Exhibit 10.1  
 PURCHASE AGREEMENT  
 THIS PURCHASE AGREEMENT (this “Agreement”) is entered into as of February 1, 2024, by and between XAI Octagon Floating Rate & Alternative Income Trust (formerly, XAI Octagon Floating Rate & Alternative Income Term Trust), a Delaware statutory trust (the “Trust”), and each purchaser identified on Appendix A hereto (each, a “Purchaser” and collectively the “Purchasers”).  
 WHEREAS, subject to the terms and conditions set forth in this Agreement and pursuant to an effective registration statement under the Securities Act of 1933, as amended (the “Securities Act”), the Trust desires to issue, and each Purchaser, severally and not jointly, desires to purchase shares of the Trust’s common shares of beneficial interest, par value $0.01 per share (the “Common Shares”), upon the terms and conditions as more particularly provided herein; and  
 NOW, THEREFORE, in consideration of the foregoing and of the mutual agreements hereinafter contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, the Trust and each Purchaser hereby agree as follows:  
 ARTICLE I  
PURCHASE AND SALE; CLOSING  
 1.1 Purchase and Sale of the Shares. At the Closing (as defined in Section 1.2), the Trust shall sell to each Purchaser, and each Purchaser, severally and not jointly, shall buy from the Trust, upon the terms and conditions hereinafter set forth, the number of Common Shares as specified on Appendix A to this Agreement (all such Common Shares, the “Shares”), and at the purchase price of $7.0485 per Share.  
 1.2 The Closing. The completion of the purchase and sale of the Shares (the “Closing”) shall occur at 10:00 A.M. (Eastern time), on February 5, 2024 (the “Closing Date”) at the offices of the Trust, or at such other time, date and location as the parties shall mutually agree. At the Closing, (a) the purchase price for the Shares being purchased by each Purchaser (the “Purchase Price”) shall be delivered by or on behalf of such Purchaser to the Trust as more particularly provided in Section 1.3 and (b) the Trust shall cause Equiniti Trust Company, LLC, the Trust’s transfer agent (the “”), to deliver to each Purchaser the number of Shares as specified on to this Agreement and as more particularly provided in Section 1.4.