# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9913131

| ITEM 1 - REPORT TYPE   |  |                               |                                  |                        |  |
|--|--|-------------------------------|----------------------------------|------------------------|--|
| ✓ New report   |  |                               |                                  |                        |  |
| ☐ Amended report If ame  | nded, provide filing date  | of report that is being       | amended                          | (YYYY-MM-DD)           |  |
| ITEM 2 - PARTY CERTIFYING TH   | e Report   |                               |                                  |                        |  |
| Indicate the party certifying the report (sel<br>Instrument 81-106 Investment Fund Conti   |  |                               | an investment fund, refer to s   | ection 1.1 of National |  |
| ☐ Investment fund issuer   | naous Disclosure and the comp  | umon policy to the or Too.    |                                  |                        |  |
| ✓ Issuer (other than an investment of the state of th | stment fund)   |                               |                                  |                        |  |
| Underwriter  | ······································   |                               |                                  |                        |  |
| ITEM 3 - ISSUER NAME AND OT  | THE DENTIFIED  |                               |                                  |                        |  |
| Provide the following information about the  |  | vertment fund, about the fi   | und                              |                        |  |
| Full legal name  |  |                               | ma.                              |                        |  |
| Previous full legal name   | 7 thin Balancea World  |                               |                                  |                        |  |
| If the issuer's name changed in th   | a last 12 months, provide most   | recent provious logal name    |                                  |                        |  |
|  |  |                               |                                  |                        |  |
| Website  |  |                               | licable)                         |                        |  |
| If the issuer has a legal entity identifier, pr  | ovide below. Refer to Part B of t  | he Instructions for the defir | ition of "legal entity identifie | r".                    |  |
| Legal entity identifier  |  |                               |                                  |                        |  |
| If two or more issuers distributed a single  |  |                               |                                  | ove.                   |  |
| Full legal name(s) of co-issuer(s)   | Full legal name(s) of co-issuer(s) (if applicable)   |                               |                                  |                        |  |
| ITEM 4 - UNDERWRITER INFORM  | MATION   |                               |                                  |                        |  |
| If an underwriter is completing the report,  | provide the underwriter's full le  | gal name and firm NRD nu      | mber.                            |                        |  |
| Full legal name  |  |                               |                                  |                        |  |
| Firm NRD number  | Firm NRD number (if applicable)  |                               |                                  |                        |  |
| If the underwriter does not have a firm NR   | e underwriter does not have a firm NRD number, provide the head office contact information of the underwriter. |                               |                                  |                        |  |
| Street address   |  |                               |                                  |                        |  |
| Municipality   |  | Province/S                    | tate                             | $\overline{}$          |  |
| Country  |  | Postal code/Zip c             | ode                              | 一                      |  |
| Telephone number   |  | Web                           | site                             | (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 in your reasonable judgment most closely corresponds to the issuer's primary business activity.   |
| NAICS industry code 5 2 2 9 9  |
| If the issuer is in the <b>mining industry</b> , 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 ☐ Commercial/business debt ☐ Consumer debt ☐ Private companies   |
| ☐ Cryptoassets   |
| b) 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 Province/State  |
| Municipality 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.  |
| _ AII _ AB _ BC _ MB _ NB _ NL _ NT  |
| NS NU ON PE QC SK YT   |
| 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  |
| h) Size of issuer's assets   |
| 11) 6120 01 100001 0 000010  |

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   | nt most accurately identifies the issuer (select only one) .   |
| Money market  | ☐ Equity ☐ Fixed income ☐ Balanced   |
| Alternative strateg   | 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  |  |
| <sup>1</sup> Undertaking for the Collec<br>(EU) directives that allow c | tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. |
| c) Date of formation a  | and financial year-end of the investment fund  |
| Date of forma   | tion Financial year-end MM DD 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 YT  |
| 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 not a trading facility such as, for example, an automated trading system.                                      |
| Exchange on an exchange and h   |  |
| -   | AV) of the investment fund   |
|   | investment fund as of the date of the most recent NAV calculation (Canadian \$).   |
| \$0 to under \$5M   | s5M to under \$25M s25M to under \$100M  |
| \$100M to under \$500   | DM \$500M to under \$1B \$1B 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.

| _ 1 | <b>^</b> |      |
|-----|----------|------|
| a   | ) Curr   | ency |

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 2022 07 28

End date 2022 08 04

#### 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<br>code | , | CUSIP number (if applicable) | Description of security                            | Number of securities | Single or<br>lowest<br>price | Highest price | Total amount |
| Р | R             | S |                              | Class A Preferred Non-Voting Shares                | 500,900.00           | 1.0000                       |               | 500,900.00   |
| Р | R             | S |                              | Class B Series 'B' Preferred Non-<br>Voting Shares | 424,475.00           | 1.0000                       |               | 424,475.00   |
| Р | R             | S |                              | Class B Series 'C' Preferred Non-<br>Voting Shares | 6,354,059.00         | 1.0000                       |               | 6,354,059.00 |

## 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.

| e | Conver<br>xchang<br>ecurity | geab | le | derlyi<br>urity c | • | Exercise price<br>(Canadian \$) |         | Expiry date<br>(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 <sup>28</sup> purchasers | Total amount (Canadian \$) |
|---------------------|--|---|----------------------------|
| British Columbia    | NI 45-106 2.3 [Accredited investor]                                  | 12  | 4,921,067.00               |
| British Columbia    | NI 45-106 2.9(1) [Offering memorandum] (BC, NL)                      | 19  | 983,975.00                 |
| Ontario             | NI 45-106 2.3 [Accredited investor]                                  | 4   | 1,033,142.00               |
| Ontario             | NI 45-106 2.9(2.1) [Offering memorandum]<br>(AB, SK, ON, QC, NB, NS) | 1   | 60,000.00                  |

| Manitoba      | NI 45-106 2.3 [Accredited investor]                               | 1                    | 237,250.00   |
|---------------|---|----------------------|--------------|
| Québec        | uébec NI 45-106 2.3 [Accredited investor]                         |                      | 30,000.00    |
| New Brunswick | NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS) | 1                    | 14,000.00    |
|               | Total dollar amount of se   | curities distributed | 7,279,434.00 |
|               | Total number of unique purchasers <sup>2b</sup>                   | 39                   |              |

<sup>&</sup>lt;sup>2a</sup> 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<br>(Canadian \$) |
|---|-------------------------------|
|   |                               |
| Total net proceeds to the investment fund |                               |

<sup>&</sup>lt;sup>3</sup>"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<br>delivered<br>(YYYY-MM-DD) |
|----|---------------------|---|--|---|
| 1. | Offering Memorandum | 2021-10-20                                      | Υ  | 2021-10-20  |

<sup>&</sup>lt;sup>2b</sup> 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. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b> |
| 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 compe  | ensated and regis  | tration stat                                  | us                    |                                 |             |                      |                            |                 |               |              |
|--|--|---|-----------------------|---------------------------------|-------------|----------------------|----------------------------|-----------------|---------------|--------------|
| Indicate whether the person com  | npensated is a regist  | rant.   |                       | ☐ No                            |             | ✓ Y                  | es                         |                 |               |              |
| If the person compensated is an individual, provide the name of the individual.  |  |   |                       |                                 |             |                      |                            |                 |               |              |
| Full legal name of indivi  | dual   |   |                       |                                 |             |                      |                            |                 |               |              |
|  |  | Family name                                   |                       |                                 | First giv   | ven name             | e                          | Secon           | dary given na | ımes         |
| If the person compensated is not an individual, provide the following information.   |  |   |                       |                                 |             |                      |                            |                 |               |              |
| Full legal name  | of non-individual  | iA Private                                    | Wealth                | Inc./iA Ge                      | stion pri   | vée de               | patrimoin                  | е               |               |              |
| Fi   | rm NRD number  | 1 5   | 4                     | 0                               | 0           |                      | (if a <sub>l</sub>         | oplicable)      |               |              |
| 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  | vided in Item 8 (a), p   | provide the b                                 | usiness co            | ontact infor                    | mation of   | the per              | son being c                | ompensated.     |               |              |
| Street address   |  |   |                       |                                 |             |                      |                            |                 |               |              |
| Municipality   |  |   |                       |                                 |             | Prov                 | /ince/Stat                 | е               |               |              |
| Country  |  |   |                       |                                 | Pos         | tal cod              | e/Zip cod                  | е               |               |              |
| Email address  |  |   |                       |                                 | Te          | elepho               | ne numbe                   | r               |               |              |
| c) Relationship to issuer of   | or investment fund   | d 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   | ne investment fund o   | or investmen                                  | t fund ma             | anager                          | ☐ Em        | nployee              | of the issu                | er or investmer | nt fund mana  | ager         |
| ✓ None of the above  |  |   |                       |                                 | _           |                      |                            |                 |               |              |
| d) Compensation details  |  |   |                       |                                 |             |                      |                            |                 |               |              |
| Provide details of all compensations and compensations and compensations are considered as a compensation of 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 com<br>g, legal or ac<br>r employees | npensatio<br>counting | on, gifts, disc<br>services. Ar | counts or o | other co<br>not requ | mpensation<br>uired to ask | n. Do not repor | payments f    | for services |
| Cash commissions pai   | d  | 9.43  |                       |                                 |             | Sec                  | curity code 1              | Security coo    | e 2 Secur     | rity code 3  |
| Value of all securities distributed as compensation  | -  |   | (                     | Security co                     | des         |                      |                            |                 |               |              |
| Describe te  | erms of warrants, op   | otions or othe                                | er rights             |                                 |             |                      |                            |                 |               |              |
| Other compensation   | <b>1</b> <sup>5</sup>  | D   | escribe               |                                 |             |                      |                            |                 |               |              |
| Total compensation pai   | d  | 9.43  |                       |                                 |             |                      |                            |                 |               |              |
| ✓ Check box if the person will or may receive any deferred compensation (describe the terms below)   |  |   |                       |                                 |             |                      |                            |                 |               |              |
| IA Private Wealth Inc. 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.  |  |   |                       |                                 |             |                      |                            |                 |               |              |
| <sup>4</sup> Provide the aggregate value o<br>additional securities of the issu-<br>rights exercisable to acquire ad<br><sup>5</sup> Do not include deferred compe   | er. Indicate the secu<br>Iditional securities o  | ırity codes fo                                |                       |                                 |             |                      |                            |                 |               |              |

| a) Name of person comp  | ensated and regi  | stration status          |                                       |                              |                             |  |   |                            |   |
|---|---|--------------------------|---------------------------------------|------------------------------|-----------------------------|--|---|----------------------------|---|
| Indicate whether the person co  | mpensated is a regis  | trant.                   | ☐ No                                  |                              | ✓ Yes                       |  |   |                            |   |
| If the person compensated is an individual, provide the name of the individual.   |   |                          |                                       |                              |                             |  |   |                            |   |
| Full legal name of indiv  | ridual  |                          |                                       |                              |                             |  |   |                            |   |
|   |   | Family name              |                                       | First giv                    | en name                     |  | 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   | PI Financial Corp        | ./Corpora                             | tion Finan                   | ncière PI                   |  |   |                            |   |
| F   | 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 infor   | b) Business contact information   |                          |                                       |                              |                             |  |   |                            |   |
| If a firm NRD number is not pro   | ovided in Item 8 (a),   | provide the business o   | ontact info                           | rmation of                   | the person b                | eing con                                     | npensated.                                      |                            |   |
| Street address  |   |                          |                                       |                              |                             |  |   |                            |   |
| Municipality  |   |                          |                                       |                              | Province                    | e/State                                      |   |                            | ĺ |
| Country   |   |                          |                                       | Post                         | tal code/Zi                 | p code                                       |   |                            | أ |
| Email address   |   |                          |                                       | Te                           | elephone n                  | umber  |   |                            | ĺ |
| 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  | he investment fund  | or investment fund m     | anager                                | ☐ Em                         | ployee of th                | e issuer                                     | or investment fun                               | d manager                  |   |
| ✓ None of the above   | ☐ 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 pa   |   | 19.30                    |                                       |                              | Security                    | code 1                                       | Security code 2                                 | Security code 3            |   |
| Value of all securitie<br>distributed as compensatio  | -   |                          | Security co                           | odes                         |                             |  |   |                            |   |
| Describe t  | erms of warrants, o   | ptions or other rights   |                                       |                              |                             |  |   |                            |   |
| Other compensatio   | n <sup>5</sup>  | Describe                 |                                       |                              |                             |  |   |                            |   |
| Total compensation pa   | id  | 19.30                    |                                       |                              |                             |  |   |                            |   |
| ✓ Check box if the person will or may receive any deferred compensation (describe the terms below)  |   |                          |                                       |                              |                             |  |   |                            |   |
| 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.   |   |                          |                                       |                              |                             |  |   |                            |   |
| <sup>4</sup> Provide the aggregate value of<br>additional securities of the issu-<br>rights exercisable to acquire and<br><sup>5</sup> Do not include deferred comp   | uer. Indicate the sec<br>additional securities  | curity codes for all sec | ion, <u>excludi</u><br>curities distr | ing options,<br>ributed as o | , warrants o<br>compensatio | r other ri <sub>ç</sub><br>on, <u>includ</u> | ghts exercisable t<br><u>ding</u> options, warr | o acquire<br>ants or other |   |

| a) Name of person comper  | sated and regis                         | stration stat   | tus        |             |         |         |          |          |                   |             |       |
|---|---|-----------------|------------|-------------|---------|---------|----------|----------|-------------------|-------------|-------|
| 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 individ  | ual                                     |                 |            |             |         |         |          |          |                   |             |       |
|   |   | Family name     |            |             | First   | given n | ame      |          | Secondary         | given names |       |
| If the person compensated is not o  | ın individual, prov                     | ide the follov  | ving infor | mation.     |         |         |          |          |                   |             |       |
| Full legal name of  | non-individual                          | FIDELITY        | CLEAR      | ING CAN     | IADA L  | JLC / ( | COMPE    | NSATI    | ON FIDELITY (     | ANADA       |       |
| Firm NRD number 2 8 8 8 0 (if applicable)   |   |                 |            |             |         |         |          |          |                   |             |       |
| Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  No Ves  |   |                 |            |             |         |         |          |          |                   |             |       |
| b) Business contact inform  | b) Business contact information         |                 |            |             |         |         |          |          |                   |             |       |
| If a firm NRD number is not provi   | ded in Item 8 (a), p                    | provide the b   | usiness co | ontact info | rmation | of the  | person b | eing con | npensated.        |             |       |
| Street address  |   |                 |            |             |         |         |          |          |                   |             |       |
| Municipality  |   |                 |            |             |         | P       | rovince  | e/State  |                   |             |       |
| Country   |   |                 |            |             | Р       | ostal o | code/Zi  | p code   |                   |             |       |
| Email address   |   |                 |            | ]           |         | Telep   | hone n   | umber    |                   |             |       |
| 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  | investment fund o                       | or investmer    | it fund ma | anager      | Ш'      | Employ  | ee of th | e 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 paid   | ,                                       | 10.96           |            |             |         |         | Security | code 1   | Security code 2   | Security co | ode 3 |
| Value of all securities distributed as compensation <sup>4</sup>  |   |                 | ;          | Security co | odes    |         |          |          |                   |             |       |
| ·   | ns of warrants, op                      | otions or other | er rights  |             |         |         |          |          |                   |             |       |
| Other compensation <sup>5</sup>   |   |                 | Describe   |             |         |         |          |          |                   |             |       |
| Total compensation paid   |   | 10.96           |            |             |         |         |          |          |                   |             |       |
| Check box if the person will or may receive any deferred compensation (describe the terms below)  |   |                 |            |             |         |         |          |          |                   |             |       |
| Fidelity Clearing Canada ULC 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.   |   |                 |            |             |         |         |          |          |                   |             |       |
| <sup>4</sup> Provide the aggregate value of a<br>additional securities of the issuer<br>rights exercisable to acquire add.<br><sup>5</sup> Do not include deferred compen   | . Indicate the secuitional securities o | urity codes for |            |             |         |         |          |          |                   |             | er    |

| tem 9 - Directors, Execu  | TIVE OFFICERS  | AND PROMOT             | ERS OF THE ISS           | SUER                   |         |            |         |    |  |  |  |
|---|--|------------------------|--------------------------|------------------------|---------|------------|---------|----|--|--|--|
| If the issuer is an investment fund, do not complete Item 9. Procced to Item 10.  |  |                        |                          |                        |         |            |         |    |  |  |  |
| Indicate whether the issuer is any o  | f the following (selec   | ct the one that appli  | es - if more than one    | applies, select onl    | y one). |            |         |    |  |  |  |
| Reporting issuer in any juris   | sdiction of Canada   |                        |                          |                        |         |            |         |    |  |  |  |
| Foreign public issuer   |  |                        |                          |                        |         |            |         |    |  |  |  |
| Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada <sup>6</sup>  |  |                        |                          |                        |         |            |         |    |  |  |  |
| Provide nar   | Provide name of reporting issuer   |                        |                          |                        |         |            |         |    |  |  |  |
| Wholly owned subsidiary of  | a foreign public iss   | uer <sup>6</sup>       |                          |                        |         |            |         | _  |  |  |  |
| Provide name of   | f foreign public issue   | er                     |                          |                        |         |            |         | 7  |  |  |  |
| Issuer distributing only eligi  | ble foreign securitie  | s and the distribution | n is to permitted clie   | ents only <sup>7</sup> |         |            |         | _  |  |  |  |
| If the issuer is at least one of the  | above, do not com  | plete Item 9(a) – (    | c). Proceed to Item      | 10.                    |         |            |         |    |  |  |  |
| <sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. <sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.  [V] If the issuer is none of the above, check this box and complete Item 9(a) - (c). |  |                        |                          |                        |         |            |         |    |  |  |  |
|   |  |                        |                          |                        |         |            |         |    |  |  |  |
| a) Directors, executive officer   | •  |                        |                          |                        |         |            |         |    |  |  |  |
| Provide the following information for territory; otherwise state the country.   |  |                        |                          |                        |         | tate the p | rovince | or |  |  |  |
| Organization or company name  | Organization or company name  Family name  First given name  Secondary given names  Secondary given names  Business location of non-individual or residentail jurisdiction of individual  Relationship to issuer (select all that apply) |                        |                          |                        |         |            |         |    |  |  |  |
|   |  |                        |                          | Province or            | country | D          | 0       | Р  |  |  |  |
|   | Granleese  | William                |                          | British Columbi        | ıa      | ✓          |         |    |  |  |  |
|   | Granleese  | William                | R.                       | British Columbia ✓ ✓   |         |            |         |    |  |  |  |
|   | Worsnup  | Christopher            | Gavin British Columbia ✓ |                        |         |            |         |    |  |  |  |
| 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 name  Family name  First given name  Secondary given names  Residential jurisdiction of individual  Relationship to promoter (select one or both if application)  |  |                        |                          |                        |         |            |         |    |  |  |  |

# c) Residential address of each individual

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.

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/<br>investment fund manager/agent | Antrim Balanced Mortgage Fund Ltd. |                       |         |            |           |  |  |  |  |  |
|--|------------------------------------|-----------------------|---------|------------|-----------|--|--|--|--|--|
| Full legal name  | Granleese                          | R                     | ł.      |            |           |  |  |  |  |  |
|  | Family name                        | Secondary given names |         |            |           |  |  |  |  |  |
| Title  | Portfolio Manager                  |                       |         |            |           |  |  |  |  |  |
| Telephone number   | 6045302301                         | Email address         | will@an | triminvest | ments.com |  |  |  |  |  |
| Signature  | "William Granleese" Date           |                       |         | 08         | 05        |  |  |  |  |  |
|  |                                    |                       | 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   |                          | 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.