

ROYAL FIDELITY
GLOBAL BALANCED FUND
(CLASS B SHARES)

*A Sub Fund of the Royal Fidelity International Investment Fund Limited, an International Business Company
governed by The International Business Companies Act, 2000 and the Investment Funds Act, 2003*

A Supplement to the
OFFERING MEMORANDUM
Continuous Offering

SPONSOR

ROYAL FIDELITY MERCHANT BANK & TRUST LIMITED

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ROYAL FIDELITY GLOBAL BALANCED FUND (CLASS B SHARES)

This Supplemental Offering Memorandum sets out the details of the Royal Fidelity Global Balanced Fund (the “Global Balanced Fund”), which is a separate class of Shares constituting a Sub Fund of Royal Fidelity International Fund Limited. This document is supplemental to the Offering Memorandum dated September, 2008, as amended, for the Royal Fidelity International Fund Limited Fund (the “Offering Memorandum”), which contains important information for investors and should 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 for the Global Balanced Fund is USD.
Benchmark:	As set by the Directors from time to time. It is currently a blended index consisting of a 50% allocation to the MSCI All-Country World Index (MXWD) and 50% to the Bloomberg USD Consolidated Emerging Markets Index (BEM)
Investment Objective:	The investment objective of the Global Balanced Fund is to seek a stable rate of return and long-term preservation of capital through a balanced exposure to USD-denominated equity and fixed income securities. See “Investment Objectives and Policies”.
Investment Restrictions:	<p>The Global Balanced Fund has broad powers as to the type of investments it may make and the investments methods it may adopt to achieve its investment objectives, however it may not:</p> <ul style="list-style-type: none">a) invest more than 25% of the Fund’s net assets in the securities of any one issuer although it may exceed this limit by no more than 10% on a temporary basis to take into account timing of offerings and liquidity limitations of the Bahamian securities marketb) invest in more than 20% of the outstanding voting securities of any issuer;c) make investments for the purpose of exercising control or management; ord) borrow an amount greater than 20% of the Global Balanced Fund’s total assets. <p>In addition to the foregoing, The Directors may from time 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.</p>
Investment Manager:	Royal Fidelity Merchant Bank & Trust Limited has been appointed as Investment Manager for the Fund, and is responsible for the overall management of the fund’s assets. Based in Nassau, Bahamas, Royal Fidelity is a joint venture between Royal Bank of Canada and Fidelity Bank and manages more than \$600 million in assets for retail, institutional, and

pension clients.

The company holds a Class 1 Broker-Dealer license and is regulated by the Securities Commission and the Central Bank of the Bahamas.

Royal Fidelity has been involved in Bahamian capital markets transactions, IPOs and other market-making activities since 1996, and acted as advisor and lead placement agent for the largest Bahamian public share offering to date.

Investment Advisor(s): Royal Fidelity may appoint Investment Advisor(s) to assist with the management of the Fund without notifying shareholders. Fees of the Investment Advisor (s) will be paid from the assets of the Fund.

Class B Shares: Non-voting, redeemable, participating shares representing rights to benefit in the capital and assets attributable to Class B Shares of the Fund.

Series B1 Shares Shares for retail distribution
Series B2 Shares Shares for institutional distribution
Series B3 Shares Shares for pension distribution

Sub Fund: A separate sub fund that is managed separately and distinguished mainly by its specific asset classes or specific investment objectives and policies, which may differ from other sub funds within the overall umbrella fund.

Fees and Expenses: The Fund will pay a proportionate share of the parent fund's management, legal, audit and other expenses, but will directly pay any fees related to the operation of the sub fund.

Initial Subscription Price: \$10.00 during the Initial Subscription Period and thereafter at the Net Asset Value per Class B Share calculated on each Valuation Day.

Management Fee: The Investment Manager is entitled to receive monthly in arrears a management fee of 1.25% per annum of the Net Asset Value of the Series B1 Shares and 1.00% per annum of the Net Asset Value of the Series B2 Shares, and 0.75% for Series B3 Shares, calculated on each Valuation Day. The Directors of the fund have agreed to waive the management fee for Series B3 Shares, until such a time that the fund grows to a sufficient level. They will re-evaluate this on a regular basis.

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

Administrator: Royal Fidelity Merchant Bank & Trust Limited has been appointed as Administrator for the Fund and is responsible for the calculation of the Net Asset Value.

Administration Fee: The Administrator is entitled to receive a fee paid monthly in arrears on all share classes of the Global Balanced Fund to cover administrative costs associated with subscriptions and redemptions. This fee will be paid from the Management Fee.

Minimum Initial Investment: USD\$5,000.00 (Series B1 Shares)
 USD \$500,000.00 (Series B2 Shares)
 USD \$5,000.00 (Series B3 Shares)

Additional Investment Minimum: Series B1 USD\$1,000
 Series B2 USD\$1,000
 Series B3 USD\$1,000

Redemption Day: The last Business Day of each month.

Redemption Fees: Redemptions that occur within 6 months of the initial subscription date will incur a redemption charge, which constitutes a percentage of the investment value at the next Redemption Day, according to the following schedule:

Redemption within	Class B1 & 2	Class B3
0-6 months	2.0%	n/a
Thereafter	0	n/a

Sales Commission: The Fund may apply an initial Sales Commission of up to 5% on subscriptions to Series B1 Shares and up to 2% on Series B2 Shares. No Sales Commission will apply to Series B3 Shares. The Sales Commission may be changed by agreement between the Manager and the relevant Sales Agent(s).

Series: The Class B Shares of the Fund are divided into three series of shares: Series B1 for retail distribution; Series B2 for institutional distribution; and Series B3 for pension distribution.

Share: Class B Shares of the Fund.

Valuation Day: The last Business Day of each month.

INVESTMENT OBJECTIVES AND POLICIES

The Global Balanced Fund invests substantially all of its assets into the International Opportunities Trading Company and the Targeted Income Trading Company, entities established for the sole purpose of holding portfolios of global equities and fixed income securities.

The Fund seeks to provide investors with the long-term growth potential of global equities coupled with a steady rate of fixed return and preservation of capital through allocation to global fixed income securities. The Fund will attempt to achieve this objective primarily through a balanced allocation to the equity portfolio of the International Opportunities Trading Company and the fixed income portfolio of the Targeted Income Trading Company. The Investment Manager reserves the right to modify the policy regarding these allocations, based upon market conditions and the prospect for future growth, but will maintain a basic allocation target of 50% global equities, 50% global fixed income.

The Investment Manager also reserves the right to purchase additional securities that, in the view of the Investment Manager, would reduce risk or enhance the overall return within the stated investment parameters of the Fund.

Notwithstanding the foregoing, the diversification of the Global Balanced Fund's investments, including the allocation between securities, currencies and geographical areas, sectors, and corporate and

governmental issues may be varied from time to time by the Investment Manager in its sole discretion in order to diversify risk, however, always subject to the Sub Fund's stated investment policy.

INVESTMENT MANAGER

Under an investment management agreement, dated September 2008, the Fund has appointed Royal Fidelity Merchant Bank & Trust Limited to serve as the Sub Fund's Investment Manager. The Investment Manager is part of Royal Fidelity.

The Investment Manager currently provides investment advice to a range of pension funds, institutional and high net worth clients in identifying and analyzing investment opportunities. It is experienced in developing investment strategies and optimal investment allocations that are consistent with the client's risk profile.

The Investment Manager will perform the following functions, subject to overall supervision of the Directors, for the Fund:

- implement the investment objectives and policies to be employed for the Fund's portfolio;
- identify and analyze potential investments on a continuing basis;
- select and purchase investments for the Fund;
- monitor the performance of each investment and maintain appropriate records; and
- sell investments held by the Fund when deemed appropriate.

SUBSCRIPTIONS AND REDEMPTIONS

The initial subscription price per Share shall be \$10.00. Following the expiry of the Initial Subscription Period, the price per Share will be the Net Asset Value per Share calculated on each Valuation Day.

RISK FACTORS

Potential investors in the Global Balanced Fund should carefully read the provisions of the Offering Memorandum entitled "Risk Factors" that detail the Risk Factors associated with investing in the Fund generally, as well as the following risks particular to the Global Balanced Fund:

Illiquid investments: The 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 Fund may encounter significant delays when attempting to realize such assets during which the price of such assets may move materially.

International Investments: The Fund will invest in international securities. Investment on an international basis involves fluctuations in the price of assets, taxes, exchange controls and other economic and political developments. Availability of information, standards of accounting, auditing and financial reporting and the size, expense and liquidity of markets may vary widely from country to country and may limit the diversification of the Fund.

Potential Illiquidity of Exchange-traded Instruments: It may not always be possible for the 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.

Interest rates: The Fund's underlying investments may include bonds and other fixed income securities that will change with the general level of interest rates. In general, interest rates have an inverse relationship to the value of fixed income securities. As rates rise, for example, the value of fixed income securities tends to decline. Conversely, as rates fall, the value of fixed income securities tends to rise. The degree of influence these interest rate changes will have on the fund's fixed income securities depends on several factors, which include duration and rating.

Capital erosion: If the Fund entered a period where the markets fell substantially and did not recover for a significant period, the Fund's Net Asset Value would likely drop in line with the market decline.

OTC Derivatives Instrument Transactions: The Fund may hold a portion of its assets in investments which are not traded on organized exchanges and as such are not standardized. 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 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 Fund. OTC transactions also involve counterparty solvency risk.

Options: The 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.

Restrictions: Should the underlying funds in which the Global Balanced Fund is invested, place restrictions on the level or frequency of allowable redemptions, the Fund may experience a delay in receiving proceeds from redemptions. This could, in turn, affect the level of liquidity available to investors within the Global Balanced Fund or the cost of providing that liquidity.

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 Fund to losses.

Conflicts of Interest. There may be a potential conflict of interest between the interests of the shareholders and the business interests and activities of Royal Fidelity. Among other reasons, these potential conflicts may result from Royal Fidelity's investment activities on behalf of its other clients. Additionally, securities syndicated by Royal Fidelity's corporate finance team, and securities of affiliates, may be purchased for mutual fund portfolios.

Notwithstanding the foregoing, the Investment Manager shall not enter into any such transaction on behalf of the Fund that is not at least as favorable to the Fund as could have been obtained in a transaction between the Fund and an unrelated third party freely negotiating a purchase or sale.

The Fund and Royal Fidelity have common officers and directors.

Prospective investors should assume that Royal Fidelity may have a conflict of interest, and upon submission of a duly completed subscription form, such investors agree not to assert any claim against Royal Fidelity nor the Fund arising in connection with any conflict of interest experienced by Royal Fidelity, whether or not specifically set forth above.

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 GLOBAL BALANCED FUND. PROSPECTIVE INVESTORS SHOULD READ THE MEMORANDUM AND THIS SUPPLEMENTAL MEMORANDUM AND CONSULT WITH THEIR OWN ADVISORS BEFORE DECIDING TO INVEST.