

# Brookfield

August 24, 2023

To: Ontario Securities Commission, as Principal Regulator under the Passport System

And to: British Columbia Securities Commission  
Autorité des marchés financiers  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Financial and Consumer Services Commission (New Brunswick)  
Nova Scotia Securities Commission  
Office of the Superintendent of Securities, Prince Edward Island  
Office of the Superintendent of Securities Service, Newfoundland and Labrador  
Office of the Yukon Superintendent of Securities  
Office of the Superintendent of Securities, Northwest Territories  
Office of the Superintendent of Securities, Nunavut

Dear Sirs/Mesdames:

**Re: Base Shelf Prospectus of Brookfield Infrastructure Partners L.P. (the “Issuer”) dated August 24, 2023 (the “Base Shelf Prospectus”)**

Please be advised that the Issuer is relying on Ontario Instrument 44-501 – *Exemption from Certain Prospectus Requirements for Well-known Seasoned Issuers (Interim Class Order)* with respect to the filing of its Base Shelf Prospectus, as well as equivalent orders or instruments in each of the other provinces and territories of Canada as described in CSA Staff Notice 44-306 *Blanket Orders Excepting Well-known Seasoned Issuers from Certain Prospectus Requirements* (collectively, the “**Orders**”).

The Issuer satisfies the definition of “well-known seasoned issuer” or “WKSI” in each of the Orders by virtue of the fact that, as of July 31, 2023, the Issuer’s public float (as defined in each of the Orders) of outstanding listed equity securities was C\$21,520,805,971.80.

The Issuer is eligible to file a short form prospectus in reliance on section 2.2 of National Instrument 44-101 – *Short Form Prospectus Distributions* (“**NI 44-101**”).

For and on behalf of the Issuer, and without personal liability, the undersigned certifies that:

- (a) the Issuer meets the definition of a WKSI (as defined in each of the Orders) as of a date within 60 days preceding the date hereof;
- (b) the Issuer is and has been a reporting issuer in at least one jurisdiction of Canada for 12 months;

- (c) the Issuer is eligible to file a short form prospectus and has satisfied the criteria of section 2.2 of NI 44-101;
- (d) the Issuer has satisfied the requirements to be qualified to file a short form prospectus under section 2.8 of NI 44-101;
- (e) the Issuer has no mining operations;
- (f) the Issuer is not an ineligible issuer (as defined in any of the Orders);
- (g) the Issuer is not an investment fund;
- (h) the Issuer has no outstanding asset-backed securities;
- (i) the Base Shelf Prospectus:
  - (i) complies with the requirements of National Instrument 41-101 – *General Prospectus Requirements*, NI 44-101, and National Instrument 44-102 – *Shelf Distributions* (except as provided under all of the Orders);
  - (ii) does not qualify the distribution of any asset-backed security;
  - (iii) includes as part of the basic disclosure about the distribution the following statement on the cover page: “filed in reliance on the exemption from the preliminary base shelf prospectus requirement for a well-known seasoned issuer”; and
  - (iv) includes cover page disclosure confirming that the Issuer qualifies as a WKSI and the date of that determination;
- (j) concurrently with the filing of the Base Shelf Prospectus and this letter, the Issuer has paid the fee otherwise required for the filing of a preliminary short form prospectus;
- (k) the Issuer has delivered to the regulator any personal information forms that would be required under section 4.1 of NI 44-101 if the Issuer were filing a preliminary short form prospectus; and
- (l) the Issuer is filing this letter in place of a preliminary base shelf prospectus in compliance with the requirements of the Orders.

If you have any questions or require further information in respect of the foregoing, please do not hesitate to contact the external legal counsel of the undersigned, Michael Murphy, at 416-865-8173 or [mvmurphy@torys.com](mailto:mvmurphy@torys.com).

*[The remainder of this page has been intentionally left blank.]*

Yours truly,

**BROOKFIELD INFRASTRUCTURE PARTNERS  
L.P., BY ITS GENERAL PARTNER,  
BROOKFIELD INFRASTRUCTURE PARTNERS  
LIMITED**

*(s) James Bodi*

By:

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Name: James Bodi  
Title: Vice President