

AMENDMENT NO. 2 DATED MARCH 25, 2021

**TO THE ANNUAL INFORMATION FORM DATED JULY 21, 2020, AS AMENDED BY
AMENDMENT NO. 1 DATED OCTOBER 15, 2020**

in respect of:

**Sun Life Core Advantage Credit Private Pool
(the “Fund”)**

The annual information form dated July 21, 2020, as amended by Amendment No. 1 dated October 15, 2020 (the “AIF”) relating to the offering of securities of the Fund is hereby amended as noted below.

Unless otherwise specifically defined, capitalized terms used in this amendment have the meaning given to such terms in the AIF.

Introduction:

The AIF is hereby amended to reflect that the Fund may invest in units of SLC Management Short Term Private Fixed Income Plus Fund.

Technical Amendments to the AIF:

The technical amendments to the AIF to reflect that the Fund may invest in units of SLC Management Short Term Private Fixed Income Plus Fund are as follows:

- (a) The following are added as new paragraphs under “Exemptive Relief Obtained by the Funds” beginning on page 31 of the AIF:

Investing in SLC Management Short Term Private Fixed Income Plus Fund

Sun Life Core Advantage Credit Private Pool has obtained exemptive relief to invest up to 10% of its NAV in units of SLC Management Short Term Private Fixed Income Plus Fund (the “**Short Term PFI Fund**”). Securities regulatory approval was granted on the condition that:

- an independent external valuator values the assets held by the Short Term PFI Fund;
- the investment in the Short Term PFI Fund is included as part of Sun Life Core Advantage Credit Private Pool’s calculation for the purposes of the illiquid assets restriction in section 2.4 of NI 81-102;
- Sun Life Core Advantage Credit Private Pool’s IRC reviews and provides its approval, including by way of standing instructions, prior to an investment by Sun Life Core Advantage Credit Private Pool in the Short Term PFI Fund;
- the Manager complies with Section 5.1 of NI 81-107 and the Manager and Sun Life Core Advantage Credit Private Pool’s IRC comply with Section 5.4 of NI 81-107 for any standing instructions the IRC provides in connection with Sun Life Core Advantage Credit Private Pool’s investment in the Short Term PFI Fund;

- no management fees or incentive fees will be payable by Sun Life Core Advantage Credit Private Pool to invest in the Short Term PFI Fund that, to a reasonable person, would duplicate a fee payable by the Short Term PFI Fund for the same service;
- no sales fees or redemption fees will be payable by Sun Life Core Advantage Credit Private Pool in relation to its purchases or redemptions of units of the Short Term PFI Fund;
- the Manager does not cause the units of the Short Term PFI Fund held by Sun Life Core Advantage Credit Private Pool to be voted at any meeting of the holders of such units, except that the Manager may arrange for the Short Term PFI Fund units to be voted by the beneficial owners of Sun Life Core Advantage Credit Private Pool; and
- certain disclosure regarding Sun Life Core Advantage Credit Private Pool's investment in the Short Term PFI Fund is provided in Sun Life Core Advantage Credit Private Pool's simplified prospectus.

CERTIFICATE OF THE FUND AND THE MANAGER AND THE PROMOTER OF THE FUND

**Sun Life Core Advantage Credit Private Pool
(the “Fund”)**

This Amendment No. 2 dated March 25, 2021, together with the annual information form dated July 21, 2020, as amended by Amendment No. 1 dated October 15, 2020, the simplified prospectus dated July 21, 2020, as amended by Amendment No. 1 dated October 15, 2020 and Amendment No. 2 dated March 25, 2021 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 each province and territory of Canada and do not contain any misrepresentations.

DATED the 25th day of March, 2021.

(signed) “Oricia Smith”

Oricia Smith
Interim President, signing in the capacity
of Chief Executive Officer
SLGI Asset Management Inc.

(signed) “Kari Holdsworth”

Kari Holdsworth
Chief Financial Officer
SLGI Asset Management Inc.

**On behalf of the Board of Directors of SLGI Asset Management Inc.,
as Trustee and Manager of the Fund**

(signed) “Michael Schofield”

Michael Schofield
Director

(signed) “S. Patricia Callon”

S. Patricia Callon
Director

**SLGI ASSET MANAGEMENT INC.,
as Promoter of the Fund**

(signed) “Oricia Smith”

Oricia Smith
Interim President