# Form 45-106F1 Report of Exempt Distribution

## IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE	TEM 1 - REPORT TYPE							
✓ New report								
Amended report If amer	nded, provide filing date	of report that is being am	ended (YYYY-MM-DD)					
ITEM 2 - PARTY CERTIFYING THE	REPORT							
	Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.							
☐ Investment fund issuer								
✓ Issuer (other than an inves	stment fund)							
Underwriter								
ITEM 3 - ISSUER NAME AND OTH	HER IDENTIFIERS							
Provide the following information about the	e issuer, or if the issuer is an in	vestment fund, about the fund.						
Full legal name	Antrim Balanced Mortg	gage Fund Ltd.						
Previous full legal name								
If the issuer's name changed in	the last 12 months, provide mo	ost recent previous legal name.						
Website	www.antriminvestment	s.com	(if applicable)					
If the issuer has a legal entity identifier. pro	ovide below. Refer to Part B of t	he Instructions for the definition	of "legal entity identifier".					
Legal entity identifier								
ITEM 4 - UNDERWRITER INFORM	IATION							
		' Com National Day	*** ** D. (4.100) must be					
If an underwriter is completing the report, p	orovide the underwriter's fuil le	gal name and firm National keg 	istration Database (NKD) number.					
Full legal name								
Firm NRD number		(if applicable)						
If the underwriter does not have a firm NRL	D number, provide the head off	ice contact information of the ur	nderwriter.					
Street address								
Municipality		Province/State						
Country		Postal code/Zip code						
Telephone number		Website	(if applicable)					

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

ITEM 6 - INVESTMENT FUND ISSUER INFORMATION						
If the issuer is an invest	If the issuer is an investment fund, provide the following information.					
a) Investment fund m	anager informaiton					
Full legal name						
Firm NRD number	(if applicable)					
If the investment fund ma	nager does not have a firm NRD number, provide the head office contact information of the investment fund manager.					
Street address						
	Dravings/State					
Municipality	Province/State Province/State					
Country	Postal code/Zip code					
Telephone number	Website (if applicable)					
b) Type of investmen	t fund					
Type of investment fund the	at most accurately identifies the issuer (select only one) .					
Money market	Equity Fixed income					
Balanced	Alternative strategies Other (describe)					
Indicate whether one or bot	h of the following apply to the investment fund .					
Invests primarily in	n other investment fund issuers					
☐ Is a UCITs Fund¹						
	ive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) ve investment schemes to operate throughout the EU on a passport basis on authorization from one member state.					
	and financial year-end of the investment fund					
Date of forma						
Date of forma	YYYY MM DD MM DD					
d) Reporting issuer st	tatus of the investment fund					
	porting issuer in any jurisdication of Canada? No Yes					
If yes, select the jurisdictions  All	of Canada in which the investment fund is a reporting issuer.  AB					
e) Public listing status	NU ON PE QC SK YT s of the investment fund					
i ine arrestment fana nas e	If the investment fund has a CUSIP number, provide below (first 6 digits only)  CUSIP number					
If the investment fund is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for						
which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.						
Exchage name	is					
f) Net asset value (NA	AV) of the investment fund					
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).						
\$0 to under \$5M	\$5M to under \$25M \$25M to under \$100M					
\$100M to under \$500						
	YYYY MM DD					

#### Item 7 - Information About the Distribution If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report. Currency Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. ✓ Canadian dollar US dollar ☐ Euro Other (describe) Distribution date(s) State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start date End date 2016 2016 80 03 08 09 DD MM DD YYYYDetailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. Types of securities distributed Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being

					Canadian \$	
Security code	CUSIP number (if applicable)	Description of security	Number of securities		Highest price	Total amount
P R S		Class A Preferred Non-Voting Shares - \$719,101.00 Class B Series "B" Preferred Non-Voting Shares - \$426,300.00 Class B Series "C" Preferred Non-Voting Shares - \$1,590,908.00	77.00	1.0000	1.0000	2,736,309.00

#### e) Details of rights and convertible/exchangeable securities

distributed.

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

	curit ode	Underlying security code		$\mathcal{C}$		Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)	
					Lowest	Highest			

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.9(1) [Offering memorandum] (BC, NL)	72	2,701,309.00
Alberta	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	5	35,000.00
	2,736,309.00		

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

### g) Net proceeds to the investment fund by jurisdiction

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

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

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

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

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

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

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or 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. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>					
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.					
No ✓ Yes If yes, indicate number of persons compensated. 14					
a) Name of person compensated and registration status					
Indicate whether the person compensated is a registrant. No Yes					
If the person compensated is an individual, provide the name of the individual.					
Full legal name of individual Booth David					
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					
Firm NRD number (if applicable)					
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No 📝 Yes					
b) Business contact information					
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.					
Street address 20688 56 Ave					
Municipality Langley Province/State British Columbia					
Country Canada Postal code/Zip code V3A 3Z1					
Email address david.booth@holliswealth.co Telephone number 6045346624					
m Go 166 1662 1					
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					
✓ 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 46.62 Security code 1 Security code 2 Security code 3					
Value of all securities distributed as compensation <sup>4</sup>					
Describe terms of warrants, options or other rights					
Other compensation <sup>5</sup> Describe					
Total compensation paid 46.62					
Check box if the person will or may receive any deferred compensation (describe the terms below)					
Grieck box is the person will of may receive any deferred compensation (describe the terms below)					
<sup>4</sup> 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.					
<sup>5</sup> Do not include deferred compensation.					

a) Name of person com	a) Name of person compensated and registration status								
Indicate whether the perso	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 indi	vidual	Lapa	Lou	iie					
	Fa	amily name	First given	name Sec	condary given names				
If the person compensated is not an individual, provide the following information.									
Full legal name	Full legal name of non-individual								
Firm NRD number (if applicable)									
Indicate whether the persor	n compensated facili	tated the distribution th	nrough a funding p	oortal or an internet-ba	sed portal.	No ✓ Yes			
b) Business contact info	rmation								
If a firm NRD number is not	provided in Item 8 (	a), provide the business	contact information	on of the person being	compensated.				
Street address	700 - 609 Granv	lle Street							
Municipality	Vancouver		]	Province/State	British Columb	oia			
Country	Canada		] P	ostal code/Zip code	V7Y 1G5				
Email address	louie.lapa@hollis	swealth.com		Telephone number	6048953322				
c) Relationship to issue	r or investment fu	nd manager							
Indicate the person's relatior B(2) of the Instructions and t	•	·	•		•	ed" in Part			
Connect with the issu	uer or investment fu	nd manager		Insider of the issuer (o	ther than an investm	nent fund)			
Director or officer of	the investment fund	or investment fund ma	anager 🔲 I	Employee of the issue	r or investment fund	manager			
✓ None of the above									
d) Compensation details	5								
Provide details of all compen Canadian dollars. Include cas services incidental to the dist on, internal allocation arrang	h commissions, secu ribution, such as clei	ırities-based compensa ical, printing, legal or c	tion, gifts, discount accounting services	ts or other compensation. An issuer is not requir	n. Do not report pay ed to ask for details	ments for			
Cash commissions p	aid	0.85	Security codes	Security code 1	Security code 2	Security code 3			
Value of all securiti			boodiny bodoo						
distributed compensation									
Describe	terms of warrants, of	options or other rights							
Other compensation	Other compensation <sup>5</sup> Describe								
Total compensation paid 0.85									
Check box if the person will or may receive any deferred compensation (describe the terms below)									
<sup>4</sup> 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. <sup>5</sup> Do not include deferred compensation.									

a) Name of person com	pensated and re	gistration status						
Indicate whether the pers	on compensated is a	registrant.	☐ No	✓ Yes				
If the person compensated is an individual, provide the name of the individual.								
Full legal name of ind	ividual	Greenfeld	Jet	f				
	F	amily name	First given	name Seco	ondary given names			
If the person compensated is not an individual, provide the following information.								
Full legal name	Full legal name of non-individual							
Firm NRD number (if applicable)								
Indicate whether the perso	n compensated faci	itated the distribution t	hrough a funding p	ortal or an internet-bas	ed portal. No 🗸 Yes			
b) Business contact info	ormation							
If a firm NRD number is not	provided in Item 8	(a), provide the business	s contact information	on of the person being c	ompensated.			
Street address	205-4841 Delta	St						
Municipality	Delta		]	Province/State	British Columbia			
Country	Canada		] P	ostal code/Zip code	V4K 2T9			
Email address	jeff@greenfeldfi	nancial.com		Telephone number	6049408617			
c) Relationship to issue	er or investment for	ınd manager						
Indicate the person's relation B(2) of the Instructions and	•		-		neaning of "connected" in Part is section.			
Connect with the iss	suer or investment f	und manager	□ <sup> </sup>	nsider of the issuer (otl	her than an investment fund)			
Director or officer of	the investment fun	d or investment fund m	anager 🔲 E	Employee of the issuer	or investment fund manager			
✓ None of the above								
d) Compensation detail	S							
Canadian dollars. Include ca	sh commissions, sec tribution, such as cle	urities-based compensa rical, printing, legal or a	tion, gifts, discount accounting services.	s or other compensation . An issuer is not require	distribution. Provide all amounts in n. Do not report payments for ed to ask for details about, or report the issuer.			
Cash commissions p	paid	1.65	Security codes	Security code 1	Security code 2 Security code 3			
Value of all securit distributed			coounty cours					
compensati								
Describe	terms of warrants,	options or other rights						
Other compensati	on <sup>5</sup>	Describe						
Total compensation paid 1.65								
Check box if the person will or may receive any deferred compensation (describe the terms below)								
	issuer. Indicate the re additional securit	security codes for all se			rights exercisable to acquire l <u>uding</u> options, warrants or other			

a) Name of person compensated and registration status									
Indicate whether the perso	Indicate whether the person compensated is a registrant.  No Ves								
If the person compensated is	If the person compensated is an individual, provide the name of the individual.								
Full legal name of indi	vidual	Gray	S	heldon					
	Fa	mily name	First g	iven name	Secor	ndary given name	 ·S		
If the person compensated	If the person compensated is not an individual, provide the following information.								
Full legal name	Full legal name of non-individual								
Firm NRD number (if applicable)									
Indicate whether the perso	n compensated facili	tated the distribution t	hrough a fundir	ng portal or an inter	net-base	d portal.	☐ No ☑ Yes		
b) Business contact info	ormation								
If a firm NRD number is not	provided in Item 8 (d	a), provide the busines	s contact inform	nation of the person	being co	mpensated.			
Street address	Suite 700 - 609 0	Granville Street							
Municipality	Vancouver		]	Province	/State	British Colur	mbia		
Country	Canada			Postal code/Zip	code	V7Y 1G5			
Email address	sheldon.gray@h	olliswealth.c		Telephone nu	umber	6048953459	59		
c) Relationship to issue	r or investment fu	nd manager							
Indicate the person's relation		<u> </u>	anaaer (select a	ll that annly) Refer	to the me	panina of "conn	ected" in Part		
B(2) of the Instructions and							secou u.,, u.,		
Connect with the iss	uer or investment fu	nd manager		Insider of the iss	suer (othe	er than an inves	stment fund)		
Director or officer of	the investment fund	or investment fund m	nanager	Employee of the	e issuer o	or investment fu	nd manager		
None of the above									
d) Compensation detail	S								
Provide details of all comper Canadian dollars. Include ca services incidental to the dist on, internal allocation arrang	sh commissions, secu ribution, such as cler	rities-based compenso ical, printing, legal or	ntion, gifts, disco accounting serv	ounts or other comp ices. An issuer is no	ensation. t required	Do not report p I to ask for deta	payments for		
			oyees of a non-		ateu by ti	ie issuer.			
Cash commissions p		2.19	Security codes	Security of	code 1	Security code 2	Security code 3		
Value of all securit distributed compensati	as								
Describe	terms of warrants, o	pptions or other rights							
Other compensation	on <sup>5</sup>	Describe							
Total compensation p	Total compensation paid 2.19								
Check box if the person will or may receive any deferred compensation (describe the terms below)									
<sup>4</sup> Provide the aggregate value additional securities of the rights exercisable to acquire Do not include deferred co	issuer. Indicate the s e additional securitie	security codes for all s							

a) Name of person compensa	ated and registration status								
Indicate whether the person con	Indicate whether the person compensated is a registrant.  No  Ves								
If the person compensated is an in	dividual, provide the name of the ind	lividual.							
Full legal name of individual Hagedorn Brian									
	Family name	First given nam	e Seco	ndary given names					
If the person compensated is not	an individual, provide the following i	information.							
Full legal name of no	on-individual								
Firm NRD number (if applicable)									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No 🗸 Yes									
b) Business contact informati	on								
If a firm NRD number is not provid	led in Item 8 (a), provide the busines	s contact information of	the person being co	ompensated.					
Street address 174	Morison Avenue PO Box 1391								
Municipality Park	sville	1	Province/State	British Columbia					
Country Can	ada	Posta	al code/Zip code	V9P 2H3					
Email address brian	n.hagedorn@holliswealt	⊐ Tel	ephone number	2502482399					
h.co	-			2302402033					
c) Relationship to issuer or in	vestment fund manager								
	vith the issuer or investment fund me aning of "control" in section 1.4 of N								
Connect with the issuer or	investment fund manager	Insid	er of the issuer (oth	ner than an investment fund)					
Director or officer of the inv	vestment fund or investment fund m	nanager	loyee of the issuer	or investment fund manager					
✓ None of the above									
d) Compensation details									
Canadian dollars. Include cash com services incidental to the distribution	paid, or to be paid, to the person ide amissions, securities-based compenson, such as clerical, printing, legal or ts with the directors, officers or empl	ation, gifts, discounts or accounting services. An	other compensation issuer is not require	. Do not report payments for d to ask for details about, or report					
Cash commissions paid	0.31	Carreiterandan	Security code 1	Security code 2 Security code 3					
Value of all securities distributed as		Security codes	Security code 1	decuny code 2 decuny code 3					
compensation <sup>4</sup>									
Describe terms	of warrants, options or other rights								
Other compensation <sup>5</sup>	Describe								
Total compensation paid	0.31								
Check box if the person	will or may receive any deferred co	mpensation (describe the	he terms below)						

a) Name of person compe	ensated and reg	istration status							
Indicate whether the person compensated is a registrant.  No  Ves									
If the person compensated is a	If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual Pink Stephen									
	Fa	mily name	First give	n name Se	econdary given names				
If the person compensated is	not an individual,	provide the following i	nformation.						
Full legal name o	Full legal name of non-individual								
Firm NRD number (if applicable)									
Indicate whether the person c	compensated facili	rated the distribution t	hrough a funding	portal or an internet-b	ased portal. No 🗸 Yes				
b) Business contact inforr	mation								
If a firm NRD number is not pr	ovided in Item 8 (d	a), provide the business	contact informat	ion of the person being	g compensated.				
Street address 1	00-3688 Chatha	am St							
Municipality F	Richmond		]	Province/Stat	e British Columbia				
Country	Canada		]	Postal code/Zip cod	e V7E 2Z2				
Email address s	tephen.pink@ho	olliswealth.c	_	Telephone numbe	6042771835				
	om								
c) Relationship to issuer of	or investment fui	nd manager							
Indicate the person's relationsl B(2) of the Instructions and the	•		-		meaning of "connected" in Part this section.				
Connect with the issue	er or investment fu	nd manager		Insider of the issuer (	other than an investment fund)				
Director or officer of the	e investment fund	or investment fund m	anager	Employee of the issu	er or investment fund manager				
✓ None of the above									
d) Compensation details									
Canadian dollars. Include cash	commissions, secu oution, such as cler	rities-based compenso ical, printing, legal or	tion, gifts, discour accounting service	nts or other compensat rs. An issuer is not requ	ne distribution. Provide all amounts in ion. Do not report payments for ired to ask for details about, or report by the issuer.				
Cash commissions paid	d	0.68	Coourity codes	Security code 1	Security code 2 Security code 3				
Value of all securities distributed as compensation	5		Security codes						
Describe te	rms of warrants, o	ptions or other rights							
Other compensation	5	Describe							
Total compensation paid	d	0.68							
Check box if the pers	son will or may red	ceive any deferred cor	npensation (desc	ribe the terms below)					
	ruer. Indicate the s additional securitie	ecurity codes for all s			ner rights exercisable to acquire ncluding options, warrants or other				

a) Name of person com	pensated and	d registration status						
Indicate whether the perso	on compensated	d is a registrant.	☐ No	✓ Yes				
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual Arnold Aaron								
		Family name	First give	n name	Secondary given names			
If the person compensated	is not an individ	dual, provide the following	information.					
Full legal name of non-individual								
Firm NRD number (if applicable)								
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No 🗸 Yes								
b) Business contact info	rmation							
If a firm NRD number is not	provided in Iter	m 8 (a), provide the busine	ss contact informat	ion of the person	being compensated.			
Street address	690-1385 8t	h Ave W						
Municipality	Vancouver			Province	/State British Columbia			
Country	Canada		] '	Postal code/Zip	code V6H 3V9			
Email address		d@holliswealth.c		Telephone nu	umber 6047202944			
<u> </u>	om							
c) Relationship to issue								
Indicate the person's relation B(2) of the Instructions and i					to the meaning of "connected" in Part eting this section.			
Connect with the iss	uer or investme	ent fund manager		Insider of the iss	suer (other than an investment fund)			
Director or officer of	the investment	fund or investment fund r	nanager	Employee of the	e issuer or investment fund manager			
✓ None of the above								
d) Compensation detail	S							
· · · · · · · · · · · · · · · · · · ·	-				vith the distribution. Provide all amounts in			
					ensation. Do not report payments for trequired to ask for details about, or report			
on, internal allocation arrang			-					
Cash commissions p	aid	1.78	Conurity and an	Security	code 1 Security code 2 Security code 3			
Value of all securit			Security codes	County	Security code 2			
distributed compensati								
		I nts, options or other rights	;					
Other compensation	on <sup>5</sup>	Describe						
Total compensation p	aid	1.78						
Check box if the p	erson will or ma	ay receive any deferred co	ompensation (desc	ribe the terms be	elow)			
					or other rights exercisable to acquire			
additional securities of the rights exercisable to acquire			securities distribute	ed as compensat	tion, <u>including</u> options, warrants or other			
<sup>5</sup> Do not include deferred co	mpensation.							

a) Name of person compe	ensated and regis	stration status						
Indicate whether the person compensated is a registrant. No Yes								
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual Shipton Paul								
	Fan	nily name	First given nan	ne Seco	ndary given names			
If the person compensated is	not an individual, p	rovide the following ir	nformation.					
Full legal name of non-individual								
Firm NRD number (if applicable)								
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.   No   Yes								
b) Business contact inform	mation							
If a firm NRD number is not pr	ovided in Item 8 (a)	, provide the business	contact information o	f the person being co	ompensated.			
Street address 2	.02-938 Gibsons	Way						
Municipality C	Sibsons			Province/State	British Colum	bia		
Country	Canada		Posta	al code/Zip code	V0N 1V7			
Email address p	aul.shipton@holl	iswealth.c	Te	lephone number	6048869111			
	om							
c) Relationship to issuer of				1) 5 6 1 1				
Indicate the person's relationsh B(2) of the Instructions and the	•		-		-	ted" ın Part		
Connect with the issue	er or investment fun	d manager	Insid	der of the issuer (oth	er than an investi	ment fund)		
Director or officer of the	e investment fund o	or investment fund ma	anager Emp	oloyee of the issuer	or investment fund	d manager		
None of the above			_					
d) Compensation details								
Provide details of all compensa								
Canadian dollars. Include cash services incidental to the distrib								
on, internal allocation arranger						about, or report		
Cash commissions paid	d	1.85		Conveity and 1	Coourity and 2	Conveity and 2		
Value of all securities	;	<u> </u>	Security codes	Security code 1	Security code 2	Security code 3		
distributed as compensation								
·								
Other compensation		Describe						
Total compensation paid		1.85						
Check box if the pers	son will or may rece		npensation (describe	the terms below)				
	,			,				
<sup>⁴</sup> Provide the aggregate value	of all securities dis	tributed as compensa	tion, <u>excluding</u> option	s, warrants or other	rights exercisable	to acquire		
additional securities of the iss rights exercisable to acquire a	uer. Indicate the se	curity codes for all se						
<sup>5</sup> Do not include deferred comp								

a) Name of person com	pensated and re	gistration status							
Indicate whether the perso	on compensated is a	registrant.	☐ No	✓ Yes					
If the person compensated is	If the person compensated is an individual, provide the name of the individual.								
Full legal name of indi	Full legal name of individual Duric Omar								
	F	amily name	First give	n name	Secondary given names				
If the person compensated	is not an individual,	provide the following is	nformation.						
Full legal name	Full legal name of non-individual								
Firm NRD number (if applicable)									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No 🗸 Yes									
b) Business contact info	•				· — —				
If a firm NRD number is not	provided in Item 8	(a), provide the business	contact informat	ion of the person	being compensated.				
Street address	202-938 Gibson	s Way							
Municipality	Gibsons		1	Province	/State British Columbia				
Country	Canada		_ ]	Postal code/Zip	code V0N 1V7				
Email address	omar.duric@hol	liswealth.co		Telephone nu	umber 6048869111				
	m								
c) Relationship to issue	r or investment fu	ınd manager							
Indicate the person's relation B(2) of the Instructions and t					to the meaning of "connected" in Part eting this section.				
Connect with the iss	uer or investment f	und manager		Insider of the iss	suer (other than an investment fund)				
Director or officer of	the investment fun	d or investment fund m	anager	Employee of the	e issuer or investment fund manager				
✓ None of the above									
d) Compensation detail	S								
Canadian dollars. Include cas services incidental to the dist	sh commissions, sec ribution, such as cle	urities-based compensa rical, printing, legal or a	tion, gifts, discoun	ts or other comp s. An issuer is no	vith the distribution. Provide all amounts in ensation. Do not report payments for t required to ask for details about, or report				
on, internal allocation arrang	gements with the di	rectors, officers or emplo	yees of a non-ind	ividual compens	ated by the issuer.				
Cash commissions p	aid	1.85	Security codes	Security	code 1 Security code 2 Security code 3				
Value of all securiti distributed compensati	as								
		options or other rights							
Other compensation	on <sup>5</sup>	Describe							
Total compensation p	aid	1.85							
Check box if the p	erson will or may re	eceive any deferred cor	npensation (desc	ribe the terms be	elow)				
	issuer. Indicate the e additional securit	security codes for all se			or other rights exercisable to acquire tion, <u>including</u> options, warrants or other				

a) Name of person com	pensated and req	gistration status							
Indicate whether the perso	on compensated is a	registrant.	☐ No	✓ Yes					
If the person compensated is	If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual Chanin Laura									
	F	amily name	First give	n name	Secondary given names				
If the person compensated	is not an individual,	provide the following in	nformation.						
Full legal name	Full legal name of non-individual								
Firm NRD number (if applicable)									
Indicate whether the perso	n compensated facil	itated the distribution th	nrough a funding	portal or an inter	rnet-based portal. No 🗸 Yes				
b) Business contact info	ormation								
If a firm NRD number is not	provided in Item 8 (	a), provide the business	contact informati	ion of the person	being compensated.				
Street address	301 - 15252 32n	d Avenue							
Municipality	Surrey		]	Province	/State British Columbia				
Country	Canada		] F	Postal code/Zip	code V3Z 0R7				
Email address	laura.chanin@h	olliswealth.c		Telephone no	umber 6046691143				
	om								
c) Relationship to issue	r or investment fu	nd manager							
Indicate the person's relation B(2) of the Instructions and					to the meaning of "connected" in Part eting this section.				
Connect with the iss	uer or investment for	und manager		Insider of the is:	suer (other than an investment fund)				
Director or officer of	the investment fund	d or investment fund ma	anager	Employee of the	e issuer or investment fund manager				
✓ None of the above									
d) Compensation detail	s								
Canadian dollars. Include ca	sh commissions, sect cribution, such as cle	urities-based compensa rical, printing, legal or c	tion, gifts, discoun accounting service	ts or other comp s. An issuer is no	with the distribution. Provide all amounts in Pensation. Do not report payments for t required to ask for details about, or report ated by the issuer.				
Cash commissions p	paid	73.97	Security codes	Security	code 1 Security code 2 Security code 3				
Value of all securit distributed compensati	as		security codes						
		options or other rights							
Other compensation	on <sup>5</sup>	Describe							
Total compensation p	aid	73.97							
Check box if the p	erson will or may re	ceive any deferred cor	npensation (desc	ribe the terms be	elow)				
	issuer. Indicate the a e additional securiti	security codes for all se			or other rights exercisable to acquire tion, <u>including</u> options, warrants or other				

a) Name of person compensated and registration status									
Indicate whether the person compensated is a registrant.  No  Yes									
If the person compensated is an individual, provide the name of the individual.									
Full legal name of indiv	Full legal name of individual Pelmore James								
	Fa	amily name	First given nan	me Seco	ndary given names				
If the person compensated is	s not an individual,	provide the following i	nformation.						
Full legal name of non-individual									
Firm NRD number (if applicable)									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.   No   Yes									
b) Business contact infor	rmation								
If a firm NRD number is not p	provided in Item 8 (	a), provide the busines.	contact information o	of the person being co	ompensated.				
Street address	700 - 609 Granvi	lle Street							
Municipality	Vancouver		]	Province/State	British Colum	bia			
Country	Canada		Post	al code/Zip code	V7Y 1G5				
Email address	james.pelmore@	holliswealth	Te	lephone number	6048953405				
L	.com								
c) Relationship to issuer									
Indicate the person's relations B(2) of the Instructions and th	•				-	ted" in Part			
Connect with the issu	er or investment fu	nd manager	Insid	der of the issuer (oth	ner than an investi	ment fund)			
Director or officer of the	he investment fund	or investment fund m	anager	ployee of the issuer	or investment fund	d manager			
None of the above									
d) Compensation details									
Provide details of all compens									
Canadian dollars. Include cash services incidental to the distri									
on, internal allocation arrange						about, or report			
Cash commissions pa	nid	0.61							
Value of all securitie		0.01	Security codes	Security code 1	Security code 2	Security code 3			
distributed a	ns								
compensatio									
	,	options or other rights							
Other compensation pa		Describe							
		0.61							
Check box if the pe	rson will or may re	ceive any deferred co	mpensation (describe	the terms below)					
<sup>4</sup> Provide the aggregate value additional securities of the is									
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. <sup>5</sup> Do not include deferred compensation.								
Do not include deletted COII	ηροποαποπ.								

a) Name of person com	pensated and re	gistration status							
Indicate whether the pers	on compensated is a	registrant.	☐ No	✓ Yes					
If the person compensated is an individual, provide the name of the individual.									
Full legal name of individual Brothers Leanne									
	F	amily name	First giver	n name	Secondary given names				
If the person compensated	is not an individual,	provide the following in	nformation.						
Full legal name	Full legal name of non-individual								
Firm NRD number (if applicable)									
Indicate whether the perso	n compensated facil	itated the distribution th	rough a funding p	portal or an inter	net-based portal. No 🗸 Yes				
b) Business contact info	·				·				
If a firm NRD number is not	provided in Item 8	a), provide the business	contact informati	on of the person	being compensated.				
Street address	700 - 609 Granv	ille Street							
Municipality	Vancouver			Province/	/State British Columbia				
Country	Canada		F	Postal code/Zip	code V7Y 1G5				
Email address	leanne.brothers	@holliswealt		Telephone nu	imber 6048953405				
	h.com								
c) Relationship to issue	r or investment fu	ind manager							
Indicate the person's relation B(2) of the Instructions and					to the meaning of "connected" in Part eting this section.				
Connect with the iss	uer or investment for	und manager		Insider of the iss	suer (other than an investment fund)				
Director or officer of	the investment fund	d or investment fund ma	anager	Employee of the	issuer or investment fund manager				
✓ None of the above									
d) Compensation detail	S								
Provide details of all comper	sation paid, or to be	paid, to the person ide	ntified in Item 8(a,	) in connection w	ith the distribution. Provide all amounts in				
					ensation. Do not report payments for required to ask for details about, or report				
on, internal allocation arrang			-		•				
Cash commissions p	paid	0.61	S	Security of	code 1 Security code 2 Security code 3				
Value of all securit	ies	<u> </u>	Security codes	Security C	Jode 1 Security code 2 Security code 3				
distributed compensati									
•		options or other rights							
Other compensati		Describe							
Total compensation p		0.61							
Check box if the p	erson will or may re	ceive any deferred con	npensation (desci	ribe the terms be	low)				
<sup>4</sup> Provide the aggregate value	ue of all securities of	listributed as compensa	tion, <u>excluding</u> o	otions, warrants o	or other rights exercisable to acquire				
	issuer. Indicate the	security codes for all se			ion, <u>including</u> options, warrants or other				
⁵Do not include deferred co									

a) Name of person comp	pensated and regi	stration status						
Indicate whether the person compensated is a registrant.  No  Yes								
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual Dass Krish								
	Far	mily name	First given name	e Seco	ndary given names			
If the person compensated is	s not an individual, p	rovide the following in	nformation.					
Full legal name of non-individual								
Firm NRD number (if applicable)								
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  \[ \subseteq \text{No} \subseteq \text{Yes} \]								
b) Business contact info	rmation							
If a firm NRD number is not բ	provided in Item 8 (a	), provide the business	contact information of	the person being co	ompensated.			
Street address	100-3688 Chatha	m St						
Municipality	Richmond			Province/State	British Colum	bia		
Country	Canada		Posta	Il code/Zip code	V7E 2Z2			
	krish.dass@hollis	wealth.co	Tele	ephone number	6042771835			
L	or investment fun	d managar						
c) Relationship to issuer  Indicate the person's relations			nager (select all that ar	anly) Pafar to the m	ganing of "connec	ted" in Part		
B(2) of the Instructions and the	•				-	ted tirr art		
Connect with the issu	er or investment fur	nd manager	Inside	er of the issuer (oth	er than an invest	ment fund)		
Director or officer of t	he investment fund	or investment fund ma	anager Empl	loyee of the issuer	or investment fund	d manager		
None of the above								
d) Compensation details	i							
Provide details of all compens	ation paid, or to be p	paid, to the person ide	ntified in Item 8(a) in co	onnection with the d	distribution. Provid	 le all amounts in		
Canadian dollars. Include cash services incidental to the distri								
on, internal allocation arrange						about, or report		
Cash commissions pa	aid	1.97		0	Cit d- 0	0		
Value of all securitie	es	<u> </u>	Security codes	Security code 1	Security code 2	Security code 3		
distributed a	as							
compensatio		 otions or other rights						
Other compensatio		Describe						
Total compensation pa		1.97						
·			npensation (describe th	ne terms helow)				
Check box if the pe	noon will of may roo	ore arry deferred con	iponoution (dosonibe ti	To torris bolow)				
⁴Provide the aggregate value	e of all securities dis	tributed as compensa	tion, excludina options	s, warrants or other	rights exercisable	e to acquire		
additional securities of the is rights exercisable to acquire	suer. Indicate the se	ecurity codes for all se						
Do not include deferred con		, 51 410 133401.						

a) Name of person comp	ensated and re	gistration status							
Indicate whether the person	compensated is	a registrant.	☐ No	✓ Yes					
If the person compensated is a	an individual, prov	vide the name of the in	dividual.						
Full legal name of indivi	Full legal name of individual Swallow Darryl								
	F	Family name	First give	n name	Seco	ondary given names			
If the person compensated is	not an individual	, provide the following	information.						
Full legal name	of non-individua	al							
Firm NRD number (if applicable)									
Indicate whether the person o	compensated faci	litated the distribution	through a funding	portal or an inter	net-basi	ed portal. 🔽 No 🔲 Yes			
b) Business contact inform	mation								
If a firm NRD number is not p	rovided in Item 8	(a), provide the busines	s contact informat	ion of the person	being co	ompensated.			
Street address	Jnit 202, 15388	24th Avenue							
Municipality [	Surrey			Province	/State	British Columbia			
Country (	Canada		] '	Postal code/Zip	code	V4A 2J2			
Email address	dswallow@telus	s.net		Telephone nu	umber	6045417301			
c) Relationship to issuer	or investment f	und manager							
B(2) of the Instructions and the Connect with the issue	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								
d) Compensation details									
Provide details of all compensor Canadian dollars. Include cash services incidental to the distril on, internal allocation arrange	commissions, sec bution, such as cle ments with the di	urities-based compens erical, printing, legal or	ation, gifts, discour accounting service	nts or other comp es. An issuer is no	ensatior t require	ed to ask for details about, or report			
Cash commissions pai	id	0.82	Security codes	Security of	code 1	Security code 2 Security code 3			
distributed as	Value of all securities distributed as compensation <sup>4</sup>								
Describe te	erms of warrants,	options or other rights							
Other compensation	n <sup>5</sup>	Describe							
Total compensation pai	d	0.82				_			
Check box if the per	son will or may re	eceive any deferred co	mpensation (desc	ribe the terms be	elow)				
<sup>4</sup> Provide the aggregate value additional securities of the iss rights exercisable to acquire a <sup>5</sup> Do not include deferred com	suer. Indicate the additional securit	security codes for all s				rights exercisable to acquire luding options, warrants or other			

#### ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER If the issuer is an investment fund, do not complete Item 9. Proceed to Item 10. Indicate whether the issuer is any of the following (select all that apply). Reporting issuer in any jurisdiction of Canada Foreign public issuer Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada<sup>6</sup> Provide name of reporting issuer Wholly owned subsidiary of a foreign public issuer<sup>6</sup> Provide name of foreign public issuer Issuer distributing eligible foreign securities only to permitted clients<sup>7</sup> If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. <sup>6</sup>An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. <sup>7</sup>Checck this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions. $| \sqrt{ } |$ If the issuer is none of the above, check this box and complete Item 9(a) - (c). Directors, executive officers and promoters of the issuer Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to issuer", "D" - Director, "O" - Executive Officer, "P" - Promoter. Business location of Relationship to non-individual or issuer residentail (select all that First given Secondary given jurisdiction of Organization or company name Family name names name apply) individual Province or country D 0 Ρ Granleese William British Columbia ✓ ✓ R, William British Columbia Granleese Dyck Victor British Columbia Gavin British Columbia Worsnup Christopher Promoter information If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" - Director, "O" - Executive Officer. Residential Relationship to promoter iurisdiction of First given Secondary given (select one or both if applicable) individual Organization or company name Family name name names Province or D 0 country Residential address of each individual c)

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the

completed report. Schedule 2 also requires information to be provided about control persons.

## ITEM 10 - CERTIFICATION

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

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

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

#### IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

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

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

Full legal name	Granleese	William		R.					
	Family name	First given name		Secondary given names					
Title	Director								
Name of issuer/underwriter/ investment fund manager	Antrim Balanced Mortgage Fu	Antrim Balanced Mortgage Fund Ltd.							
Telephone number	6045302301	Email address	will@antr	iminvestments	s.com				
Signature	William R. Granleese	2016	08	12					
	_	_	YYYY	MM	DD				

ITEM 11- CONTACT	PERSON			
		on for the individual that th different than the individue		thority or regulator may contact with any Item 10.
✓ Same as indiv	idual certifying the re	eport		
Full legal name				Title
	Family name	First given name	Secondary given names	
Name of company				
Telephone number		E	mail address	

#### Notice - Collection and use of personal information

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

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

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

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

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