Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE									
New report Amended report If amen	nded, provide filing date	of report that is being am	nended	(YYYY-MM-DD)					
ITEM 2 - PARTY CERTIFYING THE	ITEM 2 - PARTY CERTIFYING THE REPORT								
	Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 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 invest	stment fund)								
Item 3 - Issuer Name and Ot	HER IDENTIFIERS								
Provide the following information about th		vestment fund, about the fund.							
Full legal name	Antrim Balanced Morte								
Previous full legal name									
If the issuer's name changed in	the last 12 months provide m	ost recent previous legal name							
Website	www.antriminvestments.com (if applicable)								
	vide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".								
Legal entity identifier	Svide below. Refer to Part B of t		oj legal entity taentifier						
ITEM 4 - UNDERWRITER INFORM	IATION								
If an underwriter is completing the report,	provide the underwriter's full le	gal name and firm National Reg	gistration Database (NRD) number.					
Full legal name									
Firm NRD number									
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.									
Street address	Street address								
Municipality		Province/State							
Country		Postal code/Zip code							
Telephone number		Website		(if applicable)					

ITEM 5 - ISSUER INFORMATION								
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.								
a) Primary industry								
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool.								
NAICS industry code522299								
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 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 Commerial/business debt Consumer debt Private companies								
b) Number of employees								
Number of employees: Image: O - 49 Image: 50 - 99 Image: 100 - 499 Image: 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 Province/State								
Municipality Postal code/Zip code								
Country Telephone number								
e) Date of formation and financial year-end								
Date of formation								
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.								
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 names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.								
Exchange name(s):								
h) Size of issuer's assets								
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full 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								
S100M to under \$500M S500M to under \$1B \$1B or over								

ITEM 6 - INVESTMENT FUND ISSUER INFORMATION							
If the issuer is an investi	ment fund, provide the following information.						
a) Investment fund manager information							
Full legal name							
Firm NRD number	(if applicable)						
If the investment fund man	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 that	most accurately identifies the issuer (select only one) .						
Money market	Equity Fixed income						
Balanced	Alternative strategies Other (describe)						
Indicate whether one or both	of the following apply to the investment fund .						
Invests primarily in	other investment fund issuers						
Is a UCITs Fund ¹							
¹ Undertaking for the Collectiv directives that allow collective	re Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) e investment schemes to operate throughout the EU on a passport basis on authorization from one member state.						
	nd financial year-end of the investment fund						
Date of formati							
	YYYY MM DD MM DD						
d) Reporting issuer sta	atus of the investment fund						
	orting issuer in any jurisdication of Canada? 🔲 No 🗌 Yes						
If yes, select the jurisdictions of All	of Canada in which the investment fund is a reporting issuer. AB BC MB NL NT						
e) Public listing status	NU ON PE QC SK YT of the investment fund						
	CUSIP number, provide below (first 6 digits only)						
CUSIP number							
If the investment fund is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for							
which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.							
Exchange names							
f) Net asset value (NAV) 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	S5M to under \$25M \$25M to under \$100M						
\$100M to under \$500							
	YYYY MM DD						

Ιτεν	TEM 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, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.																		
a)	a) Currency																		
Sele	ct tł	ne c	urre	ency	or cur	rencie	es in wh	ich the d	stribution	was ma	ade. All do	llar amounts	provide	d in the	report mi	ıst be iı	n Canadiar	n dollars.	
✓] (Can	adi	an	dollar			S dollar		Eu	ro	Other	(descri	be)					
b)					n date														
										0.	-			-			•	the distributio dates for the	n date
							the rep	-											
	Start date 2017 08 30 End date 2017 09 05																		
								YYYY	MM	DI	D			Y	YYY	MM	DD		
c)	D	eta	ile	d pı	urchas	ser in	format	ion											
Com	ple	ete	Scl	hed	ule 1	of th	nis forn	n for ea	ch purch	aser a	nd atta	ch the sche	dule to	o the co	omplete	d repo	ort.		
d)	Т	ype	es o	of s	ecurit	ies d	istribut	ed											
												jurisdiction						Part A of the to the security	haina
																		to the security ee our <u>Frequer</u>	
<u>As</u>	kea	Qu	est	ions.	<u>.</u>														
														s	ingle or		Canadian \$		
		curi			SIP nui applica			Desc	ription of se	ecurity		Numb secur			owest price	High	nest price	Total amo	unt
	Р	R	s				Class Share		erred No	on-Vo	ting		8.0	00	1.0000)	1.0000	892,7	71.00
	Р	R	s				1	B Seri Share	es 'B' Pı es	eferre	ed Non-		23.0	00	1.0000)	1.0000	613,9	28.00
	Р	R	s				Class		es 'C' Pi	referre	ed Non-		181.0	00	1.0000)	1.0000	1,726,5	08.00
e))eta	ails	ofr	iahts	and	1	-	hangeab	le sec	urities	1							
lf c	iny	rigł	nts (e.g.	warra	nts, o	otions) v	vere distr	ibuted, pro	ovide th	e exercise							xchangeable se	ecurities
we	re d	listr	ibu	ted,	provi	de the	convers			ibe any	other teri	ns for each c	onvertib	le/excho	ngeable s	security	<u>.</u>		1
	ę	Secu cod		5	Underl security						y date Conversion MM-DD) ratio Descr			cribe other items (if applicable)					
		-				1	Lo	west	Highe	est									
f)				-					diction an		-								
																		risdiction whe la completes a	
dis	trib	utic	on ii	n a j	urisdic	tion c	of Canad	la, inclua	e distribut	ions to	purchaser	s resident in	that juri:	sdiction	of Canado	a only.			
																		diction where sides in a fore	
jur	isdi	ctio	n.		-			-					-					·	5
Fo	r jui	rısdi					da, state	the prov	unce or ter	ritory, c	otherwise :	state the cou	ntry.						
					ince or untry	•			E	xemptio	n relied on				ber of hasers		Total amou	nt (Canadian \$)	
		В	riti	sh (Colur	nbia		I 45-10 3C, NL		[Offe	ring me	morandun	n]		188	3		2,648,282	2.00
				Alt	perta)6 2.9(2. , ON, Q(nemorandı	um]			1		12,72	5.00
				On	tario)6 2.9(2. , ON, Q(nemorandı	um]		23	3		572,000	0.00
											Total do	llar amount	of secu	rities d	istribute	d		3,233,007	7.00
									Tot	al num	ber of ur	nique purch	asers ²		159	9			

²In 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.

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.³ 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)

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 Ves If yes, indicate number of persons compensated.							
a) Name of person compensated and registration 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 individual							
Family name First given name Secondary given names							
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.							
b) Business contact information							
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.							
Street address							
Municipality Province/State							
Country Postal code/Zip code							
Email address Telephone number							
c) Relationship to issuer or investment fund 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 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 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 paid 63.40 Security codes Security code 1 Security code 2 Security code 3							
Value of all securities distributed as compensation ⁴							
Describe terms of warrants, options or other rights							
Total compensation paid 63.40 ✓ 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 all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer.							

⁵Do not include deferred compensation.

a) Name of person com	pensated and registration 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	idual							
	Family name First given name Secondary given names							
If the person compensated i	s not an individual, provide the following information.							
Full legal name of non-individual Industrielle Alliance Valeurs Mobilieres								
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 🗸 Yes							
b) Business contact info								
If a firm NRD number is not	provided in Item 8 (a), provide the business contact information of the person being compensated.							
Street address								
Municipality	Province/State							
Country	Postal code/Zip code							
Email address	Telephone number							
	or investment fund manager							
	ship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part ne meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.							
Connect with the issu	er or investment fund manager Insider of the issuer (other than an investment fund)							
Director or officer of	he 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 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 27.69 Security codes Security code 1 Security code 2 Security code 3							
Value of all securiti								
distributed a compensation								
Describe	erms of warrants, options or other rights							
Other compensation	n ⁵ Describe							
Total compensation pa	id 27.69							
Check box if the pe								
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								
additional securities of the is	e of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire suer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other additional securities of the issuer. npensation.							

a) Name of person comp	ensated and re	gistration 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 indivi	dual	Prasad	Kur	nud					
Family name First given name Secondary given names									
If the person compensated is not an individual, provide the following information.									
Full legal name	Full legal name of non-individual								
Firm NRD number (if applicable)									
Indicate whether the person of	compensated faci	litated the distribution t	hrough a funding	portal or an inter	net-based portal	🗌 No 🖌 Yes			
b) Business contact inform	mation								
If a firm NRD number is not p	rovided in Item 8	(a), provide the busines.	s contact informat	ion of the person	being compensa	ted.			
Street address	7812 18th Aver	ue							
Municipality	Burnaby]	Province/	State British	n Columbia			
Country	Canada		_] F	Postal code/Zip	code V3N	1J4			
Email address	orasadkumud56	β@gmail.com	-	Telephone nu	imber 77870	074960			
c) Relationship to issuer	or investment f	und manager							
Indicate the person's relations, $P(2)$ of the instructions and the	•		-		-				
B(2) of the Instructions and the	-		145-106 Jor trie pi		-				
Connect with the issue		•				an investment fund)			
	ie investment fun	d or investment fund m	anager	Employee of the	issuer or invest	ment fund manager			
✓ None of the above									
d) Compensation details				· · · ·					
Provide details of all compense Canadian dollars. Include cash									
services incidental to the distril	bution, such as cle	erical, printing, legal or	accounting service	s. An issuer is not	required to ask	for details about, or report			
on, internal allocation arrange	ments with the di	rectors, officers or empl	oyees of a non-ind	lividual compenso	ited by the issuer				
Cash commissions pai	id	2.98	Security codes	Security of	ode 1 Security	code 2 Security code 3			
Value of all securities			,						
distributed as compensatior									
Describe te	erms of warrants,	options or other rights							
Other compensation	15	Describe							
Total compensation pai	d	2.98							
Check box if the per	son will or may r	eceive any deferred co	mpensation (desc	ribe the terms be	low)				
Kumud Prasad 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 all securities of	listributed as compension	ation, <u>exclu</u> ding o	otions, warrants o	or other rights ex	ercisable to acquire			
additional securities of the iss rights exercisable to acquire a	suer. Indicate the	security codes for all s							
⁵ Do not include deferred com		153 01 1115 138081.							

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER									
If the issuer is an investment fund, do not complete Item 9. Procced to Item 10.									
Indicate whether the issuer is any of the following (select all that apply).									
Reporting issuer in any jurisdiction of Canada									
Foreign public issuer	Foreign public issuer								
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶									
Provide name of reporting issuer									
Wholly owned subsidiary of a foreign public issuer ⁶									
Provide name of fo	oreign public issuer								
Issuer distributing eligible fore	ign securities only t	o permitted clier	nts ⁷						
If the issuer is at least one of the a	bove, do not comp	lete Item 9(a) –	(c). Proceed to Ite	m 10.					
⁶ An issuer is a wholly owned subsidial securities that are required by law to b ⁷ Check this box if it applies to the curr clients. Refer to the definitions of "elig ↓ If the issuer is none of the all	e owned by its dire ent distribution even ible foreign security	ctors, are benefit n if the issuer ma " and "permitted"	cially owned by the ade previous distrib client" in Part B(1)	reporting issuer utions of other ty	or the foreig	n publ	ic issue	er, respectively.	
a) Directors, executive officers		-	nem 3(u) - (c).						
Provide the following information for territory; otherwise state the country.				tive Officer, "P" -	- Promoter.	da, sta	te the p	province or	
Organization or company name	Family name	First given name	Secondary give names	Business lo non-indivi reside jurisdict indivio	dual or ntail ion of	Rela (sel	ip to that		
				Province o	or country	D	0	Р	
	Granleese	William		British Colun	nbia	✓	✓		
	Granleese	William	R.	British Colun	nbia	\checkmark			
	Dyck	Victor		British Colun	nbia	✓			
	Worsnup	Christopher	Gavin	British Colun	nbia	✓			
b) Promoter information									
	If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.								
Organization or company nameFamily nameFirst given nameSecondary given namesResidential jurisdiction of individualRelationship to promoter (select one or both if application)									
				Province or country					
c) Residential address of each									
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.									

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director 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 not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details 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.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name	Granleese William			R.			
	Family name	First given name		Secondary give	en names		
Title	Portfolio Manager	ortfolio Manager					
Name of issuer/underwriter/ investment fund manager	Antrim Balanced Mortgage Fund Ltd.						
Telephone number	6045302301	Email address will@a		minvestments	s.com		
Signature	William R. Granleese	Date	2017	09	08		
		-	YYYY	MM	DD		

ITEM 11- CONTACT 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.

 \checkmark Same as individual certifying the report

Full legal name				Title
	Family name	First given name	Secondary given names	
Name of company				
Telephone number		E	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.