Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 8846022

ITEM 1 - REPORT TYPE								
☐ New report								
Amended report If amended, provide filing date of report that is being amended 2019 06 14 (YYYY-MM-DD)								
ITEM 2 - PARTY CERTIFYING TH	E REPORT							
Indicate the party certifying the report (sel				estment fund, refer to section	on 1.1 of National			
Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106. Investment fund issuer								
✓ Issuer (other than an investigation)	stment fund)							
Underwriter	ourione raina,							
ITEM 3 - ISSUER NAME AND OT								
Provide the following information about the			ıt the fund.					
Full legal name Antrim Balanced Mortgage Fund Ltd.								
Previous full legal name								
If the issuer's name changed in the last 12 months, provide most recent previous legal name.								
Website	www.antriminvestment	s.com	(if applicable	e)				
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".								
Legal entity identifier								
If two or more issuers distributed a single :	If two or more issuers distributed a single security, provide the full legal name(s) of the co-issuer(s) other than the issuer named above.							
Full legal name(s) of co-issuer(s)			(if applicable	e)				
ITEM 4 - UNDERWRITER INFORM	MATION							
If an underwriter is completing the report,	provide the underwriter's full le	gal name and firm I	NRD number.		1			
Full legal name								
Firm NRD number (if applicable)								
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.								
Street address								
Municipality Province/State								
Country		Postal code	e/Zip code					
Telephone number			Website		(if applicable)			

If the issuer is an investment fund, do not complete item 5. Proceed to Item 6. a) Primary industry	Item 5 - Issuer Information
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity. NAICS industry code	If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
AlcS industry code	a) Primary industry
If the issuer is in the mining industry, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. Exploration Development Production	
mining industry. Select the category that best describes the issuer's stage of operations. Exploration Development Production Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Mortgages Real estate Commercial/business debt Consumer debt Private companies Cryptoassets b) Number of employees Number of employees: 0 - 49 50 - 99 100 - 499 500 or more c) SEDAR profile number Does the issuer have a SEDAR profile? No Yes If yes, provide SEDAR profile number 0 0 0 3 8 5 6 8 If the issuer does not have SEDAR profile complete item 5(d) - (h). d) Head office address Street address Municipality Postal code/Zip code Country Telephone number e) Date of formation and financial year-end Date of formation Financial year-end Province/State Date of formation and financial year-end MMM DD f) Reporting issuer status Is the issuer a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.	NAICS industry code 5 2 2 9 9
Is the issuer does not have SEDAR profile complete item 5(d) - (h). d) Head office address Street address Municipality Country Date of formation and financial year-end Date of formation and financial year-end Date of formation The province/State	mining industry. Select the category that best describes the issuer's stage of operations.
Mortgages	
Cryptoassets b) Number of employees Number of employees:	
Number of employees:	
c) SEDAR profile number Does the issuer have a SEDAR profile? No Yes If yes, provide SEDAR profile number 0 0 0 3 8 5 6 8 If the issuer does not have SEDAR profile complete item 5(d) - (h). d) Head office address Street address Municipality Country Postal code/Zip code Telephone number e) Date of formation and financial year-end Date of formation The postal year-end Pinancial year-end MM DD f) Reporting issuer status Is the issuer a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.	b) Number of employees
Does the issuer have a SEDAR profile? No Yes If yes, provide SEDAR profile number 0 0 0 3 8 5 6 8 If the issuer does not have SEDAR profile complete item 5(d) - (h). d) Head office address Street address Province/State Postal code/Zip code Country Telephone number e) Date of formation and financial year-end Date of formation and financial year-end Is the issuer a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.	Number of employees: ✓ 0 - 49 ☐ 50 - 99 ☐ 100 - 499 ☐ 500 or more
No Yes If yes, provide SEDAR profile number 0 0 0 3 8 5 6 8 If the issuer does not have SEDAR profile complete item 5(d) - (h). Head office address Province/State Postal code/Zip code P	c) SEDAR profile number
If the issuer does not have SEDAR profile complete item 5(d) - (h). d) Head office address Street address Municipality Country Postal code/Zip code Telephone number e) Date of formation and financial year-end Date of formation Financial year-end MM DD Financial year-end Is the issuer a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.	Does the issuer have a SEDAR profile?
Street address Municipality Country Postal code/Zip code Telephone number e) Date of formation and financial year-end Date of formation The postal code/Zip code Telephone number Financial year-end MM DD f) Reporting issuer status Is the issuer a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.	No ✓ Yes If yes, provide SEDAR profile number 0 0 0 3 8 5 6 8
Street address Province/State Postal code/Zip code Country Telephone number e) Date of formation and financial year-end Date of formation Financial year-end MM DD f) Reporting issuer status Is the issuer a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.	
Municipality Country Telephone number Date of formation and financial year-end The phone number Date of formation Telephone number Financial year-end MMM DD The phone number Financial year-end MMM DD The phone number The	d) Head office address
Country Telephone number e) Date of formation and financial year-end Date of formation YYYY MM DD Financial year-end MM DD f) Reporting issuer status Is the issuer a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.	Street address Province/State
e) Date of formation and financial year-end Date of formation Financial year-end MM DD f) Reporting issuer status Is the issuer a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.	Municipality Postal code/Zip code
Date of formation YYYY MM DD Financial year-end MM DD MM DD f) Reporting issuer status Is the issuer a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.	Country Telephone number
f) Reporting issuer status Is the issuer a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.	e) Date of formation and financial year-end
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.	
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.	f) Reporting issuer status
	Is the issuer a reporting issuer in any jurisdication of Canada? No Yes
AII AB BC MB NB NL NT	If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
	AII AB BC MB NB NL NT
NS NU ON PE QC SK YT	NS NU ON PE QC SK YT
g) Public listing status	g) Public listing status
If the issuer has a CUSIP number, provide below (first 6 digits only) CUSIP number	
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.	
Exchange name	Exchange name
h) Size of issuer's assets	h) Size of issuer's assets

Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.

☐ \$0 to under \$5M	☐ \$5M to under \$25M	☐ \$25M to under \$100M
\$100M to under \$500M	☐ \$500M to under \$1B	\$1B or over

ITEM 6 - INVESTMENT	FUND ISSUER INFORMATION				
If the issuer is an inves	tment fund, provide the following information.				
a) Investment fund ma	anager information				
Full legal name					
Firm NRD number	(if applicable)				
If the investment fund mand	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.				
Street address					
Municipality	Province/State				
Country	Postal code/Zip code				
Telephone number	Website (if applicable)				
b) Type of investment	fund				
Type of investment fund tha	it most accurately identifies the issuer (select only one) .				
Money market	☐ Equity ☐ Fixed income ☐ Balanced				
Alternative strate	gies Cryptoasset Other (describe)				
Indicate whether one or bot	h of the following apply to the investment fund .				
Invests primarily in	n other investment fund issuers				
☐ Is a UCITs Fund¹					
¹ Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.					
c) Date of formation a	nd financial year-end of the investment fund				
Date of forma	tion Financial year-end MM DD				
d) Reporting issuer st	atus of the investment fund				
Is the investment fund a rep	orting issuer in any jurisdication of Canada? No Yes				
If yes, select the jurisdictions	s of Canada in which the investment fund is a reporting issuer.				
AII	AB BC MB NB NL NT				
☐ NS ☐	NU ON PE QC SK T				
e) Public listing status	s of the investment fund				
If the investment fund has a	CUSIP number, provide below (first 6 digits only)				
	CUSIP number				
If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.					
Exchange on					
-	AV) of the investment fund				
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).					
\$0 to under \$5M	\$5M to under \$25M \$25M to under \$100M				
\$100M to under \$500	DM S500M to under \$1B S1B or over Date of NAV calculation:				
	YYYY MM DD				

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start date 2019 06 06

YYYY MM DD

End date 2019 06 13

c) Detailed purchaser information

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

						Canadian \$				
	ecuri code	,	CUSIP number (if applicable)	Pescription of security Number of		Single or lowest price	Highest price	Total amount		
Р	R	s		Class A Preferred Non-Voting Shares	871,895.00	1.0000		871,895.00		
Р	R	S		Class B Series 'B' Preferred Non-Voting Shares.	54,544.00	1.0000		54,544.00		
Р	R	S		Class B Series 'C' Preferred Non-Voting Shares.	3,016,641.00	1.0000		3,016,641.00		

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

exch	Convertible / exchangeable security code		Underlying security code		•		ise price adian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
						Lowest	Highest			

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of unique ²⁸ purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.9(1) [Offering memorandum] (BC, NL)	26	2,871,080.00
Ontario	NI 45-106 2.3 [Accredited investor]	1	30,000.00
Ontario	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	1	16,000.00

British Columbia	British Columbia NI 45-106 2.3 [Accredited investor] 3						
	3,943,080.00						
	Total number of unique purchasers ^{2b}	31					

^{2a} In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

	Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
1.	Offering Memorandum	2018-10-05	Y	2018-10-10

^{2b} In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated. Indicate whether any compensation was paid, or will be paid, in connection with the distribution. No Yes If yes, indicate number of persons compensated.	ITEM 8 - COMPENSATION INFORMATION						
No ✓ Yes If yes, indicate number of persons compensated.	Indicate whether any compensation was paid, or will be paid, in connection with the distribution.						
	No ✓ Yes If yes, indicate number of persons compensated. 3						

a) Name of person comp	ensated and regi	stration status							
Indicate whether the person compensated is a registrant. No Yes									
If the person compensated is an individual, provide the name of the individual.									
Full legal name of indiv	ridual								
		Family name	I	First g	jiven nan	ne	Secondary	given names	
If the person compensated is no	If the person compensated is not an individual, provide the following information.								
Full legal name	of non-individual	Raymond James	Ltd.						
Firm NRD number 8 2 4 0 (if applicable)									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. ☐ No ✓ Yes									
b) Business contact infor	mation								
If a firm NRD number is not pro	ovided in Item 8 (a),	provide the business	contact info	rmation o	of the pe	erson being o	compensated.		
Street address									
Municipality					Pro	ovince/Stat	е		
Country				Po	stal co	de/Zip cod	е		ĺ
Email address				-	Teleph	one numbe	er		
c) Relationship to issuer	or investment fur	nd manager							
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)									
<u> </u>		•						,	
☐ Director or officer of t ✓ None of the above	ne investment tuna	or investment rand i	nanagei		прюуес	e or the issu	er or investment fu	iu managei	
_									
d) Compensation details Provide details of all compensat	ion naid or to he no	aid to the person ider	atified in Ite	m 8(a) in (connecti	ion with the	distribution Provide	all amounts in	
Canadian dollars. Include cash of incidental to the distribution, sur allocation arrangements with the	commissions, securit ch as clerical, printing the directors, officers	ties-based compensating, legal or accounting or employees of a not	ion, gifts, di g services. A	scounts or An issuer is	other c s not red	compensatio quired to asl	n. Do not report pay	ments for services	
Cash commissions pa		3.95			S	ecurity code 1	Security code 2	Security code 3	
Value of all securitie distributed as compensation			Security c	odes					
Describe t	erms of warrants, o	options or other rights	s						
Other compensatio	n ⁵	Describe	•						
Total compensation pa	id	3.95							
✓ Check box if the person will or may receive any deferred compensation (describe the terms below)									
Raymond James Ltd. will receive an annual trailer fee paid monthly in the amount of 1/2% on Class A Preferred Non-Voting Shares, 1% on Class B Series 'B' Preferred Non-Voting Shares and 0% on Class B Series 'C' Preferred Non-Voting Shares.									
⁴ Provide the aggregate value of additional securities of the issu- rights exercisable to acquire and ⁵ Do not include deferred comp	uer. Indicate the sec additional securities	curity codes for all se	tion, <u>exclud</u> curities dist	<u>ling</u> option tributed as	is, warra s compe	ants or othe ensation, <u>inc</u>	r rights exercisable <u>cluding</u> options, war	to acquire rants or other	

a) Name of person comp	pensated and regi	stration status							
Indicate whether the person co	Indicate whether the person compensated is a registrant. No Ves								
If the person compensated is an individual, provide the name of the individual.									
Full legal name of indiv	/idual								
		Family name		First given	name		Secondary (jiven names	_
If the person compensated is no	ot an individual, pro	vide the following info	rmation.						
Full legal name of non-individual Industrielle Alliance Valeurs Mobilieres Inc.									
Firm NRD number 1 5 4 0 0 (if applicable)									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No V Yes									
b) Business contact info	rmation								
If a firm NRD number is not pr	ovided in Item 8 (a),	provide the business o	contact infor	mation of the	e person be	ing com	pensated.		
Street address									
Municipality					Province/	State			أ
Country				Postal	code/Zip	code			ĺ
Email address				Tele	phone nu	ımber			ĺ
c) Relationship to issuer	or investment fur	nd manager							J
Indicate the person's relationsh	ip with the issuer or	investment fund man	ager (select (all that apply	/). Refer to t	the mea	ning of "connecte	 ed" in Part B(2) of	f
the Instructions and the meani	ng of "control" in sec	ction 1.4 of NI 45-106	for the purp	oses of comp	leting this s	section.	-		
Connect with the issu	uer or investment fu	nd manager		Inside	er of the iss	uer (oth	er than an invest	ment fund)	
Director or officer of	he investment fund	or investment fund m	nanager	Emplo	oyee of the	issuer	or investment fun	d manager	
✓ None of the above									
d) Compensation details									
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.									
Cash commissions pa	aid	1.04			Security co	ode 1	Security code 2	Security code 3	4
Value of all securition distributed as compensation			Security cod	les					
Describe	terms of warrants, c	ptions or other rights]
Other compensation	n ⁵	Describe]
Total compensation pa	aid	1.04							
✓ Check box if the person will or may receive any deferred compensation (describe the terms below)									
Industrielle Alliance Valeurs Mobilieres will receive an annual trailer fee paid monthly in the amount of 1/2% on Class A Preferred Non-Voting Shares, 1% on Class B Series 'B' Preferred Non-Voting Shares and 0% on Class B Series 'C' Preferred Non-Voting									
⁴ Provide the aggregate value additional securities of the iss rights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the sec additional securities	curity codes for all sec							

a) Name of person comp	pensated and regi	stration status							
Indicate whether the person compensated is a registrant. No Ves									
If the person compensated is an individual, provide the name of the individual.									
Full legal name of indiv	/idual								
		Family name		First give	n name	I	Secondary (jiven names	
If the person compensated is no	If the person compensated is not an individual, provide the following information.								
Full legal name	of non-individual	PI Financial Corp							
Firm NRD number 5 2 9 0 (if applicable)									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. □ No ✓ Yes									
b) Business contact information									
If a firm NRD number is not pro	ovided in Item 8 (a),	provide the business c	ontact info	mation of th	ne person b	eing con	npensated.		
Street address									
Municipality					Province	/State			
Country			Ī	Posta	ıl code/Zip	code			
Email address			Ī	Tel	ephone n	umber			
c) Relationship to issuer	or investment fur	nd manager							
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)									
Director or officer of t	ha invastment fund	or investment fund m	anagor		loves of the	o iccuor	or investment fun	d managar	
✓ None of the above	Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager								
<u> </u>									
d) Compensation details Provide details of all compensation		uid to the nerson ident	tified in Iter	2 8(a) in con	nection wit	h the dis	tribution Provide	all amounts in	
Canadian dollars. Include cash incidental to the distribution, su allocation arrangements with the	commissions, securit ich as clerical, printi ne directors, officers	ies-based compensations, legal or accounting or employees of a non	on, gifts, dis services. A	counts or ot n issuer is no	her comper ot required	nsation. L to ask fo	Do not report payı	ments for service	
Cash commissions pa	aid	0.55			Security	code 1	Security code 2	Security code 3	3
Value of all securition distributed as compensation			Security co	des					
Describe to	terms of warrants, c	ptions or other rights							
Other compensation	n ⁵	Describe							
Total compensation pa	aid	0.55							_
✓ Check box if the pe	erson will or may red	ceive any deferred cor	mpensation	(describe th	ne terms be	elow)			
PI Financial Corp. will receive an annual trailer fee paid monthly in the amount of 1/2% on Class A Preferred Non-Voting Shares, 1% on Class B Series 'B' Preferred Non-Voting Shares and 0% on Class B Series 'C' Preferred Non-Voting Shares.									
⁴ Provide the aggregate value additional securities of the issinghts exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the sec additional securities	curity codes for all sec	ion, <u>excludi</u> curities disti	ng options, I ibuted as co	warrants or ompensatio	other rig n, <u>includ</u>	ghts exercisable t ling options, warr	o acquire ants or other	

TEM 9 - DIRECTORS, EXECU	TIVE OFFICERS	AND PROMOT	ERS OF THE ISS	UER				
If the issuer is an investment fun	d, do not complete	Item 9. Procced to	Item 10.					
Indicate whether the issuer is any o	f the following (selec	t the one that applie	es - if more than one	applies, select only	one).			
Reporting issuer in any juris	sdiction of Canada							
Foreign public issuer								
Wholly owned subsidiary of	f a reporting issuer ir	n any jurisdiction of	Canada ⁶					
Provide nar	me of reporting issue	r						
Wholly owned subsidiary of	f a foreign public issu	uer ⁶						
Provide name o	f foreign public issue	r						
Issuer distributing only eligi	ble foreign securities	and the distributio	n is to permitted clie	nts only ⁷				
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d	c). Proceed to Item	10.				
⁶ An issuer is a wholly owned subsice securities that are required by law to respectively. ⁷ Check this box if it applies to the collection. Refer to the definitions of "ellows". If the issuer is none of the	o be owned by its dir urrent distribution ev eligible foreign securi	rectors, are benefici en if the issuer mad ity" and "permitted o	ially owned by the re de previous distributi client" in Part B(1) of	porting issuer or the fons of other types	he foreign	public iss	suer,	
a) Directors, executive officer	rs and promoters of	of the issuer						
Provide the following information for territory; otherwise state the country						tate the p	orovince	or
Organization or company name	Business location of non-individual or residentail (select all that apply)							
				Province or o	country	D	0	Р
	Granleese	William		British Columbia	a	✓	✓	
	Granleese	William	R.	British Columbia	a	✓		
	Worsnup	Christopher	Gavin	British Columbia	a	✓		
b) Promoter information								
If the promoter listed above is not ar within Canada, state the province or								
			Secondary given	Residential jurisdiction of		itionship		

Residential address of each individual

Organization or company name

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

names

First given name

Family name

individual

Province or

country

D

0

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exemt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/ investment fund manager/agent	Antrim Balanced Mortgage Fund Ltd.						
Full legal name	Granleese	R.					
	Family name	First given name	Secondary given names				
Title	Portfolio Manager						
Telephone number	6045302301	Email address	will@antriminvestments.com				
Signature	"William Granleese"	Date	2019 06 17				
			YYYY MM DD				

ITEM 11- CONTACT P	PERSON				
, ,	·	r the individual that the secu the individual certifying the	rities regulatory authority or report in Item 10.	regulator may	contact with any questions
Same as individua	al certifying the report				
Full legal name				Title	
	Family name	First given name	Secondary given names		
Name of company					
Telephone number		En	nail address		

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.