Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE				
New report Amended report If amen	nded, provide filing date	of report that is being am	nended	(YYYY-MM-DD)
ITEM 2 - PARTY CERTIFYING THE	REPORT			
Indicate the party certifying the report (sele National Instrument 81-106 Investment Fu				ection 1.1 of
Investment fund issuer				
✓ Issuer (other than an invest	stment fund)			
Item 3 - Issuer Name and Ot	HER IDENTIFIERS			
Provide the following information about th		vestment fund, about the fund.		
Full legal name	Antrim Balanced Morte			
Previous full legal name				
If the issuer's name changed in	the last 12 months provide m	ost recent previous legal name		
Website	www.antriminvestment	-	(if applicable)	
If the issuer has a legal entity identifier, pro Legal entity identifier	Svide below. Refer to Part B of t		oj legal entity taentifier	
ITEM 4 - UNDERWRITER INFORM	IATION			
If an underwriter is completing the report,	provide the underwriter's full le	gal name and firm National Reg	gistration Database (NRD) number.
Full legal name				
Firm NRD number		(if applicable)		
If the underwriter does not have a firm NR.	D number, provide the head of	fice contact information of the u	nderwriter.	
Street address				
Municipality		Province/State		
Country		Postal code/Zip code		
Telephone number		Website		(if applicable)

ITEM 5 - ISSUER INFORMATION
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool.
NAICS industry code 5 2 2 2 9 9
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.
Is the issuer's primary business is to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Image:
b) Number of employees
Number of employees: 🔽 0 - 49 □ 50 - 99 □ 100 - 499 □ 500 or more
c) SEDAR profile number
Does the issuer have a SEDAR profile?
No Yes If yes, provide SEDAR profile number 0 0 3 8 5 6 8
If the issuer does not have SEDAR profile complete item 5(d) - (h).
d) Head office address
Street address Province/State
Municipality Postal code/Zip code
Country Telephone number
e) Date of formation and financial year-end
Date of formation
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdication of Canada? 🔲 No 🗌 Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
g) Public listing status
If the issuer has a CUSIP number, provide below (first 6 digits only)
CUSIP number
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.
Exchange name(s):
h) Size of issuer's assets
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.
□ \$0 to under \$5M □ \$5M to under \$25M □ \$25M to under \$100M
S100M to under \$500M S500M to under \$1B \$1B or over

ITEM 6 - INVESTMENT	Fund Issuer Information
If the issuer is an investi	ment fund, provide the following information.
a) Investment fund ma	inager information
Full legal name	
Firm NRD number	(if applicable)
If the investment fund man	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.
Street address	
Municipality	Province/State
Country	Postal code/Zip code
Telephone number	Website (if applicable)
b) Type of investment	fund
Type of investment fund that	most accurately identifies the issuer (select only one) .
Money market	Equity Fixed income
Balanced	Alternative strategies Other (describe)
Indicate whether one or both	of the following apply to the investment fund .
Invests primarily in	other investment fund issuers
Is a UCITs Fund ¹	
¹ Undertaking for the Collectiv directives that allow collective	re Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) e investment schemes to operate throughout the EU on a passport basis on authorization from one member state.
	nd financial year-end of the investment fund
Date of formati	
	YYYY MM DD MM DD
d) Reporting issuer sta	atus of the investment fund
	orting issuer in any jurisdication of Canada? 🔲 No 🗌 Yes
If yes, select the jurisdictions of All	of Canada in which the investment fund is a reporting issuer. AB BC MB NL NT
e) Public listing status	NU ON PE QC SK YT of the investment fund
	CUSIP number, provide below (first 6 digits only)
.,	CUSIP number
If the investment fund is pub	licly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for
	for and received a listing, which excludes, for example, automated trading systems.
Exchange name	
f) Net asset value (NA	V) of the investment fund
-	nvestment fund as of the date of the most recent NAV calculation (Canadian \$).
\$0 to under \$5M	S5M to under \$25M \$25M to under \$100M
\$100M to under \$500	
	YYYY MM DD

ITEM 7 - INFORMATION A	BOUT THE DISTRIBUTIO	N						
If an issuer located outside of Cano purchasers resident in that jurisdic should be disclosed in Item 8. The	tion of Canada only. Do not incl	ude in Ite	em 7 securitie	es issued as	payment of con	nmissions or find	er's fees, which	
a) Currency								
Select the currency or currencies in	which the distribution was mad	le. All dol	lar amounts	provided in	n the report mus	t be in Canadian	dollars.	
✓ Canadian dollar	US dollar 🛛 Euro)	Other	(describe)				
b) Distribution date(s)								
State the distribution start and er as both the start and end dates. I distribution period covered by the Start o	f the report is being filed for secu e report.	urities dis			s basis, include			date
c) Detailed purchaser inform	mation							
Complete Schedule 1 of this f	form for each purchaser an	nd attac	h the sche	dule to th	ne completed	report.		
d) Types of securities distri	buted							
Provide the following informatio Instructions for how to indicate t distributed. The information inclu <u>Asked Questions.</u>	he security code. If providing the	e CUSIP n	umber, indic	ate the full	9-digit CUSIP n	umber assigned i tible securities, se	to the security l	
					Single or	Canadian \$		
Security code (if applicable)	Description of security		Numbe	ties	Single or lowest price	Highest price	Total amou	nt
	ass A Preferred Non-Voti aares	ng		9.00	1.0000	1.0000	2,568,76	8.00
	ass B Series 'B' Preferred ting Shares	d Non-		35.00	1.0000	1.0000	876,57	7.00
	ass B Series 'C' Preferred ting Shares	d Non-		74.00	1.0000	1.0000	2,308,41	9.00
e) Details of rights and con	vertible/exchangeable secu	rities		-	`			
If any rights (e.g. warrants, option were distributed, provide the cor							changeable seo	curities
Security Underlying security code	Exercise price (Canadian \$) Lowest Highest		ry date - MM-DD)	Conversi ratio		be other items (if a	pplicable)	
f) Summary of the distributi	on by jurisdiction and exem	ption						
State the total dollar amount of s purchaser resides and for each ex distribution in a jurisdiction of Co This table requires a separate lin purchaser resides, if a purchaser jurisdiction. For jurisdictions within Canada, s	xemption relied on in Canada fo anada, include distributions to p e item for: (i) each jurisdiction w resides in a jurisdiction of Canad	r that dis urchasers here a pu da, and (i	tribution. Ho s resident in t ırchaser resid ii) each exen	wever, if an hat jurisdic des, (ii) each aption relied	n issuer located o ction of Canada h exemption reli	outside of Canado only. ed on in the juriso	a completes a diction where a	1
Province or country	Exemption	relied on			Number of purchasers	Total amour	t (Canadian \$)	
British Columbia	NI 45-106 2.5 [Family, associates]	friends	and busir	iess	1		500,000	.00
British Columbia	NI 45-106 2.9(1) [Offeri (BC, NL)	ing mer	norandum	1]	110		4,815,764	.00
Alberta	NI 45-106 2.9(2.1) [Offe (AB, SK, ON, QC, NB,		emorandu	ım]	5		423,000	.00

Ontario	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	2	15,000.00
	Total dollar amount of sec	urities distributed	5,753,764.00
	Total number of unique purchasers ²	113	
² In calculating the total numb	ar of unique numbers to which the issuer distributed convertion	a aquint a a ch invirab.	and only once recording of whether

²In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)

ITEM 8 - COMPENSATION INFORMATION
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.
□ No ✓ Yes If yes, indicate number of persons compensated. 3
a) Name of person compensated and registration status
Indicate whether the person compensated is a registrant. No Ves
If the person compensated is an individual, provide the name of the individual.
Full legal name of individual
Family name First given name Secondary given names
If the person compensated is not an individual, provide the following information.
Full legal name of non-individual Holliswealth Advisory Services Inc.
Firm NRD number 3 4 0 (if applicable)
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.
b) Business contact information
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.
Street address
Municipality Province/State
Country Postal code/Zip code
Email address Telephone number
c) Relationship to issuer or investment fund manager
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)
 Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager None of the above
d) Compensation details
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.
Cash commissions paid 11.26 Security codes Security code 1 Security code 1 Security code 2
Value of all securities distributed as
compensation ⁴
Describe terms of warrants, options or other rights
Other compensation ⁵ Describe
Total compensation paid 11.26
Check box if the person will or may receive any deferred compensation (describe the terms below)
Holliswealth Advisory Services Inc. will receive an annual trailer fee paid monthly in the amount of 1/2% on Class A Preferred Non-Voting Shares, 1% on Class B Series 'B' Preferred Non-Voting Shares and 0% on Class B Series 'C' Preferred Non-Voting Shares.
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer.

⁵Do not include deferred compensation.

a) Name of person compensated and registration status	
Indicate whether the person compensated is a registrant.	No Ves
If the person compensated is an individual, provide the name of the ind	ividual.
Full legal name of individual	
Family name	First given name Secondary given names
If the person compensated is not an individual, provide the following i	nformation.
Full legal name of non-individual Raymond James	Ltd.
Firm NRD number 8 2 4	0 (if applicable)
Indicate whether the person compensated facilitated the distribution th	nrough a funding portal or an internet-based portal. No 🗸 Yes
b) Business contact information	
If a firm NRD number is not provided in Item 8 (a), provide the business	contact information of the person being compensated.
Street address	
Municipality	Province/State
Country	Postal code/Zip code
Email address	Telephone number
c) Relationship to issuer or investment fund manager	
B(2) of the Instructions and the meaning of "control" in section 1.4 of N	nager (select all that apply). Refer to the meaning of "connected" in Part 95-106 for the purposes of completing this section.
Connect with the issuer or investment fund manager	Insider of the issuer (other than an investment fund)
Director or officer of the investment fund or investment fund means the investment fund means	anager Employee of the issuer or investment fund manager
None of the above	—
d) Compensation details	
Canadian dollars. Include cash commissions, securities-based compensa	accounting services. An issuer is not required to ask for details about, or report
Cash commissions paid 61.52	Security code 3 Security code 1 Security code 2 Security code 3
Value of all securities	
distributed as compensation ⁴	
Describe terms of warrants, options or other rights	
Other compensation ⁵ Describe	
Total compensation paid 61.52	
✓ Check box if the person will or may receive any deferred cor	npensation (describe the terms below)
	paid monthly in the amount of 1/2% on Class A Preferred Non- n-Voting Shares and 0% on Class B Series 'C' Preferred Non-
	tion, <u>excluding</u> options, warrants or other rights exercisable to acquire ecurities distributed as compensation, <u>including</u> options, warrants or other

a) Name of person com	pensated and registration status	
Indicate whether the perso	n compensated is a registrant. 🗌 No 🖌 Yes	
If the person compensated is	an individual, provide the name of the individual.	
Full legal name of indiv	vidual	
	Family name First given name Secondary given names	
If the person compensated	s not an individual, provide the following information.	
Full legal name	of non-individual Echelon Wealth Partners Inc.	
F	irm NRD number 3 2 4 2 0 (if applicable)	
Indicate whether the persor	compensated facilitated the distribution through a funding portal or an internet-based portal.] Yes
b) Business contact info		-
If a firm NRD number is not	provided in Item 8 (a), provide the business contact information of the person being compensated.	
Street address		
Municipality	Province/State	
Country	Postal code/Zip code	
Email address	Telephone number	
	or investment fund manager	
	ship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Par ne meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.	Ε
Connect with the iss	er or investment fund manager Insider of the issuer (other than an investment fund)	
Director or officer of	he investment fund or investment fund manager Employee of the issuer or investment fund manager	
None of the above	—	
d) Compensation details		
	ation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amou	
	h commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for ibution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or	
	ements with the directors, officers or employees of a non-individual compensated by the issuer.	epon
Cash commissions p	aid 2.20 Security codes Security code 1 Security code 2 Security code 2	nde 3
Value of all securiti		
distributed compensatio		
·	erms of warrants, options or other rights	
Other compensation	n ⁵ Describe	
Total compensation pa]
Check box if the pe	erson will or may receive any deferred compensation (describe the terms below)	
·	Partners Inc. will receive an annual trailer fee paid monthly in the amount of 1/2% on Class A Prefer	red
	es, 1% on Class B Series 'B' Preferred Non-Voting Shares and 0% on Class B Series 'C' Preferred	
additional securities of the is	e of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire suer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or o additional securities of the issuer. npensation.	

ITEM 9 - DIRECTORS, EXECUT	IVE OFFICERS A	ND PROMO	TERS OF THE IS	SSUER				
If the issuer is an investment fund,	do not complete It	em 9. Procced t	o Item 10.					
Indicate whether the issuer is any of t	he following (select o	all that apply).						
Reporting issuer in any jurisdi	ction of Canada							
Foreign public issuer								
Wholly owned subsidiary of a	reporting issuer in a	any jurisdiction c	f Canada ⁶					
Provide name	of reporting issuer							
Wholly owned subsidiary of a foreign public issuer ⁶								
Provide name of fo	oreign public issuer							
Issuer distributing eligible fore	ign securities only t	o permitted clier	nts ⁷					
If the issuer is at least one of the a	bove, do not comp	lete Item 9(a) –	(c). Proceed to Ite	m 10.				
⁶ An issuer is a wholly owned subsidial securities that are required by law to b ⁷ Check this box if it applies to the curr clients. Refer to the definitions of "elig ↓ If the issuer is none of the all	e owned by its dire ent distribution ever ible foreign security	ctors, are benefit n if the issuer ma " and "permitted"	cially owned by the ade previous distrib client" in Part B(1)	reporting issuer utions of other ty	or the foreig	n publ	ic issue	er, respectively.
a) Directors, executive officers		-	nem 3(u) - (c).					
Provide the following information for territory; otherwise state the country.				tive Officer, "P" -	- Promoter.	da, sta	te the p	province or
Organization or company name	Family name	First given name	Secondary give names	Business lo non-indivi reside jurisdict indivio	dual or ntail ion of		ationsh issuer ect all apply)	that
				Province o	or country	D	0	Р
	Granleese	William		British Colun	nbia	✓	✓	
	Granleese	William	R.	British Colun	nbia	\checkmark		
	Dyck	Victor		British Colun	nbia	✓		
	Worsnup	Christopher	Gavin	British Colun	nbia	✓		
b) Promoter information								
If the promoter listed above is not ar within Canada, state the province or								
Organization or company name	Family name	Family name First given name Secondary given names Residential jurisdiction of individual Relationship to promoter (select one or both if applicable)						
				Province or country	D		C	
c) Residential address of each								
Complete Schedule 2 of this form p completed report. Schedule 2 also r					m 9(a) and	(b) an	d attao	ch to the

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

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

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

Full legal name	Granleese William			R.		
	Family name	First given name	-	Secondary give	en names	
Title	Portfolio Manager	Portfolio Manager				
Name of issuer/underwriter/ investment fund manager	Antrim Balanced Mortgage Fu	Antrim Balanced Mortgage Fund Ltd.				
Telephone number	6045302301	6045302301 Email address will@antriminvestments.com				
Signature	William R. Granleese	Date	2017	05	19	
		-	YYYY	MM	DD	

ITEM 11- CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

 \checkmark Same as individual certifying the report

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

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.