

Frequently Asked Questions on the change of manager and merger of Sprout Private Credit Trust ("SPCT") and Sprout Private Credit Trust II ("SPCT II")

CHANGE OF MANAGER

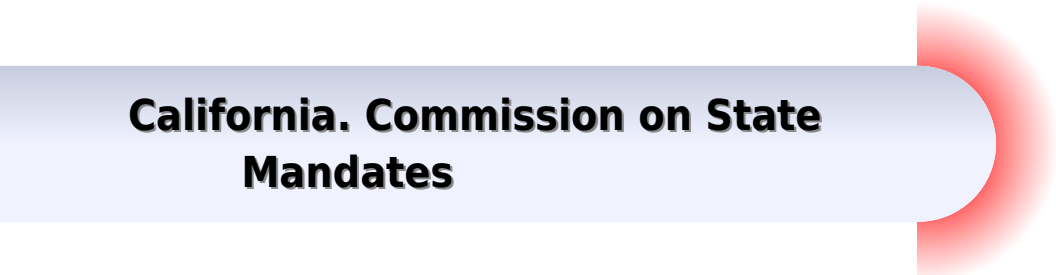
1. Why is there a change of manager?
 - Certain executives of Sprout Asset Management LP ("SAM") agreed to purchase SAM's Canadian diversified assets, which include SPCT and SPCT II.
2. Will change of manager mean the fund is managed differently than before?
 - No. The fund will continue to be sub-advised by Third Eye Capital Management Inc. to execute on its expertise in the senior secured lending space.
3. Is the change of manager definitely happening?
 - The change of manager is subject to Unitholders' and regulatory approvals.

FUND MERGER

1. Why is the merger happening?
 - To simplify ownership structure for the relevant assets.
 - To ensure unitholders' tax liability in SPCT is in line with their economic benefit in the same tax year. See #6 below for further details.
 - To potentially lower annual fixed costs to unitholders of SPCT and SPCT II, as the merger would increase assets under management in the remaining fund.
2. Is the merger definitely happening?
 - The merger is subject to approval of both SPCT and SPCT II unitholders.
3. What will unitholders be voting on?
 - to approve merger
 - to change the name from Sprout Private Credit II to Sprout – TEC Private Credit Fund
 - change of investment strategy for SPCT II unitholders. Investment strategy will change from "allocate capital to invest in securities of funds managed by certain third-party managers..." to eventually directly make credit investments.
4. What are the key dates?
 - Unitholder meeting is scheduled to take place on or around June 30th, with meeting materials to be mailed by end of May and Merger to take place for July 31 valuation date.
5. Are the funds remaining open to new subscriptions?
 - SPCT remains closed to all new subscriptions/switches into the fund.

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Multidisciplinary Accident Investigation Summaries. Volume 3. No. 5 ,1972 **Statewide Integrated Traffic Records System (SWITRS)** ,1984 **Measuring Non-recurrent Traffic Congestion** ,2003 Multidisciplinary Investigations to Determine Relationship Between Vehicle Defects, Failures and Vehicle Crashes. Final Report J. R. Finch,1970 Guidelines for Developing an Injury and Damage Reduction Program in Municipal Police Departments National Safety Council,National Institute of Law Enforcement and Criminal Justice,1973

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Table of Contents Chp Collision Investigation Manual

1. Understanding the eBook Chp Collision Investigation Manual
 - The Rise of Digital Reading Chp Collision Investigation Manual
 - Advantages of eBooks Over Traditional Books
2. Identifying Chp Collision Investigation Manual
 - Exploring Different Genres
 - Considering Fiction vs. Non-Fiction
 - Determining Your Reading Goals
3. Choosing the Right eBook Platform
 - Popular eBook Platforms
 - Features to Look for in an Chp Collision Investigation Manual
 - User-Friendly Interface
4. Exploring eBook Recommendations from Chp Collision Investigation Manual
 - Personalized Recommendations
 - Chp Collision Investigation Manual User Reviews and Ratings
 - Chp Collision Investigation Manual and Bestseller Lists

5. Accessing Chp Collision Investigation Manual Free and Paid eBooks
 - Chp Collision Investigation Manual Public Domain eBooks
 - Chp Collision Investigation Manual eBook Subscription Services
 - Chp Collision Investigation Manual Budget-Friendly Options
6. Navigating Chp Collision Investigation Manual eBook Formats
 - ePub, PDF, MOBI, and More
 - Chp Collision Investigation Manual Compatibility with Devices
 - Chp Collision Investigation Manual Enhanced eBook Features
7. Enhancing Your Reading Experience
 - Adjustable Fonts and Text Sizes of Chp Collision Investigation Manual
 - Highlighting and Note-Taking Chp Collision Investigation Manual
 - Interactive Elements Chp Collision Investigation Manual
8. Staying Engaged with Chp Collision Investigation Manual
 - Joining Online Reading Communities
 - Participating in Virtual Book Clubs
 - Following Authors and Publishers Chp Collision Investigation Manual
9. Balancing eBooks and Physical Books Chp Collision Investigation Manual
 - Benefits of a Digital Library
 - Creating a Diverse Reading Collection Chp Collision Investigation Manual
10. Overcoming Reading Challenges
 - Dealing with Digital Eye Strain
 - Minimizing Distractions
 - Managing Screen Time
11. Cultivating a Reading Routine Chp Collision Investigation Manual
 - Setting Reading Goals Chp Collision Investigation Manual
 - Carving Out Dedicated Reading Time
12. Sourcing Reliable Information of Chp Collision Investigation Manual
 - Fact-Checking eBook Content of Chp Collision Investigation Manual
 - Distinguishing Credible Sources
13. Promoting Lifelong Learning

- Utilizing eBooks for Skill Development
- Exploring Educational eBooks

14. Embracing eBook Trends

- Integration of Multimedia Elements
- Interactive and Gamified eBooks

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