

Prospectus

Scotia Caribbean Income Fund

May 2015

The Financial Services Commission of Jamaica does not pass upon the accuracy or adequacy of the information contained in this offering document. Any representation to the contrary will be deemed by the Commission to be a false and misleading statement.

Scotia Global Asset Management and Scotia Funds are the brand names under which the Scotiabank group of companies, including Scotiabank & Trust (Cayman) Ltd., Scotia Investments Jamaica Limited, and Scotia Investments Trinidad and Tobago Ltd. markets and distributes mutual funds and unit trusts. ™ Trademark of The Bank of Nova Scotia, used under license where applicable.

SCOTIA CARIBBEAN INCOME FUND INC.
(the "Fund")

Addendum No. 1 dated June 22, 2016
to the Offering Document of the Fund dated May 8, 2015

This Addendum No. 1 should be read in conjunction with and forms part of the Offering Document of the Fund dated May 8, 2015, ("the Offering Document"). All capitalized terms used but not otherwise defined herein shall have the meaning assigned to them in the Offering Document.

Effective April 19, 2016, Ms. Katherine Mitchell (nee Bilyk) resigned as director of the Fund. As a result, the Offering Document is amended as follows:

1. The list of directors under the heading "Profile of the Fund" is amended by removing the line for Ms. Katherine Mitchell so that the updated list reads as follows:

Mr. Lissant Mitchell	—	Director
Ms. Andrea Tinker	—	Director
Mr. Robert Soverall	—	Director
Mr. Rhory McNamara	—	Director
Mr. Chester Hinkson	—	Director
Mr. Hugh Miller	—	Director

2. The paragraph under the heading "Profile of the Fund" outlining the biography of Ms. Katherine Mitchell is deleted in its entirety.

Except as modified by this Addendum No. 1, all information set out in the Offering Document remains unchanged.

Signed on behalf of Scotia Caribbean Income Fund Inc. by its Directors on this 22nd day of June, 2016.

<hr/> <i>"Lissant Mitchell"</i>	Lissant Mitchell
<hr/> <i>"Andrea Tinker"</i>	Andrea Tinker
<hr/> <i>"Robert Soverall"</i>	Robert Soverall
<hr/> <i>"Rhory McNamara"</i>	Rhory McNamara
<hr/> <i>"Chester Hinkson"</i>	Chester Hinkson
<hr/> <i>"Hugh Miller"</i>	Hugh Miller

SCOTIA CARIBBEAN INCOME FUND INC.
(the “Fund”)

Addendum No. 2 dated February 24, 2017
to the Offering Document of the Fund dated May 8, 2015,
as amended by Addendum No. 1 dated June 22, 2016

This Addendum No. 2 should be read in conjunction with and forms part of the Offering Document of the Fund dated May 8, 2015, as amended by Addendum No. 1 dated June 22, 2016, (collectively, the “Offering Document”). All capitalized terms used but not otherwise defined herein shall have the meaning assigned to them in the Offering Document.

In connection with an internal re-organization, effective March 31, 2017, the Fund Manager has appointed Scotia Investments Jamaica Limited to assist with the provision of the investment advisory and fund management services to the Fund, in place of Scotia Asset Management (Jamaica) Limited.

In connection with the above, the Offering Document is amended as follows:

1. Under the heading “About the Fund”, the second paragraph is deleted in its entirety and replaced with the following:

“The constitutional documents of the Fund are available for inspection at the offices of (i) the Fund Manager in St. Lucia, (ii) Scotia Investments Jamaica Limited located at 7 Holborn Road, Kingston 10 in Jamaica, and (iii) Scotiabank Trinidad and Tobago Limited located at 56-58 Richmond Street, Port of Spain, Trinidad, W.I. during normal business hours and copies are available upon request.”

2. Under the heading “Fund Manager and Investment Advisor” the second and third paragraphs are deleted in their entirety and replaced with the following:

“Pursuant to an Investment Management Agreement dated February 24, 2017, between the Fund Manager and Scotia Investments Jamaica Limited, effective March 31, 2017, the Fund Manager has appointed Scotia Investments Jamaica Limited, to assist in the provision of the investment advisory and fund management services in accordance with the investment policy and objectives set forth in this Offering Document. Scotia Investments Jamaica Limited is a company duly incorporated under the laws of Jamaica on March 11, 1992 and a securities dealer licensed by the Financial Services Commission in Jamaica.

Scotia Investments Jamaica Limited and the Fund Manager are both indirectly owned by Scotiabank and are members of the Scotiabank Group, as defined below under the heading “Scotiabank Group”.

3. Under the heading “Scotiabank Group”, all references to “Scotia Asset Management (Jamaica) Limited” are deleted in their entirety and replaced with the references to “Scotia Investments Jamaica Limited”.
4. Under the heading “Potential Conflicts of Interest”, the first paragraph is deleted in its entirety and replaced with the following:

“Scotia Investments Jamaica Limited holds all of the Governance Shares, which represent the voting share capital in the Fund. The Fund Administrator has engaged the Fund Manager and the Fund Manager has engaged the services of Scotia Investments Jamaica Limited, to assist, subject to the Investment and Fund Management Agreement, in carrying out the duties of the Fund Manager. The Fund Manager is a wholly-owned subsidiary of Scotia Investments Jamaica Limited.

Scotia Investments Jamaica Limited carries on the business of trading in securities, including securities that would qualify for investment by the Fund, and it may from time to time as a principal enter into transactions in securities which are being purchased or sold for the account of the Fund. A similar situation could arise in respect of dealings in securities by the Fund Manager or its affiliated companies. The Fund Manager may also aggregate transactions entered into on behalf of the Fund with transactions entered into on behalf of itself or third parties, provided that the terms of such transactions are no less favourable to the Fund than would have been the case had the transactions not been so aggregated.”

Except as modified by this Addendum No. 2, all information set out in the Offering Document remains unchanged.

Signed on behalf of Scotia Caribbean Income Fund Inc. by its Directors on this 24th day of February, 2017.

<hr/> <i>"Lissant Mitchell"</i>	Lissant Mitchell
<hr/> <i>"Andrea Tinker"</i>	Andrea Tinker
<hr/> <i>"Robert Soverall"</i>	Robert Soverall
<hr/> <i>"Rhory McNamara"</i>	Rhory McNamara
<hr/> <i>"Chester Hinkson"</i>	Chester Hinkson
<hr/> <i>"Hugh Miller"</i>	Hugh Miller

SCOTIA CARRIBEAN INCOME FUND INC.
(the “Fund”)

Addendum No. 3 dated June 3, 2019
to the Offering Document of the Fund dated May 8, 2015,
as amended by Addendum No. 2 dated February 24, 2017 and
Addendum No. 1 dated June 22, 2016

This Addendum No. 3 should be read in conjunction with and forms part of the Offering Document of the Fund dated May 8, 2015, as amended by Addendum No. 2 dated February 24, 2017 and Addendum No. 1 dated June 22, 2016, (collectively, the “Offering Document”). All capitalized terms used but not otherwise defined herein shall have the meaning assigned to them in the Offering Document.

Effective March 5, 2019, Mr. Lissant Mitchell resigned as director of the Fund.

Effective May 31, 2019, Mr. Hugh Miller resigned as director of the Fund.

Effective July 25, 2018, Mr. Carlos Escamilla was appointed as director of the Fund.

Effective June 1, 2019, State Street Cayman Trust Company Limited is no longer the Registrar and Transfer Agent, they have been replaced by International Financial Data Services (Canada) Limited (“IFDS”) in the capacity of Registrar and Transfer Agent of the Fund. IFDS will act as recordkeeping agent, data processing and distribution disbursement agent and perform certain administrative, Trust Accounting and other services on behalf of the Funds.

As a result, the Offering Document is amended as follows:

1. The list of directors under the heading “Profile of the Fund” is amended by removing the line for Mr. Lissant Mitchell and Hugh Miller, and adding a line for Mr. Carlos Escamilla, so that the updated list reads as follows:

Mr. Rhory McNamara	—	Director
Ms. Andrea Tinker	—	Director
Mr. Robert Soverall	—	Director
Mr. Carlos Escamilla	—	Director
Mr. Chester Hinkson	—	Director

2. The paragraphs under the heading “Profile of the Fund” outlining the biographies of Mr. Lissant Mitchell and Mr. Hugh Miller are deleted in their entirety. A new paragraph under the heading “Profile of the Fund” is included outlining the biography of Mr. Carlos Escamilla which reads as follows:

Carlos A. Escamilla is Vice President International Pensions & Asset Management at Scotiabank. In this role, he provides strategic direction, leadership and management oversight to Scotiabank’s International Pensions & Asset Management businesses in Latin America and the Caribbean, as well as acting as subject matter expert on International Pensions & Asset Management with internal and external stakeholders. Carlos has been with Scotiabank since 2003 and since then he has had progressive roles in different areas of the organization such as: International Deposits & Services, Corporate Finance, Private Equity Sponsor Coverage and Mergers & Acquisitions. Since 2010 he has been a member of International Wealth Management’s executive management team in Toronto. Carlos holds a Bachelor of Science in Industrial Engineering from Universidad de los Andes in Bogota, Colombia and a MBA from HEC Montreal in Montreal, Quebec. Carlos sits on the Board of Directors of Colfondos AFP (Colombia), Profuturo AFP (Peru), Scotia Administradora General de Fondos Chile S.A., Scotia Asset Management (St. Lucia), Inc., Scotia Funds (Cayman) as well as several corporate governance committees of Scotiabank’s pension fund and asset management businesses.

3. In the section Glossary of Terms, on page 6, under the heading Registrar and Transfer Agent, change the name “State Street Cayman Trust Company Limited” and replace it with International Financial Data Services (Canada) Limited

4. In the section Management and Service Providers, on page 10, change the heading “Fund Sub-Administrator, Registrar and Transfer Agent” to “Fund Sub-Administrator”.
5. In the section Management and Service Providers create a new heading “Registrar and Transfer Agent” and insert the following wording:

International Financial Data Services (Canada) Ltd.
 30 Adelaide Street East, Suite 1,
 Toronto, ON, M5C 3G9,
 Canada
 www.ifdsgroup.com

International Financial Data Services (Canada) Ltd. A corporation established on July 15, 2001 at the address listed above, existing under the laws of Canada.

6. In the section Management and Service Providers, under the paragraph headed “Registrar and Transfer Agent, on page 11, replace the references to “State Street Cayman Trust Company Ltd” with “International Financial Data Services (Canada) Ltd”. Delete the sentence after this paragraph which reads “See ‘Management and Service Providers—Fund Sub-Administrator’ earlier in this document for more information on State Street Cayman Trust Company, Ltd.”

Except as modified by this Addendum No. 3, all information set out in the Offering Document remains unchanged.

Signed on behalf of Scotia Caribbean Income Fund Inc. by its Directors on this 3rd day of June, 2019.

“Rhory McNamara”	Rhory McNamara
“Andrea Tinker”	Andrea Tinker
“Robert Soverall”	Robert Soverall
“Chester Hinkson”	Chester Hinkson
“Carlos Escamilla”	Carlos Escamilla

The Financial Services Commission of Jamaica does not pass upon the accuracy or adequacy of the information contained in this offering document. Any representation to the contrary will be deemed by the Commission to be a false and misleading statement.

The Trinidad and Tobago Securities and Exchange Commission has not in any way evaluated the merits of the securities offered hereunder and any representations to the contrary is an offence.

SCOTIA CARIBBEAN INCOME FUND INC.
(the “Fund”)

Addendum No. 4 dated June 1, 2020
to the Offering Document of the Fund dated May 8, 2015,
as amended by Addendum No. 3 dated June 3, 2019,
Addendum No. 2 dated February 24, 2017 and
Addendum No. 1 dated June 22, 2016

This Addendum No. 4 should be read in conjunction with and forms part of the Offering Document of the Fund dated May 8, 2015, as amended by Addendum No. 3 dated June 3, 2019, Addendum No. 2 dated February 24, 2017 and Addendum No. 1 dated June 22, 2016, (collectively, the “**Offering Document**”). All capitalized terms used but not otherwise defined herein shall have the meaning assigned to them in the Offering Document.

Effective February 3, 2020, Dr. Adrian Stokes was appointed as director of the Fund. Effective February 7, 2020, Mr. Robert Soverall resigned as director of the Fund. As a result, the Offering Document is amended as follows:

1. The list of directors under the heading “Profile of the Fund” is amended by removing the line for Mr. Robert Soverall, and adding a line for Dr. Adrian Stokes, so that the updated list reads as follows:

Mr. Rhory McNamara	—	Director
Ms. Andrea Tinker	—	Director
Mr. Robert Soverall	—	Director
Mr. Carlos Escamilla	—	Director
Mr. Chester Hinkson	—	Director

2. The paragraphs under the heading “Profile of the Fund” outlining the biographies of Mr. Robert Soverall are deleted in their entirety. A new paragraph under the heading “Profile of the Fund” is included outlining the biography of Dr. Adrian Stokes which reads as follows:

Dr. Adrian Stokes, Senior Vice President & Head of Insurance and Wealth Management, is responsible for the growth and profitability of both Scotia Jamaica Life Insurance Company and Scotia Investment Jamaica Limited. Adrian joined the Scotia Group in 2010 where he was the VP responsible for Strategy and Product Development at Scotia Investments Jamaica Limited (SIJL). In 2012 he moved to BNSJ as Group Strategist with responsibilities covering all the subsidiaries of the Scotia Group. In 2013, he was appointed VP for Market Risk, Strategy, and Business Intelligence and was subsequently appointed to the role of Regional Director for Market Risk Management in October 2015. Adrian has a successful background in Investment Management, Product Development, Corporate Strategy, and Risk Management.

He holds a PhD in International Finance from the University of Manchester and a MSc in Economics from the University of the West Indies. He is also a former Commonwealth Scholar.

Signed on behalf of Scotia Caribbean Income Fund Inc. by its Directors on this 1st day of June, 2020.

"Rhory McNamara"

Rhory McNamara

"Andrea Tinker"

Andrea Tinker

"Robert Soverall"

Robert Soverall

"Chester Hinkson"

Chester Hinkson

"Carlos Escamilla"

Carlos Escamilla

SUPPLEMENT TO THE OFFERING DOCUMENT FOR INVESTORS IN JAMAICA

The Scotia Caribbean Income Fund Inc. ("Fund") has been registered in Jamaica by the Financial Services Commission as an overseas collective investment scheme pursuant to The Securities (Collective Investment Schemes) Regulations, 2013.

The principal place of business of the Fund in Jamaica is 7 Holborn Road, Kingston 10. Copies of the Register of Holders, Memorandum and Articles of Association, Annual and half yearly reports, Offering Document and audited financial statements shall be available for inspection there during normal business hours on any business day.

Investment shares shall be available for purchase in Jamaica exclusively through Scotia Investments Jamaica Limited, a licensed dealer pursuant to the Securities Act.

The Fund Manager and Investment Advisor are direct subsidiaries of Scotiabank Group Jamaica Limited and indirect subsidiaries of The Bank of Nova Scotia in Canada. The Custodian is a regulated institution in the respective jurisdictions in which it operates and is an independent and unrelated party to the Fund Manager.

Income earned by Jamaican investors in the Fund will only be liable to income tax in Saint Lucia which is currently at a rate of zero percent.

This Offering Document is effective in Jamaica as of the date on which all regulatory approvals have been received and all notices, if required, given and will remain in effect, as amended and/or as amended and restated from time to time, until August 31, 2021. Upon the expiry of this effective period, this Offering Document should not be used for marketing Investment Shares of the Fund in Jamaica but may be used for marketing in certain other jurisdictions on accordance with applicable laws of those jurisdictions.

Approvals received from the Financial Services Commission do not constitute a guarantee by the Commission as to the performance of the Fund or its creditworthiness. Furthermore, in granting such approvals the Commission shall not be liable for the performance or default of the Fund or for the correctness of any opinions or statements expressed.

Investments in the Fund are not insured by the Jamaica Deposit Insurance Corporation.

Scotia Caribbean Income Fund Inc.
(the “Fund”)
Offering Document
with respect to 100,000,000 Investment Shares in the Fund

A copy of this document has been registered with the Financial Services Regulatory Authority, Ministry of Finance, Economic Affairs, Planning and Social Security of Saint Lucia (the “FSRA”) in accordance with the provisions of the International Mutual Fund Act, Cap 12.16 of the Revised laws of St. Lucia, Section 6 and the International Mutual Funds Regulations, Statutory Instrument, No. 118, 2007 of Saint Lucia. The FSRA has not in any way evaluated the merits of the securities offered hereunder and takes no responsibility as to the validity and veracity of the contents of this Offering Document.

The Directors of the Fund, acting collectively and individually, and Scotia Asset Management (St. Lucia) Inc., the fund manager of the Fund accept full responsibility for the accuracy of the information contained in this Offering Document and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief there are no facts the omission of which would make any statement within this Offering Document misleading.

IMPORTANT

Before purchasing investment shares of the Fund (the “Investment Shares”), it is important to read this Offering Document in its entirety. Investors are encouraged to seek tax and/or investment advice from competent professionals before investing in the Fund. If you require further explanation on any aspect of this Offering Document, please contact the office of Scotia Asset Management (St. Lucia) Inc. or its duly appointed agents or consult your bank manager, attorney, accountant or other financial advisor.

If you are in any doubt about the contents of this document, you should seek independent financial advice.

Any person wishing to subscribe for Investment Shares should satisfy himself or herself that, in doing so, he or she complies with the laws of any relevant country, and that he or she obtains any requisite governmental or other consents and observes any other applicable requirements.

The Fund may be suitable for persons who want to enjoy the advantages of investing in a US\$ denominated mutual fund that invests in fixed income securities and receiving regular income payments and benefiting from a source of liquidity when necessary. The Fund may further be appropriate for investors who understand and are willing to assume the potential risks involved, and for whom an investment in the Fund may not constitute a complete investment program. The Fund may be suitable for investors with **[low to medium]** tolerance for risk and a medium to long-term investment horizon. The level of risk and the investment horizon with any particular investment depends largely on your own personal circumstances and considerations. You should review your personal investment profile, consult your financial advisor and read the more detailed explanation of risks under the heading Potential Risks to Investors later in this document before making a decision whether this Fund is suitable for you.

It is important to note that Investment Shares are not guaranteed or insured by any authority. Mutual funds own different types of investments depending on their investment objectives. The value of these investments may change from day to day, reflecting changes in interest rates, economic conditions and news about issuers whose securities are held in the Fund. As a result, the value of Investment Shares may go up or down and the value of your investment in the Fund may be more or less when you redeem it than when you purchased it. Past performance of the Fund should not be taken as an indication of future performance. Please see the Fund’s Investment Policy and an outline of Potential Risks to Investors later in this document for further details.

TABLE OF CONTENTS

GLOSSARY OF TERMS	4
1. ABOUT THE FUND.....	7
2. PROFILE OF THE FUND.....	8
3. MANAGEMENT AND SERVICE PROVIDERS	10
4. OBJECTIVES OF THE FUND.....	12
5. INVESTMENT POLICY.....	13
6. BORROWING & USE OF LEVERAGE.....	14
7. SUMMARY OF TAX POSITION.....	14
8. SHARE PRICE QUOTATIONS AND VALUATION.....	15
9. PURCHASE OF INVESTMENT SHARES.....	16
10. ASSET MANAGEMENT SERVICE.....	17
11. REDEMPTION OF INVESTMENT SHARES.....	18
12. EXCHANGE OF INVESTMENT SHARES.....	18
13. SUSPENSION OF VALUATION	19
14. FEES AND EXPENSES	20
15. SHARE CAPITAL	21
16. SHAREHOLDERS' RIGHTS	22
17. POTENTIAL RISKS TO SHAREHOLDERS	23
18. DISTRIBUTIONS TO SHAREHOLDERS.....	24
19. SUBSCRIPTION FORM	25
20. AUDIT & FINANCIAL STATEMENTS.....	25
21. PERFORMANCE DATA.....	25
22. PROCEDURE TO AMEND THE FUND'S CONSTITUTIONAL DOCUMENTS.....	25
23. POTENTIAL CONFLICTS OF INTEREST.....	25
24. WINDING UP	26
25. DATE(S) OF LICENSING/REGISTRATION.....	26

GLOSSARY OF TERMS

In this Offering Document the following words and phrases have the meanings set forth below:

“affiliate”	<p>“an affiliated body corporate or affiliated person as described below:</p> <p>(a)</p> <p>(i) one body corporate is affiliated with another body corporate if one of them is the subsidiary of the other, or both are subsidiaries of the same body corporate, or each of them is controlled by the same person; and</p> <p>(ii) if two bodies corporate are affiliated with the same body corporate at the same time, they are affiliated with each other;</p> <p>(b) a body corporate is the holding body corporate of another if that other body corporate is its subsidiary; and</p> <p>(c) a person that is not a body corporate or an individual is considered to be an affiliated person of another person, including a body corporate, if it is controlled by that other, provided that a person is controlled by another person, if</p> <p>(i) in the case of a partnership, the second-mentioned person owns or holds more than fifty percent of the interest in the partnership; and</p> <p>(ii) in the case of the first-mentioned person other than a body corporate, an individual, or a partnership, securities of the first mentioned person carrying more than fifty percent of the interests in such person are held or owned, by or for the benefit of the second mentioned person.”</p>
“AMS”	means asset management service.
“AMS Manager”	means Scotiabank & Trust (Cayman) Ltd. in its capacity as the provider of AMS services or such other entity as may be appointed from time to time to provide AMS services.
“Articles of Association”	means the articles of association of the Fund as amended, restated and/or supplemented from time to time.
“Board of Directors”	means the board of directors of the Fund.
“business day”	means a day on which the New York Stock Exchange is open for business.
“Caribbean Region”	means the area that lies between continental North America and continental South America and comprises the Caribbean Sea, the West Indies, and the adjacent mainland regions of Southern Mexico, Central America, Columbia and Venezuela.
“Caricom Member States” or “Member States”	means the Caribbean Community of 15 states as established by the Treaty of Chaguaramas 1973 and the subsequent Revised Treaty of Chaguaramas 2001, which includes Antigua and Barbuda, Bahamas, Barbados, Belize, Dominica, Haiti, Jamaica, Grenada, Guyana, Monserrat, St. Lucia, Suriname. St. Kitts and Nevis, St. Vincent and the Grenadines and Trinidad and Tobago.
“Class”	means a class of Investment Shares.
“Custodian”	means State Street Bank and Trust Company or such other entity appointed by the Fund to provide custody services.

“dealing day”	means each business day or such other day as the Board of Directors may from time to time prescribe.
“diversification”	means holding a portfolio with a variety of assets with various risk exposures, so as to lessen the risks associated with the portfolio.
“dividend”	means a portion of the Fund’s profits distributed to Shareholders of the Fund in the form of cash, additional shares or in such other form as otherwise determined by the Board of Directors.
“FSRA”	means the Financial Services Regulatory Authority, Ministry of Finance, Economic Affairs, Planning and Social Security of Saint Lucia.
“Fund”	means the Scotia Caribbean Income Fund Inc.
“Fund Administrator”	means ADCO Fund Administrators Inc. or such other entity appointed by the Fund to provide, or arrange for the provision of administrative, investment management and advisory service.
“Fund Manager”	means Scotia Asset Management (St. Lucia) Inc., an International Business Company incorporated and licensed under the laws of St. Lucia, or such other entity appointed by the Fund Administrator with the approval of the Fund and the FSRA to provide, or arrange for the provision of administrative, investment management and advisory services.
“Fund Sub-Administrator”	means State Street Cayman Trust Company Ltd. or such other entity appointed by the Fund and/or the Fund Administrator to provide registrar, transfer agency, fund administration and sub-administration services.
“Governance Shares”	means shares authorized for issuance by the Fund and designated as governance shares.
“institutional investors”	means organizations, companies and other incorporated and un-incorporated entities.
“International Business Companies Act”	means the International Business Companies Act, Chapter 12.14 of the Revised laws of Saint Lucia.
“International Mutual Funds Act”	means the International Mutual Funds Act, Cap 12.16 of the Revised laws of Saint Lucia.
“International Mutual Funds Regulations”	means the International Mutual Funds Regulations, Statutory Instrument, No. 118, 2007 of Saint Lucia.
“Investment Advisor”	means the Fund Manager or such other entity appointed by the Fund Manager to provide investment advisory services to the Fund.
“Investment Shares”	means shares authorized for issuance by the Fund and designated as investment shares.
“leveraging”	means investing with borrowed money.
“margin borrowing”	means the use of borrowed money to purchase securities, using the purchased securities as collateral for the borrowed money.
“Memorandum of Association”	means the memorandum of association of the Fund as amended, restated and/or supplemented from time to time.
“misrepresentation”	means an untrue, incomplete, or misleading statement of, or an omission to disclose, any of the disclosures required under section 8(1) of the International Mutual Funds Act.
“money market”	means the section of the financial markets comprising debt securities having a remaining term to maturity of 369 days or less.

“mutual fund”	as defined by the International Mutual Funds Act.
“net asset value” or “NAV”	means the aggregate value of all of the Fund’s assets less all its liabilities, calculated on the basis set out in the Articles of Association of the Fund, as at a specific time on each Valuation Date.
“Registrar and Transfer Agent”	means State Street Cayman Trust Company Ltd. or such other entity appointed by the Fund and/or the Fund Administrator to provide registrar, custody, transfer agency, fund administration and sub-administration services.
“redemption request”	means a request made in writing or in such manner acceptable to the Fund Manager to redeem Investment Shares by or on behalf of a Shareholder as may be acceptable to the Fund Manager.
“Shareholders”	means the holders of Investment Shares as shown in the register of the Fund.
“Shares”	means, collectively, the Investment Shares and the Governance Shares of the Fund.
“subscription form”	means a request made in writing or in such manner acceptable to the Fund Manager to subscribe for Investment Shares as may be acceptable to the Fund Manager.
“USA”	means the United States of America.
“US\$” or “US dollars”	means the lawful currency of the United States of America.
“Valuation Date”	means a business day on which the Fund’s NAV is determined, or such other day as the Board of Directors may from time to time determine.

1. ABOUT THE FUND

The Fund is an International Business Company incorporated under the laws of Saint Lucia on the 29th of March, 2006 and is licensed in Saint Lucia by the FSRA as an international public mutual fund. The registered office of the Fund is located at 20 Micoud Street, Castries, St. Lucia. The Fund was established by Scotia Investment Jamaica Limited.

The constitutional documents of the Fund are available for inspection at the offices of (i) the Fund Manager in St. Lucia, (ii) Scotia Asset Management (Jamaica) Limited located at 7 Holborn Road, Kingston 5 in Jamaica, and (iii) Scotiabank Trinidad and Tobago Limited located at 56-58 Richmond Street, Port of Spain, Trinidad, W.I. during normal business hours and copies are available upon request.

The Board of Directors may from time to time arrange for the Investment Shares to be marketed, distributed and sold in jurisdictions where the Shares may lawfully be marketed, distributed and sold. Under the International Mutual Funds Act, Investment Shares in the Fund shall not be offered, sold, or delivered, directly or indirectly, to or for the benefit of, any resident of Saint Lucia., unless as otherwise permitted under applicable law. Subscribers for Investment Shares will be required to declare that they are not a resident of Saint Lucia and are not subscribing for Investment Shares on behalf of any resident of Saint Lucia.

Investment Shares of the Fund have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**1933 Securities Act**") or under the securities laws of any State of the USA, and may not be offered or sold in the USA or to, or for the account or the benefit of, U.S. persons (as such term is defined in Regulation S under the 1933 Securities Act). By subscribing for Investment Shares, subscribers will be deemed to have declared that they are not a U.S. person and are not subscribing for Investment Shares for the account or benefit of any U.S. person. The Fund has not been or will not be registered as an "investment company" with the U.S. Securities and Exchange Commission under the Investment Company Act of 1940, as amended.

Investment Shares of the Fund will not be offered, sold, or delivered, directly or indirectly, in Canada, or to, or for the benefit of, any resident thereof, in contravention of the securities laws of Canada or any Province or Territory thereof. By subscribing for Investment Shares, subscribers will be deemed to have declared that they are not a resident of Canada and are not subscribing for Investment Shares on behalf of any resident of Canada.

The Fund is intended to appeal to eligible persons who seek an income-yielding liquid investment denominated in US\$ and who have a medium to long-term investment horizon.

The Board of Directors reserve the right to cease issuing additional Investment Shares in the Fund, in the event that in their determination the issuance of such additional Investment Shares in the Fund is not in the interests of the Shareholders of the Fund.

2. PROFILE OF THE FUND

Directors:

The Directors of the Fund are:

Mr. Lissant Mitchell	—	Director
Ms. Andrea Tinker	—	Director
Mr. Robert Soverall	—	Director
Mr. Rhory McNamara	—	Director
Mr. Chester Hinkson	—	Director
Mr. Hugh Miller	—	Director

Lissant Mitchell has over 20 years of experience in the local financial industry. He joined Scotia Investments in October 2007 as SVP Treasury & Capital Markets and was promoted to Chief Operating Officer in October 2010, and appointed Senior Vice President Wealth Management—Scotiabank Group Jamaica & Chief Executive Officer—Scotia Investments Jamaica Limited November 1st 2011. Lissant has served as the President of the Primary Dealers Association and Secretary of the Jamaica Securities Dealers Association. Lissant sits on the Bank of Nova Scotia's ("**Scotiabank**") and Scotia Investments Jamaica Limited's Asset & Liability Committees as well as the Group's Managed Funds Investment Committee. In addition to being a director of the Fund, he is also a director of Scotia Investments Jamaica Limited, Scotia Asset Management Jamaica Limited and the Jamaica Stock Exchange. Lissant holds a MBA from the University Of Manchester, and a BSc in Accounting and Economics from the University of the West Indies.

Andrea Tinker has over 20 years of experience in Accounting, Financial Management and Operations and is a member of the Association of Chartered Certified Accountants. Andrea joined Scotia Investments in March 1993 and performed as the Chief Financial Officer for Scotia Investments for 6 years. Andrea was appointed to the role of Vice President, Reengineering Projects and is responsible for technology and systems innovation used to support first class customer service offered at Scotia Investments.

Robert Soverall is the Managing Director of ScotiLife Trinidad and Tobago Limited. He has over 20 years experience in the financial services sector in the areas of investment banking, asset management, treasury management and life insurance. Robert holds a Bachelor of Science degree in Actuarial Science from the City University, London, England, a Diploma in Business Management from the University of the West Indies and is a Chartered Financial Analyst (CFA) charter holder. He is also a member of the Board of directors of Scotia Investments (Trinidad and Tobago) Limited and is a past chairman of Trinidad and Tobago Interbank Payments System Limited (TTIPS).

Katherine Mitchell joined Scotiabank in 2008. Katherine currently holds the position of Director, Investment Management, Scotiabank Global Asset Management in Canada. Upon joining Scotiabank, she was responsible for international asset management product development initiatives. Now responsible for portfolio management teams and related matters outside Canada, as well as growing asset management services internationally, Katherine has over 18 years in wealth management industry with experience in investment product manufacturing, marketing and distribution. During her career, she has launched a variety of Canadian and international investment funds, built and restructured businesses, and been responsible for institutional client relationships and marketing. Prior to joining Scotiabank, her experience included being Vice President of Marketing for a Canadian based investment counselling firm, and Assistant Vice President of Product Management in the Canadian mutual fund company affiliate of a US based investment management firm, where she assisted in launching the Canadian affiliate.

Rhory McNamara is an attorney at law by profession and a Partner in the law firm of McNamara & Co. where his practice focuses on corporate law and property conveyances. He is also the Managing Director of McNamara Corporate Services Inc. and as such is responsible for and has experience in the formation and management of International Business Companies, International Insurance Companies, International Mutual Funds and International Banks formed under the respective governing legislation in Saint Lucia.

Chester Hinkson has over 35 years of banking experience to his credit. Chester has worked in numerous countries where he held various senior banking positions including the Bahamas, Guyana, Grenada, Canada and his homeland Castries, St. Lucia where he held the position of General Manager and Country Head of Scotiabank prior to retiring in 2014. Chester served as President of The Bankers Association of St. Lucia where he continues to serve as an Honorary Member. Chester is also an executive member of The St. Lucia Chamber of Commerce, Director of Eastern Caribbean Institute of Bankers and Commissioner of The St. Lucia Salaries Review Commission appointed by the Governor General to represent the public. Chester holds a Bachelor of Commerce Degree in Financial Services (BComm), and the Financial Advisor Designate from Institute of Canadian Bankers (PFP). He is the president of the Rotary Club of St. Lucia member of the Rotary Calabashers, advisor of the St. Lucia Chamber of Commerce Committee and an

Associate of the Institute of Canadian Bankers (AICB). Chester retired from his position as General Manager and Country Head of Scotiabank in August 2014, but serves on a number of Wealth Management Boards of Scotiabank.

Hugh Miller currently holds the position of Chief Operating Officer at Scotia Investments. In this role, he strategically manages Scotia Investments' business and operational infrastructure which includes; Treasury & Trading, Finance, Business Support as well as the company's operational projects. Prior to his role at Scotia Investments, Hugh was the Vice President of the Treasury Division at Scotiabank Group Jamaica, and was charged with the responsibility of leading the Group's Treasury Operations, Investment and Trading activities along with the company's Foreign Exchange Trading activities. During his 18 years in the financial sector, he has held senior positions in the Stock Brokerage industry and the Commercial Banking sector. Hugh Miller joined Scotiabank in 1998 as Manager, Securities Trading & Investments, and was later given the responsibility to oversee the company's Asset Management Unit. He holds a Bachelor of Science Degree in Economics (Accounting minor) from the University of the West Indies and is a Chartered Financial Analysts (CFA) Charterholder. He serves on the Board of Trustees of ScotiaBridge and Scotiabank's Pension Plan. He is a member of SIJL's Asset Liability Committee, Scotia Investments' Managed Funds Investment Committee and Scotiabank's Asset Liability Committee. Hugh has been a CFA tutor at B&B University College since 2004, and is passionate about increasing the cadre of Charterholders in Jamaica and the region.

Philip G. Cross has 25 years of banking experience having worked in positions including Retail Banking, Business Banking, International Banking—Toronto, Wealth Management, Operations, Finance and most recently in Corporate and Commercial Banking. Phillip began his career with Scotiabank in 1989 in Calgary, Alberta, Canada and has worked his way up in the Scotiabank network taking on more progressive roles. In November 2005, Phillip began his first international assignment as part of the Senior Management team in the Turks & Caicos Islands, and in June 2011 he transitioned to his first Wealth Management role as the Scotia Private Client Group Centre Director in Turks and Caicos. To further expand his banking knowledge, in 2012 Phillip joined Corporate and Commercial Banking and was appointed as Director, Credit Solutions and End to End Management in the Cayman Islands Corporate and Commercial Banking Centre. Today, Phillip is the Country Head and General Manager for Scotiabank in Saint Lucia. Phillip holds a Bachelor of Science (BSC)—Geology and is also a Professional Financial Planner (PFP) through the Canadian Securities Institute in good standing. Phillip is a member of the Rotary Club of Saint Lucia.

3. MANAGEMENT AND SERVICE PROVIDERS

FUND ADMINISTRATOR

ADCO Fund Administrators Inc.
10 Manoel Street
P.O. Box 161 Castries, Saint Lucia
Phone: (758) 451-6458
www.adcostlucia.com
Email: adco@candw.lc

FUND SUB-ADMINISTRATOR, REGISTRAR AND TRANSFER AGENT

State Street Cayman Trust Company, Ltd.
45 Market Street — Suite #3206A
Gardenia Court, Camana Bay
P. O. Box 31113 Grand Cayman KY1-1205
Cayman Islands, BWI
Phone: (617) 786-3000
www.Statestreet.com
Email: information@statestreet.com

FUND MANAGER AND INVESTMENT ADVISOR

Scotia Asset Management (St. Lucia) Inc.
20 Micoud Street Castries, Saint Lucia
Phone: (758) 452-2662
www.scotiabank.com/lc
Email: bns.stlucia@scotiabank.com

CUSTODIAN

State Street Bank and Trust Company
225 Franklin Street
Boston, Massachusetts 02110
United States of America
Phone: (617) 786-3000
www.Ssga.com
Email : information@statestreet.com

AUDITORS

KPMG
Chartered Accountants
L'Anse Road
Castries, Saint Lucia
www.kpmg.com

ATTORNEYS AT LAW (Saint Lucia)

McNamara & Co.
20 Micoud Street Castries
Saint Lucia
Phone: (758) 452-2662
www.mcnamara-stlucia.com

Fund Administrator

The Fund Administrator is a company incorporated in Saint Lucia on May 26, 2000 with its registered office at 10 Manoel Street, P.O. Box 161, Castries, Saint Lucia and duly licensed to offer the services of a fund administrator under the International Mutual Funds Act of Saint Lucia. The Fund Administrator has appointed State Street Cayman Trust Company Ltd., a trust company duly organized under the laws of the Cayman Islands as Fund Sub-Administrator.

Fund Sub-Administrator

The Sub-Administrator has an unrestricted mutual fund administrator's license issued by the Cayman Islands Monetary Authority under the Mutual Funds Law (as revised) of the Cayman Islands. The Sub-Administrator is a company incorporated in Grand Cayman on June 10, 1985. The Sub-Administrator is indirectly wholly owned by State Street Bank and Trust Company, the Custodian of the Fund, which is in turn wholly owned by State Street Corporation, a financial holding company organized in 1969 under the laws of the Commonwealth of Massachusetts, with its registered office at One Lincoln Street, Boston, Massachusetts, United States of America.

The Fund Sub-Administrator is responsible for the general administration of the Fund, and, as such, keeps the books of account, calculates the net asset value of Investment Shares, and deals with subscriptions and redemptions in respect of the Fund. The Fund Sub-Administrator is at liberty to provide similar or other services to other funds and companies.

Fund Manager and Investment Advisor

The Fund Administrator has appointed Scotia Asset Management (St. Lucia) Inc. as the Fund Manager of the Fund. The Fund Manager was registered in St. Lucia as an International Business Company on 21st April 2009 and licensed as a fund manager in St. Lucia on August 14, 2009. The Fund Manager provides investment advisory and fund management services pursuant to the Investment and Fund Management Agreement, under which the Fund Manager, inter alia, shall manage the Fund and its investments in accordance with the investment policy and objectives set forth in this Offering Document.

The Fund Manager has appointed Scotia Asset Management (Jamaica) Limited (a company duly incorporated under the laws of Jamaica on October 21, 1982 and a dealer licensed by the Financial Services Commission in Jamaica, pursuant to an Investment Management Agreement dated September 1, 2009 between the Fund Manager and Scotia Asset Management (Jamaica) Limited, to assist in the provision of the investment advisory and fund management services in accordance with the investment policy and objectives set forth in this Offering Document.

Scotia Asset Management (Jamaica) Limited and the Fund Manager are both indirectly owned by Scotiabank and are members of the Scotiabank Group, as defined below under the heading "Scotiabank Group."

Registrar and Transfer Agent

The Fund Administrator has appointed State Street Cayman Trust Company, Ltd. as the Registrar and Transfer Agent of the Fund and to provide accounting services to the Fund. A register of Shareholders will be kept by the Registrar. The register will list the names and addresses of Shareholders and the number of Investment Shares held by each Shareholder. The Fund's Articles of Association permit the register of Shareholders in the Fund to be a book-entry system (an electronic system of book-based entries) in which all Investment Shares are recorded and accounted for and may be subscribed for, redeemed or cancelled by book-keeping entry without physical delivery of certificates. Subscriptions and redemptions of Investment Shares will be recorded in the book-entry system and evidenced by confirmations issued by the Fund or on its behalf.

See "Management and Service Providers—Fund Sub-Administrator" earlier in this document for more information on State Street Cayman Trust Company, Ltd.

Custodian

The Custodian of the assets of the Fund is State Street Bank and Trust Company. The Custodian is an independent entity and is not a related party to the Fund Administrator or the Fund Manager. The Custodian is a trust company that traces its beginnings to the founding of the Union Bank in 1792. The charter under which the Custodian now operates was authorized by a special act of the Massachusetts Legislature the United States of America in 1891, and its present name was adopted in 1960. The Custodian is wholly owned by State Street Corporation, a financial holding company organized in 1969 under the laws of the Commonwealth of Massachusetts, with its registered office at One Lincoln Street, Boston, Massachusetts, United States of America.

In its capacity as Custodian, State Street Bank and Trust Company is responsible for holding the Fund's assets in trust, maintaining proper financial records and providing the Fund with a monthly asset summary, quarterly reconciliations and such other additional statements, reports and particulars relating to the Fund as may reasonably be requested by the Fund or its auditors from time to time.

Scotiabank Group

Scotiabank is a leading financial services provider in over 55 countries and Canada's most international bank. It is a Schedule I bank chartered under the Bank Act (Canada). Scotiabank's registered office is located at 1709 Hollis Street, Halifax, Nova Scotia, B3J 3B7 Canada and its executive offices are at Scotia Plaza, 44 King Street West, Toronto, Ontario, M5H 1H1 Canada. The Fund Manager and Scotia Asset Management (Jamaica) Limited are both indirectly owned by Scotiabank and are members of the Scotiabank Group (as defined below).

Scotiabank, together with its affiliates, officers, employees and agents (the "**Scotiabank Group**"), is engaged in wholesale and retail banking, lending, equity investing, financial and merger and acquisition advisory, underwriting, investment management, brokerage, trustee, custodial and similar activities on a world-wide basis. In addition, members of the Scotiabank Group, including the Fund Manager and Scotia Asset Management (Jamaica) Limited, may manage other funds with objectives identical or similar to or overlapping those of the Fund. In the course of engaging in these activities, members of the Scotiabank Group may compete with the Fund or provide financing or other services to competitors of the Fund. Members of the Scotiabank Group will be under no obligation to refer any opportunity to the Fund, or refrain from investing in, or providing advice or services to others with respect to any such opportunity. Members of the Scotiabank Group have relationships with a significant number of clients and provide, and will in the future provide, advisory services to its clients.

In the course of considering the execution of any transaction on behalf of the Fund, the Fund Manager and Scotia Asset Management (Jamaica) Limited, as applicable, may consider a client relationship and may choose not to execute any such transaction for the Fund on account of any such client relationship. In providing services to other clients, a member of the Scotiabank Group may recommend actions that would compete with or otherwise adversely affect the Fund. Members of the Scotiabank Group may from time to time come into the possession of information that could preclude the Fund Manager and Scotia Asset Management (Jamaica) Limited from taking an action that would be in the best interest of the Fund. In addition, members of the Scotiabank Group have in the past sponsored or advised, and in the future may sponsor or advise, clients that may acquire interests in, provide financing to or otherwise deal with entities, the securities of which may be acquired, held or disposed of by the Fund. Such securities may be, or have been, underwritten, distributed or placed by a member of the Scotiabank Group. A member of the Scotiabank Group may, in certain circumstances, be selling an asset in circumstances in which the Fund is acquiring or retaining the same asset, acquire or dispose of an asset, or take or refrain from taking an action that may adversely affect the Fund.

Furthermore, the Fund may from time to time acquire and hold assets, deposits and investments underwritten, promoted, issued, sold or distributed by a member of the Scotiabank Group.

In certain circumstances, there may be foreign exchange transactions where Scotiabank Group members act as counterparty. In such cases, the Scotiabank Group counterparty may take a reasonable spread or commission on these transactions.

Other transactions may occur where Scotiabank Group members broker or effect such transactions on reasonable, commercial-term basis where a spread or commission is taken by such other members.

It is intended that all such transactions would be undertaken on economic terms consistent with market pricing.

The Articles of Association of the Fund generally do not restrict any actions taken by Scotiabank or its affiliates. Accordingly, no assurance can be given that potentially suitable investments of which Scotiabank may become aware will be offered to the Funds, nor is there any assurance that suitable investments will not be acquired by Scotiabank or other Scotiabank clients.

4. OBJECTIVES OF THE FUND

The Fund's investment objective is to provide a regular stream of income and modest capital gains by investing primarily in US dollar denominated fixed income securities issued or guaranteed by governments or government sponsored agencies of a country in the Caribbean Region, as well as money market and longer term fixed income securities issued by non-government issuers in accordance with the Investment Policy below. The Fund may also invest in other income generating securities, which may include dividend paying shares.

5. INVESTMENT POLICY

The Fund's investment policy is primarily intended to generate interest income as most of the Fund's assets are fixed income investments. The Fund may invest in the following assets, and at least 50% of the assets of the Fund will be invested in assets described at (i), (ii) and (iii) below.

- (i) US\$-denominated cash or deposits with licensed deposit —taking institutions. The Fund may also invest in reverse repurchase agreements backed by securities issued by a sovereign state in the Caribbean region.
- (ii) US\$-denominated interest bearing securities issued or guaranteed by the Government of Jamaica, the Bank of Jamaica or any entity owned or controlled by the Government of Jamaica.
- (iii) US\$-denominated interest bearing securities issued or guaranteed by any sovereign state or any entity owned or controlled by any such sovereign state, other than Jamaica that has an equal or superior credit rating to that of Jamaica, if rated by Moody's Investor Services or Standard & Poor's, or, if rated by CariCRIS, BBB on a Caribbean regional basis or A on a national basis.
- (iv) US\$-denominated fixed income securities issued by a company or other body lawfully authorized to issue such instruments, with an equal or superior credit rating to that of Jamaica if rated by Moody's Investor Services or Standard & Poor's, or, if rated by CariCRIS, BBB on a Caribbean regional basis or A on a national basis, or that are rated as equivalent or higher to the CariCRIS rating by the Investment Advisor when considered in the context of the Caribbean region, and which meet such liquidity criteria as the Investment Advisor requires from time to time.
- (v) US\$-denominated short-term securities such as bills of exchange or promissory notes and or commercial paper issued by a company or other body lawfully authorized to issue such instruments, with an equal or superior credit rating to that of Jamaica if rated by Moody's Investor Services or Standard & Poor's, or, if rated by CariCRIS, BBB on a Caribbean regional basis or A on a national basis, or that are rated as equivalent or higher to the CariCRIS by the Investment Advisor when considered in the context of the Caribbean region, and which meet such liquidity criteria as the Investment Advisor requires from time to time.

For yield-enhancement and liquidity purposes, the Fund may, from time to time, assume currency exposure by acquiring deposits, interest-bearing or other fixed income securities denominated in one or more currencies at sovereign states that are members of the Group of 20 (G20), from time to time other than the US\$, or in currencies issued by Caricom Member States, provided that such deposits and securities do not comprise in excess of 20% of the total assets of the Fund at time of purchase or acquisition.

The Fund may invest in, or otherwise enter into, hedging transactions to manage currency and interest rate risks, as determined by the Investment Advisor from time to time.

The Investment Advisor assesses credit risk from a national and regional perspective. Assets rated BBB on a Caribbean regional basis or A on a national basis by CariCRIS or equivalent by the Investment Advisor when considered in the context of the Caribbean region, may be treated as such by the Investment Advisor whether or not such assets are assigned a lower credit rating by a recognized rating agency or body by non-national or non-regional Caribbean standards.

For asset diversification purposes, with the exception of assets described at (i), (ii) and (iii) above, not more than ten percent (10%) of the assets of the Fund will be invested in individual instruments, or in instruments issued by the same issuer, at the time of purchase or acquisition.

For liquidity purposes, at the time of purchase, a minimum of 10% of assets held by the Fund will be invested in instruments which are repayable within three hundred and sixty nine (369) days beginning on the date upon which they become part of the assets held by the Fund, or which are made on terms on which repayment may be demanded within the period unconditionally and without penalty.

The Fund may also invest in other funds managed by the Fund Manager, funds managed by any related party of the Fund Manager, or managed by third party institutions. In such instance no management or other fee is payable by the Fund if payment thereof could reasonably be perceived as a duplication of fees payable by the Fund. No sales or redemption fees are paid or payable by the Fund when it buys or sells securities in a fund that is managed by the Fund Manager or any of its affiliates.

6. BORROWING & USE OF LEVERAGE

The Fund may enter into margin borrowing and other forms of leveraging arrangements, to the extent determined by the Investment Advisor from time to time, to finance positions in the Fund's portfolio with a view to enhancing the earnings and returns of the Fund.

After giving effect to all borrowing transactions (including leveraging), the outstanding amount of all borrowings of the Fund will not exceed five per cent of the portfolio assets of the Fund taken at market value at the time of the borrowing.

The Fund may establish both long and short positions in securities to take advantage of anticipated price movements, and may enter into borrowing arrangements with respect to securities to facilitate the opening, maintaining and closing of such positions.

7. SUMMARY OF TAX POSITION

St. Lucia

The Fund is liable to income tax in Saint Lucia on its taxable income at the rate of 1%. In addition, the Fund may incur withholding tax on income and proceeds of some of its investments, which may not be recoverable.

It is anticipated that a substantial part of the assets of the Fund will be comprised of interest-bearing securities issued by Caricom Member States, which have exempted such interest from income tax in the issuing state. Under the Caricom Tax Convention among Caricom Member States, interest paid by an issuer of debt who is tax resident in one Member State to a debt-holder who is tax resident in another Member State is only taxable in the Member State in which it arises, and therefore interest on such securities will not be subject to income tax in Saint Lucia.

The Fund is not obliged to withhold tax on dividends to Shareholders, or from amounts paid to Shareholders on the redemption of Investment Shares.

Under the Caricom Tax Convention, dividends paid by the Fund to Shareholders who are resident in another Caricom Member State which has incorporated the provisions of the Caricom Tax Convention into its domestic law, will only be liable to income tax in the Caricom Member State where the Fund is resident, and such liability is currently at the rate of zero per cent (0% in Saint Lucia). Subscriptions and redemptions of Investment Shares are not subject to any duty or tax in Saint Lucia.

US Tax Withholding and Reporting Under the Foreign Tax Compliance Act

Generally, the Foreign Account Tax Compliance Act provisions of the U.S. Hiring Incentives to Restore Employment Act of 2010 (or "FATCA") impose a new reporting regime and, potentially, a 30% withholding tax with respect to (i) certain payments from sources within the United States (such as interest and dividends), (ii) gross proceeds from the sale or disposition of property that can produce U.S. source interest or dividends, (iii) "foreign passthru payments" made to certain non-U.S. financial institutions that do not comply with this new reporting regime, and (iv) payments to certain investors that do not provide identification information with respect to interests issued by a participating non-U.S. financial institution. FATCA will come into effect in phases, beginning on July 1, 2014. The Fund will likely be classified as a foreign financial institution for these purposes. If an amount in respect of such withholding tax were to be deducted or withheld either from amounts due to the Fund or from payments made to Shareholders, neither the Fund nor any other person would be required to pay additional amounts as a result of the deduction or withholding. In order to avoid withholding tax attributable to FATCA the Fund will likely need to provide the US Internal Revenue Service or other applicable taxing authority with certain information in respect of its Shareholders and (where applicable) their beneficial owners. Shareholders who do not provide required information may also be subject to a 30% withholding tax. In addition, if a Shareholder does not provide the information necessary for the Fund to comply with these requirements, the Fund may redeem the securities held by such Shareholder.

General

The above summarizes the tax position of the Fund as at the date of this Offering Document, as it is understood by the Board of Directors. The Board of Directors does not guarantee the correctness of the above summary, and shall not be liable in the event that any aspect of it is or becomes incorrect, incomplete or otherwise inaccurate. **The above summary is not intended to be a complete or exhaustive description of the taxation implications of the Fund and investment therein. Shareholders are encouraged to seek tax advice from competent professionals before investing in the Fund.**

8. SHARE PRICE QUOTATIONS AND VALUATION

(a) NAVPS Quotations

The Fund's portfolio of investments is valued daily by the Fund Sub-Administrator by reference to the market prices prevailing as at 4:00 p.m. Eastern Time. The net asset value per share ("NAVPS") is determined by the Fund Sub-Administrator accordingly.

The NAVPS is available from the Fund Manager and is posted each day on the web at <http://www.scotiainvestmentsjm.com>. In addition, the NAVPS may be periodically published in the daily press in Jamaica, Saint Lucia and Trinidad and Tobago.

(b) Calculation of Net Asset Value

The net asset value of the Fund will be determined by the Fund Sub-Administrator as at 4:00 pm Eastern Time on each Valuation Date in accordance with the Articles of Association and in accordance with the valuation policies summarized below. The Net Asset Value represents the market value of all assets less all liabilities of the Fund as at 4:00 p.m. Eastern Time on the Valuation Date.

The net asset value of each Class will be determined by the Fund Sub-Administrator as at 4:00 p.m. Eastern Time on each Valuation Date in accordance with the Articles of Association and in accordance with the valuation policies summaries below. The NAV of each Class represents the market value of all assets of that Class less all liabilities attributed to it as at 4:00 p.m. Eastern Time on the Valuation Date.

(c) Valuation Policies

The NAVPS is calculated by taking on the relevant Valuation Date the net asset value of the Class to which an Investment Share belongs dividing it by the number of Investment Shares outstanding or deemed to be outstanding in that Class, calculated to four decimal places.

Those investments of the Fund that are securities quoted on a regulated securities market or exchange, are generally valued for the purpose of arriving at the NAVPS at midway between quoted bid prices and offer prices as at the close of such market or exchange. However, where the Fund Sub-Administrator considers the prices quoted on some other market to be a fairer indicator of current market value for any security, it may use such prices. Securities, which are not quoted on any active market, will be valued in accordance with the Fund Manager's customary valuation methodology for such securities. Under the Fund Manager's customary valuation methodology, the market value of such securities will be calculated using the yield curves developed by reputable international and local securities broker-dealers and which are published on a daily basis. Further, the market value of securities which are not traded internationally will be determined using the yield curve developed or approved by the Jamaican Securities Dealers Association.

9. PURCHASE OF INVESTMENT SHARES

Currently, the Fund offers Class A and Class I shares denominated in US Dollars. Class A shares are available to all investors. Class I shares are only available to eligible institutional investors and certain other investors as determined by the Fund or the Fund Manager in their sole discretion from time to time. The subscription form for the Fund will identify what Classes are available.

Investment Shares of the Fund are issued on any dealing day at the NAVPS determined as at 4:00 p.m. United States Eastern Time Zone on such dealing day, for subscriptions in good order received by the Fund Manager or other authorized person prior to 4:00 p.m. Eastern Time Zone on such dealing day.

The minimum required initial subscription amount for Investment Shares is US\$5,000 or such other amount or currencies as may be prescribed from time to time by the Board of Directors. Subsequent subscriptions for Investment Shares are subject to a minimum of US\$1,000, or such other amount or currencies as may be prescribed from time to time by the Board of Directors. Subscription for Investment Shares made through a Pre-Authorized Contribution (PAC) program are subject to a minimum of US\$100 per transaction or such other amount as may be prescribed by the Board of Directors.

The minimum initial investment required to subscribe for an AMS account is US\$5,000 or such other amounts or currencies as may be prescribed from time to time by the Directors. Subscriptions for each subsequent investment in an AMS account are subject to a minimum of US\$100 which will be allocated to the individual funds within the AMS Model selected by the Shareholder. Please see "Asset Management Service" later in this document for more information.

When a subscription form is accepted by the Fund, the Fund Manager or other authorized person and processed, a written confirmation of such subscription is sent to the Subscriber.

Before subscribing for Investment Shares in the Fund, it is important to read this Offering Document, as amended, supplemented or restated from time to time, in its entirety. If you require further explanation on any aspect of this Offering Document, please contact the office of the Fund Manager or your financial advisor.

To invest in the Fund, a subscription form in good order must be forwarded to the Fund Manager through an authorized distributor of the Fund, together with payment in full for the subscription. Upon receipt and acceptance of a subscription form and any other required documents in satisfactory form and payment in good and clear funds, a confirmation will be issued, confirming the transaction.

Currently, only one currency purchase option and two classes of Investment Shares, Class A and Class I shares are available for purchase, both denominated in US dollars. The Board of Directors has the power to create additional currency purchase options, classes and series in the future. Any new class or series may be denominated in a different currency and may have investment policies that differ from those of the existing class. The terms of each subsequent class will be specified in the Memorandum of Association of the Fund and this Offering Document.

10. ASSET MANAGEMENT SERVICE

The Asset Management Service (AMS) provided by the AMS Manager offers Shareholders five professionally designed AMS model portfolios (“**AMS Models**”) to meet specific long-term investment objectives. Each AMS Model is constructed by using a combination of mutual funds managed by the Fund Manager or an affiliate of the Fund Manager and may include the Fund. Each AMS Model is constructed with reference to three main asset classes, namely cash and cash equivalents, fixed-income and growth. Funds within each asset class will be assigned a prescribed weighting within the AMS Model. The prescribed weightings for the Fund, if any, in each AMS Model is determined by the AMS Manager and may be changed from time to time without notification to Shareholders. A Shareholder electing to open an AMS account is authorizing the Fund Manager as its attorney-in-fact to subscribe and redeem shares of any of the funds, including Investment Shares of the Fund, as, and when, the Manager deems appropriate to maintain the AMS Model selected by the Shareholder.

A Shareholder may request an account be managed by the [Fund Manager] in accordance with a specific AMS Model. AMS Model names, primary objectives, risks characteristics and potential portfolio volatility are as follows:

Conservative Income — The primary objective is to earn a modest income while protecting principal. Holders of this AMS Model are willing to accept modest returns in exchange for greater security and accept that the value of their AMS account will fluctuate modestly from time to time.

Income & Conservative Growth — The primary objective is a high level of income with some growth potential. Holders of this AMS Model accept that the value of their AMS account will fluctuate modestly from time to time.

Balanced Income & Growth — The primary objective is growth with some income and exposure to the three major asset classes. Holders of this AMS Model accept that the value of their AMS account will fluctuate moderately from time to time.

Moderate Growth — The primary objective is to achieve a high level of growth with some income potential. Holders of this AMS Model accept that the total value of their AMS account may fluctuate considerably from time to time.

Aggressive Growth — The primary objective is to achieve the maximum growth potential over the long-term. Holders of this AMS Model accept that the total value of their AMS account may fluctuate extremely from time to time.

When an AMS Model is selected for an AMS account, all subsequent AMS purchases and redemptions will be allocated based on the prescribed fund weightings for the selected AMS Model, unless written signed instructions to discontinue the AMS Model in investor's account or apply a different AMS Model are provided by the Shareholder to the AMS Manager and are in good order.

On the 20th of March, June, September, and December (calendar quarter end month) or the next available dealing day if the 20th is not a dealing day, (each a Rebalancing Day), AMS accounts will be electronically reviewed to determine if any of the funds that constitute the assigned AMS Model have deviated from their prescribed weighting by 3.0% or more positively or negatively. In the event that any fund has deviated by 3.0% or more with respect of the assigned AMS Model, holdings of shares will be rebalanced to the prescribed fund weightings of the assigned AMS Model, resulting in an appropriate exchange of shares. Individual holdings of shares in funds are exchanged to restore the account to the assigned AMS Model's specifications. Commission charges, if applicable, may be charged on these transactions.

The minimum initial investment in an AMS account is US\$5,000 or such other amounts or currencies as may be prescribed from time to time by the Directors. Subscriptions for subsequent investment in an AMS account are subject to a minimum of US\$100 which will be allocated to the individual funds within the AMS Model selected by the Shareholder.

The annual fee for each AMS account is 0.1% (minimum US\$25, maximum US\$100) of the market value of the AMS account three days prior to the last Rebalancing Day of each calendar year. The calculated annual fee is deducted directly from each AMS account, and paid to the AMS Manager. The AMS Manager reserves the right to waive the annual fee at its sole discretion and suspend or cancel this service at any time, in any jurisdiction, without notice.

Please ask your authorized distributor for a copy of a prospectus of mutual funds participating in the AMS program. The purchase, ownership and redemption of mutual funds participating in each AMS Model is subject to the fees, terms and conditions set out in the prospectus for such funds.

11. REDEMPTION OF INVESTMENT SHARES

A redeeming Shareholder must complete and submit a redemption request to the offices of the Fund, Fund Manager or other authorized person through an authorized distributor of the Fund together with any other required documents in satisfactory form.

Redemption requests received in good order before 4:00 p.m. United States Eastern Time Zone on a Valuation Date will be fulfilled at the NAVPS determined as of 4:00 p.m. Eastern Time on such Valuation Date.

Redemption requests in good order which are received after 4:00 p.m. United States Eastern Time Zone on a Valuation Date (or such other time as the Board of Directors may specify from time to time) or received on a day other than a Business Day, will be processed on the next following Business Day. Payment of redemption proceeds will normally be dispatched within three business days after the relevant Valuation Date at the risk and expense of the redeeming Shareholder, but may be dispatched up to seven Business Days after the relevant Dealing Day at the discretion of the Fund Manager.

If Investment Shares are redeemed within 90 days of purchase, they may be, at the sole discretion of the Fund Manager, subject to an early redemption fee of 2% of the redemption amount. Redemption proceeds, if unclaimed for three (3) years, may be forfeited by a resolution of the Board of Directors for the benefit of the Fund.

An ongoing investment of US\$5,000 is required in each Shareholder account. If a redemption would give rise to a holding of less than US\$5,000 in a Shareholder account, the amount of the redemption may (unless the Fund Manager determines otherwise, in its discretion) be adjusted to include the entire remaining balance of the redeeming Shareholder in such Shareholder account.

Subject to the International Business Companies Act and provisions of the Articles of Association of the Fund, the Board of Directors, the Fund Administrator, the Fund Manager or the Registrar may, by giving written notice to a Shareholder, redeem all or any portion of the Shareholders' Investment Shares at the then current NAVPS for any reason.

12. EXCHANGE OF INVESTMENT SHARES

A Shareholder holding Investment Shares in the Fund may exchange such Investment Shares for shares of the same class and currency of certain other funds ("Select Funds") offered by the Fund Manager or its affiliates under a separate prospectus. Upon exchange, the redemption of Investment Shares held by the Shareholder will occur and the redemption proceeds will be applied to subscribe for Investment Shares in a Select Fund. Following the exchange of Investment Shares, the number of shares held by the investor will change since each class of shares of Select Funds involved has a different net asset value. Following the exchange of Investment Shares into the shares of a Select Fund, the fees, terms and conditions set out in the prospectus for such Select Fund will apply to your acquisition, ownership and redemption of shares of a Select Fund. Administrative charges or sales fees may be charged on such transactions with Select Funds.

Please ask your authorized distributor for the list of Select Funds participating in this program and a copy of the prospectus of Select Funds you wish to acquire.

13. SUSPENSION OF VALUATION

The Board of Directors may at any time suspend the determination of the Net Asset Value in accordance with the Articles of Association of the Fund, and no Investment Shares shall be issued or redeemed during any period in which the determination of the Net Asset Value is suspended. Article 13 of the Articles of Association of the Fund governs the suspension of the determination of the Net Asset Value and the suspension of the issuance and redemption of any class of Investment Shares in the Fund, and reads as follows:

- 13.1 *The Board of Directors may at any time authorize, after consultation with the Fund Administrator or the Fund Manager, the suspension of the determination of Net Asset Value and/or NAVPS, or for the whole or any part of any period:*
- (a) during which any securities market on which a material part of the Company's assets are listed is closed, other than for ordinary holidays and weekends, or during which dealings in them are restricted or suspended in a manner which undermines the determination of the fair value of those assets;*
 - (b) during the existence of any state of affairs which, in the opinion of the Board of Directors, constitutes an emergency as a result of which disposition by the Company of assets owned by it is not reasonably practicable or would be seriously prejudicial to the Members of the Company;*
 - (c) during any breakdown in the means of communication normally employed in determining the price or value of any of the Company's assets, or when for any other reason the prices or values of any such assets cannot reasonably be promptly ascertained with reasonable accuracy;*
 - (d) during which the transfer of funds involved in the realization or acquisition of any assets of the Company cannot, in the Board of Directors' opinion, be effected at normal rates of exchange or costs, or transactions in the Shares cannot, in the Board of Directors' opinion, be carried out without undue delay and at normal rates of exchange and costs; or*
 - (e) that the Company is, in the Board of Directors' opinion, unable reasonably to determine the Net Asset Value or NAVPS.*
- 13.2 *Any such suspension shall be publicised by the Board of Directors in such manner as they may deem appropriate to the Members likely to be affected thereby.*
- 13.3 *The Board of Directors shall take such steps as they reasonably can to end any such suspension as quickly as possible.*
- 13.4 *Any such suspension will take effect at such time as the Board of Directors declare but not later than the close of business on the Business Day next following the declaration and after that there shall be no determination of the Net Asset Value or NAVPS until the Board of Directors declare the suspension to be terminated, except that the suspension will end in any event on the first Business Day on which:*
- (a) the condition giving rise to the suspension ceases to exist; and*
 - (b) no other condition under which suspension is authorized under these Articles exists.*
- 13.5 *Each declaration by the Board of Directors suspending determination of Net Asset Value must be consistent with such laws and regulations, if any, in effect at the time relating to its subject matter as may have been promulgated by any authority having jurisdiction over the Company. To the extent not inconsistent with such laws and regulations, the Board of Directors' determination will be conclusive.*

14. FEES AND EXPENSES

Management Fee

Under the Investment and Fund Management Agreement dated September 1, 2009 between the Fund Administrator and the Fund Manager, as amended (the “**Investment and Fund Management Agreement**”), the Fund Manager is entitled to receive a management fee on the Class A shares at an annual rate of 1.600% of the NAV of the Fund that is calculated and accrued daily and payable quarterly in arrears based on the daily NAV of Class A shares. These amounts are payable out of the assets of the Class A shares of the Fund.

The management fee for Class I shares is paid directly by Class I shareholders who negotiate such fee separately with the Fund Manager.

Sales Commissions and Other Fees Payable by Shareholders

The Fund Manager, distributors and sub- distributors of the Fund may charge a sales commission on subscriptions for Class A shares of up to 2% of the subscription amount. The sales commission will be deducted from the total amount paid by investors to the Fund.

Holders of Class I shares pay no sales commission when buying or selling Class I shares, except as otherwise specified below.

The Fund distributor(s) may be entitled to receive an annual trailer fee on each Class of shares distributed by it/them at an annual rate of up to 0.375% of the NAV of such Class of shares, calculated and accrued daily and payable monthly in arrears based on the daily average net assets under management in the corresponding Class of shares. The annual trailer fees on Class A shares, if any, are payable out of the assets of the Class A shares of the Fund. The annual trailer fees on Class I shares, if any, are payable out of the management fee received by the Fund Manager on Class I shares. A sub-distributor may be paid by its distributor out of this trailer fee.

Investment Shares that are redeemed within ninety (90) days of their subscription on a first in/first out basis may be, at the sole discretion of the Fund Manager, subject to an early redemption fee of 2% of the redemption amount, payable to the Fund.

Other charges to be borne by the Fund

The fees of the Fund’s auditors will be borne by the Fund, as will the costs incurred in connection with the printing and sending of notices of meetings and other communications to Shareholders.

All third party trade commissions, taxes and other out of pocket expenses incurred on sales and purchases of assets for the account of the Fund shall be borne by the Fund.

The Fund Manager will be responsible for promotional costs, including this Offering Document and any modifications, supplements or restatements of it. The Fund will be responsible for its operational expenses including, but not limited to, custody, transfer agency, fund administration, sub-administration services, annual filing and registration fees, audit fees, legal fees, interest on borrowed money and any tax to which it may become subject. The Fund may pay fees or remuneration to each member of the Board of Directors. Each Class of shares bears the expenses and liabilities directly attributable to that Class and a portion of the Fund’s general administrative expenses of that Class allocated on the basis of total net assets or another equitable method.

The Fund Administrator, the Fund Sub-Administrator and the Registrar and Transfer Agent will receive fees payable out of the assets of the Fund at the Net Asset Value (or NAV) on each day of the Fund for services and for accounting functions performed for the Fund. This will include reasonable out of pocket expenses, where applicable, to perform their duties. The fees payable to the Fund Administrator, the Sub Administrator and the Registrar and Transfer Agent for their respective services are detailed under the section entitled Fees and Expenses.

The Fund Administrator shall be paid an annual fee of up to US\$15,000.00 payable out of the assets of the Fund for services rendered in accordance with the terms of the Fund Administration Agreement, dated September 1, 2009 between the Fund and the Fund Administrator, as amended. The Fund Sub-Administrator and the Registrar and Transfer Agent shall be paid an aggregate minimum annual fee of US\$22,035.00 out of the assets of the Fund for services rendered, including general administration, registrar and transfer agent services in accordance with the terms of the Fund Sub-Administration Agreement dated January 9, 2013, between the Fund, the Fund Manager and the Fund Sub-Administrator. These fees accrue daily and are paid quarterly in arrears.

The Custodian shall be paid a fee up to 0.60% per annum of the net asset value of the Fund, calculated in accordance with the Custodian Agreement dated September 11, 2009 between the Fund and the Custodian. The Custodian is also entitled to be reimbursed by the Fund the amount of all its out-of-pocket disbursements (excluding its normal overhead costs) wholly and exclusively incurred in performance of its duties with respect of the Fund.

The Fund Manager may, from time to time, choose to absorb some or all of the fees or expenses ordinarily payable by the Fund, including but not limited to the Management Fee.

With effect as of the date to be advised in a prior 30 day notice to the Shareholders, each member of the Board of Directors not employed by Scotiabank or its affiliates may be paid an annual remuneration not to exceed US\$7,500 by the Fund, and their reasonable out-of-pocket expenses will only be borne by the Fund to the extent that such expenses are incurred in carrying on the business of the Fund. The Fund is not entitled to pay a fee to Directors who are employed by Scotiabank or its affiliates.

Shareholders will be provided at least 30 days prior notice of any increase in the fees or additional expenses payable by the Fund in the form of a modification, supplement or restatement of this Offering Document or by such other permissible means.

15. SHARE CAPITAL

The authorized share capital of the Fund is 100,000,100 Shares, consisting of 100,000,000 Investment Shares of no par value and 100 Governance Shares of no par value.

The Investment Shares may be issued in one or more classes (each, a “**Class of shares**”), the terms of which may differ from Class to Class. The Board of Directors has the power to create additional classes and series of Investment Shares in the future.

In the event of the Investment Shares being fully subscribed, the holder of the Governance Shares may pass a resolution increasing the authorized share capital by the creation of additional Investment Shares, which may then be offered for subscription.

Investment Shares

The Investment Shares:

- (i) together collectively comprise a 100% ownership participation in, and shall be entitled to all of the benefits and rewards and bear all of the risks derived from, the assets and liabilities of the Fund, and shall each individually comprise an aliquot portion of such benefits, rewards and risks;
- (ii) be non-voting and carry no voting rights, save and except that the Investment Shares shall carry one vote per Investment Share on any resolution for (and the shareholders holding Investment Shares shall be entitled to attend or vote at general meetings of the Fund convened to consider) the following matters; the appointment of an Investment Advisor or Fund Manager of the Fund which is not Scotia Asset Management (St. Lucia) Inc. or a direct or indirect affiliate of Scotia Investments Jamaica Limited and the appointment of any administrator or custodian of the Fund or the Fund’s assets which is a related party to the investment advisor of the Fund.

The rights and conditions attached to the Investment Shares may be varied from time to time by a Resolution of the Board of Directors of the Fund.

Currently, the Fund offers Class A and Class I shares. Each Class of shares bears the expenses and liabilities directly attributable to that Class and a portion of the Fund’s general administrative expenses of that Class allocated on the basis of total net assets or another equitable method. The net asset value of each Class is calculated separately. However there is a risk that the expenses or liabilities of one Class of shares may affect the net asset value of the other Classes of shares. For additional information, refer to “Cross Class Risk” in “Potential Risks to Investors” later in this document.

Governance Shares

The Governance Shares:

- (i) rank pari passu as between and among themselves;
- (ii) have full voting rights, with one vote for each such Share;
- (iii) do not have any ownership participation in, and shall not be entitled to any of the benefits or rewards or bear any of the risks derived from, the assets and liabilities of the Fund; and
- (iv) apart from their voting rights, have no economic rights or entitlements save for the right on a winding up to the repayment of the capital paid thereon after all the Investment Shares have been repaid in full.

The Governance Shares are accordingly not taken into account in determining the NAV of the Investment Shares. All of the Governance Shares are held by Scotia Investments Jamaica Limited.

16. SHAREHOLDERS' RIGHTS

The following summary is required to be included in this document by virtue of section 8(1) of the International Mutual Funds Act:

Persons who subscribed for Investment Share in the Fund pursuant to the present Offering Document may elect, in the case of a misrepresentation of the Offering Document relating to any of the disclosure requirements under sub-section 3(7) of the International Mutual Funds Act to exercise a right of action (a) for the rescission of the purchase or (b) for damages, jointly and severally against the licensee and any person who, being aware of the misrepresentation, signed the Offering Document or amendment thereto and consented to or caused it to be published or filed.

A person shall not however be liable if that person proves that the person subscribing for the equity interest offered by the present Offering Document or amendments thereto with knowledge of the misrepresentation.

The right of action for rescission or damages referred to in the first paragraph of this section is in addition to and without derogation from any other right the investor may have at law, and is subject to the provisions of the limitation of action under section 10 of the International Mutual Funds Act.

Investment Shares are issued in registered form and no certificates will be issued. The Fund will issue or will cause to be issued a confirmation, which will act as affirmation of subscription or redemption. The advantage of issuing Investment Shares in registered form over a certificate is that Investment Shares may be redeemed without the necessity of surrendering a certificate.

17. POTENTIAL RISKS TO SHAREHOLDERS

An investment in the Fund is at the sole risk of a Shareholder. Changes to the market values of the securities owned by the Fund will be reflected in the NAVPS, which will therefore go up or down. Shareholders in the Fund accept market pricing risks of the securities held in the Fund, and the credit risks associated with the issuers of those securities. The more pertinent risk factors are discussed below.

External Risk Factors

Economic Conditions. The success of any investment activity is affected by general economic conditions, which may be affected by the level and volatility of interest rates and market prices. Unexpected volatility or illiquidity with regard to the securities which the Fund holds could impair the ability of the Fund to carry on business or cause it to incur losses.

Political and Regulatory Risks. The value of the assets of the Fund may be affected by uncertainties such as international political developments, changes in government policies, taxation, restrictions on foreign investment on currency repatriation, currency fluctuations, and other developments in the laws and regulations of the countries in which the Fund invests its assets.

Credit Risk. Credit risk is the possibility that an issuer of a security held in the Fund defaulting on its obligations under that security and not repaying its obligations on time or at all. This would negatively impact the value of Investment Shares in the Fund. Bond prices are also sensitive to ratings, and changes in ratings, issued by credit rating agencies such as Moody's and Standard and Poor's. Credit ratings can also be more sharply affected by exogenous shocks to an economy. Such shocks typically reduce the ability of an issuer to repay obligations, thus making its debt less attractive in the market and affecting the market value of its outstanding tradable debt securities.

Cross Class Risk. The Fund may offer multiple Classes of shares. Although the net asset value of each Class is calculated separately, there remains a risk that the expenses or liabilities of one Class of shares may affect the net asset value of the other Classes, as in the event of the insolvency of the Fund. If one Class of shares is unable to cover its liabilities, the other Classes are legally responsible for covering the difference.

Foreign Exchange Risk. When the Fund buys an investment that is denominated in a currency other than U.S. dollars, changes in the exchange rate between that currency and the US dollar will affect the value of the Fund.

Foreign Investment Risk. Investments issued by foreign companies or governments can be riskier. Foreign countries can be affected by political, social, legal or diplomatic developments, including the imposition of currency and exchange controls. Some foreign markets can be less liquid, are less regulated, and are subject to different reporting practices and disclosure requirements.

Inflation Risk and Interest Rate Risk. Other factors that affect bond prices include inflation and interest rates. Inflation affects bond prices through its effect on interest rates. As inflation rises, nominal interest rates typically rise so as to maintain real interest rate levels. A higher level of interest rates in the financial markets debt previously issued at fixed interest rates become relatively less attractive, and thus tends to depress prices on existing fixed rate debt instruments. The market prices of the Fund's assets will therefore tend to be sensitive to movements of general interest rates in the US economy.

Market Risk. Since the prices of securities held in the Fund fluctuate in the market, the NAVPS could fall or rise. Prices fluctuate as a result of a variety of factors, including changes in credit ratings, changes to the actual or perceived economic, social or political climate of the nation or organization that issued the securities, movements in interest rates in the US and on other US\$ denominated debt instruments, and changes in international financial market conditions.

Repurchase, Reverse Repurchase and Securities Lending Risk From time to time, the Fund may enter into repurchase transactions and reverse repurchase transactions to the extent permitted by the securities regulatory authorities. In a repurchase transaction, the Fund sells a security at one price to a third party for cash and agrees to buy the same security back from the same party, again for cash, at a specified price on a designed future date. This is a way for the Fund to borrow short-term cash. In a reverse repurchase transaction, the Fund buys a security at one price from a third party and agrees to sell the same security back to the same party (usually at a higher price) later on. This is a way for the Fund to earn a profit (or interest) and for the other party to borrow some short-term cash.

In the case of a reverse repurchase transaction, the Fund could incur a loss if the value of the security sold or loaned has increased more than the value of the cash or collateral held. To minimize these risks:

- < The Fund requires the other party to the transaction to put up collateral. The value of the collateral must be at least the market value of the security sold or loaned plus some margin to be determined by the Investment Advisor or its authorized personnel.
- < The collateral held by the Fund may consist only of cash, qualified securities or securities that can be immediately converted into identical securities to those that are on loan. Collateral is checked and reset to ensure adequate coverage
- < The Fund cannot loan more than 50% of the total value of its assets; and
- < The Fund's total exposure to any one borrower will be based on credit limits determined by the Investment Advisor or its authorized personnel.

Internal Risk Factors

Achievement of Objectives. There is no guarantee that the Fund will achieve its investment objectives.

Conflicts of Interest Instances may arise where the interests of the Fund Manager and the Investment Advisor and its affiliates conflict with the interests of the Fund and its Shareholders. Such conflicts include, but are not limited to, the fact that the Fund Manager and the Investment Advisor may be engaged in other substantial activities apart from the activities described in this Offering Document and may therefore devote to the Fund only such time as they consider reasonably necessary. Furthermore, the Fund may from time to time invest in products promoted by, or assets owned by the Fund Manager's affiliates.

Large Transaction Risk. Certain investors may make subscriptions or redemption for significant amounts of Investment Shares in the Fund. These transactions may impact the Fund's cash flow, and the Fund may be required to alter its investment portfolio by buying or selling a large portion of its investments. When a large investor subscribes for Investment Shares with cash, the Fund may temporarily have a higher than normal cash position until this cash can be invested. In the case of a large redemption, the Fund may be required to sell investments at unfavourable prices if it does not have enough cash on hand to fund the redemption. In order to mitigate the impact of this risk to Shareholders, the Fund Manager asks, but does not require, large investors to provide notice when significant redemptions are being contemplated, and otherwise reserves the right to pay the proceeds of large redemptions over a seven day period.

Where any of the securities in the Fund have been acquired by margin borrowing or leverage, these factors may result in margin calls to reduce those borrowings which, if not met by the Fund, may result in the sale of the securities in adverse market conditions.

18. DISTRIBUTIONS TO SHAREHOLDERS

The Board of Directors reserves the right to distribute a percentage of the income of the Fund, both accrued and received by way of dividends to Shareholders, subject to any relevant factors which may mitigate against a distribution being made. While it is the intention of The Board of Directors to distribute a percentage of income as noted herein, factors may occur that would result in no distribution to investors in any given calendar quarter. These distributions are not guaranteed and may change at any time at the discretion of the Board of Directors.

The Fund may distribute up to a maximum of 100% of its net earned income during the calendar quarter for which the distribution will be made, by the last business day of each calendar quarter. Dividends held will be automatically reinvested in additional Investment Shares of the Fund, unless a Shareholder indicates a preference to the Fund Manager or its agents for cash distributions. Distributions, if unclaimed for three (3) years, may be forfeited by a resolution of the Board of Directors for the benefit of the Fund.

Information about distributions paid to the Shareholders of the Fund during the three most recently completed fiscal years of the Fund is available on our website at www.scotiainvestmentsjm.com/product_cif.php.

19. SUBSCRIPTION FORM

A subscription form for purchasing Investment Shares in the Fund may be obtained from the Fund Manager or one of the authorized distributors.

20. AUDIT & FINANCIAL STATEMENTS

Important information about the Fund is provided in the financial statements of the Fund. As at the end of each financial year of the Fund (being March 31st or such other date as the Directors may from time to time determine), audited financial statements will be prepared by the Fund's external auditors, KPMG, Chartered Accountants in Saint Lucia, in respect of financial year or other accounting period ending on that date. Financial statements for each financial year or other accounting period, with the Auditors' Report annexed, shall be filed with such regulatory entities as may be required by applicable law and sent to Shareholders within ninety (90) days where required by regulatory requirements. Copies of the Fund's interim unaudited and final audited financial statements will be also available for inspection by Shareholders during business hours at the office of the Fund Manager and our website at www.scotiainvestmentsjm.com/product_cif.php.

21. PERFORMANCE DATA

The Fund's return will be calculated based on the percentage change in the Fund's NAVPS plus distributions of income over the relevant period, and may be quoted on an annual and year to date basis and for any other period.

22. PROCEDURE TO AMEND THE FUND'S CONSTITUTIONAL DOCUMENTS

The Articles of Association and Memorandum of Association of the Fund may be amended by a Resolution of its Shareholders holding Governance Shares or by a Resolution of the Board of Directors.

23. POTENTIAL CONFLICTS OF INTEREST

Scotia Investments Jamaica Limited holds all of the Governance Shares, which represent the voting share capital in the Fund. The Fund Administrator has engaged the Fund Manager, which is a wholly-owned subsidiary of Scotia Investments Jamaica Limited, and the Fund Manager has engaged the services of Scotia Asset Management (Jamaica) Limited, also a subsidiary of Scotia Investments Jamaica Limited, to assist, subject to the Investment and Fund Management Agreement, in carrying out the duties of the Fund Manager. Scotia Investments Jamaica Limited carries on the business of trading in securities, including securities that would qualify for investment by the Fund, and it may from time to time as a principal enter into transactions in securities which are being purchased or sold for the account of the Fund. A similar situation could arise in respect of dealings in securities by the Fund Manager or its affiliated companies. The Fund Manager may also aggregate transactions entered into on behalf of the Fund with transactions entered into on behalf of itself or third parties, provided that the terms of such transactions are no less favourable to the Fund than would have been the case had the transactions not been so aggregated.

A majority of the directors are currently either directors or are senior officers employed by affiliates of the Fund Manager. The directors of Scotia Investments Jamaica Limited and the Fund Manager may from time to time act as directors, manager, investment advisor or distributor in relation to, or be otherwise involved in other funds or collective investment schemes which have similar investment objectives to those of the Fund.

It is therefore possible that any of them may, in the course of their responsibilities or business, have potential conflicts of interest with the Fund. In such event, each will at all times have regard to his obligations under the Articles of Association of the Fund, the agreements between the Fund and affiliated companies of the Fund Manager, and the obligation to act in the best interests of the shareholders of the Fund when undertaking any transactions where conflicts of interest may arise. Each will also endeavour to ensure that such conflicts are resolved fairly.

In summary, there is no prohibition on dealings in the assets of the Funds with entities related to the Directors of the Fund, the Fund Manager or its affiliated companies, provided that such transactions are carried out as if effected at arm's length on normal commercial terms. Transactions will be regarded as being effected at arm's length on normal commercial terms if they are executed on terms which the Fund Manager reasonably regards as conforming to normal commercial terms then prevailing.

24. WINDING UP

The Fund is intended to remain in existence indefinitely, and the holder of the Governance Shares, Scotia Investments Jamaica Limited, has no present intention to wind up the Fund after any particular period of time.

However, the holder of the Governance Shares has the power by special resolution to voluntarily wind up the Fund, and the Courts of Saint Lucia also have power to order the winding up of the Fund in the circumstances specified in the International Business Companies Act, the International Mutual Funds Act, and the International Mutual Funds Regulations, respectively. On a winding up of the Fund, the assets of the Fund will be liquidated, its liabilities and the costs of the winding up settled, and any surplus remaining thereafter will be distributed on a *pari passu* to the holders of the Shares.

25. DATE(S) OF LICENSING/REGISTRATION

The Fund was licensed in Saint Lucia by the FSRA as a public international mutual fund on the 29th of March 2006.

The Fund was licensed in Jamaica by the Financial Services Commission on December 10, 2008 and its registration has been renewed on an annual basis in compliance with applicable Jamaican law.

The Fund was registered with the Trinidad and Tobago Securities and Exchange Commission on November 26, 2006.

The Fund was registered with the Cayman Islands Monetary Authority on September 17th, 2009 under section 4(a)(b) of the Mutual Funds Law (2009) Revision, and may carry on business in or from the Cayman Islands subject to the provisions of the Mutual Funds Law (as revised).

It is anticipated that, as the Fund grows, further applications may be made to register the Fund in other jurisdictions.

Signed on behalf of Scotia Caribbean Income Fund Inc. by its Directors on this _____ day of ●, 2016.

_____	Lissant Mitchell
_____	Andrea Tinker
_____	Robert Soverall
_____	Rhory McNamara
_____	Chester Hinkson
_____	Hugh Miller