

Form 45-106F1
Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution.

Issuer information

Item 1: ANTRIM BALANCED MORTGAGE FUND LTD., 101 – 20689 Fraser Hwy., Langley, B.C. V3A 4G4; Telephone: 604-530-2301; Fax: 604-530-2185; Email: info@antriminvestments.com

Item 2: The issuer is not a reporting issuer.

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | Mining |
| Financial Services | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input checked="" type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> Other (describe) |
-

Details of distribution

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

Item 5: Distribution Date(s): **May 5 and May 11, 2011**

Item 6: For each security distributed:

- (a) Describe the type of security: Class “A” Preferred Non-Voting Shares and Class “B” Series B Preferred Non-Voting Shares

(b) State the total number of securities distributed: 562,936 Class “A” Preferred Shares and 591,821 Class “B” Series B Preferred Shares; These securities are not convertible or exchangeable; and

(c) State the exemption(s) relied upon: NI 45-106, Section 2.9.

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder’s fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	10	\$1.00 per Class “A” Preferred Share	\$ 562,936.00
British Columbia	16	\$1.00 per Class “B” Series B Preferred Share	\$ 591,821.00
Total number of Purchasers	26		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$ 1,154,757.00

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for.

Commissions and finder’s fees

Item 8: Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)				
	Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
		Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
N/A					

Item 9: If a distribution is made in Ontario, please include the attached “Authorization of Indirect Collection of Personal Information for Distributions in Ontario”. The “Authorization of Indirect Collection of Personal Information for Distributions in Ontario” is only required to be filed with the Ontario Securities Commission.

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: May 13, 2011

ANTRIM BALANCED MORTGAGE FUND LTD.

Name of issuer (please print)

Brent Ellwyn, Solicitor, (604) 536-5002

Print name, title and telephone number of person signing

“Brent Ellwyn”

Signature

Item 10: State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

Will Granleese, Director, (604) 530-2301

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.