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 amer	nded, provide filing date	of report that is being am	ended	(YYYY-MM-DD)			
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 inves	stment fund)						
Underwriter							
ITEM 3 - ISSUER NAME AND OTH	HER IDENTIFIERS						
Provide the following information about the	e issuer, or if the issuer is an in	vestment fund, about the fund.					
Full legal name	Antrim Balanced Mortg	gage Fund Ltd.					
Previous full legal name							
If the issuer's name changed in	the last 12 months, provide mo	ost recent previous legal name.					
Website	www.antriminvestment	s.com	(if applicable)				
If the issuer has a legal entity identifier, pro	ovide below. Refer to Part B of t	the Instructions for the definition	of "legal entity identifier".				
Legal entity identifier							
ITEM 4 - UNDERWRITER INFORM	IATION						
		' Com National Day	in the Database (AIDD) and	,			
If an underwriter is completing the report, p	orovide the underwriter's fuil le	gal name and firm Nationai keg 	ustration Database (INKD) nur	nber.			
Full legal name							
Firm NRD number		(if applicable)					
If the underwriter does not have a firm NRL	D number, provide the head off	fice contact information of the ur	nderwriter.				
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 code 5 2 2 9 9						
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.						
Is the issuer's primary business is 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: ☑ 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 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 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 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						
☐ \$100M to under \$500M ☐ \$500M to under \$1B ☐ \$1B or over						

ITEM 6 - INVESTMEN	T FUND ISSUER INFORMATION				
If the issuer is an invest	tment fund, provide the following information.				
a) Investment fund m	anager informaiton				
Full legal name					
Firm NRD number	(if applicable)				
If the investment fund ma	nager does not have a firm NRD number, provide the head office contact information of the investment fund manager.				
Street address					
	Description (Olotte				
Municipality	Province/State				
Country	Postal code/Zip code				
Telephone number	Website (if applicable)				
b) Type of investmen	t fund				
Type of investment fund the	nt most accurately identifies the issuer (select only one) .				
Money market	☐ Equity ☐ Fixed income				
Balanced	Alternative strategies 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					
	ive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) ve investment schemes to operate throughout the EU on a passport basis on authorization from one member state.				
	and financial year-end of the investment fund				
Date of forma					
Date of forma	YYYY MM DD MM DD				
d) Reporting issuer st	tatus of the investment fund				
Is the investment fund a rep	porting issuer in any jurisdication of Canada? No Yes				
	of Canada in which the investment fund is a reporting issuer.				
☐ All ☐	AB BC MB NB NL NT				
e) Public listing status	NU ON PE QC SK YT s of the investment fund				
ij the trivestment juna nas t	a CUSIP number, provide below (first 6 digits only) CUSIP number				
If the investment fund is nu	blicly 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.					
Exchage name	ss				
f) Net asset value (NA	AV) of the investment fund				
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).					
\$0 to under \$5M	\$5M to under \$25M \$25M to under \$100M				
3100M to under \$500	0M 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, 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. Currency 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) 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 End date 2017 01 2017 17 01 24 MM DD MM DD YYYYDetailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. Types of securities distributed Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A 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 \$

				Canadian y		
Security code	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
PRS	;	Class A Preferred Non-Voting Shares - \$4,007,536.00 Class B Series 'B' Preferred Non- Voting Shares - \$296,175.00 Class B Series 'C' Preferred Non- Voting Shares - \$2,548,096.00		1.0000	1.0000	6,851,807.00

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.

Security code		Underlying security code		(Canadian C)		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.

Evenntion relied on		Number of purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.9(1) [Offering memorandum] (BC, NL)	264	6,729,007.00
Alberta	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	1	8,000.00
Ontario NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)		11	114,800.00
	6,851,807.00		

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. 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 ✓ Yes If yes, indicate number of persons compensated. 3
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 Holliswealth Advisory Services Inc.
Firm NRD number 3 4 0 (if applicable)
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No 📝 Yes
b) Business contact 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 36.54 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
Other compensation ⁵ Describe
Total compensation paid 36.54
Check box if the person will or may receive any deferred compensation (describe the terms below)
Holliswealth Advisory Services 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.
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. ⁵ Do not include deferred compensation.

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. No 🔽 Yes	;						
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 26.50 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							
Other compensation ⁵ Describe							
Total compensation paid 26.50							
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. ⁵ Do not include deferred compensation.							

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 Echelon Wealth Partners Inc.						
Firm NRD number 3 2 4 2 0 (if applicable)						
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No 📝 Ye	es					
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	7					
Municipality Province/State	Ī					
Country Postal code/Zip code	-]					
Email address Telephone number	ر آ					
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 repor on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.						
Cash commissions paid 1.85 Security codes Security code 1 Security code 2 Security code 3	1					
Value of all securities	1					
distributed as compensation ⁴	J					
Describe terms of warrants, options or other rights	7					
Other compensation ⁵ Describe	Ī					
Total compensation paid 1.85	_					
Check box if the person will or may receive any deferred compensation (describe the terms below)						
Echelon Wealth Partners 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.						
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. ⁵ Do not include deferred compensation.						

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER If the issuer is an investment fund, do not complete Item 9. Proceed 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 Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada⁶ Provide name of reporting issuer Wholly owned subsidiary of a foreign public issuer⁶ Provide name of foreign public issuer Issuer distributing eligible foreign securities only to permitted clients⁷ If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. ⁶An 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. ⁷Checck 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. $| \sqrt{ } |$ If the issuer is none of the above, check this box and complete Item 9(a) - (c). Directors, executive officers and promoters of the issuer Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to issuer", "D" - Director, "O" - Executive Officer, "P" - Promoter. Business location of Relationship to non-individual or issuer residentail (select all that First given Secondary given jurisdiction of Organization or company name Family name names name apply) individual Province or country D 0 Ρ Granleese William British Columbia ✓ ✓ R. William British Columbia Granleese Dyck Victor British Columbia Gavin British Columbia Worsnup Christopher 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. Residential Relationship to promoter iurisdiction of First given Secondary given (select one or both if applicable) individual Organization or company name Family name name names Province or D 0 country Residential address of each individual c)

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 given na		
Title	Director					
Name of issuer/underwriter/ investment fund manager	Antrim Balanced Mortgage Fund Ltd.					
Telephone number	6045302301	Email address	vill@antri	iminvestments	.com	
Signature	William R. Granleese	Date	2017	01	27	
		_	YYYY	MM	DD	

ITEM 11- CONTACT PERSON				
		on for the individual that th different than the individue		thority or regulator may contact with any Item 10.
✓ Same as indiv	idual certifying the re	eport		
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:

- 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.