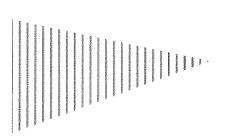
FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2014

Ernst & Young Ltd.





#### INVESTMENT MANAGER'S REPORT

#### Introduction

We are pleased to present the Annual Report of the Fund for the twelve months ended June 30, 2014. The Butterfield Select Invest Fund is divided into five share classes according to shareholders' risk appetite from Conservative to Dynamic and allocates 100% its investments to the three classes of the Butterfield Select Fund (Global Fixed Income, Equity and Alternative).

#### **Butterfield Select Fund - Global Fixed Income Class**

The net asset value (NAV) per share closed at \$18.48 at the end of the fiscal year, representing a 6.64% return for the year, net of all fees and expenses.

Beginning in the months prior to the end of the 2013 fiscal year (June 30, 2013), interest rates had started to adjust to a new equilibrium that contemplated an end to Federal Reserve bond purchases; so-called quantitative easing. As a reminder, the Fed began its adventure into this form of market intervention back in November of 2008, so bringing it to a close is a relatively important development. In the context of the outsized influence the Fed has had for so many years in the long-term interest markets in the US, it did not come as a great surprise that interest rates reacted as they did. Indeed, the Fund has had a lower allocation to interest rate risk than its index for several years; years that saw 10 year Treasury rates move as low as 1.40%. The 10 year Treasury note yield ended the June 2014 fiscal year at 2.53%. Our performance has been enhanced, relative to our index, by this "underweight" position on interest rate risk and it remains valid and in place.

The other core position that the Fund has in place is an overweight position in credit versus its benchmark index. Our credit allocation has been the more important contributor to the Fund's good relative performance for the last few years. Apart from a period late in the prior fiscal year (June 2013), credit spreads versus US Treasuries have narrowed dramatically since the end of the credit crisis and are at or near record lows in most sectors that we invest in. Despite the low level of credit spreads, we remain constructive on corporate fundamentals and feel that the balance of risks still supports a continued overweight position.

The fund continues to invest in segregated investment grade credit securities at its core with additional exposure to Emerging Market debt and High Yield credit via mutual funds or exchange traded funds (ETF's). Duration as at the end of June 2014 was 5.0 years which is 81% of the benchmark index. The overall credit quality of the fund is stable and rated BBB- by S&P.

#### INVESTMENT MANAGER'S REPORT (CONTINUED

#### **Butterfield Select Fund - Equity Class**

The net asset value (NAV) per share closed at \$13.02 at the end of the fiscal year, representing a 19.56% return for the year, net of all fees and expenses.

In general, all stock markets performed well during this period, despite lingering geopolitical risks and wider fiscal issues. The existing expansionary monetary policies in most of the developed world and subdued, but improving, global economic data were supportive of risk assets. The Federal Reserve's decision to begin to reduce their quantitative easing program and the slowdown in the economic growth rate in Emerging Markets affected the fund flows into this asset class and this region posted the lowest return during calendar 2013 (-2% for the year). The Equity Class portfolio kept an off-benchmark position of approximately 5% through the allocation to the Vanguard All-Countries World ETF and through the selection of actively managed mutual funds and this detracted from relative performance. In addition, the portfolio held an underweight position in European equities and European equities performed particularly well in the second half of 2013.

The Equity Class made a number of portfolio changes over the period. The most notable were in the first six months of calendar 2014 and those include the addition of the Wellington Global Opportunities Fund and a move to a neutral position in both US and European Equities. The Emerging Markets allocation was also reduced via a switch to the MSCI World ETF, which doesn't have any Emerging Market equities exposure.

#### Butterfield Select Fund - Alternative Class

The net asset value (NAV) per share closed at \$15.23 at the end of the fiscal year, representing a 2.84% return for the year, net of all fees and expenses.

Risk assets performed well over the past twelve months as equity markets rallied to higher levels and credit spreads tightened due to a more stable economic backdrop. The Portfolio primarily profited from investments in the Long/Short Equity and Event Driven strategies. Long/Short Equity was the top performing strategy as every equity manager generated a positive return. The majority of gains came from the US investments, and exposures to both value-oriented managers and sector-focused funds proved to be beneficial. Despite some volatility in the technology and healthcare sectors, these investments were meaningful and positive contributors to portfolio performance. The Event Driven strategy exhibited similar strengths and produced quality results. The strategy was positioned to focus on special situation equities, distressed credit, and structured credit. The managers capitalized on each of the targeted opportunity sets, and the strategy exhibited a consistent return profile. In terms of detractors, the Credit and Fixed Income Relative Value Strategies produced losses. The Credit strategy was defensively positioned throughout the year in order to provide downside protection. As a result, several managers were adversely impacted by short positions in corporate credit. The Fixed Income Relative Value portion of the Portfolio produced similar results. Managers were positioned for higher interest rates and increased levels of volatility, but these trades resulted in losses. Finally, the Macro strategy was flat. Investments in fixed income were generally profitable, but these gains were offset by currencies and commodities.

Michael Neff President

Butterfield Select Invest Fund Limited

October 9, 2014



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### Independent Auditor's Report

To the Shareholders and Directors
Butterfield Select Invest Fund Limited, comprising Cautious
Class, Conservative Class, Balanced Class, Dynamic Class, and
Growth Class (collectively referred to as the "Fund")

We have audited the accompanying statements of net assets and statements of portfolio investments of Butterfield Select Invest Fund Limited (the "Fund"), comprising of Cautious Class, Conservative Class, Balanced Class, Dynamic Class, and Growth Class, as at June 30, 2014, and the related statements of operations and changes in net assets for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian and Bermudian generally accepted accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian and Bermudian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.



We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Fund's Cautious Class, Conservative Class, Balanced Class, Dynamic Class, and Growth Class as at June 30, 2014, and the results of their operations and the changes in their net assets for the year then ended, in accordance with Canadian and Bermudian generally accepted accounting principles.

Ernst + Young Ltd.

October 9, 2014

#### **DIRECTORS**

Richard Saunders Michael Neff Andrew Baron

#### **INVESTMENT ADVISER**

Butterfield Asset Management Limited P.O. Box HM 195 Hamilton HM AX Bermuda

#### **CUSTODIAN**

Butterfield Trust (Bermuda) Limited P.O. Box HM 195 Hamilton HM AX Bermuda

#### REGISTRAR, TRANSFER AGENT AND ADMINISTRATOR

MUFG Fund Services (Bermuda) Limited\* The Belvedere Building\*\* 69 Pitts Bay Road Pembroke HM 08 Bermuda

\*Effective September 30, 2013, Butterfield Fulcrum Group (Bermuda) Limited changed its name to MUFG Fund Services (Bermuda) Limited

\*\*Effective July 30, 2014, MUFG Fund Services (Bermuda) Limited changed its address from 26 Burnaby Street Hamilton HM 11 Bermuda

#### **AUDITORS**

Ernst & Young Ltd. P.O. Box HM 463 Hamilton HM BX Bermuda

STATEMENT OF NET ASSETS As at June 30, 2014 (Expressed in US Dollars)

(Expressed in 03 Donars)		CAUTIO	ASS	
	Notes	2014		2013
ASSETS				
Investments, at fair value (Cost: 2014 - \$2,673,006; 2013 - \$2,366,893) Cash and cash equivalents Prepaid expenses Other assets	3, 4 2 c)	\$ 3,057,481 9,755 756 226	\$	2,599,423 20,967 4,927
		3,068,218		2,625,317
LIABILITIES				
Redemption payable		11,575		_
Accrued expenses	7, 8	3,777		3,882
		15,352		3,882
NET ASSETS		\$ 3,052,866	\$	2,621,435
Number of common shares in issue	5	 248,669		235,002
NET ASSET VALUE PER COMMON SHARE		\$ 12.28	\$	11.16

STATEMENT OF NET ASSETS (CONTINUED) As at June 30, 2014 (Expressed in US Dollars)

(Expressed in 03 Dollars)	iii 03 Dollais)				CLASS
	Notes		2014		2013
ASSETS					
Investments, at fair value (Cost: 2014 - \$2,636,309; 2013 - \$2,583,480) Cash and cash equivalents Prepaid expenses	3, 4 2 c)	\$	2,928,034 5,031 828	\$	2,664,528 9,113
			2,933,893		2,673,641
LIABILITIES					
Accrued expenses	7, 8		4,210		4,509
			4,210		4,509
NET ASSETS		\$	2,929,683	\$	2,669,132
Number of common shares in issue	5		263,467		258,495
NET ASSET VALUE PER COMMON SHARE		\$	11.12	\$	10.33

STATEMENT OF NET ASSETS (CONTINUED)
As at June 30, 2014
(Expressed in US Dollars)

(Expressed in 03 Dollars)		BALANCED CLASS			
	Notes	2014		2013	
ASSETS Investments, at fair value					
(Cost: 2014 - \$5,227,153; 2013 - \$3,437,937)	3, 4	\$ 5,989,963	\$	3,621,093	
Cash and cash equivalents	2 c)	10,025		10,833	
Prepaid expenses		1,048		-	
		 6,001,036		3,631,926	
LIABILITIES					
Accrued expenses	7, 8	5,280		4,996	
		5,280		4,996	
NET ASSETS		\$ 5,995,756	\$	3,626,930	
Number of common shares in issue	5	 495,471		339,929	
NET ASSET VALUE PER COMMON SHARE		\$ 12.10	\$	10.67	

STATEMENT OF NET ASSETS (CONTINUED)
As at June 30, 2014
(Expressed in US Dollars)

(Expressed in US Dollars)		DYNAMIC CL				
	Notes		2014		2013	
ASSETS						
Investments, at fair value (Cost: 2014 - \$478,805; 2013 - \$250,449) Cash and cash equivalents Prepaid expenses Subscriptions receivable	3, 4 2 c)	\$	565,321 558 111 200	\$	275,664 3,780 - -	
		•	566,190		279,444	
LIABILITIES Accrued expenses	7, 8		966		917	
			966		917	
NET ASSETS		\$	565,224	\$	278,527	
Number of common shares in issue	5		44,521		25,638	
NET ASSET VALUE PER COMMON SHARE		\$	12.70	\$	10.86	

STATEMENT OF NET ASSETS (CONTINUED) As at June 30, 2014				
(Expressed in US Dollars)		GROW	TH CLA	ASS
	Notes	2014	.,,	2013
ASSETS				
Investments, at fair value (Cost: 2014 - \$1,176,838; 2013 - \$460,655) Cash and cash equivalents Prepaid expenses	3, 4 2 c)	\$ 1,330,935 711 213	\$	492,778 3,602
		1,331,859		496,380
LIABILITIES Accrued expenses	7, 8	1,321		5,959
Redemptions payable		1,200		w
		2,521		5,959
NET ASSETS		\$ 1,329,338	\$	490,421
Number of common shares in Issue	5	 107,814	.guddanic tawanagata (a. Noona	46,501
NET ASSET VALUE PER COMMON SHARE		\$ 12.33	\$	10.55

Signed on behalf of the Board:

DIRECTOR

DIRECTOR

The accompanying notes are an Integral part of these financial statements.

# STATEMENT OF PORTFOLIO INVESTMENTS – CAUTIOUS CLASS As at June 30, 2014 (Expressed in US Dollars)

		2014			2013		
		Fair	% of		Fair	% of	
	Shares	Value	Portfolio	Shares	Value	Portfolio	
Investment Funds							
Butterfield Select Fund Limited – Alternative Class	19,432	\$ 295,955	9.68%	18,046	\$ 267,259	10.28%	
Butterfield Select Fund Limited – Equity Class	82,124	1,069,260	34.97%	83,725	911,762	35.08%	
Butterfield Select Fund Limited – Global Fixed Income		4 000 000	FF 0F0/	04.000	4 400 400	E4 C40/	
Class	91,573	 1,692,266	55.35%	81,982	1,420,402	54.64%	
TOTAL INVESTMENTS							
(Cost: 2014 - \$2,673,006; 2013 - \$2,366,893)		\$ 3,057,481	100.00%		\$ 2,599,423	100.00%	

# STATEMENT OF PORTFOLIO INVESTMENTS – CONSERVATIVE CLASS As at June 30, 2014 (Expressed in US Dollars)

	2014					2013		
			Fair	% of			Fair	% of
	Shares		Value	Portfolio	Shares	,	√alue	Portfolio
Investment Funds								
Butterfield Select Fund Limited – Alternative Class	18,655	\$	284,110	9.70%	18,084	\$	267,831	10.05%
Butterfield Select Fund Limited – Equity Class	34,329		446,968	15.27%	37,397		407,249	15.28%
Butterfield Select Fund Limited – Global Fixed Income								
Class	118,883		2,196,956	75.03%	114,826	1,	989,448	74.67%
TOTAL INVESTMENTS								
(Cost: 2014 - \$2,636,309; 2013 - \$2,583,480)		\$	2,928,034	100.00%		\$ 2,	664,528	100.00%
•								

# STATEMENT OF PORTFOLIO INVESTMENTS – BALANCED CLASS As at June 30, 2014 (Expressed in US Dollars)

2014				2013			
	Fair	% of		Fair	% of		
res	Value	Portfolio	Shares	Value	Portfolio		
)43 9	579,38	7 9.67%	24,053	\$ 356,224	9.84%		
213	3,596,29	7 60.04%	199,400	2,171,462	59.96%		
					00 000/		
175	1,814,27	9 30.29%	63,109	1,093,407	30.20%		
9	5,989,96	3 100.00%		\$ 3,621,093	100.00%		
	213 175	Fair Value  043 \$ 579,383  213 3,596,293  175 1,814,275	Fair % of Value Portfolio 943 \$ 579,387 9.67% 213 3,596,297 60.04% 175 1,814,279 30.29%	Fair % of Value Portfolio Shares  1043 \$ 579,387 9.67% 24,053 1213 3,596,297 60.04% 199,400  1175 1,814,279 30.29% 63,109	Fair % of Fair Value Portfolio Shares Value  943 \$ 579,387 9.67% 24,053 \$ 356,224  213 3,596,297 60.04% 199,400 2,171,462  175 1,814,279 30.29% 63,109 1,093,407		

# STATEMENT OF PORTFOLIO INVESTMENTS – DYNAMIC CLASS As at June 30, 2014 (Expressed in US Dollars)

	2014			2013				
	Shares		Fair Value	% of Portfolio	Shares		Fair Value	% of Portfolio
Investment Funds								
Butterfield Select Fund Limited – Alternative Class	2,519	\$	38,360	6.79%	896	\$	13,270	4.81%
Butterfield Select Fund Limited - Equity Class	37,426		487,292	86.19%	22,892		249,297	90.44%
Butterfield Select Fund Limited - Global Fixed Income	•							
Class	2,147		39,669	7.02%	756		13,097	4.75%
TOTAL INVESTMENTS (Cost: 2014 - \$478,805; 2013 - \$250,449)		\$	565,321	100.00%		\$	275,664	100.00%

# STATEMENT OF PORTFOLIO INVESTMENTS – GROWTH CLASS As at June 30, 2014 (Expressed in US Dollars)

	2014				201	3	
	Shares		Fair Value	% of Portfolio	Shares	Fair Value	% of Portfolio
Investment Funds Butterfield Select Fund Limited – Alternative Class	8,408	\$	128,052		3,252	\$ 48,165	9.77%
Butterfield Select Fund Limited – Equity Class Butterfield Select Fund Limited – Global Fixed Income Class	82,281 7,120		1,071,296 131,587	80.49% 9.89%	36,528 2,703	397,790 46,823	9.50%
TOTAL INVESTMENTS (Cost: 2014 - \$1,176,838; 2013 - \$460,655)		\$	1,330,935	100.00%		\$ 492,778	100.00%

STATEMENT OF OPERATIONS For the year ended June 30, 2014 (Expressed in US Dollars)

(Expressed in US Dollars)	Notes	CAUTIOUS CLASS 2014	<b>S</b> 2013
INVESTMENT INCOME Other income	\$	- \$	10,301
	mandada (Artica)	-	10,301
EXPENSES			
Administration fee	8	6,022	5,146
Audit fee		2,200	2,300
Custodian fee	7 b)	1,250	1,250
Director fee		4.075	82
Exchange fee		1,675 552	2,622 3,415
Government fee Investment services fee	7 c)	1,079	2,533
Miscellaneous	1 0)	1,974	273
		14,752	17,621
NET INVESTMENT LOSS		(14,752)	(7,320)
NET REALISED AND CHANGE IN UNREALISED GAIN ON INVESTMENTS			
Net realised gain on investments	6	128,614	66,607
Net change in unrealised gain on investments		151,945	57,461
NET GAIN ON INVESTMENTS		280,559	124,068
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$	265,807 \$	116,748

STATEMENT OF OPERATIONS (CONTINUED) For the year ended June 30, 2014 (Expressed in US Dollars)

(Expressed in US Dollars)	Notes	CONSERVAT 2014	TIVE CLASS 2013
INVESTMENT INCOME Other income	\$	- :	\$ 4,534
		_	4,534
EXPENSES			
Administration fee	8	6,088	5,462
Audit fee		2,600	2,300
Custodian fee	7 b)	1,254	1,250
Exchange fee		1,379	740
Government fee	_ ,	294	-
Investment services fee	7 c)	541	-
Miscellaneous		798	-
		12,954	9,752
NET INVESTMENT LOSS		(12,954)	(5,218)
NET REALISED AND CHANGE IN UNREALISED GAIN/(LOSS) ON INVESTMENTS			
Net realised gain on investments	6	8,499	7,644
Net change in unrealised gain on investments		210,677	54,271
NET GAIN ON INVESTMENTS		219,176	61,915
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$	206,222	\$ 56,697

## STATEMENT OF OPERATIONS (CONTINUED)

For the year ended June 30, 2014 (Expressed in US Dollars)

(Expressed in US Dollars)	Notes	BALANCED CLASS 2014	2013
INVESTMENT INCOME		_	
Other income	\$	- \$	4,460
		-	4,460
EXPENSES			
Administration fee	8	10,118	6,354
Audit fee		2,400	2,300
Custodian fee	7 b)	1,445	1,250
Exchange fee		2,182	875
Government fee		464	-
Investment services fee	7 c)	1,032	-
Miscellaneous		1,098	-
	Jan 1997	18,739	10,779
NET INVESTMENT LOSS		(18,739)	(6,319)
NET REALISED AND CHANGE IN UNREALISED GAIN ON INVESTMENTS			
Net realised gain on investments	6	12,992	7,618
Net change in unrealised gain on investments		579,654	240,384
NET GAIN ON INVESTMENTS		592,646	248,002
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$	573,907 \$	241,683

# STATEMENT OF OPERATIONS (CONTINUED) For the year ended June 30, 2014 (Expressed in US Dollars)

	DYNAMIC CLASS	
Notes	2014	2013
\$	- \$	6,089
	-	6,089
8	925	555
		500
7 b)		1,250
		76
		-
7 c)		-
	156	-
	3,181	2,381
	(3,181)	3,708
6	5,484	99
	61,302	37,468
	66,786	37,567
\$	63,605 \$	41,275
	8 7 b) 7 c)	Notes 2014  \$ - \$

# STATEMENT OF OPERATIONS (CONTINUED) For the year ended June 30, 2014 (Expressed in US Dollars)

(Expressed in US Dollars)	Notes	GROWTH CLASS 2014	<b>S</b> 2013
INVESTMENT INCOME Other income	\$	4,671 \$	1,162
Other income	Ψ	τ,σ:ι ψ	1,102
		4,671	1,162
EXPENSES			
Administration fee	8	1,828	792
Audit fee		500	500
Custodian fee	7 b)	1,250	1,250
Exchange fee		228	114
Government fee		68	-
Investment services fee	7 c)	188	-
Miscellaneous		222	-
		4,284	2,656
NET INVESTMENT INCOME/(LOSS)		387	(1,494)
NET REALISED AND CHANGE IN UNREALISED GAIN ON INVESTMENTS			
Net realised gain on investments	6	4,308	228
Net change in unrealised gain on investments		121,974	44,751
NET GAIN ON INVESTMENTS	4/27/	126,282	44,979
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$	126,669 \$	43,485

STATEMENT OF CHANGES IN NET ASSETS – CAUTIOUS CLASS For the year ended June 30, 2014 (Expressed in US Dollars)

	CAUTIO 2014	ous ci	<b>CLASS</b> 2013	
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$ 265,807	\$	116,748	
CAPITAL STOCK TRANSACTIONS Issue of shares Redemption of shares	1,195,300 (1,029,676)		720,418 (203,556)	
Net capital stock transactions	165,624		516,862	
NET INCREASE IN NET ASSETS FOR THE YEAR	431,431		633,610	
NET ASSETS - BEGINNING OF YEAR	2,621,435		1,987,825	
NET ASSETS - END OF YEAR	\$ 3,052,866	\$	2,621,435	

STATEMENT OF CHANGES IN NET ASSETS – CONSERVATIVE CLASS For the year ended June 30, 2014 (Expressed in US Dollars)

	CONSERV 2014	/ATIVE	<b>E CLASS</b> 2013
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$ 206,222	\$	56,697
CAPITAL STOCK TRANSACTIONS Issue of shares	54,329		220,000
Net capital stock transactions	54,329		220,000
NET INCREASE IN NET ASSETS FOR THE YEAR	260,551		276,697
NET ASSETS - BEGINNING OF YEAR	2,669,132		2,392,435
NET ASSETS - END OF YEAR	\$ 2,929,683	\$	2,669,132

STATEMENT OF CHANGES IN NET ASSETS – BALANCED CLASS For the year ended June 30, 2014 (Expressed in US Dollars)

		BALAN 2014	ICED (	<b>CLASS</b> 2013
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$	573,907	\$	241,683
CAPITAL STOCK TRANSACTIONS Issue of shares Redemption of shares		1,839,372 (44,453)		1,026,352 (30,854)
Net capital stock transactions		1,794,919		995,498
NET INCREASE IN NET ASSETS FOR THE YEAR		2,368,826		1,237,181
NET ASSETS - BEGINNING OF YEAR		3,626,930		2,389,749
NET ASSETS - END OF YEAR	\$	5,995,756	\$	3,626,930
STATEMENT OF CHANGES IN NET ASSETS – DYNAMI For the year ended June 30, 2014 (Expressed in US Dollars)	C CLASS	i		
		DYNA 2014	MIC C	<b>LASS</b> 2013
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$	63,605	\$	41,275
CAPITAL STOCK TRANSACTIONS Issue of shares Redemption of shares		229,386 (6,294)		1,100 -
Net capital stock transactions		223,092		1,100
NET INCREASE IN NET ASSETS FOR THE YEAR		286,697		42,375
NET ASSETS - BEGINNING OF YEAR		278,527		236,152
NET ASSETS - END OF YEAR	\$	565,224	\$	278,527

STATEMENT OF CHANGES IN NET ASSETS – GROWTH CLASS For the year ended June 30, 2014 (Expressed in US Dollars)

	GROWTH 2014	1 CLASS 2013
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$ 126,669 \$	43,485
CAPITAL STOCK TRANSACTIONS	720 240	175 171
Issue of shares Redemption of shares	736,310 (24,062)	175,471 (3,484)
Net capital stock transactions	712,248	171,987
NET INCREASE IN NET ASSETS FOR THE YEAR	838,917	215,472
NET ASSETS - BEGINNING OF YEAR	490,421	274,949
NET ASSETS - END OF YEAR	\$ 1,329,338 \$	490,421

NOTES TO THE FINANCIAL STATEMENTS For the year ended June 30, 2014 (Expressed in US Dollars)

#### 1. ABOUT THE FUND

Butterfield Select Invest Fund Limited (the "Fund") is a mutual fund which was incorporated as an exempted company with limited liability and with unlimited duration under the laws of Bermuda on September 1, 2005.

The Fund commenced operations on October 6, 2005. Butterfield Trust (Bermuda) Limited acts as custodian (the "Custodian"). Butterfield Asset Management Limited acts as investment adviser (the "Investment Adviser"). MUFG Fund Services (Bermuda) Limited (formerly Butterfield Fulcrum Group (Bermuda) Limited) acts as registrar and transfer agent and as accountants/administrator (the "Registrar and Transfer Agent" or "Administrator") for the Fund. The Custodian and Investment Adviser are wholly owned subsidiaries of The Bank of N.T. Butterfield & Son Limited (the "Bank").

The Investment Adviser, Custodian and the Bank each maintains separate business units, roles and responsibilities to ensure segregation between different functions.

The objective of the Fund is to act as a fund of funds, investing in the three classes of Butterfield Select Fund Limited (BFSL), an affiliated fund, which offers a convenient and efficient vehicle for investing in mutual funds and index instruments which are anticipated to provide the best opportunity for capital appreciation having regard to diversification. The Fund may also hold money market instruments or mutual funds for cash management purposes.

The Fund offers five classes, namely, Cautious, Balanced, Conservative, Dynamic and Growth. Each of these share classes invests in various weightings of BFSL share classes in order to accomplish the risk objectives of the respective share classes of the Fund.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared in accordance with accounting principles generally accepted in Canada and Bermuda ("GAAP"). The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates and the difference could be material. The following is a summary of significant accounting policies followed by the Fund:

#### a) Valuation of Investments

Investments in underlying funds are carried at fair value, which is based on the net asset value (NAV) of each share of the Fund's investments in or the pro-rata interest in the net assets of such investment funds as published or otherwise reported by the investment funds' administrators. The underlying investments of each investment fund are accounted for at fair value as described in each investment fund's financial statements.

The net change in the period between fair value and cost is shown as net change in unrealised gain or loss on investments in the statement of operations.

#### b) Investment Transactions and Income Recognition

Investment transactions are accounted for on the trade date. Gains or losses arising from the sale of investments are determined using the average cost basis.

NOTES TO THE FINANCIAL STATEMENTS For the year ended June 30, 2014 (Expressed in US Dollars)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### c) Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits presented as liability. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value, and are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

#### d) Financial Assets and Liabilities

In addition to the estimated fair values of investments as disclosed in the statement of portfolio investments, the estimated fair values of the Fund's other financial instruments, including cash and cash equivalents, subscriptions receivable, other assets, redemptions payable and accrued expenses approximate their carrying values.

#### e) Translation of Foreign Currencies

Assets and liabilities that are denominated in foreign currencies are translated into United States dollars at closing rates of exchange on the period end date. Transactions during the period are translated at the rate in effect at the date of the transaction. Foreign currency translation gains and losses are included in the statement of operations.

The Fund does not isolate that portion of gains and losses on investments which is due to changes in foreign exchange rates from that which is due to changes in market prices of the investments. Such fluctuations are included with the net realised and change in unrealised gains and losses from investments in the statement of operations.

#### f) Adoption of New Accounting Standards

Investment companies that are publicly accountable enterprises are required to adopt International Financial Reporting Standards ("IFRS") for the first time for interim and annual financial statements relating to annual periods beginning on or after January 1, 2014. As a result, the Fund will adopt IFRS beginning July 1, 2014 and publish its first financial statements, prepared in accordance with IFRS, for the annual period ending June 30, 2015. The 2015 annual financial statements will include 2014 comparative financial statements and an opening statement of net assets as of July 1, 2013, also prepared in accordance with IFRS.

The Investment Adviser has developed a transition plan to changeover to IFRS and meet the required timetable. As at June 30, 2014, the expected impact to the financial statements based on the Investment Adviser's assessment of the differences between GAAP and IFRS are as follows:

- IFRS 13 Fair Value Measurement permits the use of mid-market prices or other pricing
  conventions that are used by market participants as a practical expedient for fair value
  measurements within a bid-ask spread. As a result, net assets for financial reporting
  purposes (NAV) may be impacted and could align with the value used to price unit holder
  transactions (Transaction NAV), eliminating the need for a reconciliation.
- Shares of the Fund are puttable instruments and are required to be presented as equity
  or liability depending on certain criteria. As a result, shareholders' equity may be required
  to be presented as a liability in the statements of net assets with related distributions
  presented as an expense in the statements of operations. Alternatively, equity
  presentation would require additional disclosure of the components of equity.

#### NOTES TO THE FINANCIAL STATEMENTS For the year ended June 30, 2014 (Expressed in US Dollars)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### f) Adoption of New Accounting Standards (continued)

• IFRS requires the presentation of a statement of cash flows, including comparatives. The Fund has not previously presented this statement as permitted by GAAP.

#### 3. FINANCIAL RISK MANAGEMENT

The Fund's overall risk management approach includes formal guidelines to govern the extent of exposure to various types of risk. The Investment Adviser also has various internal controls to oversee the Fund's investment activities, including monitoring compliance with the investment objective and strategies, internal guidelines and securities regulations.

#### Credit Risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Fund. Financial instruments that potentially expose the Fund to credit and counterparty risk consist primarily of cash and cash equivalents and balances held at brokers.

The value of such balances on the statement of net assets includes consideration of the creditworthiness of the issuer, and, accordingly represents the maximum credit risk exposure of the Fund. The Fund monitors the credit rating of its broker to mitigate this risk.

#### **Currency Risk**

Currency risk is the risk that the value of an investment will fluctuate due to changes in foreign exchange rates. When the Fund enters into transactions which are denominated in currencies other than the Fund's reporting currency, the Investment Adviser attempts to mitigate the associated currency risk, which may include the use of forward currency contracts.

As at June 30, 2014 and 2013, the Fund's exposure to currencies other than the Fund's reporting currency was limited to small balances of cash and cash equivalents denominated in foreign currencies which are not significant to the class as a whole.

#### Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Fund's exposure to cash flow interest rate risk is limited to its cash and cash equivalents which represent 0.32% (2013 - 0.80%) for Cautious Class, 0.17% (2013 - 0.34%) for the Conservative Class; 0.17% (2013 - 0.30%) for the Balanced Class; 0.10% (2013 - 1.36%) for the Dynamic Class and 0.05% (2013 - 7.34%) for the Growth Class; of each of the respective Class' net assets. The Fund does not have any other significant interest-bearing assets or liabilities.

#### Liquidity Risk

Liquidity risk is the risk that the Fund will encounter difficulty in meeting obligations associated with financial liabilities. The Fund is exposed to liquidity risk by way of weekly cash redemptions of redeemable units. The Fund invests solely in other investment companies which could expose the Fund to increased liquidity risk. However, the Fund's entire portfolio of investment companies is realisable on a weekly basis which mitigates the risk related to weekly cash redemptions. The Fund may be exposed to additional liquidity risks in extraordinary cases where underlying investment companies had periods in which redemptions are suspended due to adverse market conditions.

NOTES TO THE FINANCIAL STATEMENTS For the year ended June 30, 2014 (Expressed in US Dollars)

#### 3. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### Liquidity Risk (Continued)

As of June 30, 2014 and 2013, all investments held by the Cautious, Conservative, Balanced, Dynamic and Growth Classes offer redemptions on a weekly basis.

#### Price/Market Risk

Price/market risk is the risk that the value of investments will fluctuate as a result of market conditions. All investments of the Fund are exposed to price/market risk. The Investment Adviser attempts to mitigate price/market risk by selecting appropriate portfolio investments based on the Fund's strategy.

As at June 30, 2014 and 2013, all of the investments held in the Cautious, Conservative, Balanced, Dynamic and Growth Classes were exposed to changes in portfolio prices. As at June 30, 2014 and 2013, if the portfolio prices had been 5% higher or lower with all other variables held constant the net assets of each class would have been impacted as follows:

	Impact on Net Assets			
		2014		
Cautious Class	\$	152,874	\$	129,971
Conservative Class	\$	146,402	\$	133,226
Balanced Class	\$	299,498	\$	181,055
Dynamic Class	\$	28,266	\$	13,783
Growth Class	\$	66,547	\$	24,639

A sensitivity rate of 5% is used when reporting other price/market risk internally to key management personnel and represents management's assessment of possible change in market prices.

#### 4. FAIR VALUE OF FINANCIAL ASSETS

The following provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 inputs other than quoted prices included within Level 1 that are market observable for the asset or liability, either directly or indirectly;
- Level 3 inputs for the asset or liability that are not based on observable market data, including the Fund's own assumptions in determining the fair value of investments.

All of the Fund's investments are classified within Level 2 of the fair value hierarchy as the value of these investments are based on inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, for the years ended June 30, 2014 and 2013.

NOTES TO THE FINANCIAL STATEMENTS For the year ended June 30, 2014 (Expressed in US Dollars)

#### 4. FAIR VALUE OF FINANCIAL ASSETS

#### Transfers of Assets between Level 1 and Level 2

Financial assets and liabilities transferred from Level 1 to Level 2 are the result of the securities no longer being traded in an active market. There were no transfers of financial assets and liabilities from Level 1 to Level 2 during the years ended June 30, 2014 and 2013. Financial assets and liabilities transferred from Level 2 to Level 1 are the result of the securities now being traded in an active market. There were no transfers of financial assets and liabilities from Level 2 to Level 1 during the years ended June 30, 2014 and 2013.

## Reconciliation of Financial Asset and Liability Movement - Level 3

The Fund did not hold any Level 3 investments at the beginning, during, or at the end of the years ended June 30, 2014 and 2013.

#### 5. SHARES ISSUED AND OUTSTANDING

The authorised share capital of the Fund is as follows:

1,000,000,000 common shares of US\$0.00001 par value each, which have been designated as non-voting, participating shares.

100 organisational shares of US\$.01 par value each, which have been designated as voting, non-participating shares, allotted for cash at par to the Investment Adviser and its nominees.

Under the Bye-laws, the organisational shares have only nominal rights if and so long as there are any other shares of the Fund in issue.

Details of shares issued and outstanding during the years ended June 30, 2014 and 2013 are as follows:

CAUTIOUS CLASS COMMON SHARES	2014	2013
Balance - beginning of year Issue of common shares Redemption of common shares	235,002 100,883 (87,216)	188,265 65,271 (18,534)
Balance - end of year	248,669	235,002
CONSERVATIVE CLASS COMMON SHARES	2014	2013
Balance - beginning of year Issue of common shares Redemption of common shares	258,495 4,972 -	237,503 20,992 -
Balance – end of year	263,467	258,495

NOTES TO THE FINANCIAL STATEMENTS For the year ended June 30, 2014 (Expressed in US Dollars)

#### 5. SHARES ISSUED AND OUTSTANDING (CONTINUED)

BALANCED CLASS COMMON SHARES	2014	2013
Balance - beginning of year Issue of common shares Redemption of common shares	339,929 159,310 (3,768)	245,723 97,087 (2,881)
Balance - end of year	495,471	339,929
DYNAMIC CLASS COMMON SHARES	2014	2013
Balance - beginning of year Issue of common shares Redemption of common shares	25,638 19,407 (524)	25,529 109 -
Balance – end of year	44,521	25,638
GROWTH CLASS COMMON SHARES	2014	2013
Balance - beginning of year Issue of common shares Redemption of common shares	46,501 63,321 (2,008)	29,451 17,399 (349)
Balance - end of year	107,814	46,501

Common shares are allotted to subscribers at a value determined by reference to the weekly valuation of the net assets of the class. Common shares may be redeemed for an amount equal to the net asset value per share as at the close of business on the Valuation Day, following receipt of the properly completed request for redemption, subject to the power of the directors to deduct therefrom an amount sufficient in their opinion to meet sale and fiscal charges incurred in realising assets to provide funds to meet the request.

#### NOTES TO THE FINANCIAL STATEMENTS For the year ended June 30, 2014 (Expressed in US Dollars)

## 6. NET REALISED GAIN ON INVESTMENTS

The net realised gain on sale of investments was as follows:

CAUTIOUS CLASS	2014	2013
Proceeds on sale of investments	\$ 1,262,326	\$ 611,221
Less cost of investments sold: Investments owned at beginning of year Investments purchased during year Investments owned at end of year	2,366,893 1,439,825 (2,673,006)	1,976,451 935,056 (2,366,893)
Investments sold during year	 1,133,712	 544,614
Net realised gain on investments	\$ 128,614	\$ 66,607
CONSERVATIVE CLASS	2014	2013
Proceeds on sale of investments	\$ 52,300	\$ 138,112
Less cost of investments sold: Investments owned at beginning of year Investments purchased during year Investments owned at end of year	2,583,480 96,630 (2,636,309)	2,371,908 342,040 (2,583,480)
Investments sold during year	43,801	130,468
Net realised gain on investments	\$ 8,499	\$ 7,644
BALANCED CLASS	2014	2013
Proceeds on sale of investments	\$ 108,192	\$ 166,681
Less cost of investments sold: Investments owned at beginning of year Investments purchased during year Investments owned at end of year	3,437,937 1,884,416 (5,227,153)	2,453,222 1,143,778 (3,437,937)
Investments sold during year	 95,200	 159,063
Net realised gain on investments	\$ 12,992	\$ 7,618

#### NOTES TO THE FINANCIAL STATEMENTS For the year ended June 30, 2014 (Expressed in US Dollars)

#### 6. NET REALISED GAIN ON INVESTMENTS (CONTINUED)

DYNAMIC CLASS	2044	2013
	2014	2013
Proceeds on sale of investments	\$ 33,594	\$ 5,000
Less cost of investments sold: Investments owned at beginning of year Investments purchased during year Investments owned at end of year	250,449 256,466 (478,805)	254,250 1,100 (250,449)
Investments sold during year	 28,110	4,901
Net realised gain on investments	\$ 5,484	\$ 99
GROWTH CLASS	2014	2013
Proceeds on sale of investments	\$ 38,862	\$ 8,491
Less cost of investments sold: Investments owned at beginning of year Investments purchased during year Investments owned at end of year	460,655 750,737 (1,176,838)	293,446 175,472 (460,655)
Investments sold during year	34,554	 8,263

#### 7. RELATED PARTY TRANSACTIONS

Net realised gain on investments

#### a) Management Fee

The Investment Adviser is related to the Fund through common directorship.

Under the terms of the management agreement, the Investment Adviser is entitled to receive a monthly fee calculated at the rate of no more than 0.25% per annum of the average valuation of the net assets of each class in each month, and will be paid on the last Valuation Day in each

\$

4,308 \$

228

No management fees were charged for the Cautious, Conservative, Balanced, Dynamic and Growth Classes for the years ended June 30, 2014 and 2013.

NOTES TO THE FINANCIAL STATEMENTS For the year ended June 30, 2014 (Expressed in US Dollars)

#### 7. RELATED PARTY TRANSACTIONS (CONTINUED)

#### b) Custodian Fee

In accordance with the custodian agreement, the Custodian receives a fee based on the fair value of assets under administration at the rate of 3.25 basis points per annum, subject to a minimum of \$1,250 for each of the Select Invest classes. The custodian fee for the year was \$6,470 (2013: \$6,250). Custodian fees incurred for the year for the Cautious Class were \$1,250 (2013: \$1,250), for the Conservative Class were \$1,254 (2013: \$1,250), for the Balanced Class were \$1,445 (2013: \$1,250), for the Dynamic Class were \$1,271 (2013: \$1,250), and for the Growth Class \$1,250 (2013: \$1,250), with \$1,241 (2013: \$1,142) being payable and included in accrued expenses at year end.

#### c) Investment Services Fee

The investment services fee is paid to the Bank for additional registrar and transfer agent services provided to the Fund which had been previously provided by the administrator. The investment services fee is a set fee for the Butterfield group of funds, allocated to the individual funds based on their proportion of Net Asset Value. Investment services fee incurred for the year for the Cautious Class were \$1,079 (2013: \$2,533), for the Conservative Class were \$541 (2013: \$nil), for the Balanced Class were \$1,032 (2013: \$nil), for the Dynamic Class were \$96 (2013: \$nil) and for the Growth Class were \$188 (2013: \$nil), with \$139 (2013: \$2,093) being payable and included in accrued expenses at year end.

# 8. ADMINISTRATION FEE (INCLUDING ACCOUNTING FEE AND REGISTRAR AND TRANSFER AGENT FEE)

In accordance with the administration agreement, the Administrator receives a fee based upon the nature and extent of the services provided. Administration fee for the year was \$24,981 (2013: \$18,309). Administration fees incurred for the year for Cautious Class were \$6,022 (2013: \$5,146), for Conservative Class were \$6,088 (2013: \$5,462), for Balanced Class were \$10,118 (2013: \$6,354), for the Dynamic Class were \$925 (2013: \$555), and for the Growth Class \$1,828 (2013: \$792), with \$5,409 (2013: \$3,779) being payable and included in accrued expenses at year end.

#### 9. TAXATION

Under current Bermuda law, the Fund is not obligated to pay taxes in Bermuda on either income or capital gains. The Fund has received an undertaking from the Minister of Finance in Bermuda, pursuant to the provisions of the exempted undertaking Tax Protection Act, 1966 which exempts the Fund from any such Bermuda taxes until March 28, 2016.

In March 2011, the Bermuda Government enacted the Exempted Undertakings Tax Protection Amendment Act 2011, allowing the Minister of Finance to grant assurance up to March 31, 2035.

### NOTES TO THE FINANCIAL STATEMENTS For the year ended June 30, 2014 (Expressed in US Dollars)

### 10. FINANCIAL HIGHLIGHTS

2014	Cautious Class				Balanced Class
Per Share Information					
Net asset value - beginning of year	\$ 11.16	\$	10.33	\$	10.67
Net investment income from operations					4.6.0
Net investment loss Net realised and unrealised gain on investments	(0.07) 1.19		(0.05) 0.84		(0.04) 1.47
Total from investment operations	1.12		0.79		1.43
Net asset value - end of year	\$ 12.28	\$	11.12	\$	12.10
Ratios / Supplemental Data					
Total net assets - end of year	\$ 3,052,866	\$	2,929,683	\$	5,995,756
Weighted average net assets*	\$ 2,787,203	\$	2,784,917	\$	4,683,480
Ratio of expenses to weighted average net assets	0.53%		0.47%		0.40%
Portfolio turnover rate**	45.55%		1.88%		2.31%
Annual rate of return***	10.04%		7.65%		13.40%

#### NOTES TO THE FINANCIAL STATEMENTS For the year ended June 30, 2014 (Expressed in US Dollars)

#### 10. FINANCIAL HIGHLIGHTS (CONTINUED)

2014		Dynamic Class	Growth Class
Per Share Information			
Net asset value - beginning of the year	\$	10.86	\$ 10.55
Net investment income from operations			
Net investment income/(loss)		(0.08)	0.04
Net realised and unrealised gain on investments		1.92	 1.74
Total from investment operations		1.84	1.78
Net asset value - end of year	\$	12.70	\$ 12.33
Ratios / Supplemental Data			
Total net assets - end of year	\$	565,224	\$ 1,329,338
Weighted average net assets*	\$ \$	428,450	\$ 861,571
Ratio of expenses to weighted average net assets		0.74%	0.50%
Portfolio turnover rate**		7.90%	4.52%
Annual rate of return***		16.94%	16.88%

<sup>\*</sup> Weighted average net assets are calculated using net assets on the last valuation date of each month.

<sup>\*\*</sup> Portfolio turnover rate is calculated using the lesser of purchases or sales of investments for the year divided by the weighted average value of investments, calculated using the last valuation date of each month.

<sup>\*\*\*</sup> Annual rate of return is calculated by comparing the end of year net asset value per share to the beginning of year net asset value per share.

### NOTES TO THE FINANCIAL STATEMENTS For the year ended June 30, 2014 (Expressed in US Dollars)

## 10. FINANCIAL HIGHLIGHTS (CONTINUED)

2013	Cautious Class	Conservative Class	Balanced Class
Per Share Information			
Net asset value – beginning of the year	\$ 10.56	\$ 10.07	\$ 9.73
Net investment income from operations			
Net investment loss	(0.04)	(0.02)	(0.04)
Net realised and unrealised gain/(loss) on investments	0.64	0.28	0.98
	 0.60	 0.26	 0.94
Total from investment operations	 	 	
Net asset value - end of year	\$ 11.16	\$ 10.33	\$ 10.67
Ratios / Supplemental Data			
Total net assets - end of year	\$ 2,621,435	\$ 2,669,131	\$ 3,626,930
Weighted average net assets*	\$ 2,357,252	\$ 2,491,542	\$ 2,916,244
Ratio of expenses to weighted average net assets	0.75%	0.39%	0.37%
Portfolio turnover rate**	25.93%	5.54%	5.72%
Annual rate of return***	5.58%	2.58%	9.66%

#### NOTES TO THE FINANCIAL STATEMENTS For the year ended June 30, 2014 (Expressed in US Dollars)

#### 10. FINANCIAL HIGHLIGHTS (CONTINUED)

2013	Dynamic Class	Growth Class
Per Share Information		
Net asset value – beginning of the year	\$ 9.26	\$ 9.34
Net investment income from operations		
Net investment gain/(loss)	0.14	(0.12)
Net realised and unrealised gain on investments	1.46	 1.33
Total from investment operations	 1.60	1.21
Net asset value - end of year	\$ 10.86	\$ 10.55
Ratios / Supplemental Data		
Total net assets - end of year	\$ 278,527	\$ 490,421
Weighted average net assets*	\$ 253,873	\$ 343,391
Ratio of expenses to weighted average net assets	0.94%	0.77%
Portfolio turnover rate**	0.43%	2.47%
Annual rate of return***	17.28%	12.95%

<sup>\*</sup> Weighted average net assets are calculated using net assets on the last valuation date of each month.

<sup>\*\*</sup> Portfolio turnover rate is calculated using the lesser of purchases or sales of investments for the year divided by the weighted average value of investments, calculated using the last valuation date of each month.

<sup>\*\*\*</sup> Annual rate of return is calculated by comparing the end of year net asset value per share to the beginning of year net asset value per share.

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