

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.

Chp Collision Investigation Manual

L Darling-Hammond



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