Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 8956440

ITEM 1 - REPORT TYPE					
✓ New report					
☐ Amended report If ame	nded, provide filing date	of report that is bein	g ame	ended	(YYYY-MM-DD)
ITEM 2 - PARTY CERTIFYING TH	E REPORT				
Indicate the party certifying the report (sel Instrument 81-106 Investment Fund Conti				estment fund, refer to sectio	n 1.1 of National
☐ Investment fund issuer	naous Disclosure and the comp	amon policy to 141 or 100	•		
✓ Issuer (other than an investment of the sum of th	stment fund)				
Underwriter	······································				
ITEM 3 - ISSUER NAME AND OT	LIED IDENTIFIEDS				
Provide the following information about the		vastment fund, about the	fund		
Full legal name	·	·	јина.		
Previous full legal name	Antim Balancea Wortg				
If the issuer's name changed in th	e last 12 months, provide most	recent previous legal nam	e.		
Website	www.antriminvestment	s.com (if ap	oplicable	e)	
If the issuer has a legal entity identifier. pr	ovide below. Refer to Part B of t	he Instructions for the def	finition o	of "legal entity identifier".	
Legal entity identifier					
If two or more issuers distributed a single s	security, provide the full legal no	nme(s) of the co-issuer(s) o	other the	an the issuer named above.	
Full legal name(s) of co-issuer(s) (if applicable)					
ITEM 4 - UNDERWRITER INFORM	MATION				
If an underwriter is completing the report,		gal name and firm NPD r	umbor		
Full legal name	provide the underwriter's fall te	gat name ana ן מיזוו איזיין מיזור	iumber.		
Firm NRD number		(if applicable	۵)		
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.					
Street address					
Municipality		Province/	Į		
Country		Postal code/Zip	code		
Telephone number		We	ebsite		(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	
	tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union ollective 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
	blicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the oot a trading facility such as, for example, an automated trading system.
Exchange on	
-	AV) of the investment fund
	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') Curre	ncv

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

✓ Canadian dollar US dollar □ Euro □ Other (describe)

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 10 24

YYYY MM DD

End date 2019 10 31

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)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
Р	R	S		Class A Preferred Non-Voting Shares	567,335.00	1.0000		567,335.00
Р	R	S		Class B Series 'B' Preferred Non- Voting Shares	600,773.00	1.0000		600,773.00
Р	R	S		Class B Series 'C" Preferred Non-Voting Shares	2,009,151.00	1.0000		2,009,151.00

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.

Convexcha excha	able	derlyii urity c	•		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 \$)
Alberta	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	1	10,000.00
British Columbia	NI 45-106 2.3 [Accredited investor]	7	1,585,151.00
British Columbia	NI 45-106 2.9(1) [Offering memorandum] (BC, NL)	17	1,099,908.00
Ontario	NI 45-106 2.3 [Accredited investor]	3	357,000.00

Ontario	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	5	18,200.00
Manitoba	NI 45-106 2.3 [Accredited investor]	1	27,000.00
Québec	NI 45-106 2.3 [Accredited investor]	2	50,000.00
Québec	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	1	30,000.00
	Total dollar amount of se	ecurities distributed	3,177,259.00
	Total number of unique purchasers ² b	37	

^{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	2019-10-24	Ν	

^{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.

ITEM 8 - COMPENSATION INFORMATION
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. 6

a) Name of person comp	ensated and reg	stration status							
Indicate whether the person co	mpensated is a regis	trant.	☐ No	√	Yes				
If the person compensated is a	n individual, provide	the name of the indiv	ridual.						
Full legal name of indiv	vidual								
		Family name		First given	name		Secondary (iven names	
If the person compensated is no	ot an individual, pro	vide the following info	rmation.						
Full legal name	of non-individual	Industrielle Allian	ce Valeurs	Mobilieres	Inc.				
F	irm NRD number	1 5 4	0	0		(if appl	icable)		
Indicate whether the person co.	mpensated facilitate	d the distribution thro	ugh a fundir	g portal or a	an internet-	based p	ortal.	No ✓] Yes
b) Business contact information									
If a firm NRD number is not pro	ovided in Item 8 (a),	provide the business o	contact inform	nation of the	e person bei	ing com	pensated.		
Street address									
Municipality					Province/S	State			
Country				Postal	code/Zip	code			
Email address				Tele	phone nu	mber			$\overline{}$
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 issu	ier or investment fu	nd manager		Inside	er of the issu	uer (oth	er than an invest	ment fund)	
Director or officer of t	Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager								
✓ None of the above									
d) Compensation details									
Provide details of all compensate Canadian dollars. Include cash incidental to the distribution, sur allocation arrangements with the	commissions, securit ch as clerical, printi ne directors, officers	ies-based compensating, legal or accounting or employees of a non	on, gifts, disc g services. An	ounts or oth issuer is not	er compens t required to	ation. E ask for	Do not report payı	nents for se	ervices
Cash commissions pa	ald	61.61			Security co	ode 1	Security code 2	Security co	de 3
Value of all securition distributed as compensation			Security cod	les					
Describe	terms of warrants, o	ptions or other rights							
Other compensation	n ⁵	Describe							
Total compensation pa	aid	61.61							
✓ Check box if the pe	erson will or may red	ceive any deferred co	mpensation	(describe the	e terms bel	ow)			
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 issinghts exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the sed dditional securities	curity codes for all sec							÷r

a) Name of person comp	ensated and regis	tration statu	s								
Indicate whether the person con	npensated is a registi	rant.		☐ No		✓ \	Yes				
If the person compensated is an	individual, provide t	he name of th	e individ	dual.							
Full legal name of indivi	idual										
	- I	amily name			First g	iven nar	me		Secondary	given names	i
If the person compensated is no	t an individual, provi	de the followii	ng infor	mation.							
Full legal name	of non-individual	Echelon We	ealth P	artners In	C.						
Fi	rm NRD number	3 2	4	2	0			(if appl	icable)		
Indicate whether the person con	npensated facilitated	the distribution	n throu	ıgh a fundi	ng portal	or an i	nternet-	based p	ortal.	No ✓	Yes
b) Business contact information											
If a firm NRD number is not pro	vided in Item 8 (a), p	rovide the bus	iness co	ontact infor	mation o	f the pe	erson bei	ing com	pensated.		
Street address											
Municipality						Pro	ovince/	State			
Country					Pos	stal co	de/Zip	code			
Email address					٦	Геlерh	one nu	mber			
c) Relationship to issuer	or investment fund	d manager		1							
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 the	ne investment fund o	ur investment t	fund ma	anager		mnlove	e of the	issuer (or investment fun	d manage	
	ie investinent fana c	i invesiment	unu me	anagei	ш -	прюус	e or trie	issuei (or investment run	u managei	
None of the above											
d) Compensation details							,				
Provide details of all compensati Canadian dollars. Include cash co incidental to the distribution, suc allocation arrangements with the	ommissions, securities that as clerical, printing e directors, officers of	es-based comp g, legal or acco r employees of	ensatio ounting	n, gifts, disc services. Ar	counts or n issuer is	other c	compens quired to	ation. E ask fo	o not report pay	ments for s	ervices
Cash commissions pa	id	6.85				S	ecurity co	ode 1	Security code 2	Security c	ode 3
Value of all securitie distributed as compensation	-		9	Security co	des						
•	erms of warrants, op	tions or other	rights								
Other compensation	1 ⁵	De	scribe								
Total compensation pa	id	6.85									
✓ Check box if the per	rson will or may rece	eive any defer	red com	npensation	(describ	e the te	erms bel	ow)			
Echelon Wealth Pa Non-Voting Share: Non-Voting Share:	s, 1% on Class B										rred
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire acc ⁵ Do not include deferred compa	er. Indicate the secu Iditional securities of	rity codes for									er

a) Name of person compe	nsated and regis	tration	status										
Indicate whether the person com	pensated is a regist	rant.			☐ No		√	Yes					
If the person compensated is an i	ndividual, provide t	he name	of the in	ndivid	dual.								
Full legal name of individ	dual												
		Family na	me			First	given r	name		Secon	dary giv	en names	
If the person compensated is not	an individual, provi	ide the fo	ollowing	infori	mation.								
Full legal name o	of non-individual	Raymo	nd Jam	nes L	_td.								
Fin	m NRD number	8	2	4	0				(if app	olicable)			
Indicate whether the person com	pensated facilitatea	the distr	ribution	throu	ıgh a fund	ing port	al or a	n interne	t-based	portal.		No 🔽	Yes
b) Business contact inform	nation												
If a firm NRD number is not prov	ided in Item 8 (a), p	rovide th	ne busine	ess co	ontact info	rmation	of the	person l	peing cor	mpensated.			
Street address													
Municipality							F	Province	e/State				
Country						Р	ostal	code/Zi	p code				
Email address							Telep	ohone r	number				
c) Relationship to issuer o	r investment fund	d mana	ger										
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 the	a investment fund o	or investr	ment fun	d ma	nager		Employ	vee of th	e iccuer	or investmer	t fund	manager	
<u> </u>	e investment tuna c	n investi	nent iun	u IIIc	illagei	ш '	LIIIpio	yee or ti	e issuei	or investmen	tiuliu	manager	
✓ None of the above													
d) Compensation details	., .												
Provide details of all compensation Canadian dollars. Include cash continuities incidental to the distribution, such allocation arrangements with the	mmissions, securition as clerical, printing directors, officers o	es-based g, legal o r employ	compen r accoun	satio iting	n, gifts, dis services. A	scounts (In issuer	or othe is not	r compe requirea	nsation. ' to ask fo	Do not report	рауте	ents for se	ervices
Cash commissions paid	d	1.99						Security	code 1	Security cod	e 2 S	Security co	ode 3
Value of all securities distributed as compensation				S	Security co	odes							
Describe te	rms of warrants, op	tions or	other rig	hts									
Other compensation ⁵	5		Descr	ibe									
Total compensation paid	d	1.99											
✓ Check box if the pers	son will or may rece	eive any	deferred	l com	npensatior	descr	ibe the	terms b	elow)				
Raymond James L' Voting Shares, 1% Voting Shares.	td. will receive ar on Class B Serie	annua es 'B' Pr	l trailer eferred	fee Nor	paid mor n-Voting	thly in Shares	the ar	mount o	of 1/2% Class B	on Class A Series 'C' F	Prefer referre	red Noned Non-)-
⁴ Provide the aggregate value of additional securities of the issue rights exercisable to acquire add ⁵ Do not include deferred compe	r. Indicate the secu ditional securities o	ırity code	es for all										er

a) Name of person comp	ensated and regi	stration status							
Indicate whether the person co	mpensated is a regis	trant.	☐ No	V	✓ Yes				
If the person compensated is a	n individual, provide	the name of the indiv	idual.						
Full legal name of indiv	vidual								
		Family name		First give	n 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	Genesis Wealth	Manageme	nt Corpora	ation				
F	irm NRD number	6 4 5	7	0		(if app	icable)		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.									
b) Business contact information									
If a firm NRD number is not pro	ovided in Item 8 (a),	provide the business o	ontact infor	mation of th	ne person be	eing con	pensated.		
Street address									
Municipality					Province	/State			
Country			Ī	Posta	ıl code/Zip	code			
Email address			Ī	Tel	ephone nu	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)									
<u> </u>		-				,		·	
✓ None of the above	ne investment tuna	or investment fund m	lanagei		loyee or trie	sissuei	or investment fun	u managei	
d) Compensation details		-:	::::::::::::::::::::::::::::::::::::::	0(-) :		l- 4l di-	taile et a a Dan et de	-11	
Provide details of all compensation Canadian dollars. Include cash a incidental to the distribution, sur allocation arrangements with the Cash commissions page	commissions, securit ch as clerical, printin ne directors, officers	ies-based compensati ng, legal or accounting	on, gifts, disc services. Ar	counts or oto issuer is no	her compen ot required t	sation. I to ask fo	Do not report payı	ments for ser	rvices
·		10.44			Security of	code 1	Security code 2	Security cod	de 3
Value of all securition distributed as compensation			Security co	des					
Describe	terms of warrants, o	ptions or other rights							
Other compensation	n ⁵	Describe							
Total compensation pa	aid	16.44							
✓ Check box if the pe	erson will or may red	ceive any deferred co	mpensation	(describe th	ne terms be	elow)			
Genesis Wealth Management 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 dditional securities	curity codes for all sec	ion, <u>excludir</u> curities distri	n <u>g</u> options, i buted as co	warrants or ompensation	other rig n, <u>includ</u>	ghts exercisable t l <u>ing</u> options, warr	o acquire ants or othe	r

a) Name of person comp	ensated and regi	stration status							
Indicate whether the person co	mpensated is a regis	trant.	☐ No	v	Yes				
If the person compensated is an	n individual, provide	the name of the indiv	ridual.						
Full legal name of indiv	ridual								
		Family name		First giver	n name	I	Secondary (jiven names	
If the person compensated is no	ot an individual, pro	vide the following info	rmation.						
Full legal name	of non-individual	National Bank Fi	nancial Inc						
F	irm NRD number	1 9 6	0			(if app	licable)		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.									
b) Business contact information									
If a firm NRD number is not pro	ovided in Item 8 (a),	provide the business o	contact info	mation of th	e person b	eing con	npensated.		
Street address									
Municipality					Province	/State			
Country				Posta	l code/Zip	code			_
Email address				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)									
<u> </u>									
☐ Director or officer of t ✓ None of the above	ne investinent iuna	or investment rund in	iariayer	Ш спірі	oyee or the	e issuei	or investment fun	u manager	
d) Compensation details Provide details of all compensation	ion naid or to be no	aid to the person iden	tified in Itan	9(a) in con	naction wit	h the die	tribution 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	ies-based compensations, legal or accounting or employees of a nor	on, gifts, dis g services. A	counts or otl n issuer is no	her compen ot required	nsation. L to ask fo	Do not report payı	ments for ser	vices
Cash commissions pa		1.92			Security of	code 1	Security code 2	Security cod	le 3
Value of all securitie distributed as compensation			Security co	des					
Describe t	erms of warrants, o	ptions or other rights							
Other compensation	n ⁵	Describe							
Total compensation pa	iid	1.92							
✓ Check box if the pe	rson will or may red	eive any deferred co	mpensation	(describe th	ne terms be	elow)			
	s, 1% on Class E	ceive an annual tra 3 Series 'B" Preferr							d
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the sec dditional securities	curity codes for all sec							r

a) Name of person comp	ensated and regis	tration s	status								
Indicate whether the person con	npensated is a regist	rant.		☐ No		√	Yes				
If the person compensated is an	individual, provide t	he name	of the ind	ividual.							
Full legal name of indivi	dual										
		Family nar	me	I	First	given na	ame		Secondary	given names	i
If the person compensated is no	t an individual, prov	de the fo	llowing in	formation.							
Full legal name	of non-individual	Fidelity	Clearing	g Canada l	JLC						
Fi	rm NRD number	2	8	8 8	0			(if app	licable)		
Indicate whether the person con	npensated facilitated	the distr	ibution th	rough a fund	ling port	al or an	internet	-based _F	portal.] No ✓	Yes
b) Business contact inform	b) Business contact information										
If a firm NRD number is not pro	vided in Item 8 (a), p	rovide th	e business	contact info	ormation	of the p	erson be	eing con	npensated.		
Street address											
Municipality						Pr	rovince	/State			
Country					P	ostal co	ode/Zip	code			
Email address						Telepl	hone nu	umber			
c) Relationship to issuer	or investment fund	d manag	ger								
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 the investment fund or investment fund manager											
✓ None of the above				J		. ,				o o	
d) Compensation details											
Provide details of all compensation Canadian dollars. Include cash control incidental to the distribution, such allocation arrangements with the	ommissions, securitions of the commissions, securitions of the commissions of the commission of the commissions of the commissions of the commission of the commis	es-based g, legal of r employ	compensa r accountii	tion, gifts, di ng services. <i>i</i>	scounts o An issuer	or other is not re	compen equired t	sation. I to ask fo	Do not report pay	ments for se	ervices
Cash commissions pa	d	2.47					Security of	ode 1	Security code 2	Security co	ode 3
Value of all securitie distributed as compensation				Security of	odes						
Describe to	erms of warrants, op	otions or	other right	s							
Other compensation	1 ⁵		Describ	е							
Total compensation pa	id	2.47									
✓ Check box if the per	son will or may rece	eive any	deferred c	ompensatio	n (descri	be the t	erms be	low)			
Fidelity Clearing C Non-Voting Share: Non-Voting Share:	s, 1% on Class B	eceive a Series '	n annual B" Prefer	trailer fee rred Non-V	paid mo	onthly in ares a	n the ar and 0%	mount on Cla	of 1/2% on Cla ss B Series 'C'	ss A Prefe Preferred	erred
⁴ Provide the aggregate value of additional securities of the issurights exercisable to acquire ac ⁵ Do not include deferred compa	er. Indicate the secu Iditional securities o	ırity code	es for all se								er

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 name of reporting issuer									
Wholly owned subsidiary of	f a foreign public issu	uer ⁶						_	
Provide name o	f foreign public issue	r						7	
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	Family name	First given name	Secondary given names	Business loca non-individu residenta jurisdictior individu	ial or ail n of			o to issuer nat apply)	
				Province or o	country	D	0	Р	
	Granleese	William		British Columbia	a	✓	✓		
	Granleese	William	R.	British Columbia	British Columbia ✓				
	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	<u> </u>	Seconda	ry given names						
Title	Portfolio Manager	Portfolio Manager									
Telephone number	6045302301	Email address	will@ar	will@antriminvestments.com							
Signature	"William Granleese"	2019	11	01							
			YYYY	MM	DD						

ITEM 11- CONTACT F	PERSON								
Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.									
Same as individua	al certifying the report								
Full legal name				Title					
	Family name	First given name	Secondary given names	_					
Name of company									
Telephone number		Er	mail 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.