for the Class A Shares sold.

No Ownership Interest

A direct investment in common shares does not constitute a direct investment in the Class A Shares of Brookfield or other securities held by the company. Holders of common shares do not own the Class A Shares or other securities held by the company or have any voting rights in respect of such securities.

Contractual Obligations

The company's contractual obligations are as follows:

		Payment Due By Period			
thousands	Total	Less than 1 year	2-3 years	4-5 years	After 5 years
Retractable preferred shares					
Class AA, Series I[1]	$ 51,430	$ —	$ —	$ 51,430	$ —
Class AA, Series III[2]	190,920	—	—	—	190,920
Class AA, Series IV[3]	125,000	—	—	125,000	—
Class AA, Series V[4]	125,000	—	—	—	125,000
Interest expense related to:					
Retractable preferred shares					
Class AA, Series I	$ 11,575	$ 2,546	$ 5,092	$ 3,937	$ —
Class AA, Series III	62,333	8,305	16,610	16,610	20,808
Class AA, Series IV	27,212	9,063	18,125	24	—
Class AA, Series V	37,923	6,063	12,125	12,125	7,610

Notes:

1 *Payment period based on mandatory redemption date. In the case of earlier retractions, consideration to be paid in cash.*

2 *Payment period based on mandatory redemption date. In the case of earlier retractions, consideration to be paid in the form of debentures of the company due 2019.*

3 *Payment period based on mandatory redemption date. In the case of earlier retractions, consideration to be paid in the form of debentures of the company due 2014.*

4 *Payment period based on mandatory redemption date. In the case of earlier retractions, consideration to be paid in the form of debentures of the company due 2017.*

Summary of Financial Information

The following table summarizes selected consolidated financial information of the company for the nine months ended September 30, 2011 and 2010 and for the years ended December 31, 2008, 2009, 2010:

	Nine months ended September 30		Years Ended December 31		
Thousands, except per share amounts	**2011**	2010	2010	2009[1]	2008[1]
Income from operations[2]	**$ 8,775**	$ 12,583	$ 18,543	$ 17,616	$ 22,477
Net income	**(1,190)**	9,563	13,127	18,568	23,536
Net income per common share	**(0.02)**	0.12	0.16	0.23	0.30
Total assets	**1,769,486**	1,720,424	2,076,347	1,391,344	1,212,290
Total long-term liabilities	**625,015**	545,415	667,115	494,810	462,363

Notes:

1 Canadian GAAP.

2 Income from operations is a non-IFRS measure.

A summary of the eight recently completed quarters is as follows:

	2011			2010				2009[1]
thousands, except per share amounts	**Q3**	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Income from operations[2]	**$ 2,527**	$ 3,054	$ 3,194	$5,960	$ 4,433	$ 4,241	$ 3,909	$ 3,214
Net (loss) income	**(2,786)**	1,537	59	3,564	2,116	5,285	2,162	3,193
Net income per common share	**(0.04)**	0.02	0.00	0.04	0.03	0.07	0.03	0.04

Notes:

1 Canadian GAAP.

2 Income from operations is a non-IFRS measure.

Income from operations includes dividends and interest on the company's investment portfolio and is partially offset by the company's operating costs, which primarily consists of dividends paid on the retractable preferred shares, and fluctuates from changes in the U.S. dollar relative to the Canadian dollar on dividends earned on U.S. dollar investments. Also included in income from operations are gains and losses on the disposition of investments. The variance in net income on the last eight quarters is primarily the result of mark-to-market adjustments on certain of the company's investments.

International Financial Reporting Standards

The company adopted IFRS effective January 1, 2011 and has prepared the current interim financial statements using IFRS accounting policies. Prior to the adoption of IFRS, the company's financial statements were prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). The company's financial statements for the year ending December 31, 2011 will be the first annual financial statements that comply with IFRS.

Significant differences between IFRS and Canadian GAAP

IFRS are premised on a conceptual framework similar to Canadian GAAP, however, significant differences exist in certain matters of recognition, measurement and disclosure.

The following discussion highlights the significant new standards that the company has adopted under IFRS and the effect on the comparative period results of operations and financial position as previously reported under Canadian GAAP as well as the possible effects going forward.

(i) Foreign exchange gains and losses on available-for-sale debt securities

Under Canadian GAAP, foreign exchange gains and losses on available-for-sale debt securities are recorded in other comprehensive income whereas under IFRS these gains or losses are recorded directly to profit or loss. This difference will not impact comprehensive income or total shareholder's equity reported by the company because any impact to net income will be equally offset by a change in other comprehensive income.

(ii) Deferred taxes

Deferred taxes related to the adjustment as described above.

IFRS 1 First-time Adoption of International Financial Reporting Standards

The adoption of IFRS requires the application of IFRS 1 First-time Adoption of International Financial Reporting Standards ("IFRS 1"), which provides guidance for an entity's initial adoption of IFRS. IFRS 1 generally requires that an entity applies all standards effective at the end of its first IFRS reporting period retrospectively. However, IFRS 1 does require certain mandatory exceptions and provides limited optional exemptions in specified areas of certain standards from this general requirement. The company did not elect any of the available optional exemptions on adoption of IFRS.

Review of Interim Financial Statements

The accompanying unaudited interim financial statements of the company have been prepared by and are the responsibility of the company's management. The company's independent auditor has not reviewed these financial statements.

Edward C. Kress
President
November 23, 2011

Forward-Looking Information

This interim report contains forward-looking information concerning the company's business and operations. The words "objective", "expect", "potential", "believes" and other expressions of similar import, or the negative variations thereof, and similar expressions of future or conditional verbs such as "may", "should", "could", "would" or "will", are predictions of or indicate future events, trends or prospects or identify forward-looking information. Forward-looking information in this interim report includes, among others, statements with respect to the company's objective of providing capital appreciation to its common shareholders, its use of operating cash flows and investment income, potential tax liability, expected future results, expected operating cash requirements, expected distributions on the Brookfield securities held by the company, the impact of the adoption of IFRS on the company's reported financial position and results of operations, the company's liquidity and its ability to finance its obligations, and other statements with respect to the company's beliefs, outlooks, plans, expectations and intentions.

Although the company believes that the anticipated future results or achievements expressed or implied by the forward-looking information and statements are based upon reasonable assumptions and expectations, the reader should not place undue reliance on the forward-looking statements and information because they involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the company to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking information and statements.

Factors that could cause actual results to differ materially from those contemplated or implied by the forward-looking information include: the behavior of financial markets, including fluctuations in interest and exchange rates, availability of equity and debt financing and other risks and factors detailed from time to time in the company's other documents filed with the Canadian securities regulators.

We caution that the foregoing list of important factors that may affect future results is not exhaustive. When relying on our forward-looking information to make decisions with respect to the company, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Except as may be required by law, the company undertakes no obligation to publicly update or revise any forward-looking information or statements, whether written or oral, that may be as a result of new information, future events or otherwise. Reference should be made to the company's most recent Annual Information Form for a description of the major risk factors.

Cautionary Statement Regarding Use of Non-IFRS Accounting Measures

This interim report makes reference to net income for common shareholders and net book value per common share, and provides a full reconciliation between these measures and net income and total assets, respectively, which the company considers to be the most directly comparable measures calculated in accordance with IFRS.

Consolidated Balance Sheets

(unaudited) *Thousands*	Note	**September 30, 2011**	December 31, 2010	January 1, 2010
Assets				
Cash and equivalents		**$ 28,060**	$ 132,948	$ 23,104
Accounts receivable and other		**1,280**	3,321	2,379
Other securities	4	**110,709**	101,372	71,279
Brookfield Asset Management Inc.	4	**1,629,437**	1,838,706	1,294,582
		$ 1,769,486	$ 2,076,347	$ 1,391,344
Liabilities				
Accounts payable and other		**$ 329**	$ 921	$ 465
Deferred taxes		**138,908**	182,803	133,233
Retractable preferred shares	5	**486,107**	484,312	361,577
		625,344	668,036	495,275
Shareholders' Equity				
Common equity	6	**1,144,142**	1,408,311	896,069
		$ 1,769,486	$ 2,076,347	$ 1,391,344

Consolidated Statements of Operations

(unaudited) thousands, except per share amounts	Three months ended September 30 **2011**	2010	Nine months ended September 30 **2011**	2010
Investment Income				
Dividends and interest	**$ 7,952**	$ 9,123	**$ 25,354**	$ 27,553
Gain on sale of investments	**—**	388	**859**	432
	7,952	9,511	**26,213**	27,985
Equity accounted income	**(3,477)**	—	**(4,575)**	—
	4,475	9,511	**21,638**	27,985
Expenses				
Operating	**151**	100	**583**	467
Amortization of deferred financing costs	**613**	463	**1,835**	1,390
Retractable preferred share dividends	**6,494**	4,978	**19,295**	14,935
	7,258	5,541	**21,713**	16,792
Net (loss) income before tax and foreign currency revaluation	**(2,783)**	3,970	**(75)**	11,193
Foreign currency revaluation	**—**	(1,726)	**(1,202)**	(578)
Current tax (expense) recovery	**(64)**	(419)	**138**	(1,342)
Deferred tax recovery (expense)	**61**	291	**(51)**	290
Net (loss) income	**$ (2,786)**	$ 2,116	**$ (1,190)**	$ 9,563
Net (loss) income per common share (Note 7)	**$ (0.04)**	$ 0.03	**$ (0.02)**	$ 0.12

Consolidated Statements of Comprehensive (Loss) Income

(unaudited) thousands	Three months ended September 30 **2011**	2010	Nine months ended September 30 **2011**	2010
Net (loss) income	**$ (2,786)**	$ 2,116	**$ (1,190)**	$ 9,563
Unrealized (loss) gain on available-for-sale securities	**(163,704)**	286,041	**(222,847)**	319,449
Deferred income taxes	**28,823**	(44,312)	**43,926**	(49,504)
Other comprehensive (loss) income	**(134,881)**	241,729	**(178,921)**	269,945
Comprehensive (loss) income	**$ (137,667)**	$243,845	**$ (180,111)**	$ 279,508

Consolidated Statements of Changes in Equity

(unaudited) *For the three months ended September 30, 2011* *(thousands)*	Common Shares	Accumulated Other Comprehensive Income	Retained Earnings	Common Equity
Balance, beginning of period	$ 82,061	$ 1,200,529	$ (781)	$ 1,281,809
Net income	—	—	(2,786)	(2,786)
Other comprehensive income	—	(134,881)	—	(134,881)
Shares purchased for cancellation	—	—	—	—
	$ 82,061	$ 1,065,648	$ (3,567)	$ 1,144,142

(unaudited) *For the nine months ended September 30, 2011* *(thousands)*	Common Shares	Accumulated Other Comprehensive Income	Retained Earnings	Common Equity
Balance, beginning of period	$ 84,803	$ 1,244,569	$ 78,939	$ 1,408,311
Net income	—	—	(1,190)	(1,190)
Other comprehensive loss	—	(178,921)	—	(178,921)
Shares purchased for cancellation	(2,742)	—	(81,316)	(84,058)
	$ 82,061	$ 1,065,648	$ (3,567)	$ 1,144,142

(unaudited) *For the three months ended* September *30, 2010* *(thousands)*	Common Shares	Accumulated Other Comprehensive Income	Retained Earnings	Common Equity
Balance, beginning of period	$ 84,804	$ 772,657	$ 73,270	$ 930,731
Net income	—	—	2,116	2,116
Other comprehensive loss	—	241,730	—	241,730
Shares purchased for cancellation	(1)	—	(11)	(12)
	$ 84,803	$ 1,014,387	$ 75,375	$ 1,174,565

(unaudited) *For the nine months ended* September *30, 2010* *(thousands)*	Common Shares	Accumulated Other Comprehensive Income	Retained Earnings	Common Equity
Balance, beginning of period	$ 84,904	$ 744,441	$ 66,724	$ 896,069
Net income	—	—	9,563	9,563
Other comprehensive income	—	269,946	—	269,946
Shares purchased for cancellation	(101)	—	(912)	(1,013)
	$ 84,803	$ 1,014,387	$ 75,375	$ 1,174,565

Consolidated Statements of Cash Flows

(unaudited) thousands	Three months ended September 30 **2011**	Three months ended September 30 2010	Nine months ended September 30 **2011**	Nine months ended September 30 2010
Cash flow from operating activities				
Net income	**$ (2,786)**	$ 2,116	**$ (1,190)**	$ 9,563
Add (deduct) non-cash items				
Foreign currency revaluation	**—**	1,726	**1,202**	578
Non-cash portion of equity accounted income	**3,477**	—	**4,575**	—
Gain loss on sale of securities	**—**	(388)	**(859)**	(432)
Amortization of deferred financing costs	**613**	463	**1,835**	1,390
Deferred tax (recovery) expense	**(61)**	(291)	**51**	(290)
	1,243	3,626	**5,614**	10,809
Changes in working capital	**2,691**	(415)	**3,727**	(2,298)
	3,934	3,211	**9,341**	8,511
Cash flow from (used in) investing activities				
Sale (purchase) of investments, net of dispositions	**—**	1,603	**(30,171)**	(17,123)
Cash flow used in financing activities				
Common shares repurchased	**—**	(12)	**(84,058)**	(1,013)
Cash and equivalents				
Increase (decrease) during the period	**3,934**	4,802	**(104,888)**	(9,625)
Balance, beginning of period	**24,126**	8,677	**132,948**	23,104
Balance, end of period	**$ 28,060**	$ 13,479	**$ 28,060**	$ 13,479

Notes To The Consolidated Financial Statements

1. Business Operations

BAM Investments Corp. (the "company") is an investment holding company incorporated under the laws of Ontario which owns a leveraged investment in Brookfield Asset Management Inc. ("Brookfield"). Brookfield provides management and administration services to the company. The consolidated financial statements include the accounts of the company's wholly-owned subsidiary, BAM Split Corp. ("BAM Split").

2. Summary of Significant Accounting Policies

These consolidated financial statements of the company have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB") and using the accounting policies the company expects to adopt in its consolidated financial statements as at and for the year ending December 31, 2011.

As these interim financial statements are prepared using International Financial Reporting Standards ("IFRS"), certain disclosures that are required to be included in annual financial statements prepared in accordance with IFRS that were not included in the company's most recent annual financial statements prepared in accordance with Canadian Generally Accepted Accounting Principles ("Canadian GAAP") were included in the company's financial statements for the three months ended March 31, 2011.

These interim financial statements should be read in conjunction with the company's 2010 annual financial statements and in consideration of the IFRS transition disclosures included in Note 3 to these financial statements and the additional annual disclosures provided in the company's financial statements for the three months ended March 31, 2011.

These financial statements were authorized for issuance by the Board of Directors of the company on November 23, 2011.

In April 2011, the company acquired a 47% ownership interest in a publicly listed mutual fund. The company exercises significant influence over the investment, and as a result, uses the equity method of accounting for its investment in the fund. Under the equity method, the company records its proportionate share of the investee's income in the consolidated statement of operations.

3. Transition To IFRS

The company prepared its financial statements in accordance with Canadian GAAP for all periods up to and including December 31, 2010. The company's financial statements for the year ended December 31, 2011 will be the first annual statements that comply with IFRS. Accordingly, the company will make an unreserved statement of compliance with IFRS beginning with its 2011 annual financial statements.

The company adopted IFRS effective January 1, 2011. The company's transition date is January 1, 2010 and the company prepared its opening IFRS balance sheet at that date. These financial statements have been prepared in accordance with the accounting policies described in Note 2. This note explains the impact of the company's transition to IFRS.

(a) Elected exemptions from full retrospective application

These consolidated financial statements have been prepared in accordance with IFRS 1 First-time Adoption of International Financial Reporting Standards ("IFRS 1"). While IFRS 1 permits certain optional exemptions from full retrospective application of IFRS, the company has not used any of these exemptions.

(b) Mandatory exceptions to retrospective application

In preparing these consolidated financial statements in accordance with IFRS 1 the company has applied the mandatory exception to full retrospective application of IFRS regarding estimates. Specifically, hindsight was not used to create or revise estimates and accordingly the estimates previously made by the company under Canadian GAAP are consistent with their application under IFRS.

(c) Significant differences between IFRS and Canadian GAAP

IFRS are premised on a conceptual framework similar to Canadian GAAP, however, significant differences exist in certain matters of recognition, measurement and disclosure. The adoption of IFRS has no impact on the cash flows generated by the company, however, the adoption of IFRS resulted in the following changes to the reported financial position and results of operations of the company:

(i) *Foreign exchange gains and losses on available-for-sale debt securities*

Under Canadian GAAP, foreign exchange gains and losses on available-for-sale debt securities are recorded in other comprehensive income whereas under IFRS these gains or losses are recorded directly to profit or loss. This difference will not impact comprehensive income or total shareholder's equity reported by the company because any impact to net income will be equally offset by a change in other comprehensive income.

(ii) *Deferred taxes*

Deferred taxes related to the adjustment as described above.

(d) Reconciliation of equity as reported under Canadian GAAP to IFRS

The following is a reconciliation of the company's equity reported in accordance with Canadian GAAP to its equity in accordance with IFRS as at January 1, 2010:

Thousands	Common Shares	Accumulated Other Comprehensive Income	Retained Earnings	Common Equity
As reported under Canadian GAAP	$ 84,904	$ 743,969	$ 65,584	$ 894,457
Foreign exchange on available-for-sale debt securities	—	550	(550)	—
Deferred taxes	—	(78)	78	—
Other	—	—	1,612	1,612
As reported under IFRS	$ 84,904	$ 744,441	$ 66,724	$ 896,069

The following is a reconciliation of the company's equity reported in accordance with Canadian GAAP to its equity in accordance with IFRS as at September 30, 2010:

Thousands	Common Shares	Accumulated Other Comprehensive Income	Retained Earnings	Common Equity
As reported under Canadian GAAP	$ 84,803	$ 1,013,353	$ 74,797	$ 1,172,953
Foreign exchange on available-for-sale debt securities	—	1,203	(1,203)	—
Deferred taxes	—	(169)	169	—
Other	—	—	1,612	1,612
As reported under IFRS	$ 84,803	$ 1,014,387	$ 75,375	$ 1,174,565

The following is a reconciliation of the company's equity reported in accordance with Canadian GAAP to its equity in accordance with IFRS as at December 31, 2010:

Thousands	Common Shares	Accumulated Other Comprehensive Income	Retained Earnings	Common Equity
As reported under Canadian GAAP	$ 84,803	$ 1,242,294	$ 79,602	$ 1,406,699
Foreign exchange on available-for-sale debt securities	—	2,649	(2,649)	—
Deferred taxes	—	(374)	374	—
Other	—	—	1,612	1,612
As reported under IFRS	$ 84,803	$ 1,244,569	$ 78,939	$ 1,408,311

(e) Reconciliation of comprehensive income as reported under Canadian GAAP to IFRS

The following is a reconciliation of the company's comprehensive income reported in accordance with Canadian GAAP to its comprehensive income in accordance with IFRS for the three months ended September 30, 2010:

Thousands	Net Income	Other Comprehensive Income	Comprehensive Income
As reported under Canadian GAAP	$ 3,554	$ 240,291	$ 243,845
Foreign exchange on available-for-sale debt securities	(1,674)	1,674	—
Deferred taxes	236	(236)	—
As reported under IFRS	$ 2,116	$ 241,729	$ 243,845

The following is a reconciliation of the company's comprehensive income reported in accordance with Canadian GAAP to its comprehensive income in accordance with IFRS for the nine months ended September 30, 2010:

Thousands	Net Income	Other Comprehensive Income	Comprehensive Income
As reported under Canadian GAAP	$ 10,125	$ 240,291	$ 279,508
Foreign exchange on available-for-sale debt securities	(653)	653	—
Deferred taxes	91	(91)	—
As reported under IFRS	$ 9,563	$ 269,945	$ 279,508

The following is a reconciliation of the company's comprehensive income reported in accordance with Canadian GAAP to its comprehensive income in accordance with IFRS for the year ended December 31, 2010:

Thousands	Net Income	Other Comprehensive Income	Comprehensive Income
As reported under Canadian GAAP	$ 14,930	$ 498,325	$ 513,255
Foreign exchange on available-for-sale debt securities	(2,099)	2,099	—
Deferred taxes	296	(296)	—
As reported under IFRS	$ 13,127	$ 500,128	$ 513,255

4. Investment Portfolio

The company's investment portfolio consists of the following:

	Number of shares					
Thousands	**Sept. 30, 2011**	Dec. 31, 2010	Jan. 1, 2010	**Sept. 30, 2011**	Dec. 31, 2010	Jan 1, 2010
Brookfield	**56,226**	55,466	55,466	**$ 1,629,437**	$ 1,838,706	$ 1,294,582
Other securities				**110,709**	101,372	71,279
				$ 1,740,146	$ 1,940,078	$ 1,365,861

The company owns 56.2 million (2010 – 55.5 million) Class A Limited Voting Shares of Brookfield ("Class A Shares") representing a 9.0% (2010 – 9.6%) fully diluted equity interest.

Other securities consists of 2.2 million Partnership Units of Brookfield Infrastructure Partners and 6.1 million units of Brookfield New Horizons Income Fund. The company sold its portfolio of high yield corporate bonds in April 2011 and used the proceeds to purchase 6.1 million units of Brookfield New Horizons Income Fund.

The company's investments in the Class A Shares and the Brookfield Infrastructure Partners units are classified as available-for-sale. The investment in Brookfield New Horizons Income Fund is accounted for under the equity method due to the company's 47% ownership of the fund.

The company's investment in Brookfield Infrastructure Partners is classified as current whereas the investment in Brookfield and Brookfield New Horizons Income Fund are classified as non-current.

5. Retractable Preferred Shares

Retractable preferred shares issued by BAM Split are classified as non-current liabilities and are comprised of the following:

	Issued and Outstanding					
Thousands, except shares outstanding	**Sept. 30, 2011**	Dec. 31, 2010	Jan. 1, 2010	**Sept. 30, 2011**	Dec. 31, 2010	Jan. 1, 2010
4.95% Class AA, Series I	**2,057**	2,057	2,057	**$ 51,430**	$ 51,430	$ 51,430
4.35% Class AA, Series III	**7,637**	7,637	7,637	**190,920**	190,920	190,920
7.25% Class AA, Series IV	**5,000**	5,000	5,000	**125,000**	125,000	125,000
7.25% Class AA, Series V	**5,000**	5,000	—	**125,000**	125,000	—
				492,350	492,350	367,350
Deferred financing costs[1]				**(6,243)**	(8,038)	(5,773)
				$ 486,107	$ 484,312	$ 361,577

1 Deferred financing costs are amortized over the term of the borrowing following the effective interest method.

6. Shareholders’ Equity

Authorized

50,000,000 preferred shares, issuable in series.
An unlimited number of common shares.

Issued and outstanding	Number Outstanding					
Thousands	**Sept. 30, 2011**	Dec. 31, 2010	Jan. 1, 2010	**Sept. 30, 2011**	Dec. 31, 2010	Jan. 1, 2010
Common shares, voting and non-voting	**74,207**	79,207	79,300	**$ 82,061**	$ 84,803	$ 84,904
Accumulated other comprehensive income				**1,065,648**	1,244,569	744,441
Retained earnings				**(3,567)**	78,939	66,724
				$ 1,144,142	$ 1,408,311	$ 896,069

The company repurchased 100 common shares during the nine months ended September 30, 2011 through the facilities of the Toronto Stock Exchange under its normal course issuer bid. In addition, through an issuer bid completed in June 2011, the company repurchased 5,000,000 of it’s common shares.

7. Net Income Per Common Share

Net income per common share is calculated based on the weighted average number outstanding shares during the period. For the three and nine months ended September 30, 2011, the weighed average number of outstanding shares were 74,206,510 (2010 – 79,206,943) and 76,984,299 (2010 – 79,234,221), respectively.

Corporate Information

Directors

Howard Driman [1, 2]
Director of Finance
UIA Federations Canada

Edward C. Kress
Corporate Director

Brian D. Lawson
Chief Financial Officer
Brookfield Asset Management Inc.

R. Frank Lewarne [1, 2]
Corporate Director

Frank N.C. Lochan
Corporate Director

Ralph J. Zarboni [1, 2]
Chairman and Chief Executive Officer
The EM Group Inc.

[1] *Member of the Audit Committee*
[2] *Member of the Governance Committee*

Officers

Frank N.C. Lochan
Chairman

Edward C. Kress
President

Derek E. Gorgi
Vice President, Finance

Loretta M. Corso
Corporate Secretary

Corporate Office

Brookfield Place – 181 Bay Street
Suite 300, P.O. Box 762
Toronto, Ontario M5J 2T3
Telephone: (416) 359-8620
Facsimile: (416) 365-9642

Registrar and Transfer Agent

CIBC Mellon Trust Company
P.O. Box 7010
Adelaide Street Postal Station
Toronto, Ontario M5C 2W9
Telephone: (416) 643-5500 or
(800) 387-0825 (toll free in North America)
Facsimile: (416) 643-5501
Web site: *www.cibcmellon.com*
E-mail: *inquiries@cibcmellon.com*

Exchange Listing

TSX Venture Exchange

Stock Symbol: BNB

BAM INVESTMENTS CORP.

Brookfield Place – 181 Bay Street
Suite 300, P.O. Box 762
Toronto, Ontario
M5J 2T3