



AMENDMENT NO. 2

**Dated August 24, 2011 to the Annual Information Form of
Fidelity Capital Structure Corp. dated March 25, 2011, as amended by Amendment
No. 1 dated July 11, 2011**

(the "AIF")

in respect of:

**Series A, Series B and Series F shares of
Fidelity Canadian Growth Company Class, Fidelity Canadian Opportunities Class,
Fidelity Special Situations Class and Fidelity Global Natural Resources Class
and
Series A, Series B, Series F, Series T5, Series T8, Series S5 and Series S8 shares of
Fidelity Canadian Disciplined Equity[®] Class and Fidelity Global Class
and
Series A, Series B, Series F, Series T5, Series T8, Series S5, Series S8, Series F5 and
Series F8 shares of
Fidelity Canadian Balanced Class**

(the "Funds")

This amendment is in connection with Amendment No. 2 dated August 24, 2011 to the Simplified Prospectus of Fidelity Capital Structure Corp. that provides investors with notice that the underlying funds of the Funds may invest up to 10% of their net assets in gold and/or silver pursuant to regulatory relief obtained by the underlying funds.

CERTIFICATE OF THE FUNDS

DATED: August 24, 2011

This Amendment No. 2 dated August 24, 2011, together with the Annual Information Form dated March 25, 2011, as amended by Amendment No. 1 dated July 11, 2011, together with the Simplified Prospectus dated March 25, 2011, as amended by Amendment No. 1 dated July 11, 2011 and Amendment No. 2 dated August 24, 2011, and the documents incorporated by reference into the Simplified Prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the Simplified Prospectus, as amended, as required by the securities legislation of all of the provinces and territories of Canada, and do not contain any misrepresentations.

"Gordon Thomson"

GORDON THOMSON
Chief Executive Officer
Fidelity Capital Structure Corp.

"Philippe Potvin"

PHILIPPE POTVIN
Chief Financial Officer
Fidelity Capital Structure Corp.

ON BEHALF OF THE BOARD OF DIRECTORS OF
FIDELITY CAPITAL STRUCTURE CORP.

"Roderick J McKay"

RODERICK J MCKAY
Director

"Karl Ewoniak"

KARL EWONIAK
Director

**CERTIFICATE OF THE
MANAGER AND PROMOTER**

DATED: August 24, 2011

This Amendment No. 2 dated August 24, 2011, together with the Annual Information Form dated March 25, 2011, as amended by Amendment No. 1 dated July 11, 2011, together with the Simplified Prospectus dated March 25, 2011, as amended by Amendment No. 1 dated July 11, 2011 and Amendment No. 2 dated August 24, 2011, and the documents incorporated by reference into the Simplified Prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the Simplified Prospectus, as amended, as required by the securities legislation of all of the provinces and territories of Canada, and do not contain any misrepresentations.

“Robert Lloyd Strickland”

ROBERT LLOYD STRICKLAND
Chief Executive Officer
Fidelity Investments Canada ULC

“Philip McDowell”

PHILIP McDOWELL
Chief Financial Officer
Fidelity Investments Canada ULC

ON BEHALF OF THE BOARD OF DIRECTORS OF
FIDELITY INVESTMENTS CANADA ULC IN ITS CAPACITY
AS MANAGER AND PROMOTER OF THE FUNDS

“Sean Weir”

SEAN WEIR
Director

“Cameron Murray”

CAMERON MURRAY
Director