

AMENDMENT NO. 5

dated December 21, 2018

to the Annual Information Form of Fidelity Capital Structure Corp. dated April 1, 2018, as amended by Amendment No. 1 dated April 13, 2018, Amendment No. 2 dated May 14, 2018, Amendment No. 3 dated July 3, 2018 and Amendment No. 4 dated November 28, 2018

(the “AIF”)

in respect of:

Series A, B, E1, E1T5, E2, E2T5, E3, E3T5, E4, E5, F, F5, F8, P1, P1T5, P2, P2T5, P3, P3T5, P4, P4T5, P5, P5T5, S5, S8, T5 and T8 shares of Fidelity Small Cap America Class

(the “Fund”)

This amendment is in connection with Amendment No. 3 dated December 21, 2018 to the simplified prospectus of Fidelity Capital Structure Corp. dated April 1, 2018, as amended by Amendment No. 1 dated July 3, 2018 and Amendment No. 2 dated November 28, 2018. The simplified prospectus is being amended to provide investors with notice that, effective January 1, 2019, the risk rating for Fidelity Small Cap America Class will decrease from “medium to high” to “medium”.



CERTIFICATE OF THE FUNDS

DATED: December 21, 2018

This Amendment No. 5 dated December 21, 2018, together with the Annual Information Form dated April 1, 2018, as amended by Amendment No. 1 dated April 13, 2018, Amendment No. 2 dated May 14, 2018, Amendment No. 3 dated July 3, 2018 and Amendment No. 4 dated November 28, 2018, and the Simplified Prospectus dated April 1, 2018, as amended by Amendment No. 1 dated July 3, 2018, Amendment No. 2 dated November 28, 2018 and Amendment No. 3 dated December 21, 2018, 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”

“Philippe Potvin”

GORDON THOMSON
Chief Executive Officer
Fidelity Capital Structure Corp.

PHILIPPE POTVIN
Chief Financial Officer
Fidelity Capital Structure Corp.

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

“Roderick J. McKay”

“Karl Ewoniak”

RODERICK J. MCKAY
Director

KARL EWONIAK
Director

CERTIFICATE OF THE MANAGER AND PROMOTER OF THE FUNDS

DATED: December 21, 2018

This Amendment No. 5 dated December 21, 2018, together with the Annual Information Form dated April 1, 2018, as amended by Amendment No. 1 dated April 13, 2018, Amendment No. 2 dated May 14, 2018, Amendment No. 3 dated July 3, 2018 and Amendment No. 4 dated November 28, 2018, and the Simplified Prospectus dated April 1, 2018, as amended by Amendment No. 1 dated July 3, 2018, Amendment No. 2 dated November 28, 2018 and Amendment No. 3 dated December 21, 2018, 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
AS MANAGER AND PROMOTER OF THE FUNDS

“Barry Myers”

BARRY MYERS
Director

“Cameron Murray”

CAMERON MURRAY
Director