

# Oaktree Strategic Credit Trust (Canadian Feeder)

*Oaktree Strategic Credit Trust (Canadian Feeder) (the "Fund") is an investment trust established under the laws of Ontario. The Fund is a feeder fund in a master-feeder arrangement. The primary investment objective of the Fund is to provide its unitholders with exposure to an investment in Oaktree Strategic Credit Fund (the "Master Fund").*

## Overview

Oaktree Strategic Credit Trust (Canadian Feeder) (the "Fund") in February gained 0.72% (net of fees)<sup>1</sup> for Class F Units for an annualized distribution of 10.17%<sup>2</sup> and a \$0.206/unit gross dividend.

- The Fund's NAV per unit was essentially unchanged at \$23.58 as of February 29, 2024, from \$23.60 as of January 31, 2024, primarily due to unrealized price appreciation on certain of the Fund's public debt investments, partially offset by slightly lower earnings due to the timing of fundings, which occurred towards the end of the month.<sup>3</sup>
- February's positive return was supported by the portfolio's strong overall credit quality, first lien orientation, attractive new origination activity, and low leverage.
- We expect strong origination activity for the remainder of the first quarter of 2024, and our focus remains on loans to larger firms with low leverage.

<sup>1</sup>Calculated as the change in NAV per unit during the period, plus distributions per share (assuming dividends and distributions are reinvested) divided by the beginning NAV per unit. Returns for periods greater than one year are annualized.

<sup>2</sup>Annualized Distribution Rate reflects the current month's distribution annualized and divided by the prior month's last reported NAV. Past performance is not necessarily indicative of future results. As the Fund invests substantially all its assets in the Master Fund, the Fund's ability to pay and the amount of distributions will be almost entirely based on the distributions paid by the Master Fund as distributions from the Master Fund received by the Fund, if any, will generally be converted to Canadian dollars and distributed by the Fund to its unitholders subject to, in the Manager's sole discretion, reasonable reserves for the payment of expenses of the Fund and other obligations of the Fund, less any tax required to be withheld by the Fund. There is no assurance that the Master Fund or the Fund will pay distributions. Distributions of the Master Fund may be funded from sources other than cash flow from operations, including, without limitation, the sale of assets, borrowings, return of capital or offering proceeds. Distributions paid from offering proceeds may constitute a return of capital for U.S. tax purposes. The Master Fund has no limits on the amounts it may pay from such sources to fund distributions. Distributions may also be funded in significant part, directly or indirectly, from temporary waivers or expense reimbursements borne by the Adviser or its affiliates, that may be subject to reimbursement to the Adviser or its affiliates, and therefore can reduce future distributions to which the Fund would otherwise be

## Performance Update

### Series F Units Total Returns (net of fees)<sup>1</sup>

Monthly	YTD	1-Year	Since Inception (annualized) June 1, 2022
0.72%	1.50%	10.48%	7.76%

**Performance data quoted represent past performance; past performance does not guarantee future results. The investment return and principal value of an investment will fluctuate, so that an investor's units, when redeemed, may be worth more or less than their original cost. Current performance of the Fund may be lower or higher than the performance quoted.**

We believe these positive returns - amid a month in which credit markets both tightened and saw increased competition - underscore the Fund's defensive positioning, its potential to generate excess returns with low leverage (0.46x debt-to-equity), and overall high credit quality. We believe our focus on high-quality private credit and public debt investments with attractive risk-adjusted return characteristics, helped the Fund's strong results.

entitled. The extent to which the Master Fund pays distributions from sources other than cash flow from operations will depend on various factors, including the level of participation in its distribution reinvestment plan, how quickly the Master Fund invests the proceeds from its offerings and the performance of its investments. Funding distributions from the sales of assets, borrowings, return of capital or proceeds of an offering will result in the Master Fund having less funds available to acquire investments. As a result, the return the Fund would realize on its investment may be reduced. Doing so may also negatively impact the Master Fund's ability to generate cash flows. Likewise, funding distributions from the sale of additional securities will dilute the Fund's interest on a percentage basis in the Master Fund and may impact the value of the Fund's investment especially if the Master Fund sells these securities at prices less than the price the Fund paid for the shares. The Master Fund believes the likelihood that it will pay distributions from sources other than cash flow from operations will be higher in the early stages of its offering.

<sup>3</sup>The Net Asset Value ("NAV") per unit is determined by dividing the value of total assets (including accrued interest, dividends and assets purchased with borrowings) attributable to the class minus liabilities (including accrued expenses, any reserves established by the Adviser in its discretion for contingent liabilities and any borrowings) attributable to the class by the total number of units outstanding of the class at the date as of which the determination is made.

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February was another positive month for risk assets amid a volatile month as the 10-year U.S. Treasury bond yield rose by 34 basis points in the month due to robust U.S. jobs data and higher-than-expected inflation print. As a result, investors' expectations of a rate cut by the U.S. Federal Reserve in March dropped to near zero (down from 35% in January); the market now anticipates 2.5 fewer rate cuts by December 2024 compared to the previous month.

Against this backdrop, leveraged loans, supported by their high current income and tighter credit spreads, returned 1.1%, outperformed both high yield and investment grade bonds which returned 0.3% and -1.4%, respectively, in February.<sup>4</sup>

Lending activity was robust in February amid increased capital markets activity. At the same time, private lenders continue to capture market share away from traditional bank lenders. These conditions provided a favorable environment for lenders such as Oaktree that can provide capital to stable businesses in today's higher rate environment.

Credit markets continue to be solid as investor sentiment trends positive on the ongoing resilience of the economy, and private sponsor-backed loan spreads continue to grind tighter as competition has picked back up over the past couple of months on strong capital inflows into private credit vehicles. However, the market continues to be attractive with high-quality companies with attractive risk characteristics and more moderate leverage (versus 2022), while lender protections have improved. The less competitive non-sponsored market also continues to offer solid pricing and deal terms, particularly in life sciences, as companies continue seeking non-dilutive financing solutions from private lenders such as Oaktree.

<sup>4</sup>Source: S&P, Morningstar, Bank of America, ICE Data Indices LLC. Equity markets represented by the S&P 500 Index, return figure includes dividends. Senior loans represented by Morningstar LSTA US Leveraged Loan 100 Index. High yield bonds represented by BAML High Yield Master Index; Investment grade bonds represented by BAML High-Grade Corporate Index. Indices are unmanaged and cannot be purchased directly by investors.

## Portfolio Update

The portfolio's construction as of the end of February reflects our diversified, defensive stance; holdings comprised 159 issuers across 36 industries and 93% of the portfolio was senior secured with 92% first lien, reflecting our preference for investing at the top of the capital structure. The portfolio is 90% invested in floating-rate assets, which could continue to benefit from higher interest rates. The Fund's exposure to private credit climbed slightly higher to 56%, split 84% sponsored and 16% non-sponsored loans, as most of the Fund's recent originations have been to sponsor-owned businesses.

We believe the portfolio's credit quality remains strong and could continue to benefit from Oaktree's conservative investment approach as the Fund ramps into what we believe could be an attractive vintage for private loans.

## New Investments<sup>5</sup>

In February, we deployed \$376 million into five new private credit deals, two of which are discussed in more detail below:

### Clarience (Truck-Lite) | Private/Sponsored | Automotive

- Based in Michigan, Clarience Technologies (Truck-Lite) is a producer of forward and safety lighting, wiring harnesses, and safety accessories for the medium- and heavy- truck, trailer, and commercial vehicle industries. It designs and manufactures telematics systems for heavy-duty and light-duty trailers and off-road industrial usage, fuel filtration systems, and rugged LED lighting for off-road marine industries.
- Oaktree provided \$175 million of a \$3.1 billion total term loan that was priced at S+5.75% with 2.0%

<sup>5</sup>Holdings are subject to change. The mention of specific holdings is not a recommendation or solicitation for any person to buy, sell or hold any particular security or position. The holdings identified and described do not represent all the securities or positions purchased, sold or recommended for client accounts. The reader should not assume that an investment in the holdings identified was or will be profitable. For more information regarding the portfolio's top ten largest holdings, please visit the Fund's [website](#).

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original issue discount. The Fund received an allocation of \$76 million.

- We liked the transaction because the company is a market leader and has strong free cash flow generation through the ability to control costs through market cycles due to its variable cost structure.

### **Ardonagh | Private/Sponsored | Insurance**

- Based in London, Ardonagh is the UK's largest independent insurance distribution platform and a top 20 broker, globally.
- The company offers a highly diversified range of insurance-related products and services across the full insurance value chain in the UK, Ireland, and broader international markets.
- Oaktree provided \$150 million of a \$3.3 billion equivalent first lien term loan to refinance existing debt; the Fund was allocated \$97 million.
- The loan was priced at S+4.75% (all cash pay) with 1.5% original issue discount.
- This is a company that Oaktree is very familiar with, having been invested in it since 2020. We liked the deal because of the company's strong market position within the specialty insurance segment, growth opportunities through mergers & acquisitions, and strong private equity sponsorship.

We also deployed \$206 million into high-quality public debt opportunities offering attractive current income.

We remain focused on larger companies with lower leverage and continue to source attractive relative value opportunities in the public debt markets.

### **Portfolio Outlook**

While banks have resumed activities in the leveraged buyout (LBO) markets, there remains a considerable shift toward private financing solutions (over syndicated public markets) which we expect will continue to support private lenders capturing market share away from traditional bank lenders. Market sentiment has improved as investors begin to signal expectations for no new rate hikes in the near term, causing competition to pick up and spreads to tighten in the private credit market. At the

same time, the current higher rate environment also raises default risk for interest rate-sensitive assets (e.g., highly leveraged companies) regardless of whether inflation remains elevated or if a recession occurs. Many companies took on additional debt during the last decade of near-zero rates, and we have only recently begun to see the elevated impact of higher rates on levered free cash flow. This could also lead borrowers to seek rescue loans, lender concessions or additional equity.

However, we believe that private lenders who limited participation in LBO deals during the "easy money" years are less likely to face legacy portfolio issues and may now be well positioned to deploy capital into new loans with attractive pricing, low leverage, and strong covenants.

Our private credit pipeline remains robust and we expect our allocation to private lending will steadily increase as we also continue to assess opportunities in well-priced, high quality public debt.

Oaktree has successfully invested through many market cycles. We believe that having ample capital, a long-term perspective, and the ability to withstand short-term volatility positions the Fund well into 2024.

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## Disclosures

Oaktree Strategic Credit Trust (Canadian Feeder) (the "Fund" or Oaktree Strategic Credit Trust) is a "feeder fund" in a master feeder arrangement that invests substantially all of its assets in Oaktree Strategic Credit Fund (the "Master Fund"). All of the information contained herein regarding the Master Fund or Oaktree Fund Advisors, LLC (the "Adviser"), the manager of the Master Fund, has been provided by the Adviser. This document is confidential and is not an offer to sell nor a solicitation of an offer to buy securities of the Fund or the Master Fund. Any offering of securities of the Fund will only occur in accordance with the terms and conditions of the Fund's confidential offering memorandum, which describes more fully the implications, terms and risks of the Fund. Notwithstanding the foregoing, an investment in the Fund is not an investment in the Master Fund and a unitholder of the Fund will have no contractual relationship with or direct recourse against the Master Fund or the Adviser.

## Summary of Risk Factors:

Because the Fund has been established to invest substantially all of its assets in the Master Fund, an investment in the Fund involves all of the risks of investing in the Master Fund in addition to those risks particular to the Fund and its operation as a "feeder fund". The Master Fund may purchase certain instruments or utilize certain investment techniques that carry specific risks. Accordingly, investment in the Fund involves considerations and risk factors that prospective investors should consider before subscribing. The risks associated with the Master Fund are not summarized fully below but rather are described in "Risk Factors" in the Master Fund prospectus. The following are key risks of an investment in the Fund itself.

**Investment Risks in General.** All investments in securities risk the loss, including the complete loss, of capital. No guarantee or representation is made that the Fund's or the Master Fund's investment strategy will be successful, and investment results may vary substantially over time. Adverse changes in regulation and provincial, national or international economic conditions, including, for example, financial market fluctuations, local market conditions, governmental rules and fiscal policies, availability of terms of debt financing, and interest rates, can affect substantially and adversely the prospects of the investments of the Master Fund and, consequently, the performance of the Fund.

## Investment of Substantially All Assets in the Master Fund.

Because the Fund invests substantially all of its assets in, and conducts its investment program through, the Master Fund, prospective investors should also carefully consider the risks that accompany an investment in the Master Fund. The risks and conflicts of interest described in the Master Fund Prospectus with respect to the Master Fund and an investment therein apply generally to the Fund and investment in the units of the Fund. The returns of the Fund depend almost entirely on the performance of its investment in the Master Fund and there can be no assurance that the Master Fund will be able to achieve its investment objective or implement its investment strategy. Certain ongoing operating expenses of the Fund, which will be in addition to those expenses indirectly borne by the Fund as an investor in the Master Fund, generally will be borne by the Fund and the unitholders, with a corresponding impact on the returns to the unitholders. Such additional expenses of the Fund will reduce the Fund's performance relative to the Master Fund. Although the Fund will be an investor in the Master Fund, investors in the Fund will not themselves be investors of the Master Fund and will not be entitled to enforce any rights directly against the Master Fund or assert claims directly against the Master Fund or its affiliates. Brookfield Public Securities Group LLC (the "Manager") is not the manager or adviser of the Master Fund and does not have any control whatsoever over its trading strategies or policies. None of the Fund nor the Manager will take part in the management of

the Master Fund or have control over its management strategies and policies. The Fund is subject to the risk of bad judgment, negligence or misconduct of the Adviser. The terms of the Master Fund are subject to change.

**Investments in privately owned small- and medium-sized companies pose a number of significant risks.** The Master Fund will invest primarily in privately owned medium-sized companies and may also invest in privately owned small companies and, as a result, the Fund will have significant exposure to such companies. Investments in these types of companies pose a number of significant risks. For example, such companies: (a) have reduced access to the capital markets, resulting in diminished capital resources and ability to withstand financial distress; (b) may have limited financial resources and may be unable to meet their obligations under the debt securities that the Master Fund may hold, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of the Master Fund realizing any guarantees it may have obtained in connection with its investment; (c) may have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and changing market conditions, as well as general economic downturns; (d) are more likely to depend on the management talents and efforts of a small group of persons; therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on the portfolio company and, in turn, on the Master Fund; (e) may have less predictable operating results, may from time to time be parties to litigation, may be engaged in volatile businesses with products subject to a substantial risk of obsolescence and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position; and (f) are not subject to the Securities Act, the Exchange Act and other regulations that govern public companies, and, therefore, provide little information to the public. In addition, the Master Fund, the Adviser, its and their affiliates and directors, executive management team and members, and the investment professionals may, in the ordinary course of business, be named as defendants in litigation arising from our investments in such portfolio companies. Further, investments in such companies tend to be less liquid. Finally, little public information generally exists about privately owned companies, and these companies often do not have third-party debt ratings or audited financial statements. Unitholders, therefore, must rely on the ability of the Adviser to obtain adequate information through due diligence to evaluate the creditworthiness and potential returns from investing in these companies. Additionally, these companies and their financial information will not generally be subject to the U.S. Sarbanes-Oxley Act of 2002 and other rules that govern U.S. or Canadian public companies. If the Adviser is unable to uncover all material information about these companies, it may not make a fully informed investment decision, and shareholders may lose money on their investments.

These factors may make certain portfolio companies of the Master Fund more susceptible to the adverse effects of COVID-19 and resulting government regulations.

**The Master Fund is regulated as a Business Development Company and taxed as a Registered Investment Company.** To qualify for the tax benefits available to registered investment companies ("RICs") and to minimize corporate-level U.S. federal income taxes, the Master Fund intends to distribute to its shareholders at least 90% of its taxable income each tax year, except that it may retain some or all of its net capital gains, and to designate the retained amount as a "deemed distribution." In that case, among other consequences, the Master Fund will pay corporate-level tax on the retained amount. The amount of the deemed distribution net of such

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tax will be added to its shareholder's cost basis for its shares of the Master Fund for U.S. tax purposes.

As a business development company, the Master Fund may issue "senior securities," including borrowing money from banks or other financial institutions so long as it meets an asset coverage ratio, as calculated as provided in the Investment Company Act, of at least 150%, after such incurrence or issuance.

These requirements limit the amount that the Master Fund may borrow, may unfavorably limit its investment opportunities and may reduce its ability in comparison to other companies to profit from favorable spreads between the rates at which it can borrow and the rates at which it can lend. If the value of its assets declines, the Master Fund may be unable to satisfy the asset coverage test, which could prohibit it from paying distributions and could prevent it from being subject to U.S. tax as a RIC. If the Master Fund cannot satisfy the asset coverage test, it may be required to sell a portion of its investments and, depending on the nature of its debt financing, if any, repay a portion of such indebtedness at a time when such sales may be disadvantageous.

**No Due Diligence of the Master Fund.** The Fund has been formed specifically to invest in the Master Fund, and the Manager has not conducted due diligence to evaluate alternative potential investments for the Fund. The Manager does not intend to conduct investment or operational due diligence with respect to the Master Fund and its target investments. Similarly, the Manager will not perform any due diligence on or otherwise gauge the effectiveness of the Master Fund's investment program or process. Accordingly, there is a risk that the Manager may not detect potential conflicts of interest, fraudulent behavior or investment, administrative or operational weaknesses with respect to the Master Fund, any of which may give rise to substantial losses.

**Reliance on the Adviser.** The Master Fund's success, and in turn the Fund's success, is dependent upon the relationship with, and the performance of, the Adviser in the management of Master Fund's portfolio, and Master Fund's operations. The Adviser may suffer or become distracted by adverse financial or operational problems in connection with its business and activities unrelated to the Master Fund and over which the Master Fund, the Fund and the Manager have no control. Should the Adviser fail to allocate sufficient resources to perform its responsibilities to the Master Fund for any reason, the Fund may be unable to achieve its investment objectives or to pay distributions to investors.

**Tracking Error.** Although the Fund invests substantially all of its assets in the Master Fund, its performance will not be identical to the returns achieved by the Master Fund. The costs and expenses applicable to an investment in the Fund itself (including the management fee, the Fund's loan facility, the Fund's investment in cash equivalents and cost of the hedging strategy) will necessarily result in the Fund underperforming the Master Fund Shares. In addition, a variety of other factors may contribute to deviations between the performance of the Fund and the Master Fund, including, but not limited to, tax consequences, the Fund's loan facility, the fact that a portion of the Fund's assets may be invested in cash equivalents and the Fund's hedging strategy. From time to time and over time, there will be a tracking error between the performance of the Fund and the performance of the Master Fund that could, under certain circumstances, be material.

**Reliance on Information Received from the Master Fund and the Adviser.** The Fund has no means of independently verifying the information supplied to it by the Master Fund or the Adviser, including valuations and estimates of valuations (and subsequent potentially material revisions to such valuations or estimates) of investments made by the Master Fund. All information prepared by the Fund, the Manager and the Administrator and provided to Unitholders generally will be

based on information received from the Master Fund. There can be no assurance that such information will be accurate. The Manager is entitled to rely conclusively on valuations provided to it by the Master Fund and shall not be liable to existing or former Unitholders for its reliance on any erroneous valuations or calculations provided by the Adviser or the Master Fund or any other service provider thereto.

**Inflation.** Certain of the portfolio companies of the Master Fund may be impacted by inflation. If such portfolio companies are unable to pass any increases in their costs along to their customers, it could adversely affect their results and their ability to pay interest and principal on their loans, particularly if interest rates rise in response to inflation. In addition, any projected future decreases in the Master Fund's portfolio companies' operating results due to inflation could adversely impact the fair value of those investments. Any decreases in the fair value of the Master Fund's investments could result in future unrealized losses and therefore reduce its net assets resulting from operations.

**Government Intervention.** In recent years, the global financial markets have undergone disruptions which have led to certain governmental intervention. Such intervention has in certain cases been implemented on an "emergency" basis, suddenly and substantially eliminating market participants' ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition, these interventions have typically been unclear in scope and application, resulting in confusion and uncertainty which in itself has been materially detrimental to the efficient functioning of the markets as well as previously successful investment strategies. It is impossible to predict what additional interim or permanent governmental restrictions may be imposed on the market or the effect of such restrictions on the objective and strategies of the Fund and the Master Fund.

**Deployment of Capital by the Master Fund.** In light of the nature of Master Fund's continuous offering and its investment strategy and the need to be able to deploy capital quickly to capitalize on potential investment opportunities or to establish reserves for anticipated debts, liabilities or obligations, including liquidity needs, the Master Fund may hold cash in money market instruments pending deployment into other investments, the amount of which may at times be significant. While the duration of any such holding period is expected to be relatively short, in the event the Master Fund is unable to find suitable investments, such money market investments may be held for longer periods, which would dilute overall investment returns. It is not anticipated that the temporary investment of such cash into money market investments will generate significant interest, and shareholders of Master Fund, including the Fund, should understand that such low interest payments on the temporarily invested cash may adversely affect the overall returns of the Master Fund.

#### **Forward-Looking Statements:**

Statements contained in this presentation that are not historical facts are based on our current expectations, estimates, projections, opinions or beliefs. Such statements are not facts and involve known and unknown risks, uncertainties and other factors. Prospective investors should not rely on these statements as if they were fact. Certain information contained in this presentation constitutes "forward-looking statements," which can be identified by the use of forward-looking terminology such as "may," "will," "should," "expect," "anticipate," "project," "target," "estimate," "intend," "continue," "forecast" or "believe" or the negatives thereof or other variations thereon or other comparable terminology. Due to various risks and uncertainties, including those described in the offering memorandum, actual events or results or our actual performance may differ materially from those reflected or contemplated in such forward-looking statements. No representation or warranty is made as to future performance or such forward-looking statements. In light of the significant uncertainties inherent in these

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forward-looking statements, the inclusion of this information should not be regarded as a representation by us or any other person that our objectives and plans, which the Manager and Adviser consider to be reasonable, will be achieved.

You should carefully review the “Risk Factors” section of the offering memorandum and prospectus of the Master Fund for a discussion of the risks and uncertainties that the Manager or the Adviser believes are material to the Fund and the Master Fund, as applicable, their business, operating results, prospects and financial condition. Except as otherwise required by federal securities laws, the Fund, the Manager, the Master Fund and the Adviser do not undertake to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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The Fund seeks to achieve its investment objective by investing substantially all of its assets in, and conducting its investment program through, the Master Fund. Notwithstanding the foregoing, the Fund may, in the Manager’s (as defined below) sole discretion, maintain up to 10% of the Fund’s net assets in cash and cash equivalents but is not required to do so at any time

- Brookfield Public Securities Group LLC (“PSG” or the “Manager”) is the manager of the Fund. PSG is a subsidiary of Brookfield Asset Management Inc. (“BAM”). The Manager is responsible for providing or arranging for the provision of management and administrative services required by the Fund.
- The Master Fund, a Delaware statutory trust, is externally managed by Oaktree Fund Advisors, LLC (the “Adviser”), an affiliate of Oaktree Capital Management, L.P., a leading global investment management firm focused on less efficient markets and alternative investments, and a subsidiary of Oaktree Capital Group, LLC (“Oaktree”). BAM is the majority owner of Oaktree.
- The Master Fund seeks to invest primarily in a diversified portfolio of private debt across industries and transaction types, targeting bespoke, highly negotiated loans and private equity-related financings such as those making leverage buyouts.
- The Master Fund seeks to achieve its investment objective by:
  - (i) utilizing the experience and expertise of the management team of the Adviser in areas ranging from performing credit to distressed debt, over multiple market cycles, along with the broader resources of Oaktree, in sourcing, evaluating and structuring transactions, and Oaktree’s deep relationships with sponsors, management teams, capital raising advisors and issuers;
  - (ii) employing a disciplined credit underwriting process centered on risk control and focused on principal protection and loss avoidance, primarily investing in private debt of medium-sized companies, in loans with asset coverage ratios that the Adviser believes provide substantial credit protection, and also seeking favorable financial protections, including linking additional funding to achievement of credit de-risking milestones where the Adviser believes necessary;
  - (iii) curating a diversified portfolio of private debt across industries and transaction types such as leveraged buyout (“LBO”)-related financings and bespoke, highly negotiated loans, with opportunistic investments in discounted, high-quality public investments to enhance total return in times of significant market dislocation; and

(iv) maintaining rigorous portfolio monitoring in an attempt to anticipate and pre-empt negative credit events within its portfolio.

**Any offers and sales of securities of the Fund in Canada will be made in accordance with regulatory requirements in the particular province through registered dealers including a Brookfield Affiliate, Brookfield Investment Management (Canada) Inc. Any offering of securities of the Fund will only occur in accordance with the terms and conditions of the Fund’s confidential offering memorandum, which describes more fully the implications, terms and risks of the Fund.**

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