

BROOKFIELD TOTAL RETURN FUND INC

Form 425

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Pursuant to Rule 425 under the Securities Act of 1933, as amended

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Subject Companies:
Brookfield Total Return Fund Inc.
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For immediate release

Friday, September 9, 2016

Brookfield Investment Management Inc. Announces Approval of Reorganization Proposal by HTR and Adjournment with respect to the Reorganization Proposal by BOI

Brookfield Investment Management Inc. Announces Approval of the Reorganization Proposal by Brookfield Total Return Fund Inc. and Adjournment with respect to the Reorganization Proposal by Brookfield Mortgage Opportunity Income Fund Inc.

NEW YORK, NY September 9, 2016 Brookfield Investment Management Inc. (Brookfield) announced that, at the Joint Special Meeting of Stockholders (the Special Meeting) held earlier today, stockholders of Brookfield Total Return Fund Inc. (NYSE:HTR) approved the proposed reorganization of HTR into Brookfield Real Assets Income Fund Inc. and that the Special Meeting was adjourned with respect to the reorganization proposal for BOI into Brookfield Real Assets Income Fund Inc. (the Reorganization) until 4:00 p.m., Eastern time, on Tuesday, September 13, 2016. As of the Special Meeting date, approximately 74% of shareholders voting for BOI had voted in favor of the Reorganization. However, the Special Meeting has been adjourned to allow for further solicitation of BOI shareholders to meet the requirement that holders of a majority of the outstanding shares of BOI vote in favor of the Reorganization. As of the Special Meeting date, BOI needs an additional 5.7% of its outstanding shares to vote in favor of the Reorganization in order to approve the proposal.

During the period of the adjournment, Brookfield will continue to solicit proxies from stockholders of BOI with respect to the Reorganization proposal set forth in the Joint Proxy Statement/Prospectus. If a stockholder has previously submitted its proxy card and does not wish to change its vote, no further action is required by such stockholder.

Stockholders of BOI are strongly encouraged to vote. Stockholders of record as of May 18, 2016, may vote by visiting proxyonline.com, calling toll-free 1-888-227-9349 or by returning proxy cards.

If you have any questions regarding the proposals, or require duplicative proxy materials, please contact AST Fund Solutions at 1-800-330-5136. Information is also available at www.brookfieldim.com.

Forward-Looking Statements

Certain statements made in this news release that are not historical facts are referred to as forward-looking statements under the U.S. federal securities laws. Actual future results or occurrences may differ significantly from those anticipated in any forward-looking statements due to numerous factors. Generally, the words believe, expect, intend, estimate, anticipate, project, will and similar expressions identify forward-looking statements, which generally are not historical in nature. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ from the historical experience of Brookfield Investment Management Inc. and the Funds managed by Brookfield Investment Management Inc. and its present expectations or projections. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. Brookfield Investment Management Inc. and the Funds managed by Brookfield Investment Management Inc. undertake no responsibility to update publicly or revise any forward-looking statements.

Brookfield Investment Management (the Firm) is an SEC-registered investment adviser providing listed real assets securities strategies including real estate equities, infrastructure equities, real asset debt and diversified real assets. With over \$16 billion of assets under management as of June 30, 2016, the Firm manages separate accounts, registered funds and opportunistic strategies for institutional and individual clients, including financial institutions, public and private pension plans, insurance companies,

endowments and foundations, sovereign wealth funds and high net worth investors.. Headquartered in New York, NY, the Firm and its affiliates also maintain offices in Boston, Chicago, Hong Kong, London and Toronto. Further information is available on www.brookfieldim.com. Brookfield Investment Management Inc. is a wholly-owned subsidiary of Brookfield Asset Management, a leading global alternative asset manager with approximately \$250 billion of assets under management as of June 30, 2016. For more information, go to www.brookfield.com.

Brookfield Mortgage Opportunity Income Fund Inc. and Brookfield Total Return Fund Inc. are managed by Brookfield Investment Management Inc. The Funds use their websites as a channel of distribution of material company information. Financial and other material information regarding the Funds are routinely posted on and accessible at www.brookfieldim.com.

COMPANY CONTACT

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