Offering Memorandum

ANTRIM
BALANCED MORTGAGE FUND

OFFERING MEMORANDUM

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Form 45-106F2
Offering Memorandum for Non-Qualifying Issuers

Dated: April 26, 2017

The Issuer

Name:	**ANTRIM BALANCED MORTGAGE FUND LTD.** (the "Company")	
Head office:	Address:	9089 Glover Road, Box 520 Fort Langley, British Columbia V1M 2R8
	Phone #:	604 530 2301
	E-mail address:	info@antriminvestments.com
	Fax #:	604 530 2185

Currently listed or quoted?	**No. These securities do not trade on any exchange or market**
Reporting issuer?	No. The Company is not a reporting issuer under applicable securities legislation.
SEDAR filer?	Yes.

The Offering

Securities offered:	200,000,000 Class "A", Preferred Shares 200,000,000 Class "B", Series B Preferred Shares 200,000,000 Class "B", Series C Preferred Shares
Price per security:	$1.00 per share
Minimum/Maximum offering:	$5,000 minimum/$600,000,000 maximum (200,000,000 Class "A" Preferred Shares, 200,000,000 Class "B", Series B Preferred Shares and 200,000,000 Class "B", Series C Preferred Shares) maximum. **Funds available under the offering may not be sufficient to accomplish our proposed objectives.**
Minimum subscription amount:	$5,000.00.
Payment terms:	The full subscription price will be payable by bank draft or certified cheque on closing.
Proposed closing date(s):	Closing dates will be determined from time to time by the Company as subscriptions are received.
Income tax consequences:	There are important tax consequences to these securities. See Item 6.
Selling agent?	No. The Company has not appointed a selling agent for the offering but reserves the right to retain one or more selling agents during the course of the Offering. See Item 7.

Resale restrictions
You will be restricted from selling your securities for an indefinite period. See Item 10.

Purchaser's rights
You have two business days to cancel your agreement to purchase these securities. If there is a misrepresentation in this offering memorandum, you have the right either to sue for damages or to cancel the agreement. See Item 11.

No securities regulatory authority has assessed the merits of these securities or reviewed this offering memorandum. Any representation to the contrary is an offence. This is a risky investment. See Item 8.

ITEM 1 – USE OF AVAILABLE FUNDS

1.1 Funds

The net proceeds of the offering and the fund that will be available to us after this offering are as follows:

		Assuming Min. Offering	*Assuming Max. Offering*
A	Amount to be raised by this offering	$0	$600,000,000.00
B	Selling commissions and fees, deducted from proceeds	$0	$0
C	Estimated offering costs (e.g. legal, accounting, audit)	$15,000.00	$600,000.00
D	Available Funds: D=A-(B+C)	($15,000.00)	$599,400,000.00
E	Additional sources of funding required	N/A	N/A
F	Working capital deficiency	N/A	N/A
G	Total: G=(D+E)-F	($15,000.00)	$599,400,000.00

1.2 Use of the Available Funds

We will use the available funds as follows:

Description of intended use of available funds listed in order of priority	*Assuming Min. Offering*	*Assuming Max. Offering*
Investments permitted of a Mortgage Investment Corporation under the *Income Tax Act* (Canada)	$0	$599,400,000.00

1.3 Reallocation

We intend to use the net proceeds as stated. We will reallocate funds only for sound business reasons.

ITEM 2 – BUSINESS OF ANTRIM BALANCED MORTGAGE FUND LTD.

2.1 Structure

The Company was incorporated under the *Business Corporations Act* (British Columbia) (the “Act”) on June 6, 2007. Our Registered and Records office is located at 1321 Johnston Rd., White Rock, BC V4B 3Z3 and our head office is located at 9089 Glover Road, Box 520, Fort Langley, British Columbia V1M 2R8. The Company is also extra-provincially registered in Alberta.

This Offering is not the sole source of capital for the issuer however; the amount of funds derived from the Offering will have a direct impact on the growth of the business.

2.2 Our Business

We operate as a mortgage investment corporation (a "MIC") under the *Income Tax Act* (Canada) (the "Tax Act"), investing in permitted investments and distributing our net income as dividends to our shareholders. The Tax Act provides that a MIC may invest its funds as it sees fit, provided that a MIC must not invest in mortgages on real property (land and buildings) situated outside of Canada or any leasehold interest in such property, debts owing by nonresident persons unless secured by real property situated in Canada or shares of corporations not resident in Canada. The Tax Act also provides that at least 50% of the cost amount of a MIC's property must consist of debts secured by mortgages or otherwise on "houses" or property included within a housing project" (as those terms are defined by section 2 of the *National Housing Act* (Canada)) and money on deposit in a bank or credit union. No more than 25% of the cost amount of a MIC's property may be real property, including leasehold interests in real property (except for real property acquired by foreclosure or otherwise after default on a mortgage or other security).

The Company has few specific investment policies, other than complying with the rules for a MIC set out in the Tax Act. We invest primarily in first and second mortgages having a principal amount which, when added to the principal amount of prior mortgages, is not more than 75% of the appraised value of the real property against which they are secured.

We are in the business of investing in mortgages granted as security for loans ("mortgages" or "Mortgages"), to owners of residential real estate. From time to time, when the Directors feel it would benefit the investment, we may provide mortgage loans to builders and developers of residential, commercial and industrial real estate located in the provinces of Canada.

To the extent that our funds are not invested in Mortgages from time to time, they are held in cash deposited with a Canadian chartered bank or Credit Union or are invested in short term deposits, savings accounts or government guaranteed income certificates so that we maintain a level of working capital for our ongoing operations considered acceptable by the directors of the Company.

Antrim Investments Ltd. (see the Manager page 7) (the "Manager") is responsible for managing our mortgage investment portfolio. The financial services agreement (the "Financial Services Agreement") between the Manager and Company governs this relationship and requires the Manager to comply with and observe all laws that apply to our investments, our securities and us. See "Item 2. Business of Antrim Balanced Mortgage Fund Ltd. - Financial Services" and "Item 2. Business of Antrim Investments Ltd. - The Manager". The Manager will obtain opinions from counsel as it deems necessary in connection with such compliance. Accordingly, we do not have and do not expect to have any employees and are managed by the officers of the Company listed under Item 3. "Direction, Management, Promoters and Principle Holders".

As a MIC, we are permitted to deduct dividends that we pay from our income. We intend to pay out all of our net income and net realized capital gains as dividends within the time period specified in the Tax Act and as a result do not anticipate paying any income tax. See Item 6. "Income Tax Consequences".

The sources of funds that the Company uses to make mortgage loans include monies received from the payouts of existing mortgages, monies received from mortgage payments, funds received from the issuance of Preferred Shares to Subscribers and/or the utilization of a credit facility.We anticipate that these sources of funding shall continue but if, for example, there is a slowdown in mortgage payouts, then the Company's lending activities may slow down.

Distributions to shareholders and redemption requests are funded from monies received from the payouts of existing mortgages, monies received from mortgage payments, funds received from the issuance of Preferred Shares to Subscribers and/or the utilization of a credit facility.

We have a revolving demand credit facility ("Credit Facility") with The Toronto-Dominion Bank ("TD Bank") which allows us to seek to moderately increase our income through prudent leverage. The Company may use some funds from the Credit Facility to make additional mortgage loans at a higher rate than the rate it pays to TD Bank and therefore earn additional interest income. The Credit Facility allows us to borrow up to the lesser of $50,000,000 or 75% of our eligible amortizing mortgages plus 65% of eligible interest only mortgages to a maximum of 40% of the borrowing base. The Credit Facility is secured by a commercial security agreement covering all eligible mortgages in the portfolio. The authorized limit of the Credit Facility is currently no more than 15% of our total portfolio, which has grown by equity investment primarily. Funds borrowed on the Credit Facility are repayable on demand by TD Bank. The current interest rate that the Company pays on borrowerd funds is TD Bank Prime plus 0.75%.

Investment Objective and Strategy

For the purpose of this Offering Memorandum, where used the term "Preferred Shares" means the Class "A" Preferred Shares, Class "B", Series B Preferred Shares and Class "B", Series C Preferred Shares unless expressly stated otherwise.

Our principal investment objective is to provide holders of our Preferred Shares with sustainable income while preserving capital for distribution or re-investment. We will seek to achieve this principal investment objective by investing in Mortgages and paying out cash or stock dividends to our Preferred Shareholders. Our income will primarily consist of interest received from the loans secured by the Mortgages, less fees paid to the Manager. See Item 2. "Business of Antrim Balanced Mortgage Fund Ltd. - Financial Services" and "The Manager".

Our Mortgage portfolio primarily consists of residential mortgage loans. In addition to residential mortgage loans, our Mortgage portfolio may also consist from time to time of residential construction financing, commercial, industrial and land development loans, as well as term Mortgages made for the purpose of acquiring or re-financing income-producing property, all of which are with arm's length parties. We also invest in demand loans and term loans that are secured by income-producing real property, all of which are with arm's length parties. All such investment are maintained in compliance with the requirement to maintain our status as a MIC.

Our Mortgage portfolio composition varies over time depending on the assessment of the appropriate strategy given overall market conditions and outlook. We endeavour to build a Mortgage portfolio that encompasses the following general characteristics:

(a) Property type and geographical diversification ;
(b) Short and Intermediate Term Loans;
(c) Payment schedules primarily of interest only; and
(d) Loans in Canadian dollars on Canadian based real estate.

See Item 2. Business of Antrim Balanced Mortgage Fund Ltd. - "Investment Practices and Restrictions", "Financial Services" and "The Manager".

Investment decisions are made by our Credit Committee consisting of three (3) directors of the Company, upon the advice of the Manager. The Manager provides the Company with office space and clerical support at the Manager's offices located at 9089 Glover Road, Box 520, Fort Langley, BC V1M 2R8. We do not have any direct employees.

The Tax Act prohibits a MIC from managing or developing real property. Accordingly, we have contracted with the Manager to provide all management services to the Company. Our investment guidelines are consistent with our articles of incorporation, the provisions of the Tax Act and real estate legislation that applies to us. See Item 6. "Income Tax Considerations". Our investment activities are conducted in accordance with the following investment practices and restrictions:

(a) Our only undertaking is to invest funds in accordance with the following objectives, strategies and restrictions of our investment guidelines;
(b) We invest primarily in residential Mortgages. From time to time we may also invest in residential construction financing, commercial, industrial and land development Mortgages;
(c) All Mortgages, following funding, are registered on title to the subject property in the Company's name;
(d) All Mortgage investments are made in established or developing areas in the Provinces of British Columbia and Alberta;
(e) Generally, we only invest in Mortgages on properties for which we have reviewed and evaluated an independent appraisal and, with respect to environmentally sensitive properties and on commercial loans, we will generally receive an evaluation of the property subject to the Mortgage in the form of a Phase 1 Environmental Audit.
(f) We do not invest in a Mortgage or loan any funds to be secured by a Mortgage unless at the date the Mortgage is acquired or funds were initially advanced (as the case may be) the indebtedness secured by such Mortgage plus the amount of additional third party indebtedness of the borrower in priority to us, if any, generally does not exceed, on a property by property basis, 75% of the appraised value of the real property securing the Mortgage, provided that the appraised value may be based on stated conditions including, without limitation, completion, rehabilitation or lease-up of improvements located on the real property which activities we will monitor on an ongoing basis;
(g) If the independent appraisal reports an appraised value for the real property securing the Mortgage other than on an "as is basis", we advance funds under a loan by way of progress payments upon completion of specified stages of construction or development supported by receipt of reports of professional engineers, architects or quantity surveyors, as applicable, or upon completion of other specified milestones;
(h) We do not make any investment or allow an investment mix that would result in our failing to qualify as a MIC;
(i) Subject to subsection (o) below, we do not invest in securities, guaranteed investment certificates or treasury bills unless such securities, guaranteed investment certificates or treasury bills are issued by an arm's length party and are pledged as collateral in connection with Mortgage investments or obtained by realizing on such collateral;
(j) We do not invest for the purposes of exercising control over management of any issuer,
(k) We do not act as an underwriter,
(l) We do not make short sale of securities or maintain a short position in any securities;
(m) We do not guarantee the securities or obligations of any person;
(n) We do not loan money to or invest in securities of the Manager, or the Manager's affiliates.

(o) To the extent that from time to time, our funds are not invested in Mortgages, they are held in cash deposited with a Canadian chartered bank or Trust Company or Credit Union or will be invested by the Manager on our behalf at a Canadian chartered bank or Trust Company or Credit Union in short term deposits, savings accounts or government guaranteed income certificates or treasury bills so as to maintain a level of working capital for our ongoing operations considered acceptable by the Directors.

If, due to a change in the provisions of the Tax Act or other legislation applicable to us, any of the foregoing restrictions require amendment in order to comply with such change in legislation, the Company's directors (the "Directors") will make such change and such change will be binding on the Company. In addition, the foregoing restrictions may be changed at any time (so long as such change complies with applicable legislation) if the Directors of the Company deem it in the best interest of the Investors. It is anticipated that the Manager will provide us with assistance from time to time on revision of the foregoing restrictions in order to comply with applicable legislation or any shareholder resolution. In the event of any amendment to the foregoing restrictions, the Manager will be required to comply with and observe such change immediately upon such change becoming effective. See also "Investment Objectives and Strategy," "Financial Services" and "The Manager" above.

Financial Services

We have entered into the Financial Services Agreement that appoints the Manager. The Manager will make available to us for purchase in our name Mortgages or interests in Mortgages as and when they become available. The Manager will have the exclusive right to provide us with Mortgage investments that may be located or acquired from or through other sources. Pursuant to the Financial Services Agreement, the Manager must carry out its duties in a conscientious and reasonable manner. See Item 8.

Material Contracts

The Manager oversees our day-to-day operations and the administrative services provided by the Manager for the Company's operations. The Manager pays all of its costs, expenses and overhead relating to the provision of its services. All of our costs with respect to our business are for our own account including, without limitation, legal, audit, shareholder meetings and communication costs.

We are responsible for paying the costs, including legal fees and disbursements, of collecting or attempting to collect any amounts owing or in arrears on any of our Mortgage investments, including foreclosure or other court proceedings.

The Manager has the right to take such actions as may be necessary or desirable in its discretion to administer the Mortgage loans. In the administration of any Mortgage loan, the Manager may, but shall not be obligated to obtain solicitors counsel and other experts and receivers and advance such funds as it considers reasonable or necessary in order to preserve, protect, defend or improve our interest in any Mortgage loan or any real property. The Manager shall endeavor to collect the amount of all costs incurred or advances made from the borrower. See Item 6. "Risk Factors - Conflicts of Interest".

The Financial Services Agreement also provides that the Manager may, from time to time, charge brokers' fees, lenders' fees, commitment fees, extension fees, renewal fees, NSF fees, administration fees and similar fees to borrowers with respect to any Mortgage loan on our behalf.

The Financial Services Agreement is for an indefinite term. It may be terminated by us in the event that:

(a) A bankruptcy, receivership or liquidation order is issued against the Manager
(b) The Manager makes an assignment for the benefit of its creditors or commits any act of bankruptcy within the meaning of the Bankruptcy and Insolvency Act (Canada);
(c) The Manager assigns the Financial Services Agreement or the rights or obligations there under to any person who is not affiliated with the Manager without the prior written consent of the Directors;
(d) the Manager commits a breach or default under the Financial Services Agreement not related to the payment of any money to be paid by the Manager to us and the same is not cured within 120 days of the Manager receiving written notice thereof; or
(e) The Manager commits a breach or default under the Financial Services Agreement related to the payment of any money to be paid by the Manager to us and the same is not cured within 30 days of the Manager receiving written notice thereof.

The Manager may terminate the financial Services Agreement in the event that:

(a) A bankruptcy, receivership or liquidation order is issued against us;
(b) We make an assignment for the benefit of our creditors or commit any act of bankruptcy within the meaning of the *Bankruptcy and Insolvency Act* (Canada);
(c) We assign the Financial Services Agreement or its rights or obligations there under to any person without the prior written consent of the Manager
(d) we commit a breach or default under the Financial Services Agreement not related to the payment of any money to be paid by us to the Manager and same is not cured within 120 days of us receiving written notice thereof;
(e) We commit a breach or default under the Financial Services Agreement related to the payment of any money to be paid by us to the Manager and same is not cured within 120 days of us receiving written notice thereof.

The Financial Services Agreement may also be terminated by mutual consent in writing.

The Manager must render its services under the Financial Services Agreement honestly and in good faith and must use reasonable commercial efforts to perform its duties and responsibilities under the Financial Services Agreement in a conscientious, reasonable and competent manner. We have agreed that we shall not hold the Manager liable for any loss, damages or costs arising out of a failure to collect any amount owing on any particular Mortgage after it has been acquired by us. We have also agreed under the Financial Services Agreement to indemnify and hold harmless the Manager as well as its officers, directors, employees, shareholders and agents from and against all liabilities, losses, claims, damages. penalties, actions, suits, demands, costs and expenses including, without limiting the following reasonable legal fees and expense arising from or in connection with any actions or omissions which the Manager takes or makes as Manager under the Financial Services Agreement, provided that such action is taken or not taken or omission is made or not made in good faith and without gross negligence or is taken or made pursuant to and is in compliance with the Financial Services Agreement. The Manager and its shareholders, directors, officers, agents and employees will have no liability in respect of any act or omission regarding, respecting or relating to the services, duties, and powers performed or to be delivered or performed by them pursuant to the Financial Services Agreement except to the extent such act or omission constitutes gross negligence or willful misconduct. This indemnity survives the removal or resignation of the Manager in connection with any and all of its duties and obligations under the Financial Services Agreement.

The Manager

The Manager was incorporated in the Province of British Columbia on November 7, 1973, and became licensed as a mortgage broker in the Province of British Columbia in the month of November 1973. Initially, the Manager was established to finance homeowner equity loans, first mortgages and second mortgages. At that time, the principals of the Manager realized the huge opportunities in homeowner equity loans. During the late 1990's, no financial institutions of any size or nature were interested in financing homeowner equity loans without the homeowner having sufficient qualifying income.

With that initial focus on homeowner equity mortgages the Manager then expanded to other areas of mortgage lending and brokering. Over the last 30 years, the Manager has arranged mortgage loans in the residential and commercial sectors of the real estate industry. The Manager has been managing MIC's since 1993.

The Manager has arranged high ratio and conventional residential mortgages and has a strong understanding of the guidelines set out by Canada Mortgage and Housing Company. In addition, the Manager has managed commercial mortgage financing in the following areas:

* Apartment buildings, condominiums,
* Commercial strata lots, (office & retail)
* Land
* Short-term construction loans

Over the years, the Manager has been involved with a number of industry related organizations, is a member of the Mortgage Brokers Association of British Columbia and the Mortgage Investment Association of British Columbia.

Each Mortgage investment opportunity is reviewed by the Managers management to ensure it meets or exceeds the MIC's investment objectives, practices and restrictions. Every Mortgage opportunity is evaluated on its own financial and business merits and against current market conditions. Assessments of all Mortgage opportunities will include generally, at a minimum, a review of a recent independent appraisal of the property to be secured by the Mortgage, on commercial and environmentally sensitive properties and evaluation pursuant to a Phase I Environmental Audit and a general assessment of the: (1) project and financial information provided by the borrower; (2) security provided; (3) current market conditions; and (4) overall risk to the MIC.

The Manager and its directors and officers may make direct investments as investors along with the MIC in Mortgages approved by the Manager. See Item 8. "Risk Factors - Conflicts of Interest"

2.3 Development of Business

The Issuer has developed its mortgage investment business steadily since inception and expects that demand for private mortgage financing should remain at historic highs as 'traditional' lenders such as Banks, Credit Unions and Trust Companies continue to tighten up their lending practices, especially with respect to self-employed borrowers, in response to more stringent mortgage regulations set by the federal government. As a result of the policy changes by the Banks, there has been an increase in the amount and quality of mortgage applications made to the Issuer as many borrowers are forced to seek financing from sources other than traditional lenders.

Increased applications has allowed the Issuer to be very selective with regards to what individuals, and what properties, it lends on. The Issuer continues to restrict the lending area of the MIC only to those locations that exhibit long term price stability/growth and liquidity.

Furthermore, due to the lingering effects of the credit crisis and associated volatility in equity markets over the past several years, and the persistent low interest rate environment, many investors are seeking investments that offer stable returns from year to year with relatively high yields. The MIC is ideally positioned in this market as it offers an investment secured by real estate and has shown relatively low volatility in returns year over year while yielding returns similar to traditional equity investments. Although the Issuer is not expected to yield more than equities over the long term it is expected to show low volatility with regards to yield year over year.

The combination of increased mortgage applications and increased investor interest and participation has lead to solid growth in terms of new investor deposits and mortgage receivables over the past several years. The Issuer expects this to continue for several years into the future and thus expects steady growth in terms of new investor deposits and mortgage receivables for the MIC.

The historical annual percentage rate of return for each class of Preferred Shares is as follows:

	2008	**2009**	**2010**	**2011**	**2012**	**2013**	**2014**	**2015**
Class A Preferred	10.12%	9.59%	8.45%	7.86%	7.04%	6.60%	6.60%	6.00%
Class B, Series B Preferred	9.69%	9.01%	7.94%	7.37%	6.51%	6.10%	6.08%	5.50%
Class B, Series C Preferred	-	-	-	-	7.38%	7.10%	7.13%	6.50%

	2016	**2017**	**2018**	**2019**	**2020**	**2021**	**2022**	**2023**
Class A Preferred	6.15%	-	-	-	-	-	-	-
Class B, Series B Preferred	5.65%	-	-	-	-	-	-	-
Class B, Series C Preferred	6.65%	-	-	-	-	-	-	-

A summary of the Company's mortgage portfolio information as at June 30, 2016 and June 30, 2015 is set out below:

	No.	***%***	***2016 Total***	*No.*	*%*	*2015 Total*
First mortgages	**436**	**78.85**	**$252,426,867**	290	77.69	$181,521,591
Second mortgages	**364**	**20.20**	**$64,656,657**	261	21.84	$51,015,940
Third mortgages	**14**	**0.95**	**$3,037,721**	8	0.47	$1,089,317
	814	**100.00**	**$320,121,245**	559	100.00	$233,626,848

	2016	2015
The average mortgage balance is:	$393,259	$418,149
The weighted average interest rate is:	7.66%	7.88%

As reflected below in the mortgage loan portfolio table as at June 30, 2016, the Company's lending is primarily concentrated on residential mortgages within the Greater Vancouver Regional District and this focus shall continue. The loan to value for the whole portfolio is 59.72% as at September 8, 2016.

	2016		2015	
	No. of Mortgages	*% of total value*	*No. of mortgages*	*% of total value*
Type of Mortgage				
Residential	**753**	**85.00%**	518	84.05%
Residential construction	**9**	**2.64**	15	6.39
Residential land	**26**	**8.80**	15	6.59
Commercial	**26**	**3.56**	11	2.97
	814	**100.00%**	559	100.00%
Location of Mortgage				
GVRD	**708**	**93.18%**	455	88.15%
Vancouver Island	**41**	**2.11**	34	2.74
Okanagan	**7**	**0.29**	7	0.61
Calgary and surrounding area	**47**	**3.82**	56	7.92
Edmonton and surrounding area	**11**	**0.60**	7	0.58
	814	**100.00%**	559	100.00%

2.4 Long Term Objectives

Our long-term principal investment objective is to provide holders of Preferred Shares with sustainable income while preserving capital for distribution or re-investment. We seek to achieve this principal investment objective by:

* Maintaining a diversified portfolio of first and second mortgages and other investments permitted by the Tax Act for a MIC;
* Providing a consistent and attractive rate of return for our Preferred Shareholders; and
* Increasing our share of the potential MIC business in British Columbia and Alberta.

2.5 Short Term Objectives and How we Intend to Achieve Them

(a) Our business objectives for the next 12 months are to:
- (i) Sell a total of 12,000,000 or more Class "A" Preferred Shares, Class "B", Series B Preferred Shares and Class "B", Series C Preferred Shares to investors in British Columbia;
- (ii) Invest all funds raised from the sale of Preferred Shares in Permitted Investments; and
- (iii) Provide a rate of return to shareholders that is consistent and that exceeds the posted five-year mortgage rates offered by the major banks.

(b) How We Intend to Meet Our 12-Month Objectives:

What we must do and how we will do it	*Target completion date or, if not known, number of months to complete*	*Our cost to complete*
The Company will continue to raise capital pursuant to this offering and to use the same to fulfil its investment program as described in paragraphs 2.2, 2.3 and 2.4.	Since the Company has an ongoing investment program, there is no target completion date for its business plan. Investments are made as the Company's available funds permit.	N/A

The proceeds of this offering may not be sufficient to accomplish all of the issuer's proposed objectives. There is no assurance that alternative financing will be available.

2.6 Material Agreements

The following summarizes the material agreements to which we are a party:

A Financial Services Agreement dated for reference June 6, 2007 (as amended and restated on August 30, 2011 and modified on February 20, 2017) entered into with the Manager for the provision of financial services relating to the management of our Mortgage investment portfolio and location of appropriate investment opportunities. See "Item 2. Business of Antrim Balanced Mortgage Fund Ltd. - "Financial Services" and "The Manager". Under the terms of the Financial Services Agreement in consideration of the services provided by the Manager, the Issuer shall pay the Manager the sum of fee equal to one and one half (1.5%) percent per annum of the principal amount of the mortgage portfolio as determined on the last day of each month. The

Manager's Fee is paid monthly on the first day of each month. For the purpose of the calculation of the Manager's fee, the principal amount shall, in addition to the paid up capital of the preferred shares, include any sums advanced under lines of credit and real estate holdings if such are taken following foreclosure. With respect of the Class "B", Series C Preferred Shares only, the Manager will subsequently refund to the Series C shareholders only a fee equal to one-half (0.5%) percent per annum of the Class "B", Series C Preferred shareholder capital calculated on a daily basis. This fee will be refunded to the Series C shareholders on a monthly basis and will have the net effect of a reducing the Management Fee payable to the Manager under the Financial Services Agreement to one (1.00%) per annum of the daily balance of Class "B", Series C Preferred Share capital. The Class "B", Series C Preferred Shares may only be sold through fee based brokerage accounts at the absolute and sole discretion of the directors of the Company. No other remuneration is payable to the Manager. The Financial Services Agreement shall continue indefinitely unless earlier terminated pursuant to the terms of the Financial Services Agreement. The agreement can be terminated earlier by the Issuer in the event of the bankruptcy receivership or liquidation of the Manager and in the event of a breach or default by the Manager of its obligations under the Financial Services Agreement that are not cured within the time provided for therein. The Manager upon a request in writing by an investor will provide a copy of the Financial Services Agreement.

For the purposes of this Offering Memorandum, the Manager is considered to be a party related to the Company. The current directors and officers of the Manager who are also directors of the Company are as follows:

Name	*Office held with the Company*	*Office held with the Manager and Principal Occupation*
William Granleese	President and Director	President and Director
William R. Granleese	Director	Director

ITEM 3 – INTERESTS OF DIRECTORS, MANAGEMENT, PROMOTERS AND PRINCIPAL HOLDERS

3.1 Compensation and Securities Held

The following table sets out information about each director, officer and promoter of the Issuer and each person who directly or indirectly beneficially owns or controls 10% or more of any class of voting securities of the Company (a "Principal Holder").

Name and municipality of principal residence	*Positions Held and the date of obtaining position*	*Compensation paid by issuer in the most recently completed financial year and the compensation anticipated to be paid in the current financial year*	*Number, type and percentage of securities of the issuer held after completion of min. offering*	*Number, type and percentage of securities of the issuer held after completion of max. offering*
William Granleese Langley, BC	Director & President June 6, 2007	$NIL	1 Common voting share representing 8.33% of the issued Common shares and 672,684 Class "A"	1 Common voting share representing 8.33% of the issued Common shares and 672,684 Class "A"

Name and municipality of principal residence	*Positions Held and the date of obtaining position*	*Compensation paid by issuer in the most recently completed financial year and the compensation anticipated to be paid in the current financial year*	*Number, type and percentage of securities of the issuer held after completion of min. offering*	*Number, type and percentage of securities of the issuer held after completion of max. offering*
			Preferred shares representing 0.510% of the issued Class "A" Preferred shares	Preferred shares representing 0.510% of the issued Class "A" Preferred shares
William R. Granleese Langley, BC	Director August 10, 2007	$NIL	5,474,439 Class "A" Preferred shares representing 4.15% of the issued Class "A" Preferred shares*	5,474,439 Class "A" Preferred shares representing 4.15% of the issued Class "A" Preferred shares*
Victor Dyck Abbotsford, BC	Director August 10, 2007	$NIL	1 Common voting share representing 8.33% of the issued Common shares and 679,301 Class "A" Preferred shares representing 0.515% of the issued Class "A" Preferred shares	1 Common voting share representing 8.33% of the issued Common shares and 679,301 Class "A" Preferred shares representing 0.515% of the issued Class "A" Preferred shares
Christopher Gavin Worsnup Langley, BC	Director November 28, 2014	$NIL	1 Common voting share representing 8.33% of the issued Common shares and 143,546 Class "A" Preferred shares representing 0.108% of the issued Class "A" Preferred shares	1 Common voting share representing 8.33% of the issued Common shares and 143,546 Class "A" Preferred shares representing 0.108% of the issued Class "A" Preferred shares

**672,684 Class "A" Preferred shares are held personally and 4,801,755 Class "A" Preferred shares are held by North Langley Ventures Corp., the voting shares of which are all owned by William R. Granleese.*

3.2 Management Experience

The following table discloses the principal occupations of our directors and senior officers over the past five years.

<u>Name</u>   <u>Principal occupation and related experience</u>

William Granleese	William (Bill) is the president of both Antrim Investments Ltd. and Antrim Balanced Mortgage Fund Ltd. For over 35 years, Bill has been helping investors participate in the private mortgage market by way of direct placement and MIC's, and has has been operating MIC funds since 1993. Bill is a member of both the Mortgage Brokers Association of BC and the Mortgage Investors Association of BC.
William R. Granleese	Having extensive experience in both lending and financial planning, Will works with new and existing investors explaining the investment and answering any questions they might have about their account. Will has two degrees in Finance and several professional designations through the Canadian Securities Institute. Prior to joining the Company in 2005 Will worked at TD Bank for the previous five years.
Victor Dyck	Victor has been actively investing in private mortgages for over 10 years. As an experienced private lender, Victor advises the fund on issues directly affecting investors, such as dividend policy and investor communications.
Christopher G. Worsnup	Chris grew up in England and obtained a degree in Accounting and Law at Newcastle University. After qualifying as a solicitor in England in 1999, he moved to Vancouver and was called to the BC Bar in 2001. Chris was an associate real estate lawyer with Spagnuolo & Company for eleven years before he joined Antrim Investments Ltd. (the Manager) in April 2012. At Antrim Investments Ltd., his responsibilities include mortgage underwriting, compliance, and in-house legal counsel, which includes dealing with outside counsel on mortgage files, securities filings and corporate filings. Chris is a registered mortgage broker and maintains his practicing lawyer status.

3.3 Penalties, Sanctions and Bankruptcy

No penalty or sanction or any declaration of bankruptcy, voluntary assignment in bankruptcy, proposal under any bankruptcy or insolvency legislation, proceedings, arrangement or compromise with creditors, appointment of a receiver, receiver manager or trustee to hold assets has been in effect during the last ten years against or with regard to any (i) director, senior officer, promoter or control person of the Company; or (ii) an issuer that a person or company referred to in (i) above was a director, senior officer, promoter or control person of at that time.

ITEM 4 – CAPITAL STRUCTURE

4.1 Share Capital

Description of Security	*Number authorized to be issued*	*Number outstanding as at September 9, 2016*	*Number outstanding after min. offering*	*Number outstanding after max. offering*
Common	100	12	N/A	N/A
Class "A"	200,000,000	131,964,889	N/A	200,000,000

Description of Security	*Number authorized to be issued*	*Number outstanding as at September 9, 2016*	*Number outstanding after min. offering*	*Number outstanding after max. offering*
Preferred Shares				
Class “B”, Series B Preferred Shares	200,000,000	57,236,980	N/A	200,000,000
Class “B”, Series C Preferred Shares	200,000,000	104,269,025	N/A	200,000,000

4.2 Long Term Debt

The Company has no long-term debt.

4.3 Prior Sales

During the last 12 months, we have issued the following securities*:

Date of Issuance	Type of Security Issued	Number of Securities Issued	Price per Security	Total Funds Received
September 10, 2015 to September 9, 2016	Class “A” Preferred Shares	38,512,210	$1.00	$38,512,210
September 10, 2015 to September 9, 2016	Class “B”, Series B Preferred Shares	8,413,219	$1.00	$8,413,219
September 10, 2015 to September 9, 2016	Class “B”, Series C Preferred Shares	34,641,922	$1.00	$34,641,922

**Total does not include any shares issued pursuant to company dividend reinvestment plan or shareholder share exchanges*

ITEM 5 – SECURITIES OFFERED

5.1 Terms of Securities

We are offering up to 200,000,000 Class “A” Preferred Shares, 200,000,000 Class “B”, Series B Preferred Shares and 200,000,000 Class “B”, Series C Preferred Shares for sale at a price of $1.00 per Share. For the purpose of this Item 5, the term "Preferred Shares" shall be deemed to include the Class “A” Preferred Shares, Class “B”, Series B Preferred Shares and Class “B”, Series C Preferred Shares unless stated otherwise. The rights and restrictions attached to the Preferred Shares are as follows:

<u>Voting Rights</u>

The holders of the Preferred Shares shall not be entitled to receive notice of, attend or vote at any general meetings of the members of the Company unless hereinafter specifically provided, provided however the Company may in its sole discretion invite the holders of the Preferred Shares to attend general meetings of the Company which invitation and attendance shall not confer upon the holders of the Preferred Shares any voting rights.

Dividend Entitlement

As a MIC, the Company is entitled to distribute its distributable earnings by way of dividends that are treated, for the purposes of the Tax Act, as income received by the shareholder or interest paid on a bond. The Company will declare and pay dividends annually as a final dividend for each fiscal year for the distributable earnings within 90 days of the fiscal year end, being June 30 of each year.

Investors of Class “A” Preferred Shares may elect to receive their dividends in cash or in further Class “A” Preferred Shares, investors of Class “B”, Series B Preferred Shares may elect to receive their dividends in cash or in further Class “B”, Series B Preferred Shares and investors of Class “B”, Series C Preferred Shares may elect to receive their dividends in cash or in further Class “B”, Series C Preferred Shares.

Preferred Shares are issued at $1.00 per share. The holders of the Preferred Shares shall be entitled to receive, and the Company shall pay thereon as, and when declared by the Board of Directors of the Company, preferential non-cumulative dividends payable on such terms, including by cash or stock, and in such amounts as shall be determined by the Directors from time to time and as contained in the Company’s Articles. Class “B”, Series B Preferred Shares have the same rights, restrictions and dividends as the Class “A” Preferred Shares and Class “B”, Series C Preferred Shares, however they are subject to an additional 0.5% trailer fee that will be deducted from the dividend payments of the Class “B”, Series B Preferred Shares and used for additional marketing of this series of shares.

Notwithstanding, the declaration of dividends in each fiscal year shall only be in accordance with the following. Firstly, in any fiscal year, no dividend shall be declared on the Common Shares unless and until dividends have been declared on the Preferred Shares. After such Preferred Share dividends shall have been declared, the holders of the Common Shares shall be entitled to receive an equivalent dividend per paid up Common Shares prior to the declaration of any further dividends on the Preferred Shares in the same fiscal year. After the declaration of Common Share dividend; as aforesaid, for the balance of the same fiscal year the Preferred and Common Shares shall participate equally, on a per share basis, with respect to any further dividends, provided that nothing herein shall be construed as requiring the Directors to declare dividends on the Common Shares in a fiscal year after the declaration of a dividend on the Preferred Shares.

Redemption Rights

The Company may, upon giving notice as provided in the Company's Articles, and subject to the provisions of the *Business Corporations Act* (British Columbia), redeem at any time or from time to time the whole or any part of any class of shares pursuant to the Act in such proportions of the class of shares of the Company as the Directors may specify, on payment of the redemption price for each share to be redeemed (herein called the "Redemption Price"). The Redemption Price for Preferred Share shall be the amount paid up hereon plus any declared but unpaid dividends hereon.

Retraction Rights

Subject to the Company’s Articles, provisions of the *Business Corporations Act* (British Columbia) and applicable securities laws, a holder of Preferred Shares may with respect to any Preferred Shares that have been registered in the name of the holder ("Retractable Shares), by giving written notice to the Company (the "Redemption Notice"), request that the Company redeem the whole or any part of the Retractable Shares held by such holder. Upon receipt by the Company of the Redemption Notice, the holder of Retractable Shares shall thereafter cease to have any rights with respect to the Retractable Shares tendered for redemption (other than to receive the redemption payment and the right to receive the pro rata share of any distribution thereon which have accrued up to and including the date of redemption (as defined below)). Preferred Shares shall be considered to be tendered for redemption on the date that the Company has, to the satisfaction of the Directors, received the Redemption Notice (the “Notice Date").

On the last business day of the calendar month which is two full months following the month in which the Redemption Notice is received by the Company (the "Date of Redemption"), the Company will be required to redeem the Redeemable Shares specified in the Redemption Notice. The redemption price for each Redeemable Share to be redeemed will be the book value of the Preferred Shares calculated using the unaudited monthly balance sheet for the month during which the Redemption Notice is given plus the pro rata share of any dividend distributions on such redeemed Preferred Shares which have accrued up to and including the Date of Redemption, which price is to be paid within 10 days of the Date of Redemption.

The Company will not redeem Preferred Shares for which Redemption Notices are given, if: (i) redemption of the aggregate number of Preferred Shares subject to the Redemption Notices would result in the Company having redeemed a number of Preferred Shares during the period of time since the start of the most recent fiscal year which is greater than 35% of the Preferred Shares issued and outstanding (as at the beginning of the fiscal year during which the last of such Redemption Notices are given); or (ii) redemption of the aggregate number of Preferred Shares subject to the Redemption Notices given in a calendar month would result in the Company having redeemed a number of Preferred Shares on the corresponding Date of Redemption which is greater than 5% of the Preferred Shares issued and outstanding (as at the beginning of the fiscal year during which such Redemption Notices are given). The Directors may, in their sole discretion, waive either or both of the aforementioned limitations for any Date of Redemption, and failing such waiver, Preferred Shares which are subject to Redemption Notices given in any one calendar month will be redeemed on a basis which is pro rata to the number of Preferred Shares subject to such Redemption Notices.

Notwithstanding the foregoing, the Company shall not be required to redeem Shares if to do so would cause the Company to cease qualifying as a MIC or jeopardize the ability of the Company to maintain reasonable profitability in its portfolio of mortgages. The Act does not permit the Company to make any payment to purchase or redeem any Shares issued by it if there are reasonable grounds for believing that the Company is, or would after the payment be insolvent.

The Company has honoured all redemption requests to date. For the fiscal year 2013 (July 1, 2013 to June 30, 2014), the Company redeemed Preferred Shares in the approximate amount of $12,254,390. For the fiscal year 2014 (July 1, 2014 to June 30, 2015), the Company redeemed Preferred Shares in the approximate amount of $18,540,381. For the fiscal year 2015 (July 1, 2015 to June 30, 2016), the Company redeemed Preferred Shares in the approximate amount of $22,988,318.The Company redeemed Preferred Shares in the approximate amount of $7,108,934 for the months of July and August 2016 combined. Redemptions are funded from monies received from the payouts of existing mortgages, monies received from mortgage payments, funds received from the issuance of Preferred Shares to Subscribers and/or the utilization of a credit facility.

Entitlement on Liquidation, Dissolution or Winding Up

In the event of the liquidation, dissolution or winding up of the Company or other distribution of the property or assets of the Company amongst its members for the purpose of winding up its affairs:

(i) The holders of the Preferred Shares shall be entitled to receive an amount equal to the aggregate amount paid up on the shares held by them respectively together with any declared and unpaid dividends thereon. After the holders of the Preferred Shares have received such amount, the holders of the Common Shares shall be entitled to receive an amount equal to the aggregate amount paid up on the common shares held by them respectively together with any declared and unpaid dividends thereon.

(ii) After the Company has made the foregoing distributions, the holders of the Preferred Shares shall be entitled to receive the remaining amount available for distribution.

(iii) Any amounts to be distributed to holders of any class of shares pursuant to the foregoing shall be distributed pro rata amongst the holders of shares of such class according to the number of such shares held by each.

Constraints on Transferability

Paragraph 130.1(6)(d) of the Tax Act stipulates that to qualify as a MIC, a corporation must have at least twenty (20) shareholders and no one (1) shareholder may be a Specified Shareholder (defined below) of the Company. A Specified Shareholder as, defined in the Tax Act, would include a taxpayer, and any person related to the taxpayer, who owns directly or indirectly, more than 25% of the issued shares of any class of the capital stock of the Company (a "Specified Shareholder").

The Tax Act states that a trust governed by a registered pension plan or a deferred profit sharing plan is counted as four (4) shareholders for purposes of determining the number of shareholders and one (1) shareholder for purposes of determining if a shareholder is a Specified Shareholder.

The Directors intend to refuse registration of any transfer of Shares and to make any share allotment which would result in the Company ceasing to meet the qualifications of a MIC.

As the Company is not currently a reporting issuer the Preferred Shares are subject to resale restrictions pursuant to applicable securities law. See Item 10. "Resale Restrictions".

5.2 Subscription Procedure

We are offering the Preferred Shares primarily in the Province of British Columbia, although from time to time Preferred Shares are offered for sale in Alberta, Ontario and other Canadian provinces except Quebec (collectively, the “Provinces”). The offering is being made in accordance with certain statutory registration and prospectus exemptions contained in securities legislation in the Provinces. Such exemptions relieve the Company from provisions under such statutes requiring the Company to utilize a registered dealer to sell the Preferred Shares and file a prospectus. As such, you will not receive the benefits associated with the involvement of such registrants or the benefits associated with purchasing the Preferred Shares pursuant to a filed prospectus, including the review of the material by the securities commissions or similar statutory authority in such jurisdictions.

We are offering the Preferred Shares under certain prospectus and registration exemptions contained in National Instrument 45-106, National Instrument 31-103 and BC Instrument 32-517, as applicable. For the Company to rely on these exemptions you must purchase the Preferred Shares as principal and before purchasing the Preferred Shares, you must be provided with a copy of this Offering Memorandum and sign the “Subscription Agreement” and "Risk Acknowledgment Form" which have been provided to you with this Offering Memorandum:

You will be restricted from selling securities for an indefinite period. See Item 10.

You may subscribe for Preferred Shares by delivering the following documents to us at the address shown in the Subscription Agreement:

(a) An executed subscription agreement in the form provided with this Offering Memorandum;

(b) A certified cheque or bank draft made payable to Cleveland Doan LLP, In Trust, in the amount of the subscription price for the Preferred Shares or an irrevocable direction to a financial institution to deliver to the Company full payment for the Preferred Shares upon delivery of certificates representing such Preferred Shares to the financial institution or to the Subscriber, and

(c) If required, an executed Form 45-106F4 and BCI 32-517 Risk Acknowldgement provided with this Offering Memorandum.

We will hold your subscription funds in trust until midnight on the second business day after the day on which we received your signed subscription agreement. After this, we will hold the subscription funds in trust pending closing. See Item 11. "Purchaser's Rights".

We reserve the right to accept or reject a subscription for the Preferred Shares in whole or in part and the right to close the subscription book at any time without notice. Any investment funds for subscriptions that we do not accept will be promptly returned after we have determined not to accept the investment funds.

At a closing of the offering, we will deliver to you certificates representing fully paid and non-assessable Preferred Shares provided the subscription price has been paid in full. You should carefully review the terms of the Subscription Agreement provided herewith for more detailed information concerning the rights and obligations of you and the Company. Execution and delivery of the subscription agreement will bind you to the terms thereof, whether executed by you or by an agent on your behalf. You should consult with your own professional advisors respecting this instrument See Item 8. "Risk Factors".

ITEM 6 – INCOME TAX CONSEQUENCES & RRSP ELIGIBILITY

The following is a summary of the principal Canadian federal income consequences of acquiring, holding and disposing of the Preferred Shares (for the purpose of this Item 6, the term "Preferred Shares" shall be deemed to include both Class “A” Preferred Shares and Class “B”, Series B Preferred Shares unless stated otherwise) by a subscriber who at all relevant times, is a resident of Canada, deals with the Company at arm's length, and who acquires and holds the Preferred Shares as capital property. Subscribers to whom the Preferred Shares might not constitute capital property may elect, in certain circumstances, to have such property treated as capital property by making the election permitted by s. 39(4) of the Tax Act. This summary is not applicable to any holder of Preferred Shares which is a “financial institution”, as defined in section 142.2 of the Tax Act or to any holder of Preferred Shares an interest in which is a “tax shelter investment” for the purposes of the Tax Act.

This summary is based upon the facts set out in this Offering Memorandum, the current provisions of the Tax Act and the regulations there under, all specific proposals (the "Tax Proposals") to amend the Tax Act and the regulations there under publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof and the current published administrative practices of the Canada Revenue Agency ("CRA”). This summary assumes that the Tax Proposals will be enacted as currently proposed but does not take into account or anticipate any other changes in law whether by legislative, governmental or judicial action and does not take into account lax legislation or considerations of any province, territory or foreign jurisdiction.

The summary contained in this section is of a general nature only and is not exhaustive of all possible Canadian federal income tax consequences. It is not intended to be and should not be interpreted as legal or tax advice to any particular subscriber. You should consult with your own professional advisors to obtain advice on the income tax consequences that apply to you including regarding the income tax consequences of you of acquiring holding and disposing of the Preferred Shares including the application and effect of the income and other tax laws of any country, province, state or local tax authority.
This summary is based on the assumption that the Company meets certain conditions that are imposed by the Tax Act on the Company in order for the Company to qualify as a MIC here under. These conditions will generally be satisfied if, throughout a taxation year of the Company:

(a) The Company was a Canadian corporation as defined in the Tax Act;
(b) The Company's only undertaking was the investing of funds and it did not manage or develop any real property;
(c) No debts were owed to the Company by non-residents unless such debts are secured on real property situated in Canada;
(d) The Company did not own shares of non-resident corporations;
(e) The Company did not hold real property located outside of Canada;
(f) The Company did not loan funds where the security for such loans is real property located outside of Canada;
(g) The cost amount of the Company's property represented by Mortgages on houses or on property included within a housing project (as those terms are defined in the National Housing Act)), together with cash on hand and deposits with a bank or any other corporation whose deposits are insured by the Canada Deposit Insurance Corporation or a credit union (collectively, the "'Qualifying Property"), was at least 50% of the cost amount to it of all of its property,
(h) The cost amount of real property (including leasehold interests therein but excluding real property acquired as a consequence of foreclosure or defaults on a Mortgage held by the Company) owned by the Company did not exceed 25% of the cost amount to it of all of its property;
(i) The Company had at least 20 shareholders (in its first taxation year the Company must have at least 10 shareholders on the last day of that year) and no person would have been a Specified Shareholder of the Company at any time in the taxation year,
(j) Holders of Preferred Shares had a right, after payment to them of their preferred dividends, and payment of dividends in a like amount per share to the holders of the Common Shares to participate pari passu with the holders of common shares in any further payment of dividends; and,

(k) The Company's liabilities did not exceed three times the amount by which the cost amount to it of all of its property exceeded its liabilities, where at any time in the year the cost amount to it of its Qualifying Properties is less than 2 /3 of the cost amount to it of all of its property, or where throughout the taxation year the cost amount to it of its Qualifying Property equaled or exceeded 2/3 of the cost amount of all of its property, the Company's liabilities did not exceed five times the amount by which the cost amount to it of all of its property exceeded its liabilities.

It is intended, and this summary assumes, that these requirements will be satisfied so that the Company will continue to qualify as a MIC at all relevant times. If the Company were not to qualify as a MIC, the income tax consequences would be materially different from those described below.

Taxation of the Company

The Company will, in computing its taxable income, generally be entitled to deduct the full amount of all taxable dividends (other than capital gains dividends) which it pays during the year or within 90 days after the end of the year to the extent that such dividends were not deductible by the corporation in computing its income for the preceding year. As a MIC is deemed to be a public corporation, the Company can pay no capital dividends. However, a MIC may declare a capital gains dividend in an amount equal to the gross amount of its capital gains and is entitled to deduct a portion of such dividend from its taxable income. As discussed below, a capital gains dividend is taxed in the hands of a shareholder as a capital gain arising from a notional disposition of capital property. The combination of the Company's deduction for capital gains dividends and the shareholders' deemed capital gain will allow the Company to flow capital gains through to a shareholder on a tax efficient basis. As a public corporation, the Company will be subject to tax at the highest corporate rates. However, the Company intends to declare dividends and capital gains dividends each year in sufficient amounts to reduce its taxable income to nil.

You should consult your own professional advisers to obtain advice on the tax consequences that apply to you.

Generally speaking, (other than capital gains dividends which are paid by the Company on the Preferred Shares) dividends paid on the Preferred Shares from income earned by the Company through interest earned on Mortgages will be included in shareholders' incomes as interest. Capital gains dividends will be stated as realized capital gains of shareholders, and will be subject to the general rules relating to the taxation of capital gains. THE NORMAL GROSS UP AND DIVIDEND TAX CREDIT RULES WILL NOT APPLY TO DIVIDENDS PAID BY THE CORPORATION TO AN INDIVIDUAL AND TRUSTS ON A PREFERRED SHARE, AND SHAREHOLDERS THAT ARE CORPORATIONS WILL NOT BE ENTITLED TO DEDUCT THE AMOUNT OF DIVDENDS PAID BY THE MIC FROM THEIR TAXABLE INCOME.

The cost to a Subscriber of Preferred Shares acquired pursuant to this offering will equal the purchase price of the Preferred Shares plus the amount of any other reasonable costs inclusive of compensation paid to sellers incurred in connection therewith. This cost will be averaged with the cost of all other Preferred Shares held by the subscriber to determine the adjusted cost base of each Preferred Share.

A disposition or a deemed disposition of Preferred Shares (other than to the Company) will give rise to a capital gain (or capital loss) to the extent that the proceeds of disposition of the Preferred Shares exceed (or are exceeded by) the adjusted cost base of the Preferred Shares and the disposition costs. Amounts paid by the Company on the redemption or acquisition by it of a Preferred Share up to the paid-up capita1 thereof, will be treated as proceeds of disposition. Any amount paid by the Company on the redemption or acquisition of a Preferred Share which is in excess of the paid-up capital of such Preferred Share will be deemed to be a dividend and will be included in the income of a holder of Preferred Shares in accordance with the rules described above.

Under the Tax Proposals, fifty percent of any capital gain realized by a Shareholder (including capital gains deemed to be realized as a result of a receipt of a capital gains dividend) will be included in the Shareholder's income under the Tax Act as a taxable capital gain. Under the Tax Proposals, subject to certain specific rules in the Tax Act one-half of any capital loss realized in a taxation year may be deducted against my taxable capital gains realized by the shareholder in such year, in the three preceding taxation years or in any subsequent taxation year.

The taxable capital gains realized by a shareholder that is an individual may give rise to alternative minimum tax depending upon the shareholder's circumstances. A Shareholder that is a "Canadian Controlled Private Corporation" (as defined in the Tax Act) may be liable to pay an additional refundable tax of 6% on certain investment income, including amounts in respect of interest and taxable capital gains. The 6% tax is to be added to such corporation's refundable dividend tax on-hand account and will be eligible for refund at a rate of $1.00 for every $53.00 of dividends paid by the Company.

Eligibility for Investment by Deferred Income Plans

The Preferred Shares will be qualified instruments for a trust governed by a Registered Retirement Savings Plan ("RRSP"), Registered Educational Savings Plan ("RESP"), Deferred Profit Sharing Plan ("DPSP"), or a Registered Retirement Income Fund ("RRIF") (collectively, a "Defined income Plan") at a particular time if the Company qualifies as a MIC under the Tax Act at such particular time and if throughout the calendar year in which the particular time occurs, the Company does not hold as part of its property any indebtedness, whether by way of Mortgage or otherwise of a person who is an annuitant, a beneficiary, an employer or a subscriber, as the case may be, under the relevant Deferred income Plan or of any other person who does not deal at arm's length with that person. Deferred Income Plans will generally not be liable for tax in respect of any dividends received by the Company.

A Deferred Income Plan is subject to a special tax under Part XI of the Tax Act if the cost amount of its investment in foreign property (as defined in the Tax Act) at the end of a month exceeds a certain percentage of the cost amount of all property then held by it. It is anticipated that Preferred Shares held by a Dividend Income Plan will not be foreign property for these purposes.

If the Company fails to qualify as a MIC at any time throughout a taxation year, shares of the Company may cease to be a qualified investment for a Deferred Income Plan. When a Deferred Income Plan holds a non-qualified investment at the end of a month, the trust governed by the plan will be subject to a tax of 1% of the fair market value of the investment at the time it was acquired.

If an RRSP or RRIF holds a non-qualified investment at any time during a particular year, the RRSP or RRIF will be subject to tax under Part I of the Tax Act on income attributable to the non-qualified investments. RESPs that hold non-qualified investments can have their registration revoked by Canada Customs and Revenue Agency.

ITEM 7 – COMPENSATION PAID TO SELLERS AND FINDERS

The Company has appointed no exclusive Selling Agent. The Preferred Shares are offered directly to potential investors, or where permitted by applicable law, distributed through agents or other third parties. Commissions paid to Selling Agents whose clients purchase the Preferred Shares may be paid by the MIC from Dividends declared from time to time and will not be deducted from the investor's capital contribution and will not result in a dilution of the investor's capital investment. No commissions are payable to the Manager or to the officers, directors and employees of the Company or the Manager. Commissions may be paid over time or in cash immediately upon the Company accepting a subscription.

ITEM 8 – RISK FACTORS

The Investment is Medium Risk in Nature.

The following is a summary only of the risk factors involved in an investment in the Preferred Shares. Investors should consult with their own professional advisors to assess the income tax, legal and other aspects of an investment in the Preferred Shares.

<u>The Preferred Shares are not insured</u>

The Company is not a member institution of the Canada Deposit Insurance Corporation and the Preferred Shares offered pursuant to this Offering Memorandum are not insured against loss through the Canada Deposit Insurance Corporation. See Item 2. "Use of Proceeds" and Item 6, "Income Tax Considerations". The Preferred Shares are retractable at the option of the shareholder but only under certain circumstances. See Item 4. "Capital Structure."

<u>There is no guaranteed return on your investment</u>

Past performance cannot be taken as an accurate indicator of future performance. There can be no guarantee that the Company will be able to generate sufficient cash flow and income for investors to earn a minimum or any return on their investment in Preferred Shares.

<u>Failure to qualify as a MIC under the Tax Act will have adverse tax consequences</u>

Under the Company's articles, the Company's directors are required to use their best efforts to ensure that the Company qualifies and remains qualified as a MIC pursuant to the Tax Act. Additionally, the Manager has agreed, in the Financial Services Agreement, to perform its duties as the manager of a MIC in compliance with the Tax Act.

There can be no guarantee, however, that the Company will be able to meet the qualifications of a MIC under the Tax Act at all times. If at any point in a fiscal year, the Company fails to maintain its qualification as a MIC under the Tax Act, dividends paid by the Company on the Preferred Shares will cease to be deductible from the Company's income and the Preferred Shares, unless listed on a prescribed stock exchange for the purposes of the Tax Act, may cease to be qualified investments for Deferred Income Plans. See Item 6. “Income Tax Considerations”.

The normal gross-up and dividend tax credit rules do not apply to dividends paid on securities of the Company and corporate holders of the Preferred Shares will not be entitled to deduct the amount of any dividends paid on their Preferred Shares from their taxable income. See Item 6. "Income Tax Considerations".

Our Investments are secured against real property whose value can fluctuate

The Company's investments in Mortgage loans will be secured by real estate. All Real Property investments are subject to elements of risk. Real Property value is affected by general economic conditions, local real estate markets, the attractiveness of the property to tenants, competition from other available properties and other factors. While independent appraisals are required before the Company may make any Mortgage investments, the appraised values provided therein, even where reported on an “as is" basis are not necessarily reflective of the market value of the underlying real property, which may fluctuate. In addition, the appraised values reported in independent appraisals may be subject to certain conditions, including the completion, rehabilitation or lease-up improvements on the real property providing security for the investment. There can be no guarantee that these conditions will be satisfied and if, and to the extent they are not satisfied, the appraised value may not be achieved. Even if such conditions are satisfied, the appraised value may not necessarily reflect the market value of the real property at the time the conditions be satisfied.

The value of income producing real property may also depend on the credit worthiness and financial stability of the borrowers. The Company’s income and funds available for distribution to security holders would be adversely affected if a significant number of borrowers were unable to pay their obligations to the Company or if the Company were unable to invest its funds in residential and commercial Mortgages on economically favourable terms. On default by a borrower, the Company may experience delays in enforcing its rights as lender and may incur substantial costs in protecting its investment.

Certain significant expenditures, including property taxes, capital repair and replacement costs, maintenance costs, Mortgage payments, insurance costs and related charges may be made through the period of ownership of real property regardless of whether the property is producing income. The Company may be required to incur such expenditures to protect its investment, even if the borrower is not making debt service required of it under the Mortgage.

The Company will be subject to the risks associated with debt financing, including the risk that mortgage indebtedness secured by the properties of the Company will not be able to be refinanced or that the terms of re-financing will not be as favourable as the terms of existing indebtedness.

We may be unable to make investments

The Company may commit to making future Mortgage investments in anticipation of repayment of principal outstanding under existing Mortgage investments. In the event that such repayments of principal are not made in contravention of the borrowers' obligations, the Company may he unable to advance some or all of the funds required to be advanced pursuant to the terms of its commitments and may face liability in connection with its failure to make such advances.

The Company will be competing for Mortgage loans with individuals, corporations and institutions (both Canadian and foreign) which are seeking or may seek Mortgage loan investments similar to those desired by the Company. Many of these investors will have greater financial resources than those of the Company, or operate without the investment or operating restrictions of the Company or according to more conditions that are flexible. An increase in the availability of investment funds, and an increase in interest in Mortgage investments, may increase competition for real property investments, thereby increasing purchase prices and reducing the yield on investments.

We may borrow additional funds to make investments that may require us to assign some of our Mortgages, and means that the Preferred Shares will be in subordination to such loans.

The Company will be entitled to, and may incur indebtedness secured by the Company's assets to purchase Mortgage investments. There can be no assurance that such a strategy will enhance returns, and in fact, such strategy may reduce returns.

In determining the Company's cash flow priorities, loan payments will take priority over the payment of dividends, and in the event of the voluntary or involuntary bankruptcy or winding up of the Company, the repayment of loans will take priority over the payment of dividends and return of capital to the holders of the Preferred Shares.

The security that the Company is required to furnish when incurring indebtedness may include an assignment of its Mortgages to a third party lender. If the Company is unable to service its debt to such lender, a loss could result if the lender exercises its rights of foreclosure or sale.

<u>We cannot guarantee the profitability of our Mortgage portfolio</u>

Although the Company will endeavor to maintain a diversified portfolio as disclosed under Item 2 "Business of Antrim Balanced Mortgage Fund Ltd. - Investment Objectives and Strategies", the composition of the Company's investment portfolio may vary widely from time to time and may be concentrated by type of security, industry or geography, resulting in the Company's portfolio being less diversified than anticipated. There is no assurance that the Company's Mortgage portfolio will reflect the Manager's Mortgage portfolio and in fact, the composition of the Company's Mortgage portfolio may render it less profitable than the Manager's Mortgage portfolio. See "Conflicts of interest' below.

<u>Changes in legislation may adversely affect our profitability</u>

There can be no assurance that income tax laws and government incentive programs relating to the real estate industry will not be changed in a manner that adversely affects the Company or distributions received by its security holders.

<u>We rely on the knowledge and expertise of the Manager</u>

The Company is dependent on the knowledge and expertise of the Manager for investment advisory and portfolio management services under the Financial Services Agreement. Any inability of the Manager to perform competently or on a timely basis will negatively affect the Company. There is no certainty that the persons who are currently officers and directors of the Manager will continue to be officers and directors of the Manager for an indefinite period of time. See "Conflicts of Interest below and Item 2."Business of Antrim Investments Ltd. – the Manager".

<u>Absence of Management Rights</u>

The Preferred Shares do not carry voting rights so an investor will have no opportunity to take part in the control or management of the Company's business including the election of directors.

Conflicts of Interest

Certain of the Company's directors and officers are also directors or officers of the Manager and accordingly there may be conflicts of interest if the interest of these companies are inconsistent. See Item 2. - "Business of Antrim Balanced Mortgage Fund Ltd. - The Manager".

The Manager having entered into the Financial Services Agreement with the Company is entitled to earn a fee for providing services to the Company. Conflicts of interest may arise because of the fact that the directors and officers of the Manager are engaged in a wide range of investing and other business activities may include real property financing in direct competition with the Company. The Manager has established, and intends to establish in the future, other investment vehicles that may involve transactions that conflict with the interests of the Company.

The services of the Manager, the directors and officers of the Manager and the members of its credit committee are not exclusive to the Company. The Manager, its affiliates, members of its credit committee and their affiliates may, at any time, engage in promoting or managing any other corporation or its investments including those that may compete directly or indirectly with the Company.

Although none of the directors or officers of the Company will devote all of his or her full time to the business and affairs of the Company each will devote as much time as is necessary to supervise the management of or to advise on the business and affairs of the Company. See Item 8. "Conflicts of Interest, Item 2."Business of Antrim Balanced Mortgage Fund Ltd. - Material Contracts", Item 3. "Description of the Company - Directors, Management, Promoters and Principal Holders" and "Interest of Management of Others".

The historical average rate of return generated by the Manager may not be indicative of the returns ultimately realized by the performance of Antrim Balanced Mortgage Fund Ltd. The return on investment generated by Antrim Balanced Mortgage Fund Ltd. will depend on market conditions and many other factors and may be less than or exceed the historical rate of return attained by the Manager. (see "The Manager" page 7)

ITEM 9 – REPORTING OBLIGATIONS

Neither the Company nor the Manager are reporting issuers and therefore are not subject to most of the continuous reporting obligations imposed on reporting issuers by Canadian securities legislation and regulators, although the Company does file Reports of Exempt Distribution and updated Offering Memorandums on SEDAR as and when required. In accordance with the requirements of the British Columbia *Business Corporations Act*, the Company provides or makes available to its shareholders audited annual financial statements prepared by a qualified chartered accounting firm. Shareholders also receive annually a Notice inviting them to attend the Company's Annual General Meeting (the "AGM") held each year in Langley, British Columbia. Shareholders are encouraged to attend the AGM as it affords them an opportunity to ask questions and hear from the Company's senior management and auditors.

ITEM 10 – RESALE RESTRICTIONS

10.1 The Preferred Shares are subject to a number of resale restrictions including a restriction on trading. Until the restriction on trading expires, you will not be able to trade the Preferred Shares unless you comply with an exemption from the prospectus and registration requirements under applicable securities legislation.

10.2 Unless permitted under applicable securities legislation you cannot trade in securities before the earlier of the date that is four (4) months and a day after the Company becomes a reporting issuer in any Province or Territory of Canada and at least four months have elapsed from the distribution date.

ITEM 11 – PURCHASER'S RIGHTS

If you purchase these securities you will have certain rights, some of which are described below. For information about your rights, you should consult a lawyer

1. Two Day Cancellation Right - You can cancel your agreement to purchase these securities. To do so, you must send a notice to us by midnight on the second business day after you sign the agreement to buy the securities.

2. Statutory Rights of Action in the Event of a Misrepresentation - if there is a misrepresentation in this Offering Memorandum you have a statutory right to sue:

   (a) the Company to cancel your agreement to buy these securities; or,
   (b) for damages the Company , its directors and any other person who has signed the Certificate in this Offering Memorandum;

This statutory right to sue is available to you whether or not you relied on the misrepresentation. However, there are various defences available to the persons or companies that you have a right to sue. In particular, they have a defence if you knew of the misrepresentation when you purchased the securities. If you intend to rely on the rights described in (a) or (b) above, you must do so within strict time limitations. You must commence your action to cancel the agreement within the time period provided by the British Columbia Securities Act. You must commence your action for damageswithin the time provided by the British Columbia Securities Act. In British Columbia, the right of action for rescission or damages will be enforceable by you only if an action is commenced to enforce such right:

(a) In the case of an action for rescission, within 180 days after the date of the purchase; or

(b) In the case of all actions for damages, within the earlier of 180 days following the date you had knowledge of the misrepresentation and three years following the date of purchase.

You may have other rights in addition to these described above. For information about your rights, you should consult a lawyer.

ITEM 12 – FINANCIAL STATEMENTS

Attached to this Offering Memorandum immediately following this Item are the audited financial statements for the Company for the fiscal year ended June 30, 2016, prepared by Grant Thornton LLP, Chartered Professional Accountants, and the audited Statement of Financial Position, Statement of Income and Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flow for the fiscal year ended June 30, 2015, prepared by Malish & Clark, Chartered Professional Accountants.

Financial Statements

ANTRIM
BALANCED MORTGAGE FUND

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ANTRIM BALANCED MORTGAGE FUND LTD.

Financial Statements

Year Ended June 30, 2016

ANTRIM BALANCED MORTGAGE FUND LTD.
Index to Financial Statements
Year Ended June 30, 2016

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Management's Responsibility for Financial Reporting

The financial statements of Antrim Balanced Mortgage Fund Ltd. have been prepared in accordance with International Financial Reporting Standards. These statements include certain amounts based on management's estimates and judgments. Management has determined such amounts were established on a reasonable basis in order to ensure that the financial statements are presented fairly in all material respects.

The integrity and reliability of Antrim Balanced Mortgage Fund Ltd.'s reporting systems are achieved through the use of formal policies and procedures and a reasonable division of responsibilities. These systems are designed to provide reasonable assurance that the financial information is reliable and accurate.

The Board of Directors is comprised of four individuals, three of which are employed by the management company. The Board meets periodically with the shareholders' auditors to review significant accounting, reporting and internal control matters. Following its review of the financial statements and discussions with the auditors, the Board issues its approval of the financial statements.

The financial statements have been audited on behalf of the shareholders by Grant Thornton LLP, in accordance with Canadian auditing standards.

Mr. Bill Granleese

Sept 23RD 2016

Date

Fort Langley, BC

Grant Thornton

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Antrim Balanced Mortgage Fund Ltd.

We have audited the accompanying financial statements of Antrim Balanced Mortgage Fund Ltd., which comprise the statement of financial position as at June 30, 2016, and the statements of income and comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

(continues)

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Antrim Balanced Mortgage Fund Ltd. as at June 30, 2016 and its financial performance and its cash flow for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

The financial statements for the year ended June 30, 2015 were audited by another auditor who expressed an unqualified opinion on those statements on September 14, 2015.

Grant Thornton LLP

Langley, BC
September 22, 2016

Chartered Professional Accountants

ANTRIM BALANCED MORTGAGE FUND LTD.
Statement of Financial Position
June 30, 2016

	2016	2015
ASSETS		
Cash	**$ 326,124**	$ -
Accounts receivable *(Note 4)*	**86,085**	83,921
Accrued interest receivable	**1,673,449**	1,239,319
Mortgages receivable *(Note 5)*	**320,121,245**	233,576,848
Prepaid expenses	**27,727**	26,331
Property held for sale *(Note 6)*	**214,853**	2,759,090
Software	**-**	506
	$322,449,483	$237,686,015
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
Bank indebtedness *(Note 7)*	**$ 29,579,920**	$ 13,406,830
Accounts payable	**528,723**	353,258
Dividends payable *(Note 8)*	**2,996,688**	1,700,708
Preferred shares - Class A *(Note 9)*	**131,412,781**	90,909,486
Preferred shares - Series B *(Note 9)*	**57,779,309**	58,063,066
Preferred shares - Series C *(Note 9)*	**100,152,831**	73,253,436
	322,450,252	237,686,784
SHAREHOLDERS' DEFICIENCY		
Share capital *(Note 9)*	**12**	12
Deficit	**(781)**	(781)
	(769)	(769)
	$322,449,483	$237,686,015

SUBSEQUENT EVENTS *(Note 17)*

ON BEHALF OF THE BOARD

_______________ Director

_______________ Director

The attached notes are an integral part of these financial statements

ANTRIM BALANCED MORTGAGE FUND LTD.
Statement of Income and Comprehensive Income
Year Ended June 30, 2016

	2016	2015
REVENUE		
Interest income	**$ 21,835,134**	$ 16,504,313
Fees	**115,736**	81,157
Other interest	**188**	257
Rental income	**-**	17,385
	21,951,058	16,603,112
EXPENSES		
Management and trailer fees *(Note 10)*	**4,081,028**	2,919,657
Interest and bank charges	**903,142**	231,559
Mortgage losses (recovery) *(Note 11)*	**418,409**	(20,574)
Property losses *(Note 12)*	**311,948**	999,093
Series B trailer fees	**283,361**	290,209
Professional fees	**183,757**	96,555
Renewal fees *(Note 10)*	**77,700**	51,900
Insurance	**64,319**	34,347
Office	**30,341**	14,768
Promotion expenses	**28,108**	14,012
Amortization	**505**	2,053
Rental expenses	**-**	15,254
	6,382,618	4,648,833
NET INCOME BEFORE DIVIDEND EXPENSE	**15,568,440**	11,954,279
OTHER EXPENSES		
Dividend expense *(Note 8)*	**15,568,440**	11,954,279
NET INCOME AND COMPREHENSIVE INCOME	**$ -**	$ -

RELATED PARTY TRANSACTIONS *(Note 10)*

RATE OF RETURN *(Note 16)*

The attached notes are an integral part of these financial statements

ANTRIM BALANCED MORTGAGE FUND LTD.
Statement of Changes in Equity
Year Ended June 30, 2016

	2016	2015
COMMON SHARES		
Balance, beginning of year	$ 12	$ 11
Proceeds from issuance of shares	-	1
Balance, end of year	12	12
DEFICIT		
Deficit, beginning of year	(781)	(781)
TOTAL SHAREHOLDERS' EQUITY	$ (769)	$ (769)

The attached notes are an integral part of these financial statements

ANTRIM BALANCED MORTGAGE FUND LTD.

Statement of Cash Flow

Year Ended June 30, 2016

	2016	2015
OPERATING ACTIVITIES		
Net income	$ -	$ -
Adjustments for:		
Impairment of mortgages	-	(50,000)
Write down on property	-	410,000
Loss on disposal of property	266,871	579,331
Interest income	(21,835,322)	(16,504,570)
Interest expense	495,103	86,554
Amortization	505	2,053
Dividends	15,568,440	11,954,279
Changes in accounts receivable	(2,164)	(59,125)
Changes in prepaid expenses	(1,396)	(12,681)
Changes in accounts payable	175,465	58,018
Changes in deposits received	-	(1,275)
	(5,332,498)	(3,537,416)
Cash flows relating to interest:		
Interest received	21,401,192	16,366,230
Interest paid	(495,103)	(86,554)
Dividends paid	(6,196,801)	(5,734,265)
	14,709,288	10,545,411
Cash flow from operating activities	9,376,790	7,007,995
INVESTING ACTIVITIES		
Purchase of software	-	(1,011)
New mortgages funded	(187,370,766)	(152,134,361)
Mortgages repaid	100,826,372	121,151,703
Properties acquired by foreclosure	-	(5,030,323)
Proceeds on sale of properties	2,277,364	2,797,416
Cash flow used by investing activities	(84,267,030)	(33,216,576)
FINANCING ACTIVITIES		
Common shares issued	-	1
Class A preferred shares issued, net	34,634,609	16,085,083
Series B preferred shares issued, net	3,545,064	4,680,566
Series C preferred shares issued, net	20,863,601	9,678,224
Proceeds from bank financing	374,995,000	85,880,000
Repayment of bank debt	(358,545,080)	(91,401,614)
Cash flow from financing activities	75,493,194	24,922,260
INCREASE (DECREASE) IN CASH FLOW	602,954	(1,286,321)
Cash (deficiency) - beginning of year	(276,830)	1,009,491
CASH (DEFICIENCY) - END OF YEAR	$ 326,124	$ (276,830)

The attached notes are an integral part of these financial statements

1. DESCRIPTION OF BUSINESS

Antrim Balanced Mortgage Fund Ltd. is a mortgage investment corporation pursuant to Section 130.1 of the Income Tax Act. It was incorporated under the British Columbia Business Corporations Act on June 6, 2007, and in Alberta on August 29, 2012. The primary mandate of the Company is to invest its pooled funds into residential first, second and third mortgages that will provide an above average rate of return to its shareholders.

The address of the Company's registered office is 9089 Glover Road, Fort Langley, BC V1M 2R8.

2. BASIS OF PRESENTATION

The financial statements were prepared in accordance with CPA Handbook - Accounting Part 1, using accounting policies as issued by the International Accounting Standards Board (IASB).

These annual financial statements were authorized for issuance by the Board of Directors on September 22, 2016.

Basis of measurement

These financial statements are prepared on the historical cost basis, except for financial instruments classified as fair value through profit or loss that have been measured at fair value and assets held for sale are measured at the lower of its carrying amount and fair value less cost to sell.

Functional and presentation currency

These financial statements are presented in Canadian dollars, which is also the Company's functional currency.

Use of estimates and judgments

The preparation of financial statements in accordance with IFRS requires management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the reporting date and the reported amounts of revenue and expenses during the reporting period.

Significant areas requiring the use of management estimates relate to the valuation of mortgages and accounts receivable, provisions for impaired loans and property held for resale provision.

Management believes that its estimates are appropriate, however, actual results could differ from the amounts estimated. Estimates and underlying assumptions are reviewed annually and revisions to accounting estimates are recognized in the period in which the estimate is revised and any future periods affected.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue recognition

Interest income on mortgages is recorded using the accrual method. The majority of the mortgages receivable are for a one year term and, therefore, loan fees and expenses are recognized in the year received or incurred.

Interest income on impaired loans is recognized on a cash basis but only after any specific provisions for impairment or partial write off has been recovered and provided there is no further doubt as to the collectibility of the principal amount.

In foreclosure situations, the Company will continue to accrue interest until management believes there will be no recovery of the mortgage and successful completion of the foreclosure action is inevitable. The Company will carefully review the situation with these mortgages and recognize any impairment when it arises.

Rental income received is recorded using the accrual method.

Mortgages receivable

Mortgages receivable are classified as loans and receivables and are recorded at amortized cost, less allowances for loan impairment.

Specific allowances are established for individual mortgages identified as impaired, whereby the Company reduces the carrying value of these mortgages to their estimated net realizable value. Mortgages classified as impaired include mortgages for which interest and principal payments are 90 days in arrears and the underlying security is considered inadequate to recover all costs. Estimated realizable amounts are determined by the estimated fair market value of the security underlying the mortgages after deducting estimated costs of realization.

The Company capitalizes all maintenance and foreclosure costs with the intention of recovering these costs upon subsequent payout of the mortgage providing that sufficient equity is estimated to exist in the underlying security.

Properties held for sale

Real estate acquired through foreclosure is classified as property held for sale when its carrying amount will be recovered principally through a sales transaction rather than through continuing use. The criteria for "held for sale" includes management's commitment to a plan to sell the asset and the expectation that such a sale will be completed within a twelve month period. Events or circumstances beyond the Company's control may extend the period to complete the sale beyond one year. Such assets continue to be classified as "held for sale" as management remains committed to its plan to sell the assets.

Property held for sale is measured at the lower of its carrying amount and its fair value less cost to sell. All costs to hold the property prior to sale are included in the carrying amount. Impairment losses and subsequent reversals are recognized in net and comprehensive income in the period in which they occur. Property held for sale is not depreciated.

(continues)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Income taxes

No provision for income taxes has been made in these financial statements as the Company is a Mortgage Investment Corporation in accordance with Section 130.1 of the Income Tax Act. No tax is payable providing all income earned is paid out as dividends within 90 days of the fiscal year end. The dividends paid by the Company are deemed, under the Income Tax Act, to be interest income when received by the shareholders.

Dividends

Dividends on new shares and redemptions are calculated on a pro-rated daily basis. As of July 1, 2009 the Company commenced making a quarterly distribution to its shareholders based on invested capital on September 30, December 31, March 31 and June 30. The remainder of the annual distribution is paid out upon completion of the year end financial statements.

Amortization

The Company is amortizing the cost of its software at 50% per year on a straight-line basis.

Financial instruments

All financial instruments are initially recognized on the statement of financial position at fair value at acquisition. Measurement in subsequent periods depends on whether the financial instrument has been classified as fair value through profit or loss, available-for-sale, held-to-maturity, loans and receivables, or other financial liabilities. During the year, there has been no reclassification of financial instruments.

The financial instruments classified as fair value through profit or loss are measured at fair value with unrealized gains and losses recognized in net income. The Company does not have any financial instruments classified as fair value through profit or loss.

Available-for-sale financial assets are measured at fair value with unrealized gains and losses recognized in other comprehensive income. The Company does not have any financial assets classified as available-for-sale.

The financial assets classified as loans and receivables are initially measured at fair value, then subsequently carried at amortized cost. The Company's financial assets classified as loans and receivables include accounts receivable, accrued interest receivable, mortgages receivable and cash.

The financial assets classified as held-to-maturity are initially measured at fair value, then subsequently carried at amortized cost. The Company does not have any held-to-maturity financial assets.

Financial instruments classified as other financial liabilities are initially measured at fair value, then subsequently carried at amortized cost. Other financial liabilities include bank indebtedness, accounts payable, dividends payable and preferred shares.

(continues)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Accounting standards not yet adopted

Certain pronouncements have been issued by the IASB or IFRIC (IFRS Interpretations Committee) and will be effective for future accounting periods. Many of these are not applicable to the Company and so are not listed below. Adopting these new pronouncements will not have a material impact on the Company's financial statements. The following is a brief summary of the new standards:

IFRS 9 - Financial Instruments: Classification and Measurement is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39, Financial Instruments: Recognition and Measurement. The effective date has been deferred pending completion of the remaining sections of the standard. IFRS 9 has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is recorded at amortized cost only if the entity is holding the instrument to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is recorded at fair value through profit and loss. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company is in the process of evaluating the impact of the new standard.

IFRS 15 - Revenue from Contracts with Customers is a new standard which provides a comprehensive framework for recognition, measurement and disclosure of revenue from contracts with customers, excluding contracts within the scope of the standard on leases, insurance contracts and financial instruments. IFRS 15 is effective for annual periods beginning on or after January 1, 2018.

4. ACCOUNTS RECEIVABLE

	2016	2015
Antrim Investments Ltd. - refund on management fees (Note 10)	**$ 45,181**	$ 83,921
Other receivable	**40,904**	-
	$ 86,085	$ 83,921

5. MORTGAGES RECEIVABLE

	No.	**%**	**2016 Total**	No.	%	2015 Total
First mortgages	**436**	**78.85 %**	**$ 252,426,867**	290	77.69 %	$181,521,591
Second mortgages	**364**	**20.20**	**64,656,657**	261	21.84	51,015,940
Third mortgages	**14**	**0.95**	**3,037,721**	8	0.47	1,089,317
	814	**100.00 %**	**320,121,245**	559	100.00 %	233,626,848
Less: allowance for loan impairment			**-**			(50,000)
			$ 320,121,245			$233,576,848

(continues)

5. MORTGAGES RECEIVABLE *(continued)*

	2016	2015
The average mortgage balance is	**$ 393,269**	$ 418,149
The weighted average interest rate is	**7.66 %**	7.88 %

At June 30, 2016 there were two mortgages in foreclosure totaling $469,285 and five mortgages that were delinquent (2015 - seven mortgages in foreclosure totaling $4,154,516 and two delinquent mortgages). After the year end, two mortgages totaling $1,195,556 were repaid in full. Management estimates that there is sufficient equity in all the non-performing loans.

The impairment is based on valuations by independent appraisers accredited by professional institutes with recent experience in the location of the property being valued and by direct sales comparisons where the fair value is based on comparisons to recent sales of properties of similar types, locations and quality.

At June 30, 2016 and 2015 there were no mortgages of a significant value as all mortgages have a value below 4% of the portfolio balance.

The mortgages bear interest at fixed rates, which are within the Company's guidelines and are consistent with the equity based lending market.

During the prior year one mortgage became unsecured. The mortgagor initially continued to make payments, however, they ceased in the current year and the balance has been written off.

Changes in the provision for impairment on specific mortgages are:

	2016	2015
Allowance for loan impairment		
Balance, beginning of the year	**$ 50,000**	$ 203,660
Applied to losses in the year	**(50,000)**	(28,660)
New provisions	**-**	50,000
Reversal of provisions	**-**	(100,000)
Transferred to property	**-**	(75,000)
Balance, end of year	**$ -**	$ 50,000

Principal repayments based on contractual maturity dates are as follows:

Mortgage contracts expiring within 12 months	**$303,222,765**	$229,007,256
Mortgage contracts expiring within 24 months	**16,898,480**	4,569,592
	$320,121,245	$233,576,848

6. PROPERTY HELD FOR SALE

The properties held for sale were acquired through foreclosure and are carried at the lower of the carrying amount and fair value less the estimated cost to sell. They are disclosed net of allowances for losses, as follows:

	2016	2015
Ladysmith, BC (lot)	$ 214,853	$ 214,853
Langley, BC	-	1,448,576
Ladysmith, BC	-	641,340
Qualicum, BC	-	454,321
	$ 214,853	$ 2,759,090

The property in Ladysmith is a residential building land. As at June 30, 2016 the property is listed on the real estate market and is expected to sell within the next year.

The properties in Langley, Qualicum and the residential home in Ladysmith were sold during the year.

The allowance for losses at year end for properties held for sale is based on managements estimates the realizable sales amount for these properties. No additional losses are anticipated by management at this time.

	2016	2015
Allowance for losses		
Balance, beginning of year	$ 1,140,000	$ 730,000
Increase in provision	-	410,000
Allowance applied to sale of properties	(1,120,145)	-
Balance, end of year	$ 19,855	$ 1,140,000

7. BANK INDEBTEDNESS

	2016	2015
Bankers acceptance notes	**$ 19,984,920**	$ -
Line of credit	**9,595,000**	13,130,000
Bank in overdraft position	**-**	276,830
	$ 29,579,920	$ 13,406,830

Effective December 16, 2015 the Company increased its credit facility with TD Canada Trust to the lesser of $50,000,000 or 75% of eligible amortizing mortgages plus 65% of eligible interest only mortgages to a maximum of 40% of the borrowing base. For the period from May 13, 2016 to September 15, 2016 the Company increased the credit facility to the lesser of $57,000,000 or 75% of eligible amortizing mortgages plus 65% of eligible interest only mortgages to a maximum of 40% of the borrowing base. Interest is charged at the bank's prime lending rate plus 0.75% per annum and/or bankers acceptances with a stamping fee of 2.15% plus varying discount rates. Eligible mortgages are determined by criteria set by the bank. The credit facility is secured by a commercial security agreement covering all eligible mortgages in the portfolio.

8. DIVIDENDS

The Company follows a dividend policy in accordance with the provisions of the Income Tax Act related to Mortgage Investment Corporations. Dividends are paid on an annual basis after the year end and will be paid at $0.0615 per Class A share, $0.0565 per Series B share and $0.0665 per Series C share (2015 - paid at $0.0600 per Class A share, $0.0550 per Series B share and $0.0650 per Series C share).

Dividends previously declared on the preferred shares of the Company were distributed as follows:

	2016	2015
Dividends payable, beginning of year	**$ 1,700,708**	$ 1,591,645
Dividends paid in cash	**(6,196,801)**	(5,734,265)
Dividends paid in shares	**(8,075,659)**	(6,110,951)
Dividends declared during the year	**15,568,440**	11,954,279
Dividends payable, end of year	**$ 2,996,688**	$ 1,700,708

9. SHARE CAPITAL

Authorized:

100	Common voting shares without par value
	Preferred shares
200,000	Class A non-voting, redeemable preferred shares without par value
200,000	Class B "Series A" non-voting, redeemable preferred shares without par value
200,000	Class B "Series B" non-voting, redeemable preferred shares without par value
200,000	Class B "Series C" non-voting, redeemable preferred shares without par value

	2016		2015	
Issued and fully paid:	**Shares**	**Amount**	Shares	Amount
Shares presented under equity				
Common shares				
Shares outstanding at the beginning of the year	**12**	**$ 12**	11	$ 11
Issued	**-**	**-**	1	1
Shares outstanding at the end of the year	**12**	**$ 12**	12	$ 12
Shares presented under liabilities				
Class A preferred shares				
Shares outstanding at the beginning of the year	**90,909,486**	**$ 90,909,486**	72,161,335	$ 72,161,335
Issued	**40,443,919**	**40,443,919**	18,946,075	18,946,075
Redeemed	**(5,809,310)**	**(5,809,310)**	(2,860,992)	(2,860,992)
Dividends issued as shares	**4,846,693**	**4,846,693**	3,500,215	3,500,215
Transferred to another share class	**1,021,993**	**1,021,993**	(837,147)	(837,147)
Shares outstanding at the end of the year	**131,412,781**	**$131,412,781**	90,909,486	$ 90,909,486
Class B preferred shares - Series B				
Shares outstanding at the beginning of the year	**58,063,066**	**$ 58,063,066**	59,692,503	$ 59,692,503
Issued	**8,311,260**	**8,311,260**	8,973,517	8,973,517
Redeemed	**(4,766,196)**	**(4,766,196)**	(4,292,951)	(4,292,951)
Dividends issued as shares	**1,889,214**	**1,889,214**	1,902,098	1,902,098
Transferred to another share class	**(5,718,035)**	**(5,718,035)**	(8,212,101)	(8,212,101)
Shares outstanding at the end of the year	**57,779,309**	**$ 57,779,309**	58,063,066	$ 58,063,066

(continues)

9. SHARE CAPITAL *(continued)*

	2016		2015	
	Shares	**Amount**	Shares	Amount
Class B preferred shares - Series C				
Shares outstanding at the beginning of the year	**73,253,436**	**$ 73,253,436**	53,817,326	$ 53,817,326
Issued	**33,131,392**	**33,131,392**	17,151,150	17,151,150
Redeemed	**(12,267,791)**	**(12,267,791)**	(7,472,926)	(7,472,926)
Dividends issued as shares	**1,339,752**	**1,339,752**	708,638	708,638
Transferred to another share class	**4,696,042**	**4,696,042**	9,049,248	9,049,248
Shares outstanding at the end of the year	**100,152,831**	**$100,152,831**	73,253,436	$ 73,253,436

All preferred shares are equally eligible to receive dividends (at the respective rate of return for each class) and the repayment of capital. Each common share represents one vote at the shareholders meeting.

The Company follows the IFRS recommendations for accounting for financial instruments, therefore issued share capital which is redeemable at the request of the shareholder and has the attributes of a financial liability is presented as such.

Immediately before the year end there were share transactions made through FundSERV which were completed after the year end. These transactions comprise of 465,888 shares to be issued and 86,109 shares to be redeemed.

Investors who purchase the Class B "Series B" shares will pay a trailer fee of one half of one percent per annum on their invested capital (classed as Series B trailer fees on the income statement). Investors who purchase the Class B "Series C" shares will pay a one percent management fee per annum on their invested capital. The rate of return will differ between the three series of shares, otherwise all preferred shares have the same rights and restrictions.

10. MANAGEMENT FEES AND RELATED PARTY TRANSACTIONS

These transactions are in the normal course of operations and are measured at the exchange amount of consideration established and agreed to by the related parties.

The Company has contracted with Antrim Investments Ltd. to manage the mortgage portfolio for a fee which is calculated at one twelfth of 1.5% of the mortgage portfolio per month and receives a refund equal to 0.5% on the Class B "Series C" shares calculated on a daily basis, plus GST. Net GST paid for the year totals $194,723 (2015 - $141,412).

On a monthly basis the management company remits a portion of its fee to referral agents in the form of a trailer fee.

Antrim Investments Ltd. is controlled by Mr. William Granleese and his immediate family members. Mr. Granleese is also the president and one of four directors of the Antrim Balanced Mortgage Fund Ltd. The other directors are Will Granleese, Victor Dyck and Chris Worsnup.

(continues)

10. MANAGEMENT FEES AND RELATED PARTY TRANSACTIONS *(continued)*

Management fees for the fiscal year total $4,081,028 (2015 - $2,919,657) and an amount of $421,300 (2015 - $312,288) was unpaid at the year end. There was also a receivable from the related refund for the Series C management fees of $45,181 (2015 - $83,921). Unpaid and receivable amounts are in the normal course of business, non-interest bearing and were paid/received within 30 days of the year end.

Antrim Investments Ltd. also charges an administration fee for each mortgage renewal. Total mortgage renewal fees paid during the year was $77,700 (2015 - $51,900). This was subsequently charged and paid by the mortgage holders.

Directors, officers and related family members who have investments in the Company received $436,120 (2015 - $350,548) in dividend income. Employees who also have investments in the Company received $7,758 (2015 - $5,557) in dividend income. In all cases, the dividends received were based on the same criteria as all other investors holding the same class of shares in the Company.

At June 30, 2016, three of the Directors owned one voting common share each. The Directors also hold or control through personal holding companies an aggregate total of 5.49% of the non-voting Class A preferred shares (2.49% of total preferred shares).

11. MORTGAGE LOSSES (RECOVERY)

	2016	2015
Loss on foreclosures	$ 407,865	$ 29,426
Unrecoverable costs	10,544	-
Decrease in impairment allowance	-	(50,000)
	$ 418,409	$ (20,574)

12. PROPERTY LOSSES

	2016	2015
Loss on sale of properties	$ 266,871	$ 579,331
Unrecovered costs	45,077	9,762
Increase in impairment allowance	-	410,000
	$ 311,948	$ 999,093

13. FAIR VALUE OF FINANCIAL INSTRUMENTS

The following provides an analysis of financial instruments that are measured, subsequent to initial recognition, at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

Level 1 - quoted prices in active markets for identical investments

(continues)

13. FAIR VALUE OF FINANCIAL INSTRUMENTS *(continued)*

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the investment, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 - inputs for the investments that are not based on observable market data

The level in the fair value heavily within which the financial asset or financial liability is categorized is determined on the basis of the lowest level of input that is significant to the fair value measurement. Financial assets and financial liabilities are classified in their entirety into only one of three levels.

As at June 30, 2016, there are no financial instruments carried at fair value and consequently, no financial instruments categorized into Levels 1, 2 or 3 or transfers between Level 1 an 2 for the year then ended.

14. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts receivable, accrued interest receivable, mortgages receivable, bank indebtedness, accounts payable, dividends payable and preferred shares. The Company is exposed to various risks through its financial instruments and has a comprehensive risk management framework to monitor, evaluate and manage these risks. The following analysis provides information about the Company's risk exposure and concentration as of June 30, 2016.

<u>Credit risk</u>

Credit risk arises from the potential that a counter party will fail to perform its obligations. The Company is exposed to credit risk in that the mortgagor will fail to discharge the obligation causing the Company to incur a financial loss. In order to reduce its credit risk, the Company ensures that the collateral value of the security fully protects first, second and subsequent mortgage advances and that there is a viable exit strategy for each loan. An allowance for impaired mortgages is established based upon factors surrounding the delinquency of specific accounts other information. The Company has a significant number of mortgages which minimizes concentration of credit risk.

Specific credit risk information on concentration of credit risk and delinquent mortgages is detailed in Note 5.

<u>Liquidity risk</u>

Liquidity risk is the risk that the Company cannot meet a demand for cash or fund its obligations as they come due. The Company's management oversees the liquidity risk to ensure the Company has access to enough readily available funds to cover its financial obligations as they come due.

The assessment of the Company's liquidity position reflects management's estimates, assumptions and judgments pertaining to current and prospective firm specific and market conditions.

The Company manages liquidity risk by:

- Continuously monitoring actual daily cash flows and longer term forecasted cash flows;
- Maintaining adequate liquidity support facilities, such as lines of credit; and
- Monitoring the maturity profiles of financial assets.

The Company is exposed to this risk mainly in respect of its receipt of funds from its mortgages and other related sources, share purchases and redemptions, and accounts payable.

(continues)

14. FINANCIAL INSTRUMENTS *(continued)*

An analysis of mortgage due date is provided in Note 5; all other sources of funds have terms of less than twelve months.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises four types of risk: currency risk, interest rate risk, fair value risk and other price risk. The Company is mainly exposed to interest rate risk, fair value risk, and other price risk.

Currency risk

Currency risk is the risk to the Company's earnings that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not hold any financial instruments in foreign currency, therefore it is not exposed to foreign currency risk.

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. The mortgages receivable are advanced for mainly one year terms, with the rate of interest fixed for that term. Interest rates on mortgages receivable reflect credit risk and prime interest rates. Upon renewal of the mortgage, the Company has the option of adjusting the interest rate to respond to changes in credit risk or the prime interest rate.

In seeking to minimize the risks from interest rate fluctuations, the Company manages exposure through its normal operating and financing activities. The Company is also exposed to interest rate risk through its floating interest rate bank indebtedness and credit facilities.

If interest rates on debt had been one percent point higher (lower) during the year ended June 30, 2016, earnings would have been reduced (increased) by approximately $4,951 during the year, assuming that no changes had been made to the interest rates at which new mortgage loans were entered into. However, if new mortgage loans had been entered into at higher (lower) interest rates, the resulting reduction of earnings would have been less than (greater than) $4,951.

Fair value risk

Fair value risk is the potential for loss from an adverse movement in the value of a financial instrument. The Company incurs fair value risk on its mortgages receivable held and property held for resale. The Company does not hedge its fair value risk.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The Company does not hold any financial instruments that are traded in the market.

Included in other price risk is the real estate property that provides the underlying security for mortgages receivable. The Company aims to minimize other price risk through maintaining sufficient loan to value ratios on the advance of mortgages.

15. CAPITAL MANAGEMENT

The Company's objective when managing capital is to continue operations as a going concern so that it can provide its shareholders with a safe, superior-yielding and liquid investment that also qualifies as an eligible investment for Registered Retirement Savings Plans, Registered Retirement Income Funds and Tax-Free Savings Accounts.

The Company defines capital as being the funds raised through bank indebtedness and the issuance of preferred shares of the Company. The overall objective of capital management is to ensure that the Company has sufficient capital to maintain its operations based on current activities and expected business developments in the future and to provide a return to the shareholders commensurate with the risk of the business and comparable to other similar companies.

The Company intends on expanding its capital raising though an increasing number of investment dealers. Management will work to increase distribution through more dealers via the FundSERV network. FundSERV is an electronic settlement system that allows investment dealers to purchase and redeem shares of the Company far more efficiently than dealing in physical certificates. Additional costs will be associated with FundSERV but management feels the advantages of a diversified dealer network outweigh the additional costs associated with this form of distribution.

The Company is required to comply with Section 130.1(6) of the Income Tax Act which defines the requirements for Mortgage Investment Corporations. These guidelines give specific externally imposed capital requirements. During the year the Company complied with these requirements.

Under the Company's bank credit facilities, the Company is required to comply with certain financial covenants including a borrowing base condition and an annual debt to tangible net worth requirement. At June 30, 2016, the Company is in compliance with all financial covenants.

16. RATE OF RETURN

The effective annual yield earned, and the related weighted average number of shares, per class of preferred shares is as follows:

	2016	2015
Rate of return per share		
Class A	**6.15 %**	6.00 %
Class B Series B	**5.65 %**	5.50 %
Class B Series C	**6.65 %**	6.50 %
Weighted average number of shares		
Class A	**113,643,923**	80,642,988
Class B Series B	**57,619,043**	59,051,455
Class B Series C	**81,931,846**	63,830,549

17. SUBSEQUENT EVENTS

Effective July 13, 2016 the Company took its property in Ladysmith, BC off the real estate market with the intention of driving up interest in the property when management re-lists the property in the future (management intends to re-list in 2017).

Subsequent to the year end, the Company redeemed 3,676,963 (2015 - 5,714,856) preferred shares and issued 2,735,352 (2015 - 23,444,094) preferred shares. The net amount paid from these transactions was $941,611 (2015 - received $17,729,238).

18. COMPARATIVE BALANCES

In accordance with IAS 32, dividends are reflected as an expense in the statement of income and comprehensive income, whereas in the prior year dividends declared were reflected in the statement of changes in equity.

ANTRIM BALANCED MORTGAGE FUND LTD.
Additional Information on Mortgages Receivable *(Schedule 1)*
Year Ended June 30, 2016

	2016		2015	
	No. of mortgages	% of total value	No. of mortgages	% of total value
Type of mortgage				
Residential	753	85.00 %	518	84.05 %
Residential land	26	8.80	15	6.59
Commercial	26	3.56	11	2.97
Residential construction	9	2.64	15	6.39
	814	100.00 %	559	100.00 %
Location of mortgage				
Greater Vancouver Regional District	708	93.18 %	455	88.15 %
Calgary and surrounding area	47	3.82	56	7.92
Vancouver Island	41	2.11	34	2.74
Edmonton and surrounding area	11	0.60	7	0.58
Okanagan	7	0.29	7	0.61
	814	100.00 %	559	100.00 %

The attached notes are an integral part of these financial statements

ITEM 13 – DATE AND CERTIFICATE

DATED as of April 26, 2017

This Offering Memorandum does not contain a misrepresentation.

ANTRIM BALANCED MORTGAGE FUND LTD.
by its authorized signatories:

"William Granleese"

WILLIAM GRANLEESE - PRESIDENT

"William R. Granleese"

WILLIAM R. GRANLEESE – DIRECTOR

"Victor Dyck"

VICTOR DYCK – DIRECTOR

"Christopher G. Worsnup"

CHRISTOPHER G. WORSNUP- DIRECTOR