

ROYAL  FIDELITY

Money at Work



**Royal Fidelity (Barbados)
Investment Fund Limited**

STRATEGIC GROWTH FUND

**Supplemental
Offering Memorandum**

ROYAL FIDELITY STRATEGIC GROWTH FUND

A sub fund comprised in Royal Fidelity (Barbados) Investment Fund Limited, a company incorporated under the Companies Act, Cap. 308 of the laws of Barbados and licensed as a mutual fund under the Mutual Funds Act, Cap.320B of the laws of Barbados.

SUPPLEMENTAL OFFERING MEMORANDUM Continuous Offering

SPONSOR

Royal Fidelity Merchant Bank & Trust (Barbados) Limited

Publication Date: January 31st, 2014

ROYAL FIDELITY STRATEGIC GROWTH FUND (Class C Fund Shares)

This Sub Fund Supplement sets out the details of the Royal Fidelity Strategic Growth Fund, which is a separate class of Shares constituting a Sub Fund of Royal Fidelity (Barbados) Investment Fund Limited (the "Fund"). This Sub Fund Supplement is supplemental to the Offering Memorandum dated November, 2008 for the Fund (the "Offering Memorandum") which contains important information for investors and must be read in conjunction with the Offering Memorandum.. All capitalized terms used but not defined herein have the same meanings that are assigned to such terms in the Offering Memorandum.

SUMMARY

Base Currency:	The base currency of the Royal Fidelity Strategic Growth Fund is the Barbados Dollar. The Net Asset Value of the Royal Fidelity Strategic Growth Fund shall be determined in its base currency.
BDS\$ or \$:	Barbados Dollar.
Benchmark:	Target return set by the Directors from time to time. It is currently set at the Central Bank of Barbados Minimum Savings Deposit Rate plus 4%.
Class C Fund Shares:	Non voting, participating redeemable, shares without nominal or par value comprised in the capital of the Fund entitling the holder thereof to benefit in the capital and assets attributable to the Class C Fund Shares.
Series C1 Shares	Shares for retail distribution
Series C2 Shares	Shares for institutional distribution
Series C3 Shares	Shares for pension distribution
Fees and Expenses:	The Royal Fidelity Strategic Growth Fund will pay a proportionate share of the Fund's management, legal, audit and all other expenses. The Royal Fidelity Strategic Growth Fund will pay its direct management and associated fees.
Incentive Fee:	<p>The Investment Manager is also entitled to receive an Incentive Fee up to a maximum of 20% of the rate of return earned by the Royal Fidelity Strategic Growth Fund, after deduction of Management Fees, over and above the Benchmark for the period in question. The Incentive Fee will be calculated and paid monthly in arrears.</p> <p>The fee will be based on the increase in the Net Asset Value per</p>

SUMMARY (cont'd)

Share (“NAVPS”) at the Valuation Date over the NAVPS on the previous valuation date PLUS the Benchmark’s percentage increase/(decrease). For the purpose of this calculation the NAVPS is the amount before incentive fees and after management fees.

In calculating the increase in NAVPS, the NAVPS in months prior to a distribution will be adjusted to reflect the distribution per Share.

In calculating the increase in NAVPS, the NAVPS in the month prior to the dividend will be adjusted to reflect the dividend per Share.

As market values fluctuate over time, the NAVPS will fluctuate from month to month. If the NAVPS declines or remains the same from one Valuation Day to another, the Investment Manager will not receive an Incentive Fee. The next time the Investment Manager is entitled to an Incentive Fee is when the NAVPS on the date in question exceeds the highest NAVPS in the last twelve (12) months PLUS the Benchmark’s percentage increase/(decrease) since that point in time, as adjusted for distributions.

Investment Objective:

The investment objective of the Royal Fidelity Strategic Growth Fund is to seek a high total return on investment through a combination of income and capital appreciation by investing in international equity securities, equity index-linked instruments, over-the-counter (OTC) derivatives instruments, and money market instruments or mutual funds. .Please see “Investment Objectives and Policies” .

Investment Restrictions:

The Royal Fidelity Strategic Growth Fund has broad powers as to the type of investments it may make and the investments methods it may adopt, however it may not:

- a) invest more than 20% of the Royal Fidelity Strategic Growth Fund’s net assets in the securities of any one issuer;
- b) invest in more than 20% of the outstanding voting securities of any issuer;
- c) make investments for the purpose of exercising control or management; or
- d) borrow an amount greater than 20% of the Royal Fidelity Strategic Growth Fund’s total assets.

In addition to the foregoing, The Directors may from time

SUMMARY (cont'd)

to time impose such further investment restrictions as shall be compatible with or in the interest of the Shareholders, in order to comply with the laws and regulations of the relevant jurisdictions.

Management Fee:

The Investment Manager is entitled to receive monthly in arrears a management fee of 1.50% per annum of the Net Asset Value of the Series C1 Shares, 1.00% per annum of the Net Asset Value of the Series C2 and C3 Shares of the Fund, calculated on each Valuation Day.

From this fee, the Investment Manager will pay for registrar services, the Administrator and the Custodian.

Minimum Additional Investment:

\$250.00.

Minimum Initial Investment:

\$1,000.00.

Redemption Fees:

Redemptions will incur a Declining Surrender Charge, subject to a minimum of \$50. The Surrender Charge constitutes a percentage of the investment value at the next Redemption Day, according to the following schedule:

Redemption within	Class A1 & A2	Class A3
0-24 months	2.0%	n/a
25-36 months	1.5%	n/a
37-48 months	1.0%	n/a
49-60 months	0.5%	n/a

Royal Fidelity Strategic Growth Fund:

Class C Fund Shares.

Sales Commission:

The Investment Manager may be entitled to receive a Sales Commission of up to 2% on subscriptions to the Shares. The Sales Commission may be changed by agreement between the Manager and the relevant sales agent(s).

Shares:

Class C Fund Shares.

Subscriptions:

The Class C Shares of the Fund are divided into three series of shares: Series C1 for retail distribution; Series C2 for institutional distribution; and Series C3 for pension distribution.

INVESTMENT OBJECTIVES AND POLICIES

The Royal Fidelity Strategic Growth Fund seeks a high total return through a combination of income and capital appreciation by investing in international equity securities, equity index-linked instruments, over-the-counter (OTC) derivatives instruments, and money market instruments or mutual funds.

The Royal Fidelity Strategic Growth Fund seeks to spread investment risk by diversifying its holdings among a number of international companies and industries.

The Investment Manager may use various investment techniques to hedge a portion of the Royal Fidelity Strategic Growth Fund's risks, but there is no guarantee that these strategies will work as the Investment Manager intends.

It is proposed that the Royal Fidelity Strategic Growth Fund's portfolio will consist of shares and other equity securities, certificates of deposit and cash and near cash items. The Royal Fidelity Strategic Growth Fund's assets will be accounted for in BDS\$. Normally it is anticipated that not less than 75% of the portfolio of the Royal Fidelity Strategic Growth Fund will be invested in equity securities.

Notwithstanding the foregoing, the diversification of the Royal Fidelity Strategic Growth Funds' investments, including the allocation between equity securities, currencies and geographical areas and corporate and governments issues may be varied from time to time by the Investment Managers in their sole discretion, subject however to the investment policy design to ensure risk diversification.

RISK FACTORS

Potential investors in the Royal Fidelity Strategic Growth Fund should carefully read the provisions of the Offering Memorandum entitled "Risk Factors" which detail the Risk Factors associated with investing in the Fund generally as well as the following risks particular to the Royal Fidelity Strategic Growth Fund.

Lack of Operating History: The Royal Fidelity Strategic Growth Fund is a recently formed entity and has no operating history upon which prospective investors can evaluate its likely performance.

Illiquid investments: The Royal Fidelity Strategic Growth Fund may hold investments, which due to their particular characteristics are substantially less liquid and more difficult to value than other investments. As a consequence, the Royal Fidelity Strategic Growth Fund may encounter significant delays when attempting to realise such assets during which the price of such assets may move materially.

Potential Illiquidity of Exchange-traded Instruments: It may not always be possible for the Royal Fidelity Strategic Growth Fund to execute a buy or a sell order on exchanges at the desired price or to liquidate an open position due to market conditions, including the operation of daily price fluctuation limits.

Investment in emerging markets: The Royal Fidelity Strategic Growth Fund's underlying investments may include securities of issuers in countries with emerging economies or

INVESTMENT OBJECTIVES AND POLICIES (cont'd)

securities markets. Political and economic structures in many such countries may be undergoing significant evolution and rapid development, and such countries may lack the social, political and economic stability characteristic of more developed countries. Certain of such countries may have in the past failed to recognise private property rights and have at times nationalised or expropriated the assets of private companies. As a result the risks of investing in such countries, including the risks of nationalisation, expropriation of assets or restriction on currency convertibility, may increase. In addition, unanticipated political or social developments may affect the value of the Royal Fidelity Strategic Growth Fund's underlying investments.

OTC Derivatives Instrument Transactions: The Royal Fidelity Strategic Growth Fund may hold a portion of its assets in investments which are not traded on organised exchanges and as such are not standardised. Such transactions are known as OTC transactions and may include forward contracts or options. Transactions in OTC derivatives may involve greater risk than investing in exchange traded derivatives because there is no exchange market on which to close out an open position. It may be impossible to liquidate an existing position, to assess the value of the position arising from an off-exchange transaction, or to assess the exposure to risk. In respect of such investments, the Royal Fidelity Strategic Growth Fund is subject to the risk of counterparty failure or the inability or refusal by a counterparty to perform with respects to such contracts. Market illiquidity or disruption could result in major losses to the Royal Fidelity Strategic Growth Fund. OTC transactions also involve counterparty solvency risk.

Options: The Royal Fidelity Strategic Growth Fund may engage from time to time in various types of option transactions. The purchase or sale of an option involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security, index, or other instrument, for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so that the investor loses the value of its premium. Selling uncovered options, on the other hand, involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying instrument, which could result in a potentially unlimited loss.

Futures: The Royal Fidelity Strategic Growth Fund may engage from time to time in various types of futures transactions. The low margin or premium normally required for such transactions may provide a large amount of leverage, and a relatively small change in the price of such instrument can produce a disproportionately larger profit or loss.

Suspensions of Trading: Securities exchanges typically have the right to suspend or limit trading in any security traded on the exchange. A suspension would render it impossible to liquidate positions and could thereby expose the Royal Fidelity Strategic Growth Fund to losses.

THE FOREGOING LIST OF RISK FACTORS DOES NOT PURPORT TO BE A COMPLETE ENUMERATION OR EXPLANATION OF THE RISKS INVOLVED IN AN INVESTMENT IN THE ROYAL FIDELITY STRATEGIC GROWTH FUND. PROSPECTIVE INVESTORS SHOULD READ THE MEMORANDUM AND THIS SUPPLEMENTAL MEMORANDUM AND CONSULT WITH THEIR OWN FINANCIAL ADVISORS OR ATTORNEY-AT-LAW BEFORE DECIDING TO INVEST.

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